



**July 08, 2026**

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. 2025-26 along with Notice of 50<sup>th</sup> Annual General Meeting of the Company.**

In continuation of our letter dated June 29, 2026 informing that the 50<sup>th</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on **Thursday, July 30, 2026** at **3:00 P.M. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 34(1) and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 50<sup>th</sup> AGM and the Annual Report of the Company, including the Business Responsibility and Sustainability Report, for the Financial Year 2025-26.

Further, the Notice of the AGM and the Annual Report of the Company for the Financial Year 2025-26 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 2025-26 is also uploaded on the Company's website at <https://afcons.com/financials/#annual-reports-related> and the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Thanking you,

Yours faithfully,  
**For Afcons Infrastructure Limited**

GAURANG  
MAHESHCHANDRA  
NDRA PAREKH  
Digitally signed by  
GAURANG  
MAHESHCHANDRA  
PAREKH  
Date: 2026.07.08  
15:39:57 +05'30'

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

**Encl.: As above**



# ANNUAL REPORT

2025-2026

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## Mission

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

*Inland Waterways Terminal, Varanasi, India*



For more investor-related information, please visit <https://www.afcons.com/en/financials>



Or, simply scan the QR code

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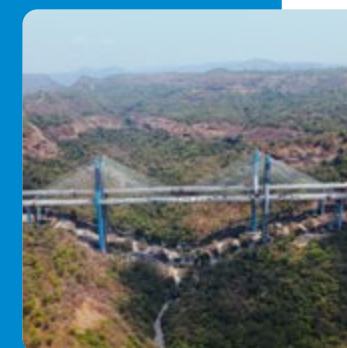
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Showcasing Incredible Engineering Across Geographies

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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.

# Incredible Engineering, Delivered Worldwide

Afcons Infrastructure Limited's engineering excellence is built on a legacy of nearly seven decades of delivering complex, large-scale and technically demanding infrastructure projects across diverse sectors. Over the years, the Company has developed specialised expertise in executing challenging and often first-of-its-kind works, including underground tunnels, marine structures, metros, bridges, water and industrial infrastructure across diverse terrains and operating environments.

With a global footprint spanning over 30 countries, Afcons has extended its engineering excellence across continents. From South Asia's rapidly evolving urban landscapes to Africa's critical infrastructure corridors, the Company has successfully delivered projects that support connectivity and economic growth across diverse markets. This ability to operate with consistency across geographies reflects not only technical strength, but also adaptability, cultural understanding and a commitment to global standards of execution.

Guiding this journey is a clear and enduring purpose to transform lives by building sustainable, world-class infrastructure. This purpose shapes every aspect of the Company's operations, driving the creation of infrastructure that enhances connectivity, supports economic progress and contributes meaningfully to the communities it serves.

Expanding its global presence and strengthening core capabilities, Afcons remains focused on delivering infrastructure engineered for performance and designed to create long-term value, staying true to the promise of 'Incredible Engineering, Delivered Worldwide'.

Roads and Drainage System, Addu City, Maldives

About Afcons Infrastructure Limited

# Engineering Excellence at Scale

Established in 1959, Afcons Infrastructure Limited is the flagship infrastructure engineering and construction company of the Shapoorji Pallonji Group. The Company has developed specialised expertise in executing complex and often first-of-its-kind projects, including underground works, marine structures, metros, bridges and industrial infrastructure in challenging terrains and operating environments.

Afcons operates as a technology-driven EPC contractor with capabilities spanning marine, urban infrastructure, surface transport, oil and gas, and hydro and underground segments. This execution capability is anchored by deep in-house engineering expertise, a robust equipment base and a strong focus on safety, quality and operational efficiency.

Afcons has a global footprint across more than 30 countries in Asia, Africa and the Middle East, establishing itself as a globally competitive infrastructure player. Consistent recognition among leading contractors in specialised segments, along with its five-star export house status, reflects the Company's strong international execution capabilities.

EPCIC of Offshore Process Platform Project for Development of KG-DWN-98/2 NELP Block, India

# Business Verticals

Afcons undertakes EPC projects across a diverse range of infrastructure sectors, leveraging deep rooted capabilities to execute complex and large-scale assignments. This presence across multiple business verticals enables the Company to address varied project requirements while maintaining a balanced and resilient portfolio across geographies.

## MARINE & INDUSTRIAL

The Company's Marine and Industrial vertical focuses on the development of port and harbour infrastructure, including jetties, dry docks, breakwaters, outfall and intake structures, LNG facilities and material handling systems.



Bulk Jetty, Port of Sohar, Oman

## SURFACE TRANSPORT

The Company's Surface Transport vertical undertakes the construction and upgradation of highways, roads, interchanges, bridges, flyovers, tunnels, railways, and mining related infrastructure.



Jammu-Udhampur Highway, J&K, India

## URBAN INFRASTRUCTURE

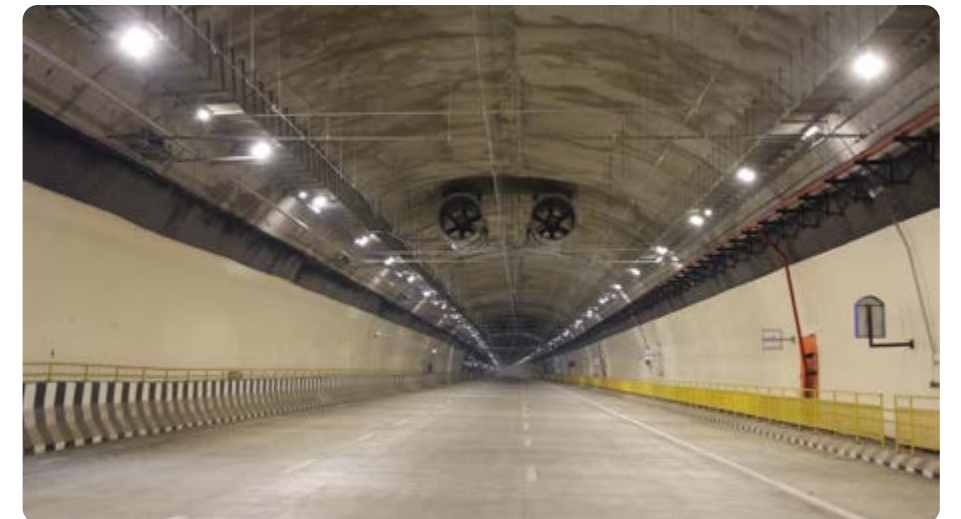
The Urban Infrastructure vertical undertakes construction of metro rail systems, including elevated and underground corridors, along with bridges, flyovers and related urban mobility infrastructure.



Nagpur Metro Reach-2, Nagpur, India

## HYDRO & UNDERGROUND

The Hydro & Underground vertical develops dams, barrages, tunnelling, underground works and water and irrigation infrastructure.



Maharashtra Samruddhi Mahamarg PKG-14

## OIL & GAS

The Company's Oil and Gas vertical undertakes both offshore and onshore infrastructure projects. It has executed several large offshore assignments, including the ONGC Heera Redevelopment Process Platform, where it became the first Indian EPC contractor to install an offshore process platform using float-over technology.



HRD Process Platform, India

# Why Afcons

Afcons has built a differentiated position as a global EPC contractor through its ability to execute complex infrastructure projects on or ahead of time with consistency, technical depth and operational discipline. These capabilities are anchored in engineering capability, structured execution and strategic asset ownership, enabling reliable delivery across geographies and sectors.

## KEY STRENGTHS:



### Extreme Engineering Capabilities

Proven expertise in executing complex, high-value and first-of-its-kind infrastructure projects across challenging environments.



### Standardised Processes with Efficient Resource Allocation

Robust project management systems and processes ensure disciplined execution, optimal resource utilisation and timely delivery.



### Strategic Equipment Base

A strong in-house equipment base enhances execution control, improves productivity and reduces dependency on external resources.



### Robust Risk Management Framework

A comprehensive risk assessment framework evaluates client, country, currency and commercial risks, enabling prudent project selection and effective risk mitigation.



### Strong Contract Management Practices

Rigorous contract management processes safeguard commercial interests, ensure contractual discipline and support efficient project execution.



### Knowledge-driven Organisation

A structured knowledge management framework captures and disseminates project learnings across the organisation, strengthening execution excellence and continuous improvement. Recognised through the MIKE Award for eight consecutive years.

## Top 3 Indian Cos

ENR Top International Contractors Rankings

## 8<sup>th</sup> Largest

International marine and port facilities contractor (Highest ranking Indian company in Top 25)

## 12<sup>th</sup> Rank

Global bridges sector (Only Indian company in Top 25)

## 48<sup>th</sup> Rank

Global transportation sector (Only Indian company in Top 50)

## 15<sup>th</sup> Rank

Aqueducts sector (Only Indian company in Top 25)

## 40<sup>th</sup> Rank

Water Supply

As per 2025 ENR (Engineering News-Record, US) Top International Contractors rankings. Companies are ranked according to construction revenue generated outside of each company's home country

## NUMBERS THAT DEFINE A LEGACY

# 5,100+

Lane km of roads

# 235

Marine works

# 195+

Bridges, Flyovers, Viaducts

# 150+ km

Elevated & Underground Metro

# 65+ km

Underground Tunnel by NATM

# 47

General Civil Engineering & Industrial Structure

# 8

LNG Tanks

# 6

Irrigation, Water Supply and Hydro works

# 60+

Overseas projects

Annaram Barrage, Telangana, India

# 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 overseas with a desalination project in Muscat (Oman)
- **1976**  
Established as Asia Foundations and Constructions Pvt. Ltd.
- **1979**  
Entered Bridge Construction
- **1987**  
Won first project in Africa (Ethiopia)

## 1988-2007

- **1988**  
Entered Road Construction
- **1996**  
Renamed as Afcons Infrastructure Limited
- **1997**  
Became a Public Limited Company
- **2000**  
Acquired by Sterling Investment Corporation Ltd, a Shapoorji Pallonji Group Company; entered 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 project; secured Atal Tunnel project
- **2010**  
Entered Underground Metro Tunnelling segment
- **2016**  
Entered Turnkey Railway and Irrigation segments
- **2017**  
Entered International Water Supply segment
- **2020**  
Entered RRTS segment; crossed ₹ 10,000 Crores revenue

## 2021-2026

- **2021**  
Secured Greater Male Connectivity Project (Maldives)
- **2022**  
Entered Domestic Water Supply segment
- **2023**  
Won MAHSR C2 tunnel package (India's first 7 km undersea tunnel)
- **2024**  
Listed on NSE and BSE
- **2025**  
Achieved highest-ever order book (₹36,869 Crores)  
  
Entered Water Supply TBM tunnelling; completed world's highest single-arch railway bridge (J&K)

# International Presence

Afcons has a presence in over 30 countries across South Asia, Africa, the Middle East and the Commonwealth of Independent States (CIS), delivering world-class turnkey EPC projects across diverse sectors and geographies.



\*Ongoing Projects

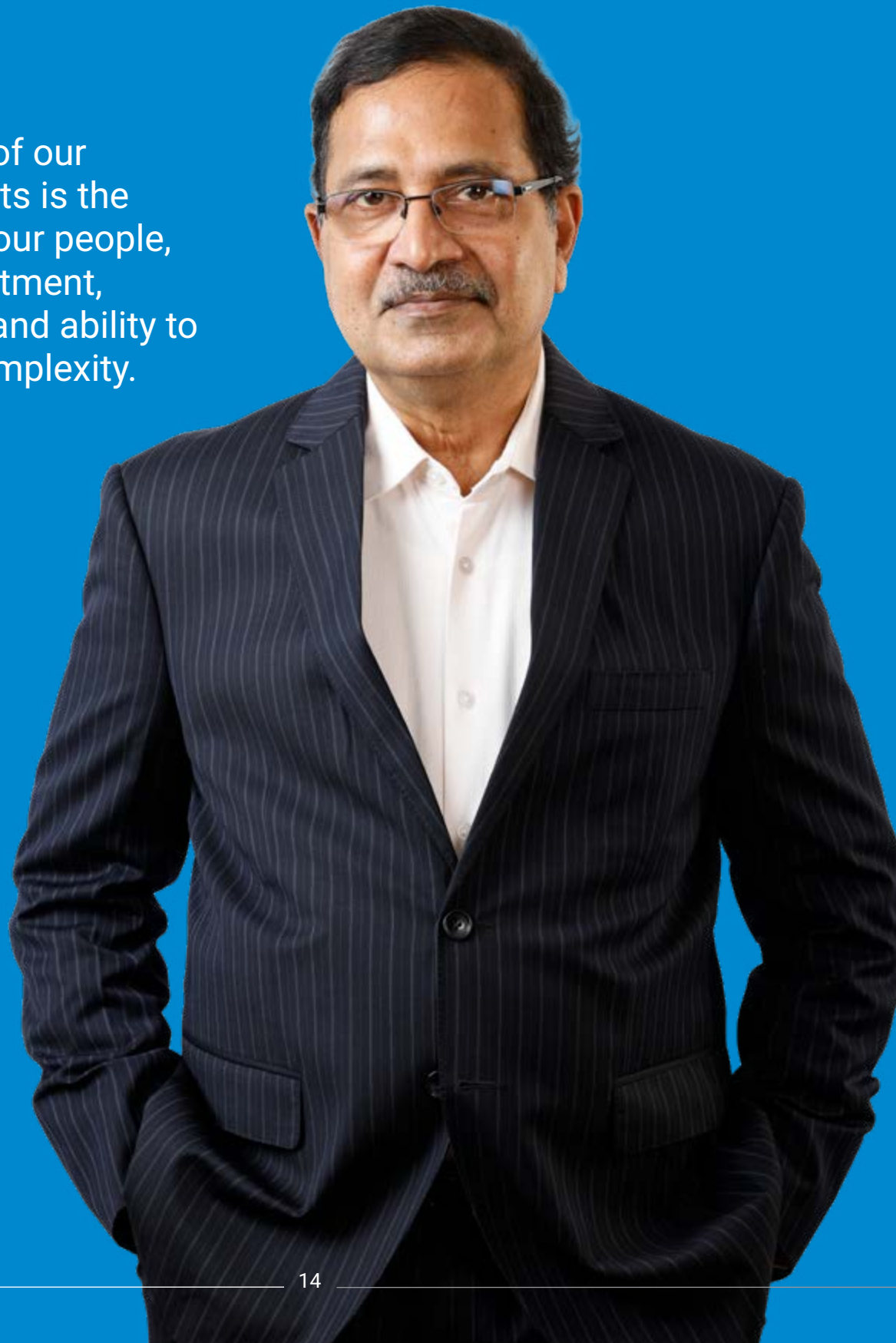
**Disclaimer:** This map is a generalised illustration only for the ease of the reader to understand the locations and is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. 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.

Map not to scale. For illustrative purposes only.

# Message from the Executive Chairman



At the core of our achievements is the strength of our people, their commitment, ownership, and ability to navigate complexity.



## Dear Shareholders,

As we reflect on our second year as a publicly listed company, I would like to begin by highlighting an important development in Afcons' leadership and governance.

During the year, we were pleased to welcome the next generation of the Shapoorji Pallonji Group to our Board, with the induction of Mr. Pallon Mistry and Mr. Firoz Mistry. Their presence brings a fresh perspective while reinforcing the promoter group's long-term commitment to Afcons' future. We also welcomed Mr. Santosh Nayar, whose rich experience in project finance, banking, and insurance further strengthens the depth and diversity of expertise available to the Board.

We were equally honoured to see Mr. Shapoor Mistry assume the role of Chairman Emeritus. On behalf of the Board and the entire Afcons family, I extend our deepest appreciation for his vision, guidance, and enduring contribution in shaping Afcons into the institution it is today. His legacy continues to inspire us.

The year under review, FY26, was one of transition, resilience and institutional strengthening for Afcons. It unfolded against a backdrop of evolving geopolitical developments, persistent macroeconomic uncertainty, and an infrastructure environment marked by delays in project awards and execution challenges across certain markets.

While India's long-term infrastructure outlook remains strong, supported by sustained capital expenditure by the Central Government and continued commitment by state governments, the pace of project awards witnessed greater variability relative to the previous year. Factors such as funding cycles, project complexities, and administrative processes influenced timelines across segments and geographies.

In this environment, our performance was impacted by slower-than-expected order inflows, delays in the conversion of certain large-value opportunities, and execution-related challenges across parts of our portfolio. At the same time, heightened competitive intensity in the sector required disciplined decision-making. We remained measured in our bidding approach, maintaining our focus on preserving profitability and long-term returns.

Even in a challenging operating environment, Afcons continued to demonstrate its engineering and execution capabilities across projects of national and strategic importance. During the year, the HRRL Crude Oil Terminal at Mundra was commissioned, strengthening our presence in industrial infrastructure. The Central Silk Board double-decker corridor in Bengaluru was opened, marking a first-of-its-kind achievement in South India, while metro projects in Agra and Kanpur progressed to trial runs and the Delhi-Meerut RRTS corridor was operationalised. In addition, the Nagpur-Mumbai Samruddhi Mahamarg Package 14, another project of strategic importance for the state of Maharashtra, was inaugurated. Our tunnelling teams also achieved record progress in the CIDCO water project, reinforcing our leadership in executing technically demanding infrastructure.

Our institutional capabilities continued to receive recognition from leading national and international bodies. Afcons was ranked among the world's leading contractors in bridge and marine infrastructure by Engineering News-Record, USA. We were also honoured with the Most Innovative Knowledge Enterprise (MIKE) Award for the eighth consecutive year, reflecting our deeply embedded culture of innovation and learning.

In addition, our projects and practices were recognised by several industry bodies, including the Construction World Global Awards, ET Now Infra Awards, Construction Week Awards, as well as the British Safety Council and the National Safety Council for excellence in safety and execution. We were also recognised by CII for innovation excellence, underscoring our continued focus on institutional capability building.

At the core of these achievements is the strength of our people, their commitment, ownership, and ability to navigate complexity. Our commitment to inclusive and sustainable development remains integral to our philosophy. Through our CSR initiatives, we continued to focus on education, healthcare, livelihood generation, and community development, impacting lives and supporting long-term social progress.

As we look ahead, the long-term outlook for infrastructure development remains compelling. Urbanisation, mobility requirements, water security, industrial expansion, and regional connectivity continue to create significant opportunities in India and across our international markets. While near-term uncertainties may persist, Afcons enters this phase with strong technical capabilities, a diversified portfolio, a robust opportunity pipeline, and a continued focus on disciplined and responsible growth.

I would like to express my sincere gratitude to our employees, clients, partners, shareholders, and all stakeholders for their continued trust and support.

Together, we remain committed to building a stronger, more resilient and sustainable institution for the future.

**Subramanian Krishnamurthy**  
Executive Chairman

# Message from the Managing Director



Our focus on diversification through internationalisation continues to be a key pillar of our long-term growth strategy.



## Dear Shareholders,

FY 2025–26 was a year of disciplined execution for Afcons in a dynamic operating environment. The Company delivered revenue of ₹12,322 Crores, reflecting the impact of a challenging operating environment and slower order inflows, while maintaining stability in profitability and a disciplined focus on execution and long-term value creation.

The year unfolded against a backdrop of geopolitical uncertainty and a moderation in infrastructure ordering activity. Extended tender evaluation timelines and delays in conversion of L1 positions influenced both execution momentum and order inflows. In certain projects, liquidity constraints at the client level and evolving project requirements also impacted the pace of progress.

As the year progressed, these factors became more pronounced, particularly in the latter half. Progress on a few projects was affected by delayed fund flows, design modifications, and alignment changes, while temporary disruptions were experienced in select international operations.

Despite these challenges, our approach remained anchored in financial discipline and operational control. Through prudent execution, cost optimisation, and a selective approach to risk, we were able to sustain operating margins at 11%+, in line with our stated guidance. This reflects the resilience of our business model and our disciplined approach to project selection and execution.

In the latter part of the year, certain one-time factors affected overall performance. While this was disappointing, it was largely driven by exceptional and timing-related factors and does not reflect any structural change in the underlying business.

On the ordering front, while inflows during FY26 were below expectations due to deferred decisions and extended evaluation cycles, the underlying opportunity pipeline remained strong. In certain cases, projects where Afcons held L1 status experienced exceptional delays, while some were rebid. Both these developments have been relatively uncommon in our experience.

In this context, our focus on diversification through internationalisation continues to be a key pillar of our long-term growth strategy. During the year, we expanded into Europe with our entry into Croatia and further strengthened our presence in Africa. These developments are a result of our sustained engagement across international markets. The share of overseas projects in our order book is expected to once again move closer to our strategic objective of 30%, enhancing diversification and strengthening our platform for sustainable growth. We will continue to pursue opportunities selectively, aligned with our technical strengths and risk framework.

While FY26 presented challenges from a financial perspective, it also reaffirmed the strengths that define Afcons, strong engineering capabilities, a diversified presence across sectors

and geographies, disciplined project selection, and robust risk management. These strengths have enabled us to navigate a complex environment while protecting the long-term integrity of the business.

Looking ahead, we see significant opportunities across our core segments, supported by a healthy pipeline across both domestic and international markets. With improving order momentum, a strong opportunity base, and a continued focus on execution, we remain confident in our growth trajectory. We will continue to focus on large, complex opportunities while driving sustainable and profitable growth.

I would like to thank our employees, clients, partners, investors, and all stakeholders for their continued trust and support. The commitment and resilience demonstrated by our teams during the year give me strong confidence in the future of Afcons.

**Srinivasan Paramasivan**

Managing Director

## Financial Highlights

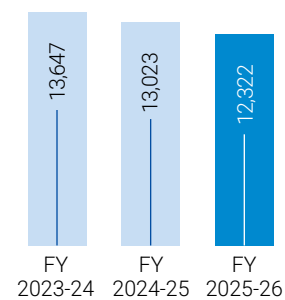
## Performance at a Glance

The Company's performance over the past few years underscores the strength and resilience of its operating model in a dynamic macroeconomic environment. While evolving geopolitical conditions and project-related funding and finalisation cycles have influenced the pace of revenue recognition and execution timelines, Afcons has remained firmly focused on disciplined delivery.

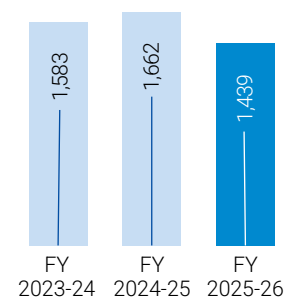
Through strong execution capabilities, prudent cost management and a selective approach to project participation, Afcons has consistently sustained operating margins at ~11%+, demonstrating the robustness of its business model and a steadfast commitment to profitability.

The Company continues to maintain a healthy and well-diversified order book across geographies and business segments, providing strong medium-term visibility and reinforcing its confidence in delivering sustainable and profitable growth.

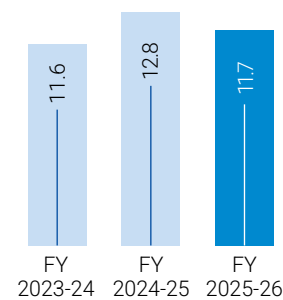
## CONSOLIDATED FINANCIAL HIGHLIGHTS

Total Income  
(₹ Crores)

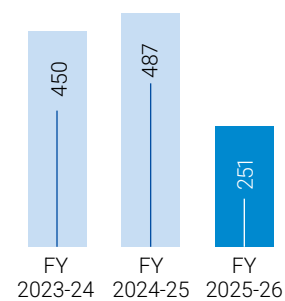
## EBITDA\* (₹ Crores)



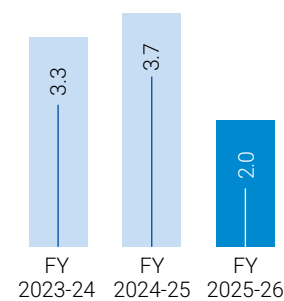
## EBITDA Margin\* (%)



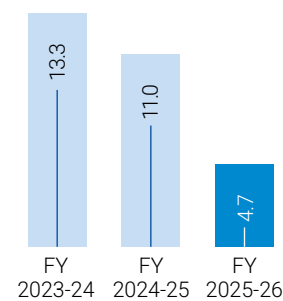
## PAT (₹ Crores)



## PAT Margin (%)



## ROE (in %)

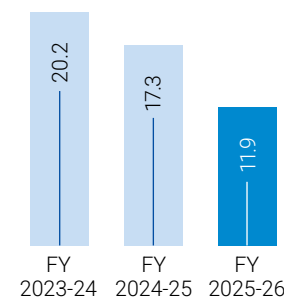


Note: \*Components of finance cost like bank charges and commission is added to other expenses & deducted from finance cost, thereby adjusting the calculation of EBITDA & EBITDA Margins; EBITDA & EBITDA Margins for FY26 excludes one-time impact of ₹ 76.51 Crores towards new labour code.

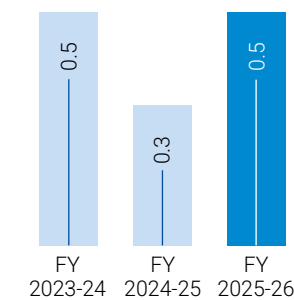
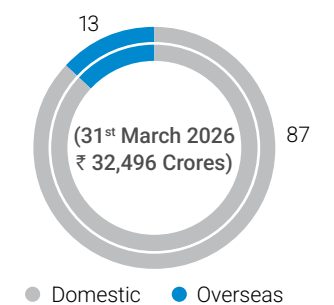


Chenab Railway Bridge, India

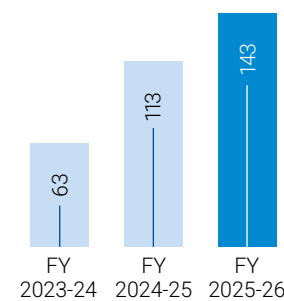
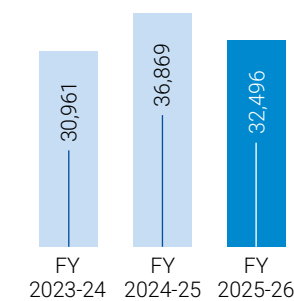
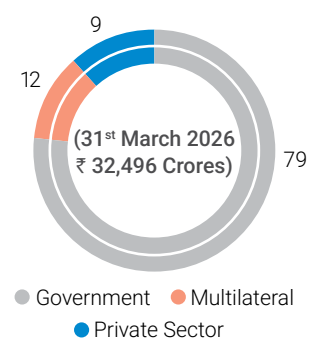
## ROCE (in %)



## Net Debt/Equity (in Times)

Order Book Distribution  
by Geography (%)

## Net Working Capital (in Days)

Order Book as of 31<sup>st</sup> March 2026  
(in ₹ Crores)Order Book Distribution  
by Client (%)

## Strategies

# Strategic Priorities for Sustainable Growth

Afcons follows a growth strategy anchored in disciplined capital allocation, calibrated risk management and execution-led value creation. The Company focuses on building a resilient order book aligned with its operational strengths actively enhancing operational efficiency and strengthening core capabilities to deliver sustainable and profitable growth across business cycles.

## STRATEGIES

Selectively Pursue Large Value and Complex Projects

Maximise Opportunities in Existing Markets and Expand Footprint in Overseas Market

Grow a Highly Skilled and Motivated Workforce and Strengthen Equipment Base

Optimise Project Execution and Management

Focus on Cost Management

### SELECTIVELY PURSUE LARGE VALUE AND COMPLEX PROJECTS

Afcons prioritises technically intensive and large-scale projects that align with its risk assessment framework and engineering strengths. By focusing on specialised and complex assignments with relatively limited competition, the Company enhances margins, reinforces its market positioning and strengthens client confidence.

### MAXIMISE OPPORTUNITIES IN EXISTING MARKETS AND EXPANDING FOOTPRINT IN OVERSEAS MARKET

Afcons leverages its established presence in existing geographies while selectively expanding into high-potential international markets. This approach supports revenue diversification, reduces geographic concentration risk and enables participation in infrastructure growth across India, Africa and South Asia. With experience of executing projects in over 30 countries, the Company continues to strengthen its footprint across India, East and West Africa, South Asia and Southeast Asia, while selectively exploring opportunities in Eastern Europe, Eurasia and the Middle East.



### GROW A HIGHLY SKILLED AND MOTIVATED WORKFORCE AND STRENGTHEN EQUIPMENT BASE

Afcons invests in building a skilled workforce through targeted training and capability development. This is complemented by a strategic equipment base that enhances execution control and productivity, while maintaining flexibility through selective outsourcing and subcontracting.

### OPTIMISE PROJECT EXECUTION AND MANAGEMENT

Afcons focuses on improving execution through design optimisation, value engineering and adoption of advanced construction methodologies. Strong planning, monitoring systems and process standardisation support timely delivery, cost efficiency and consistent project outcomes.

### FOCUS ON COST MANAGEMENT

Afcons adopts a structured approach to cost management, anchored in an asset-right model, disciplined working capital practices and calibrated project pricing. The Company focuses on maintaining liquidity, optimising procurement and improving operational efficiencies to support cost control. The use of data-driven tools, including analytics and real-time monitoring, enables continuous refinement of pricing strategies and resource allocation.

## Projects Snapshot

# Showcasing Incredible Engineering Across Geographies

With successful project delivery across more than 30 countries, Afcons has established a strong footprint spanning diverse geographies, operating environments and infrastructure segments

**Global &  
Landmark  
Projects**

Pg. 24

**Iconic  
India  
Projects**

Pg. 26

**Ongoing  
Projects  
India**

Pg. 28

**Ongoing  
Projects  
Overseas**

Pg. 29



Material Handling Installation System, Liberia

**GLOBAL & LANDMARK PROJECTS****CHENAB RAILWAY BRIDGE, INDIA**

World's tallest single-arch railway bridge

**NEW OWENDO INTERNATIONAL PORT, GABON**

Fastest completion of port project in West Africa

**GHANA RAILWAY PROJECT**

Ghana's largest railway project and the longest railway bridge in the country; First Bridge in Africa with raker pile foundations

**ATAL TUNNEL, INDIA**

World's longest highway tunnel 3,000m above sea level

**SOHAR JETTY**

One of World's deepest ports in Oman

**ANNARAM BARRAGE, INDIA**

Part of World's largest multi-stage lift irrigation project

**LUSAKA CITY DECONGESTION PROJECT, ZAMBIA**

First city decongestion project in Africa

## ICONIC INDIA PROJECTS



### CHENNAI METRO

One of India's largest underground metro stations



### KOLKATA METRO

India's 1st underwater tunnel; Howrah metro station is India's deepest metro station



### MAHARASHTRA SAMRUDDHI MAHAMARG PKG-14

One of India's longest and Maharashtra's widest road tunnels at Nagpur-Mumbai Expressway



### JAMMU-UDHAMPUR HIGHWAY

Fastest hill-road project completion in NHA's history



### JNPT, MUMBAI

India's largest container port; Constructed 1 suspended deck wharf and 5 approach trestles



### NAGPUR METRO

India's 1st 4-layer transportation system at Gaddigodam Railway Crossing



### HRD PROCESS PLATFORM, MUMBAI

Offshore process platform installed using floatover technology for the first time in India



### AHMEDABAD ELEVATED METRO

One of the longest extradosed cable-stayed bridge on metro line in India



### MG SETU

1st time in India – replaced existing concrete superstructure with new steel superstructure



### KANPUR METRO

Constructed in record time of less than 2 years despite the Covid-19 pandemic



### MUMBAI-PUNE EXPRESSWAY MISSING LINK

India's tallest road cable-stayed bridge in Maharashtra

## KEY ONGOING PROJECTS – INDIA

**GCPL, GUJARAT**

EPC of 2nd liquid cargo berth at Dahej, Gujarat

**MAHSR C-2, MUMBAI**

21-kms Tunnel project with India's first undersea rail tunnel (7km) for Mumbai-Ahmedabad High Speed Rail Corridor

**DHARAMTAR CREEK BRIDGE, RAIGAD**

Construction of 2km creek bridge along with two approach roads, totaling over 10 km

**BHANUPALI-BILASPUR-BERI RAILWAY TUNNEL**

Construction of multiple tunnels, bridges and formation works for Bhanupali-Bilaspur-Beri New Railway line in Bilaspur, Himachal Pradesh

**DELHI METRO PHASE IV**

Construction of tunnels totaling 23.72 km, 9 underground stations, 22 cross passages, 393m of ramp work and other miscellaneous work

**RURAL WATER SUPPLY, UTTAR PRADESH**

Implementation of various rural water supply projects with connections to 5.41 Lakhs houses in six tehsils of Jaunpur, UP

**KOSI RIVER BRIDGE, BIHAR**

Construction of new 4 lane bridge across river Kosi including rehabilitation and upgradation of existing national highway in Bihar

**DELHI – MEERUT RAPID TRANSIT SYSTEM**

Underground – Pkg 8: Construction of 7.1 km tunnels and 3 UG stations Elevated – Pkg 6: Construction of 10.57km elevated viaduct and 2 elevated stations

**BANGALORE ELEVATED METRO PROJECT**

Construction of 9.86 km elevated viaduct, 6 elevated metro stations and 5 flyovers totaling 2.84 km

## KEY ONGOING PROJECTS – OVERSEAS

**GREATER MALE CONNECTIVITY – MALDIVES**

Largest Infrastructure Project in Maldives

**SMPP, LIBERIA**

Multiple projects: Civil, Structural, Piping & Mechanical works in Liberia

**TANZANIA WATER SUPPLY PROJECT PACKAGE 6**

Construction, testing and commissioning of water supply schemes at Kayanga, Chato and Geita towns

## Equipment Base

## Strategic Equipment Base across Diversified Segment

Execution capability at Afcons is reinforced by a strategically built equipment base that provides a competitive advantage in delivering complex and specialised infrastructure projects. The Company maintains one of the largest inventories of customised tunnel boring machines among peers in India, providing it a strong advantage in underground construction. This is supported by dedicated workshops in Delhi and Nagpur, ensuring efficient maintenance and continuous innovation.



13 Marine Barges (200–1,200 tonne)



20 Tunnel Boring Machines (TBMs)



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



142 Cranes



24 Jumbo Drills



20 Piling Rigs

Knowledge Management

Embedding Learning into Execution

Afcons treats knowledge as a strategic asset that strengthens execution capability and drives continuous improvement. Through structured knowledge management practices and a strong learning culture, the Company institutionalises insights across projects, enabling consistent delivery in complex and evolving environments.

The Company's knowledge framework integrates digital platforms, structured knowledge capture and cross-project learning mechanisms, ensuring that expertise is retained, shared and continuously enhanced. This approach is reinforced by initiatives such as the Afcons Talent Management Academy, focused on building technical and leadership capabilities across the organisation.

This differentiated approach is reflected in the recognition of Afcons Infrastructure Limited as a leading knowledge-driven enterprise, being the only infrastructure company to receive the MIKE (Most Innovative Knowledge Enterprise) Global and India Award for eight consecutive years (2018-2025). With a dedicated Chief Knowledge Officer in place, the Company further underscores its commitment to building long-term intellectual capital and strengthening organisational capability.



KNOWLEDGE ENTERPRISE



Implemented an operational excellence model



Allows different projects to learn from each other



Fosters a culture of continuous learning



Enhance knowledge and capabilities of engineers

2,79,552 man hours

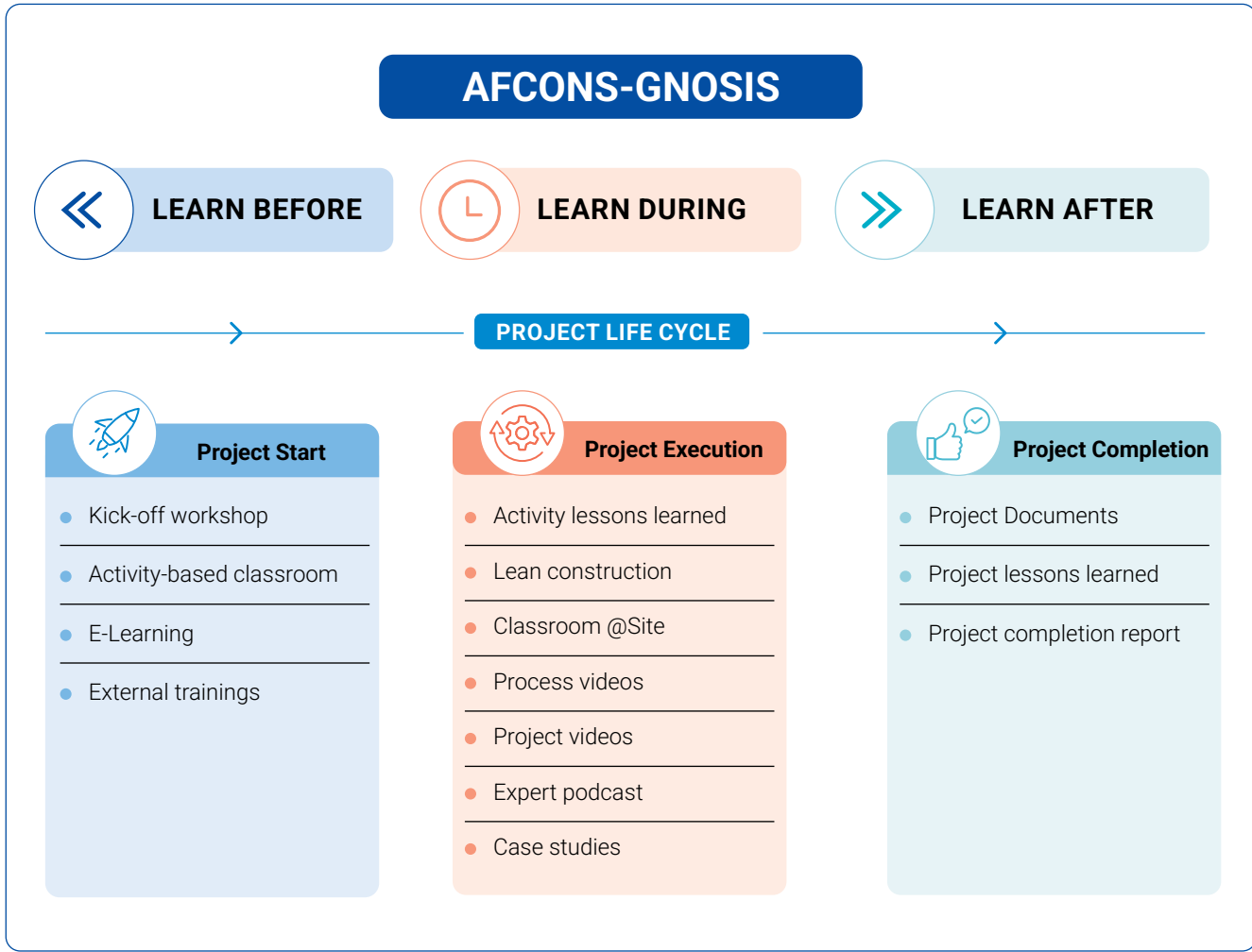
Total Employee Hours of Training in FY 2025-26 (includes certain mandatory courses)

9.1 days

Total Man-days of training per employee in FY 2025-26

KNOWLEDGE THROUGH EVERY PROJECT PHASE

Afcons adopts a 'Learn Before', 'Learn During' and 'Learn After' approach, integrating knowledge capture and sharing seamlessly across each stage of the project lifecycle.



## ESG

# Environment, Social and Governance

## Sustainability Overview

Afcons integrates environmental stewardship, social responsibility and strong governance into its business strategy to support sustainable and responsible growth. As a global infrastructure EPC leader, the Company focuses on embedding sustainability across project execution, operations and stakeholder engagement.

The Company continues to strengthen its ESG framework through structured policies, systems and processes, enabling improved performance and accountability over time. This approach reflects its commitment to creating long-term value while aligning business growth with environmental and social priorities.

### KEY SUSTAINABILITY HIGHLIGHTS – FY 2025-26

- Third-Party Limited Assurance conducted for BRSR core indicators.
- Scope-3 emissions measured.
- 22000+ ESG Training Sessions conducted.
- 61 accolades (National & International) in the area of Health, Safety and Sustainability received for our projects.

## Environment

# Driving Responsible Infrastructure Development

Afcons integrates environmental concerns throughout every phase of its operations, prioritizing the reduction of impact, enhancing resource efficiency, and ensuring sustainable project completion. This strategy is backed by systematic environmental management practices that cover energy efficiency, waste handling, and resource preservation across different regions. The Company is committed to lowering its environmental impact while providing infrastructure that supports long-term ecological sustainability.

## KEY ENVIRONMENT HIGHLIGHTS - FY 2025-26

16,24,174.37 GJ

Total Energy Consumption

1,83,757.34 MT

Total Waste Generated

20,74,800 KL

Total Water Withdrawal

0.44%

Recycled water consumption

1,06,959.68 tCO<sub>2</sub>e

Total Scope 1 Emissions

46,133.44 tCO<sub>2</sub>e

Total Scope 2 Emissions

6,69,730.06 tCO<sub>2</sub>e

Total Scope 3 Emissions



## INTENSITY HIGHLIGHTS - FY 2025-26

136.05

Energy Intensity per ₹ Turnover (in Crores)

83.67

Water Intensity per ₹ Turnover (in Crores)

12.82

Emissions Intensity per ₹ Turnover (in Crores)

15.39

Waste Intensity per ₹ Turnover (in Crores)

## KEY ENVIRONMENT INITIATIVES

- Greenbelt Development: Utilisation of treated water for tree plantation and landscaping activities
- Optimised Water Use: Adoption of specialised chemical admixtures to reduce water consumption in concrete production
- Dust Suppression Measures: Implementation of dust control practices across construction sites to ensure environmentally responsible operations
- Use of Fly Ash & GGBS to reduce carbon footprint of concrete.
- VFDs in electrical installations for energy reduction.
- Retro fitment of DG sets with emission control devices.

## GREEN BUSINESS PORTFOLIO

Green business constitutes a key component of the Company's portfolio, encompassing infrastructure solutions that advance environmental sustainability. In alignment with the FTSE Green Revenues Classification System 2.0 (GRCS 2.0), which is consistent with the EU Taxonomy, Afcons maps revenues derived from products and services that generate environmental benefits across the following segments:



## Clean Mobility

Development of infrastructure for metro rail systems, high-speed rail, bridges, embankments and related works



## Water Resilience Systems

Implementation of rural water supply projects and associated infrastructure



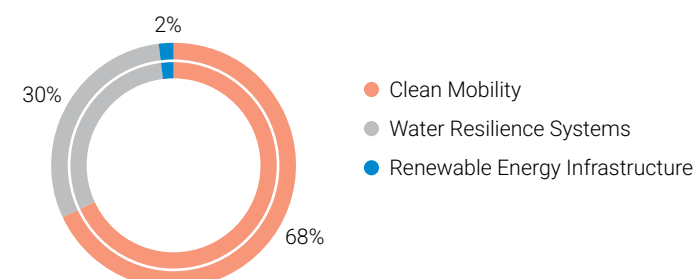
## Renewable Energy Infrastructure

Construction of hydroelectric power projects and related assets

In FY 2025-26, 43% of the Company's revenue was attributable to green business activities.

## GREEN BUSINESS REVENUE DISTRIBUTION - FY 2025-26

## Green Business Revenue Distribution - FY 2025-26



## 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>



Social

# Empowering People, Strengthening Communities

Afcons continues to build a capable, engaged and resilient workforce through structured learning, leadership development and a strong focus on employee well-being. Its approach integrates safety, continuous skill enhancement and supportive workplace practices to enable individuals to perform and grow.

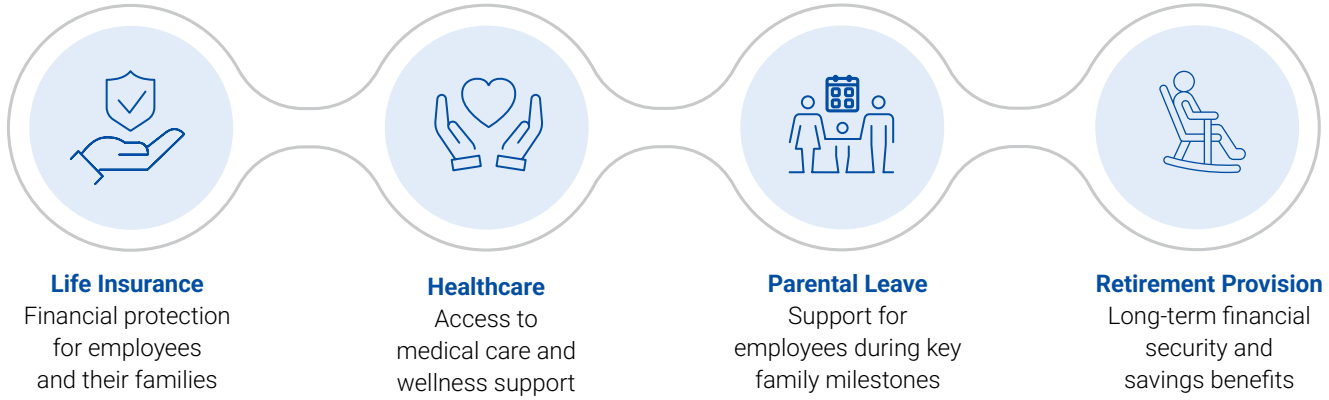
## BUILDING AN ENGAGED AND RESILIENT WORKFORCE

Afcons fosters a work environment that goes beyond project delivery, focusing on employee engagement, well-being and a strong sense of belonging. Across project sites and offices, initiatives such as health camps, safety programmes, cultural events and knowledge-sharing platforms create a connected and inclusive workplace. These efforts strengthen collaboration, enhance morale and contribute to a resilient and motivated workforce.



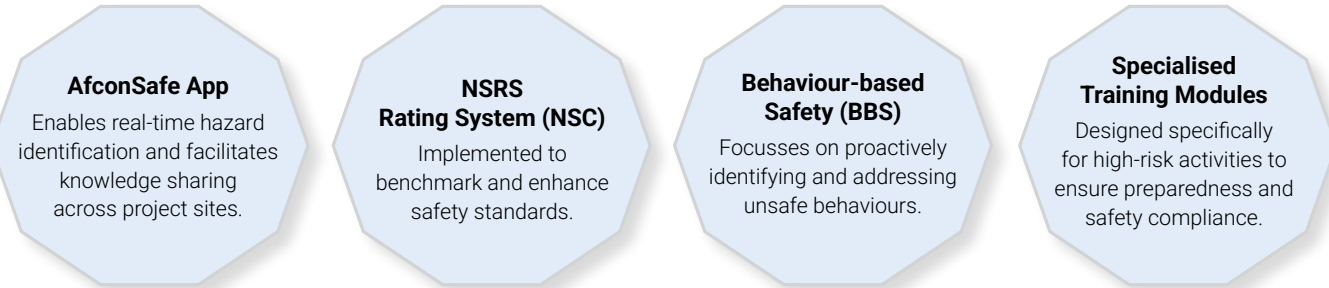
## Employee Well-being

Recognising that a healthy and secure workforce is critical to sustained performance, Afcons places a strong emphasis on employee well-being by providing a comprehensive range of benefits that support financial security, healthcare, and work-life balance.



## Industry-best Safety Practices

Afcons prioritises safety through a structured Health, Safety, and Environment (HSE) framework that aligns with global standards, promoting a proactive safety culture across all project sites through technology, training, and continuous monitoring.



3,730

Total Employees

23,466

Sessions on Health, Safety and Environment

31,602

Total Workers (Including subcontractors and manpower suppliers)

Team with Engineering & Advanced Safety Degrees

100%

Performance and Career Development Reviews of Employee Training

# Creating Impact Beyond Business

The Company extends its commitment beyond operations by supporting the communities it serves. Through initiatives in education, skill development, healthcare and livelihood support, it seeks to improve everyday lives and create opportunities for long-term, inclusive growth.

Afcons works closely with local stakeholders and implementation partners to design programmes that address critical social needs and create sustainable outcomes. Through investments in social infrastructure, capacity building and community welfare, the Company seeks to expand access to opportunities, strengthen socio-economic resilience and support inclusive development. By creating a positive impact beyond its business operations, Afcons remains committed to contributing meaningfully to the communities that form part of its growth journey.

₹ 4.14 Crores

Total CSR Expenditure

35,520

Total No. of Beneficiaries

## LIVELIHOOD ENHANCEMENT

Empowering farmers in Marathwada, Maharashtra, through alternative agricultural practices, including horticulture and sericulture.



Farmers utilizing intermittent cropping techniques with banana plantations, a strategic approach that improves soil health and boosts annual income.

## WOMEN EMPOWERMENT



Facilitated entrepreneurship and financial skills training for 1,000 women in Dharashiv, successfully securing sustainable incomes for their households.



An experimental project enabling farmers to grow Mulberry shrubs and forming silk through silkworms.

## IMPROVING WATER ACCESS THROUGH WATER HARVESTING



Facilitated construction of eight check dams across Rajasthan, building a total water harvesting and groundwater recharge capacity of 102 crore litres.



## HEALTHCARE



Supported Rural healthcare by giving equipment and instruments related to institutional delivery facility at three PHCs at Pen and Panvel, Maharashtra.



Provided basic Life Support ambulance to enhance emergency medical services and healthcare access at Gadchiroli, Maharashtra.

Collaborated with Tata Memorial Hospital to provide Emergency Diagnostic of Suspected Cancer in Children from all over India.

## EDUCATION AND SKILL DEVELOPMENT



Promoting education and vocation skills for students of Anudanit Prathamik V Madhyamik Adivasi Ashramshala at Padsare and Pen-Sudhagadh, Maharashtra.



Supported Education of children of economically & socially disadvantaged section studying at Olcott Memorial Higher Secondary School at Adiyar, Tamil Nadu.



Supported Skill Development of students from Rural and underprivileged Community Studying at Swami Vivekanand Rural Community College at Pondicherry.



Upgraded school infrastructure for children of economically and socially disadvantaged section studying at Signal school for Signal School at Thane, Maharashtra.



Provided buses for daily commute for Children residing at Balgram of Aai Janhit Bahuedeshiy Seva Sanstha, Beed, Maharashtra and Mahamanav Baba Amte Bahuedeshiy Samajik Vikas Seva Sanstha at Shrigonda, Ahilyanagar, Maharashtra.

Governance

# Building trust through Strong Governance

Afcons upholds strong standards of corporate governance and ethical conduct across its operations. This governance framework ensures transparency, accountability and responsible decision-making, while supporting operational efficiency and risk management. Guided by principles of integrity and fairness, the Company remains focused on creating long-term value for all stakeholders.



**Mr. Shapoorji Pallonji Mistry**  
Chairman – Emeritus



**Mr. Subramanian Krishnamurthy**  
Executive Chairman

C C



**Mr. Srinivasan Paramasivan**  
Managing Director

C M



**Mr. Giridhar Rajagopalan**  
Deputy Managing Director



**Mr. Pallon Mistry**  
Non-Executive Director

M



**Mr. Firoz Cyrus Mistry**  
Non-Executive Director



**Mr. Umesh Narain Khanna**  
Non-Executive Director

M M M M



**Mr. Anurag Kumar Sachan**  
Independent Director

M M



**Mr. Sitaram Janardan Kunte**  
Independent Director

C M M M



**Ms. Rukshana Jina Mistry**  
Independent Director

C C M



**Mr. Atul Sobti**  
Independent Director



**Mr. Cherag Sarosh Balsara**  
Independent Director



**Mr. Santosh Balachandran Nayar**  
Independent Director

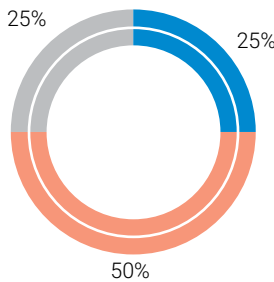
- Audit Committee
- Corporate Social Responsibility and Sustainability Committee
- Committee of Directors

- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Risk Management Committee

- C Chairperson
- M Member

## BOARD DEMOGRAPHICS

### Board Independence

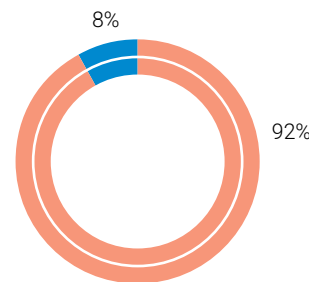


- Whole Time Directors
- Independent Directors
- Non-Executive Directors

**61** Years

Average Age

### Board Diversity

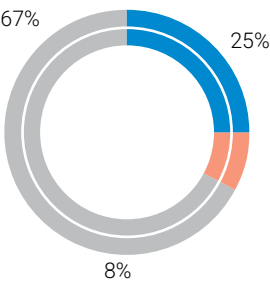


- Male
- Female

**35** Years

Average Experience of KMPs

### Board Age Profile



- <60 years
- 61-65 years
- >65 years

**95.56%**

Board Attendance

## Awards and Accolades

## Celebrating Excellence

Afcons continues to be recognised across national and international platforms for its focus on engineering excellence, innovation, safety and knowledge-led practices. During FY 2025-26, the Company received accolades from leading industry forums, media platforms and professional institutions for its execution capabilities and overall performance. These recognitions reflect the Company's strong industry standing and continued focus on operational excellence, innovation and sustainable growth.



8th Consecutive Recognition for Excellence in Knowledge Management (2018–2025)



Most Admired Emerging Company in the Transport Sector' at the ET Now Infra Focus Summit and Awards 2025



'Third-fastest Growing Construction Company' in the Ultra Large Category at the Construction World Global Awards 2025



'Infrastructure Company of the Year' award at the 15th Construction Week India Awards 2025



ASSOCCHAM Awards for Missing Link and RRTS PKG-8 projects



Grand Award for Top Innovative Company and the Top Innovative Company in the Service Category (Large) at the CII Industrial Innovation Awards 2025



Certificate of Recognition' as one of India's 500 most valuable companies (2024) by Burgundy Hurun



ET Now Top honours for Afcons



ET Infra Leadership Awards

## Lifetime Achievement Award to Executive Chairman



Mr. Subramanian Krishnamurthy, Executive Chairman, was honoured with the Lifetime Achievement Award at the Construction World Global Awards 2025 in recognition of his decades of dedicated service and leadership in steering the Company to deliver iconic projects that have redefined India's infrastructure and engineering landscape.

## India's Most Influential HR Leader Award to Ms Bhakti Prasad



Ms. Bhakti Prasad, Director & CHRO, was recognised as 'India's Most Influential HR Leader To Work With' at the Times Aspire National Leadership Awards 2026, vetted by KPMG.

The prestigious accolade celebrates her instrumental role in introducing contemporary work practices and nurturing a stellar workforce—efforts that continuously strengthen the position of Afcons as a top-tier leader in India's competitive infrastructure sector.

## Afcons won 2 honours at the World Water Leadership Congress &amp; Awards (12th Edition)



'Best Community Project of the Year' Award for Water Sector projects.



Mr Shambhu Kumar Singh, Head – Water Segment, won the 'Most Impactful Water Management Leader' Award making him a part of the elite few to have secured this title.

Corporate Communications

Building Brand. Enabling Business. Showcasing Incredible Engineering.

Corporate Communications at Afcons goes beyond visibility. It plays a strategic role in shaping perception, strengthening stakeholder confidence and supporting business growth by showcasing the engineering excellence, execution capabilities and innovation that define Afcons.

BRAND POSITIONING: INCREDIBLE ENGINEERING

Afcons' communication narrative highlights its expertise in delivering complex, large-scale infrastructure projects across diverse geographies. Through its engineering excellence, innovation and execution capabilities, the Company consistently delivers technically challenging projects with precision and reliability.

| Strategic Communication Objectives                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Building Brand Awareness                                                                                                                                                                                                                                             | Enabling Business Growth                                                                                                                                                                                                                                                      |
| <ul style="list-style-type: none"><li>Establish Afcons as a globally recognised engineering and construction leader</li><li>Showcase iconic projects and engineering breakthroughs</li><li>Strengthen visibility across domestic and international markets</li></ul> | <ul style="list-style-type: none"><li>Support business development through strategic storytelling and visibility</li><li>Enhance credibility with clients, partners, and stakeholders</li><li>Reinforce Afcons' positioning in competitive bids and new geographies</li></ul> |

FY 2025-26 COMMUNICATION HIGHLIGHTS

Public Relations

500+

media mentions across global and domestic platforms

85%

positive/neutral sentiment in coverage

Presence in top-tier business & infrastructure publications

Digital & Social Media

3.5M+

impressions across platforms

40%

YoY growth in engagement rate

LinkedIn follower base increased by 30%

Content & Storytelling

75+

project stories & films produced

10+

flagship engineering videos (Chenab, USBRL, Metro, Missing Link etc)

Average video engagement rate: 2.5xindustry benchmark

Stakeholder Engagement

20+

strategic events & forums supported (Offline and Online)

Participation in global and national platforms (GBS, FICCI, ASSOCHAM, CII, industry forums)

High-impact engagement across project-led communities, and Trade Journals, Indian Infrastructure, Construction World, Construction Week, EPC World, etc.





# CORPORATE INFORMATION

## BOARD OF DIRECTORS

|                                                     |                                                                                                    |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------|
| Mr. Shapoorji Mistry<br>(DIN No: 00010114)          | : Chairman,<br>Non-Executive &<br>Non-Independent Director<br>(Upto 28 <sup>th</sup> August, 2025) |
| Mr. Subramanian Krishnamurthy<br>(DIN No: 00047592) | : Executive Chairman<br>(w.e.f. 28 <sup>th</sup> August, 2025)                                     |
| Mr. Srinivasan Paramasivan<br>(DIN No. 00058445)    | : Managing Director                                                                                |
| Mr. Giridhar Rajagopalan<br>(DIN No. 02391515)      | : Deputy Managing Director                                                                         |
| Mr. Umesh Khanna<br>(DIN No. 03634361)              | : Non-Executive &<br>Non-Independent Director                                                      |
| Mr. Pallon Mistry<br>(DIN No. 05229734)             | : Non-Executive &<br>Non-Independent Director<br>(w.e.f. 29 <sup>th</sup> August, 2025)            |
| Mr. Firoz Mistry<br>(DIN No. 09543123)              | : Non-Executive &<br>Non-Independent Director<br>(w.e.f. 25 <sup>th</sup> September, 2025)         |
| Mr. Sitaram Kunte<br>(DIN No. 02670899)             | : Independent Director                                                                             |
| Mr. Anurag Sachan<br>(DIN No. 08197908)             | : Independent Director                                                                             |
| Ms. Rukhshana Mistry<br>(DIN No. 08398795)          | : Independent Director                                                                             |
| Mr. Atul Sobti<br>(DIN No. 06715578)                | : Independent Director                                                                             |
| Mr. Cherag Balsara<br>(DIN No. 07030974)            | : Independent Director                                                                             |
| Mr. Santosh Nayar<br>(DIN No. 02175871)             | : Independent Director<br>(w.e.f. 25 <sup>th</sup> September, 2025)                                |

## 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](http://www.afcons.com)  
Email: [secretarial@afcons.com](mailto: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.muvg.com](mailto:rnt.helpdesk@in.mpms.muvg.com)

## AFCONS INFRASTRUCTURE LIMITED

CIN: L45200MH1976PLC019335

**Registered Office:** Afcons House, 16, Shah Industrial Estate, Veera Desai Road,  
Andheri (West), Mumbai, Maharashtra, 400053

**Website:** [www.afcons.com](http://www.afcons.com) • **Email:** [secretarial@afcons.com](mailto:secretarial@afcons.com) • **Tel. No.:** +91-22-6719 1000

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE FIFTIETH (50<sup>TH</sup>) ANNUAL GENERAL MEETING ("AGM" or "MEETING") OF THE MEMBERS OF AFCONS INFRASTRUCTURE LIMITED ("COMPANY") WILL BE HELD ON THURSDAY, 30<sup>th</sup> JULY, 2026 AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:**

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 together with the Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 together with the Report of the Auditors thereon.
- To declare dividend of ₹ 2/- per equity share for the financial year ended 31<sup>st</sup> March, 2026.
- To appoint a Director in place of Mr. Giridhar Rajagopalan (DIN: 02391515), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Umesh Narain Khanna (DIN: 03634361), 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 Section 143(8) of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the 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, in consultation with the Company's Auditors, any person(s) and / or firm(s), qualified to act as the Branch Auditor(s) within the provisions of Section 143(8) of the Act to audit the accounts of the branch office(s) of the Company, whether existing or which may be opened hereinafter outside India and to determine the respective terms and conditions of their appointment including remuneration as may be fixed by the Audit Committee / Board of the Company in this behalf."

#### 6. To ratify the remuneration payable to the Cost Auditor for FY 2026-27

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 ₹ 3,30,000/- (Rupees Three Lakh Thirty Thousand 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 2026-27.

**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."



## Notice (Contd.)

**7. To re-appoint and fix the remuneration of Mr. Subramanian Krishnamurthy (DIN: 00047592) as a Whole-time Director designated as Executive Chairman of the Company for a term of Two (2) years i.e. from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2028**

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 the re-appointment of Mr. Subramanian Krishnamurthy (DIN: 00047592) as the Whole-time Director designated as Executive Chairman of the Company for a further period of Two (2) consecutive years with effect from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2028, 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 ₹ 8,75,00,000/- (Rupees Eight Crores Seventy-Five Lakhs only) per annum.

Within the aforesaid limit, Mr. Subramanian Krishnamurthy will be entitled to avail perquisites and allowances under different heads as per the HR policy / rules of the Company.

The annual increments, which will be effective from 1<sup>st</sup> July each year, will be decided by the Board and/or the NRC 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. Subramanian Krishnamurthy shall be entitled to following Other Benefits and Payment:

- (i) Mediclaim Policy for self, family and Parents as per rules of the Company. Reimbursement of medical expenses for self and family not exceeding one month's basic salary per annum. Entitlement to benefit of group term insurance, group personal accident insurance. Annual Executive Health check-up for self and wife.

The term "family" means self, spouse, sons up to the age of 21 years and unmarried daughters.

- (ii) Reimbursement of broadband/ internet up to the limit of ₹ 10,000/- (Rupees Ten Thousand only) per month.
- (iii) Entitlement to Leave, LTA and encashment of the leave accumulated but not availed as per the rules of the Company.
- (iv) Provision of Company maintained car. In the event Company does not provide a driver, Mr. Subramanian Krishnamurthy will be reimbursed for such sum as per rules of the Company. However, expenses towards use of Car for personal purpose shall be borne by Mr. Subramanian Krishnamurthy.
- (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 entertainment, club and other expenses actually and properly incurred for the business of the Company.
- (vii) Reimbursement of all travelling, boarding and lodging costs and all other cost, charges and expenses incurred by Mr. Subramanian Krishnamurthy for the purpose of and on behalf of the Company and the same shall not be considered as perquisites.

## Notice (Contd.)

**(C) Retiral Benefits:**

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

- (i) Contribution to Provident Fund in accordance with applicable laws, as amended from time to time, and policies of the Company.
- (ii) Gratuity benefit in accordance with applicable laws, as amended from time to time, and policies of the Company.
- (iii) Any other retiral benefits, as per the applicable rules, regulations and policies of the Company, as applicable to the other employees.

**(D) ESOP**

Mr. Subramanian Krishnamurthy had been granted 4,67,289 employee stock options (**"Options"**) under "Afcons Infrastructure Limited-Employee Stock Option Plan 2025" (**"ESOP 2025"**). These Options will continue to remain valid, and Mr. Subramanian Krishnamurthy will be eligible to exercise them during the applicable exercise period in accordance with the terms of ESOP 2025. He will be eligible to participate in any future employee stock options of the Company that may be approved and adopted by the Company during the tenure of his appointment. The perquisite value of ESOP granted shall be in addition to the remuneration under subpoint (A), (B) and (C) above.

- (E)** The perquisites, allowances and other benefits and payment shall be determined, wherever applicable, as per the provision of the Income Tax Act 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.

- (F)** The overall remuneration (under the above heads) as payable to Mr. Subramanian Krishnamurthy 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.

- (G)** Mr. Subramanian Krishnamurthy so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**(H) Other Material Terms of appointment of Mr. Subramanian Krishnamurthy:**

- (i) Subject to the superintendence, control and direction of the Board, Mr. Subramanian Krishnamurthy shall exercise such powers as are conferred upon him by the Board from time to time.
- (ii) Mr. Subramanian Krishnamurthy shall vacate office of Director in the event of resignation or on the expiry of tenure of his appointment or by virtue of vacating the office of Director held by him under Section 167 of the Act.
- (iii) The appointment of Mr. Subramanian Krishnamurthy may be terminated either by the Company in pursuance of resolution of the Board of Directors of the Company or by Mr. Subramanian Krishnamurthy 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. Subramanian Krishnamurthy shall keep the secrets of the Company.
- (v) Mr. Subramanian Krishnamurthy 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. Subramanian Krishnamurthy, 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. Subramanian Krishnamurthy as minimum remuneration, subject to applicable provisions of Schedule V and other relevant provisions of the Act



## Notice (Contd.)

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 (including by way of re-classification or recategorization of any of the above nomenclature/head of remuneration) payable to Mr. Subramanian Krishnamurthy at any time during the currency of his tenure for any reason [including due to changes in any applicable laws/ statutory regulations/changes in the provisions of Labour Codes, changes in the Company's rules / policies], 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. Subramanian Krishnamurthy, 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 Executive Director on 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. Subramanian Krishnamurthy 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."

**8. To re-appoint and fix the remuneration of Mr. Srinivasan Paramasivan (DIN: 00058445) as Managing Director of the Company for a term of Two (2) years i.e. from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2028**

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 the re-appointment of Mr. Srinivasan Paramasivan (DIN: 00058445) as Managing Director of the Company for a further period of Two (2) consecutive years with effect from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2028, 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 ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) per annum.

Within the aforesaid limit, Mr. Srinivasan Paramasivan will be entitled to avail perquisites and allowances under different heads as per the HR policy / rules of the Company.

The annual increments, which will be effective from 1<sup>st</sup> July each year, will be decided by the Board and/or the NRC 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. Srinivasan Paramasivan shall be entitled to following Other Benefits and Payment:

- (i) Mediciam Policy for self, family and Parents as per rules of the Company. Reimbursement of medical expenses for self and family not exceeding one month's basic salary per annum. Entitlement to benefit of group term insurance, group personal accident insurance. Annual Executive Health check-up for self and wife.

## Notice (Contd.)

The term "family" means self, spouse, sons up to the age of 21 years and unmarried daughters.

- (ii) Reimbursement of broadband/ internet up to the limit of ₹ 10,000/- (Rupees Ten Thousand only) per month.
- (iii) Entitlement to Leave, LTA and encashment of the leave accumulated but not availed as per the rules of the Company.
- (iv) Provision of Company maintained car. In the event Company does not provide a driver, Mr. Srinivasan Paramasivan will be reimbursed for such sum as per rules of the Company. However, expenses towards use of Car for personal purposes shall be borne by Mr. Srinivasan Paramasivan.
- (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 entertainment, club and other expenses actually and properly incurred for the business of the Company.
- (vii) Reimbursement of all travelling, boarding and lodging costs and all other cost, charges and expenses incurred by Mr. Srinivasan Paramasivan for the purpose of and on behalf of the Company and the same shall not be considered as perquisites.

**(C) Retiral Benefits:**

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

- (i) Contribution to Provident Fund in accordance with applicable laws, as amended from time to time, and policies of the Company.
- (ii) Gratuity benefit in accordance with applicable laws, as amended from time to time, and policies of the Company.
- (iii) Any other retiral benefits, as per the applicable rules, regulations and policies of the Company, as applicable to the other employees.

**(D) ESOP**

Mr. Srinivasan Paramasivan had been granted 3,73,831 employee stock options (**"Options"**) under "Afcons Infrastructure Limited-Employee Stock Option Plan 2025" (**"ESOP 2025"**). These Options will continue to remain valid, and Mr. Srinivasan Paramasivan will be eligible to exercise them during the applicable exercise period in accordance with the terms of ESOP 2025. He will be eligible to participate in any future employee stock options of the Company that may be approved and adopted by the Company during the tenure of his appointment. The perquisite value of ESOP granted shall be in addition to the remuneration under subpoint (A), (B) and (C) above.

**(E)** The perquisites, allowances and other benefits and payment shall be determined, wherever applicable, as per the provision of the Income Tax Act 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.

**(F)** The overall remuneration (under the above heads) as payable to Mr. Srinivasan Paramasivan 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.

**(G)** Mr. Srinivasan Paramasivan, so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**(H) Other Material Terms of appointment of Mr. Srinivasan Paramasivan:**

- (i) Subject to the superintendence, control and direction of the Board, Mr. Srinivasan Paramasivan shall exercise such powers as are conferred upon him by the Board from time to time. Mr. Srinivasan Paramasivan will have substantial powers of the management and will be responsible for the operation of and day-to-day management of the Company.



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- (ii) Mr. Srinivasan Paramasivan shall vacate office of Director in the event of resignation or on the expiry of tenure of his appointment or by virtue of vacating the office of Director held by him under Section 167 of the Act.
- (iii) The appointment of Mr. Srinivasan Paramasivan may be terminated either by the Company in pursuance of resolution of the Board of Directors of the Company or by Mr. Srinivasan Paramasivan by giving three months' notice in writing in that behalf without assigning any reason for such termination. In that event, the party giving notice as aforesaid shall not incur any liability for payment of any compensation by reason of such termination.
- (iv) Mr. Srinivasan Paramasivan shall keep the secrets of the Company.
- (v) Mr. Srinivasan Paramasivan 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. Srinivasan Paramasivan, 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. Srinivasan Paramasivan 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 (including by way of re-classification or recategorization of any of the above nomenclature/head of remuneration) payable to Mr. Srinivasan Paramasivan at any time

during the currency of his tenure for any reason [including due to changes in any applicable laws/ statutory regulations/changes in the provisions of Labour Codes, changes in the Company's rules / policies], 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. Srinivasan Paramasivan, 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 Executive Director 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. Srinivasan Paramasivan 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 issue Non-Convertible Debentures/Bonds/ other Instruments on private placement basis up to ₹ 250 Crores (Rupees Two 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 the Board of Directors [hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee of the Board which the Board

## Notice (Contd.)

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 raise up to an aggregate amount of ₹ 250,00,00,000/- (Rupees Two 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.

**Regd. Office:**

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

Place: Mumbai

Dated: 18<sup>th</sup> May, 2026

**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."

**By Order of the Board of Directors of  
Afcons Infrastructure Limited**

**Gaurang Parekh**  
Company Secretary  
M. No. F-8764



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NOTES

1.

The Notice of Annual General Meeting was approved by the Board of Directors at its Meeting held on 18<sup>th</sup> May, 2026.
2.

**AGM through VC/OAVM**  
The Ministry of Corporate Affairs, Government of India ('MCA') has vide its circular no. 03/2025 dated 22<sup>nd</sup> September,2025 read with general circulars no. 14/2020 dated 8<sup>th</sup> April, 2020, no. 17/2020 dated 13<sup>th</sup> April, 2020, no. 20/2020 dated 5<sup>th</sup> May, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC' or "OAVM"), till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020. Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated 12<sup>th</sup> May, 2020, and subsequent circulars issued in this regard, the latest being 3<sup>rd</sup> October, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA & SEBI Circulars, the Fiftieth (50<sup>th</sup>) AGM of the Company is being held through VC / OAVM on **Thursday, 30<sup>th</sup> July, 2026 at 3.00 p.m. (IST)**. The proceedings of the 50<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company.
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 9 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") 2025-26 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 **Tuesday, 30<sup>th</sup> June, 2026**.  
  
Members may note that the Notice of the AGM and the Annual Report for the FY 2025-26 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 **Tuesday, 30<sup>th</sup> June, 2026**.  
  
This is also a reminder to the Members to update KYC details pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated 06<sup>th</sup> February, 2026 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

Notice (Contd.)

- its registered e-mail address [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [secretarial@afcons.com](mailto: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 **Thursday, 23<sup>rd</sup> July, 2026 ("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](http://www.evoting.nsdl.com).
11.

**Dividend for FY 2025-26**  
The Board of Directors at its meeting held on 18<sup>th</sup> May, 2026 has recommended a dividend of ₹ 2/- per equity share. The Company has fixed **Thursday, 23<sup>rd</sup> July, 2026** as the ("**Record Date**") for determining entitlement of Members to dividend for the Financial Year ended 31<sup>st</sup> March, 2026, 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 before **28<sup>th</sup> August, 2026**, as under:  
  
a. 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 **Thursday, 23<sup>rd</sup> July, 2026**.  
  
b. 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 **Thursday, 23<sup>rd</sup> July, 2026**. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7<sup>th</sup> May 2024 read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated 10<sup>th</sup> June, 2024 has mandated that with effect from 1<sup>st</sup> 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.
12.

**TDS on dividend**  
**Tax Deductible at Source (TDS) / Withholding Tax**  
Pursuant to the requirement of the Income Tax Act, 2025, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its Members.  
  
**A. Resident Members**  
The TDS / withholding tax rate would vary depending on the residential status of the Member and documents submitted by the Member with the Company / MUFG Intime India Private Limited (formally know as Link Intime India Private Limited) (hereinafter referred to as "MUFG Intime" or "MUFG" or "RTA") Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / MUFG Intime on or before **Thursday, 16<sup>th</sup> July, 2026** to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

A.1 Tax Deductible at Source for Resident Members

| Sr. No | Particulars                                            | Withholding | Documents required (if any) / Remarks                                                                                                                                  |
|--------|--------------------------------------------------------|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Valid PAN updated in the Company's Register of Members | 10%         | No document required. In case of individual Member, if dividend does not exceed ₹10,000, no TDS / withholding tax will be deducted. Also, please refer note (v) below. |



## Notice (Contd.)

**A.1 Tax Deductible at Source for Resident Members**

| Sr. No | Particulars                                                                                                                  | Withholding                                                                      | Documents required (if any) / Remarks                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.     | No PAN / Valid PAN not updated in the Company's Register of Members / PAN is not linked with AADHAR in case of an individual | 20%                                                                              | TDS will be deducted at 20% as provided under Section 397(2) of the Income-Tax Act, 2025, regardless of dividend amount, if PAN of the Member other than individual is not registered with the Company / MUFG Intime / Depository Participant. In case of individual Member, if PAN is not registered with the Company / MUFG Intime / Depository Participant & cumulative dividend payment to an individual Member is more than ₹ 10,000, TDS / Withholding tax will be deducted at 20% under Section 397(2) of the Income-Tax Act, 2025. All the Members are requested to update, on or before 16 <sup>th</sup> July, 2026, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / MUFG Intime (RTA) (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below. |
| 3.     | Availability of lower/nil tax deduction certificate issued by Income-Tax Department u/s 395(1) of the Income-Tax Act, 2025   | Rate specified in the certificate                                                | Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before Thursday, 16 <sup>th</sup> July, 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 4.     | Benefits under Income Tax Rule 203                                                                                           | Rates based on applicability of the Income-Tax Act, 2025 to the beneficial owner | If the Member e.g. clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

**A.2 No Tax Deductible at Source on Dividend Payment to Resident Members**

| Sr. No | Particulars                                                                                                                                                  | Withholding Tax Rate | Documents required (if any) / Remarks                                                                                                                                 |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1      | Submission of form 121 with valid & operative PAN                                                                                                            | NIL                  | Declaration in Form No. 121 fulfilling certain conditions.                                                                                                            |
| 2      | Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC, etc. | NIL                  | Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.                                                                    |
| 3      | Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds                        | NIL                  | Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.                                                                                       |
| 4      | Category I and II Alternate Investment Fund                                                                                                                  | NIL                  | SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.                                                                      |
| 5      | Recognised provident funds / Approved superannuation fund / Approved gratuity fund                                                                           | NIL                  | Valid documentary evidence as per Circular No. 18/2017 issued by CBDT.                                                                                                |
| 6      | National Pension Scheme                                                                                                                                      | NIL                  | No TDS as per section 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided. |
| 7      | Any resident Member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification                        | NIL                  | Valid documentary evidence substantiating exemption from deduction of TDS.                                                                                            |

## Notice (Contd.)

**B. Non Resident Members**

| Sr. No | Particulars                                                                                                                                                                                  | Withholding Tax Rate                                                                      | Documents required (if any) / Remarks                                                                                                                                                                                                                                                          |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1      | Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident Members                                                                                     | 20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial      | FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: Tax Residency certificate, PAN or declaration as per Rule 217, e-filed Form 41, self-declaration for non-existence of permanent establishment in India. |
| 2      | Indian Branch of a Foreign Bank                                                                                                                                                              | NIL (else 35% + surcharge and cess)                                                       | Lower tax deduction certificate u/s 395(1). Self-declaration confirming income is received on its own account.                                                                                                                                                                                 |
| 3      | Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority                                                                                                         | Rate specified in certificate                                                             | Lower tax deduction certificate obtained from Income Tax Authority.                                                                                                                                                                                                                            |
| 4      | Any non-resident Member exempted from WHT deduction as per the provisions of the Income-Tax Act, 2025 or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc. | NIL                                                                                       | Necessary documentary evidence substantiating exemption.                                                                                                                                                                                                                                       |
| 5      | Benefits under Income Tax Rule 203 / DTAA                                                                                                                                                    | Rates based on applicability of the Income-Tax Act, 2025 / DTAA (whichever is beneficial) | Declaration under Rule 203(2) regarding beneficial owner, plus documents from Sr. No. 1-4.                                                                                                                                                                                                     |

**Notes**

- (i) The Company will issue soft copy of the TDS certificate to its Members through e mail registered with MUFG Intime post filing of TDS return. Members will be able to download Form 168 from the Income Tax Department's website.
- (ii) Documents such as Form 121, exemption certificates, TRC, Lower Tax certificate, Rule 203 declaration, etc. can be uploaded at <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html> by **Thursday, 16<sup>th</sup> July, 2026**.
- (iii) Application of TDS / withholding tax rate is subject to verification by the Company.
- (iv) In case TDS is deducted at a higher rate, Members may file return of income and claim refund.
- (v) No TDS will be deducted in case of resident individual Members whose dividend does not exceed ₹ 10,000, subject to valid PAN.
- (vi) This communication is not exhaustive; Members should consult their tax advisors.

No communication would be accepted from Members after **Thursday, 16<sup>th</sup> July, 2026** regarding tax-withholding matters. Shareholders

may write to [mt.helpdesk@in.mpms.mufg.com](mailto:mt.helpdesk@in.mpms.mufg.com); [secretarial@afcons.com](mailto: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>.

**13. 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 **Thursday, 16<sup>th</sup> July, 2026**.

**(b) For Shares held in physical form:** to the Company's RTA latest by **Thursday, 16<sup>th</sup> July, 2026**, 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



## Notice (Contd.)

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 17<sup>th</sup> 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 **Thursday, 16<sup>th</sup> July, 2026**.

**14. Dematerialization of shares**

Members may please note that SEBI vide its Master Circular No. SEBI/ HO/MIRSD/ POD-1/P/ CIR/2024/37 dated 7<sup>th</sup> May, 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.

**15.** 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.

**16.** 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.

**17.** 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.

**18. 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

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[secretarial@afcons.com](mailto:secretarial@afcons.com) on or before Thursday, 23<sup>rd</sup> July, 2026 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 31<sup>st</sup> July, 2023, and SEBI/HO/ OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE\_IAD-1/P/ CIR/2023/145 dated 31<sup>st</sup> July, 2023 (updated as on 11<sup>th</sup> August, 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://bseclrs.bseindia.com/ecomplaint/frmlInvestorHome.aspx>

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

**19. 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>.

**20. 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.**

**21.** 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.

**22. 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 Thursday, 16<sup>th</sup> July, 2026**, to receive Notice of this AGM and Annual Report for FY 2025-26:

- a) Click on the URL: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](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 2025-26.

**23.** 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](mailto:secretarial@afcons.com).



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24. Dispatch of AGM Notice and Annual Report through electronic mode

In line with the MCA Circulars this Notice along with the Annual Report for FY 2025-26 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 2025-26 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 2025-26, 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.

25. 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 9<sup>th</sup> 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 **Sunday, 26<sup>th</sup> July, 2026 at 9.00 a.m. (IST)** and ends on **Wednesday, 29<sup>th</sup> July, 2026 at 5.00 p.m. (IST)**. During this period, Members holding shares either in physical

form or in dematerialized form, as on **Thursday, 23<sup>rd</sup> July, 2026**, 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 **Sunday, 26<sup>th</sup> July, 2026 at 9.00 a.m. (IST)** to **Wednesday, 29<sup>th</sup> July, 2026 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](mailto: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."**

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

The remote e-voting period begins on **Sunday, 26<sup>th</sup> July, 2026 at 9.00 a.m. (IST)** and ends on **Wednesday, 29<sup>th</sup> July, 2026 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. **Thursday, 23<sup>rd</sup> July, 2026**, 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 **Thursday, 23<sup>rd</sup> July, 2026**.

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 9<sup>th</sup> 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. | <ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol> |



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| Type of Members                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                   | <p>5. Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Individual Members holding securities in demat mode with CDSL                                     | <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p> |
| Individual Members (holding securities in demat mode) login through their depository participants | <p>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 &amp; voting during the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

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**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<br>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<br>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<br>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](http://www.evoting.nsdl.com).



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- b) **Physical User Reset Password?**  
(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [secretarial@afcons.com](mailto: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](http://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](http://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](mailto:evoting@nsdl.com).

## Notice (Contd.)

**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](mailto: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](mailto: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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> 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 **Thursday, 23<sup>rd</sup> July, 2026.**

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

The Board of Directors has appointed Mr. Mitesh Dhabliwala, (Membership No. FCS 8331, COP no. 9511) and failing him Mr. Mohammad Pillikandlu (Membership No. FCS 10619, COP no. 14603) of Parikh Parekh & Associates, Company Secretaries, Mumbai to act 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 Two working days 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](http://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.



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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](mailto: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 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](mailto: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](mailto:secretarial@afcons.com). The same will be replied by the Company suitably.

## Notice (Contd.)

26. **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](mailto:secretarial@afcons.com) between **Monday, 20<sup>th</sup> July, 2026 (9:00 a.m. IST) to Thursday, 23<sup>rd</sup> July, 2026 (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: 18<sup>th</sup> May, 2026



## Notice (Contd.)

**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 no. 5 to 9 of the notice accompanying the meeting:

**ITEM NO. 5**

Pursuant to Section 143(8) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, where the branch office is situated in a country outside India, the accounts of the branch office shall be audited either by the Company's auditor or by an accountant or any other person duly qualified to act as an auditor of the accounts of the branch office in accordance with the laws of that country.

As the Members are aware, the Company has been executing various infrastructure projects in overseas jurisdictions by setting up project offices in foreign branch offices in accordance with the applicable laws of those jurisdictions/ countries. The Company also continues to bid for project opportunities in overseas markets. Upon securing such projects, new foreign branches may be established during the FY 2026–27. These existing and prospective branch offices of the Company, are subject to statutory compliance requirements in their respective jurisdictions, including audit requirements, until completion of the project tenure.

Accordingly, the Board of Directors proposes an enabling resolution seeking Members' approval for the appointment of branch auditors for:

- i. Existing foreign branches, and
- ii. Foreign branches likely to be set up during FY 2026-27 upon award of projects in overseas jurisdictions.

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 FY 2026-27, for a remuneration of ₹ 3,30,000/- (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 terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, 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 2026-27.

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 AND 8**

At the Company's Forty-Seventh Annual General Meeting held on 4<sup>th</sup> August, 2023 ("47<sup>th</sup> AGM"), the Members approved the re-appointment and remuneration of Mr. Subramanian Krishnamurthy (DIN-00047592), Whole-time Director designated as the Executive Vice Chairman and Mr. Srinivasan Paramasivan (DIN-00058445) as the Managing Director, each for a three (3) year term from 1<sup>st</sup> July, 2023 to 30<sup>th</sup> June, 2026. Subsequently, at the Board meeting held on 28<sup>th</sup> August, 2025, Mr. Subramanian Krishnamurthy was elevated to the position of Executive Chairman, Whole-time Director of the Company effective from the conclusion of that Board meeting for the remainder of his terms i.e. until 30<sup>th</sup> June, 2026, under the existing terms and remuneration.

Pursuant to the provision of Act, SEBI Listing Regulation and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021, as amended from time to time read with the circulars issues thereunder and based on the recommendation of

## Notice (Contd.)

Nomination and Remuneration Committee ("NRC") and the Board, the Members of the Company vide special resolution approved through a Postal Ballot on 10<sup>th</sup> November, 2025 approved (a) Afcons Infrastructure Limited – Employee Stock Option Plan 2025" ("ESOP 2025" or "ESOP Plan") for the benefit of its eligible employees of the Company; (b)variation in the terms of remuneration of both the said Executive Directors (i.e. Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan) by including their entitlement to the grant of Employee Stock Options ("ESOPs" or "Options") under the ESOP 2025. Subsequently, NRC at its meeting held on 12<sup>th</sup> December, 2025 approved the grant of 4,67,289 ESOPs to Mr. Subramanian Krishnamurthy and 3,73,831 ESOPs to Mr. Srinivasan Paramasivan under the ESOP 2025 at an exercise price of ₹ 321/- per Option. The said Options granted to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan shall vest over a period of 5 years and shall be contingent upon individual and Company performance.

As the current term of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan was due to expire on 30<sup>th</sup> June, 2026, the Company had received notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the re-appointment of Mr. Subramanian Krishnamurthy, as a Whole-time Director designated as Executive Chairman and Mr. Srinivasan Paramasivan, as Managing Director. The Company has also received from Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan (i) consent in writing to act as director (ii) a declaration to the effect that he is not disqualified from being re-appointed as Director of the Company in terms of provisions of Section 164(2) of the Act. Accordingly, NRC had recommended to the Board for the re-appointment of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan or a further period of 2 (Two) years with effect from 1<sup>st</sup> July, 2026 up to 30<sup>th</sup> June, 2028.

In the opinion of the Board, Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan fulfils the conditions specified under Section 196 read with schedule V of the Companies Act and rules and that they are not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. Also, considering the scale of operations of the Company and the significant responsibilities, contributions and the critical roles played by Mr. Subramanian Krishnamurthy, as the Executive Chairman and Mr. Srinivasan Paramasivan as the Managing Director in leading the Company's transformation and driving its strategic growth, the Board is confident that their continued participation is expected

to serve as a strong incentive for sustaining performance momentum, ensuring leadership continuity, and aligning their interests with long-term shareholder value creation. Accordingly, considering prevailing industry remuneration trends, and taking into account the qualifications, experience, roles, and responsibilities of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan, and based on the recommendation of the NRC, the Board of Directors, at its meeting held on 18<sup>th</sup> May, 2026, approved the re-appointment of Mr. Subramanian Krishnamurthy as Whole-time Director designated as Executive Chairman, and Mr. Srinivasan Paramasivan as Managing Director, for a further period of two (2) years. Their tenure will commence from 1<sup>st</sup> July, 2026 and continue until 30<sup>th</sup> June, 2028, on the terms and conditions, including remuneration, as set out in the Notice of this AGM.

**A. Rationale for the Re-appointment of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan:**

The Company is the flagship infrastructure, engineering, and construction arm of the Shapoorji Pallonji Group – one of India's foremost conglomerates with a legacy of over 150 years in the construction industry.

Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan, both being the Executive Directors of the Company and currently holding the positioned of Executive Chairman and Managing Director respectively, have joined the Company in the year 2002. In the last 2 decades, under their leadership, the Company has undergone a remarkable transformation into a world-class organisation – strengthening its performance, culture, and governance. Together, they have steered the Company through a period of sustained growth and operational excellence, delivering some of the most challenging and iconic projects, setting new benchmarks in safety, engineering, and innovation, and fostering a culture of leadership and professionalism recognised across the industry. Their steadfast focus on engineering excellence, innovation, technological advancement, knowledge-building, and leadership development has been central to this transformation has resulted into a strong performance trajectory – between FY2002 and FY2026, turnover grew nearly twenty nine times to ₹ 12,322 Crores, EBITDA increased at a CAGR of around 18%, and the order book expanded around 32 times to ₹ 32,496 Crores. The Company has also diversified into new sectors, expanded its presence across multiple geographies and in FY2024, achieved a landmark milestone with its successful listing on both BSE and NSE.



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Brief Profile of Mr. Subramanian Krishnamurthy

Mr. Subramanian Krishnamurthy brings with him over four decades of rich experience in project planning, execution, overall project management, contract management, and corporate planning. Prior to his elevation as Executive Chairman in 2025, he served as Executive Vice Chairman w.e.f. 2018 and as Managing Director of Afcons Infrastructure Limited from 2002 to 2018. Under his leadership, Afcons has carved out a distinct niche in the infrastructure sector by successfully delivering some of the most complex and challenging projects ahead of schedule and setting new benchmarks globally. His vision and guidance have been instrumental in reinforcing Afcons' reputation as a trusted leader in the industry, while his long-standing association continues to inspire excellence and innovation across the organization.

Mr. Subramanian Krishnamurthy holds a bachelor's degree (honours) in Mechanical Engineering from Regional Engineering College, Faculty of Engineering, University of Madras and a Postgraduate Diploma in Industrial Engineering from the National Institute for Training in Industrial Engineering (NITIE). He has been honoured with the Degree of Doctor of Letters (D.Litt.), in recognition and appreciation of the contribution for the society in the field of academics, infrastructural development and corporate leadership, from the Kalinga Institute of Industrial Technology (KIIT), Bhubaneswar, Odisha and the Bharat Shiromani Award 2004 by the Shiromani Institute. He has also been awarded with the Distinguished Alumnus Award by National Institute of Technology, Tiruchirappalli for excellence in corporate/ industry. Recently, at the Construction World Global Awards 2025, Mr. Subramanian Krishnamurthy was conferred with the Lifetime Achievement Award in recognition of his decades of dedicated service and leadership in steering the Company to deliver iconic projects that have redefined India's infrastructure and engineering landscape.

Mr. Subramanian brings unique blend of expertise and leadership makes him very vital in the Organisation. His professional journey and demonstrated capabilities strongly align with the future needs of the organisation. His ability to foresee challenges and design practical solutions has been instrumental in achieving operational efficiency and cost effectiveness. He possesses deep understanding of contractual frameworks, risk allocation, and dispute resolution mechanisms. His insight into structuring and managing contracts not only secures the Company's interests but also minimises exposure to liabilities. This capability is especially crucial at a time when the organisation is engaged in arbitration cases

of very sizeable value. His strategic vision enables him to identify opportunities, anticipate industry trends, and provide clear direction. This quality positions him to guide the company through its current challenges and to steer it towards sustainable growth. Beyond project delivery, he has shown the ability to build and strengthen organisations—shaping structures, processes, and teams that can deliver consistently. His focus on institution building ensures not only immediate results but also long-term resilience and continuity. Given the company's current requirements—particularly the need for strong guidance in strategy, organisation build-up, and effective handling of high-value arbitration matters, his continuity becomes not only desirable but essential.

Brief Profile of Mr. Srinivasan Paramasivan

Mr. Srinivasan Paramasivan has over four decades of experience in Infrastructure sector. In his role as Managing Director, he is responsible for the operations and day-to-day management of the Company. He has vast experience in Banking and Finance and business development. He plays a significant role in the Company's journey with special focus on finance, commercial matters and business development. He was a Member of the banking & finance committee of the Bombay Chamber of Commerce and Industry. He is also Co-Chair (Roads & Highways), FICCI Committee on Transport Infrastructure. Most recently, he has been appointed as an Director on the Board of the Construction Skill Development Council of India (CSDCI). He holds a bachelor's degree in commerce from Faculty of Commerce, Madurai University. He is a fellow Member of the Institute of Cost Accountants of India and the Institute of Company Secretaries of India. He is also a Stanford Certified Project Manager.

Mr. Paramasivan's continuity matches the organisation's current priorities of building order inflow, scaling operations, and resolving critical financial and contractual matters. His expertise, experience, and network make him uniquely positioned to add value. He has cultivated strong professional relationships with key bankers and government officials. His ability to identify opportunities, establish partnerships, and convert leads into secured orders is well proven. This strength will be critical at a time when the company is actively looking to build a strong order book and expand its market presence. With deep understanding of finance and commercial functions, he is adept at optimising resources, managing risks, and ensuring profitability across projects. His financial prudence will ensure stability even as the company embarks on aggressive growth. He has demonstrated exceptional ability in negotiations—whether in finalising contracts, securing

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business terms, or resolving disputes. His skills will be of immense use in ongoing high-value arbitration cases where careful negotiation can lead to significant savings and favourable outcomes. Beyond strategy and finance, he brings practical experience in managing large-scale operations, ensuring projects and business units deliver in line with company objectives. His leadership ensures alignment of operational performance with strategic goals. At this critical juncture, when the organisation is aiming for order growth and operational scale-up, while simultaneously handling sizeable arbitration disputes, his continuity is both timely and essential.

His relationships, financial acumen, negotiation strength, and operational leadership will not only support business continuity but will act as a catalyst for sustained growth and value creation.

Disclosures of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan, as prescribed in Secretarial Standards-2 on General Meeting, as laid down by the Institute of Company Secretaries of India, and as required under Regulation 36(3) of the Listing Regulation are given in the Annexure to this Notice of AGM.

B. Rationale for the Proposed Remuneration to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan:

Current Remuneration

The current remuneration structure for Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan for the financial year 2025-26 comprises a combination of fixed pay, retiral benefits, perquisites and allowances, along with annual performance-linked incentives.

| (₹ in Crores)                |              |                                                      |                  |                |                               |       |
|------------------------------|--------------|------------------------------------------------------|------------------|----------------|-------------------------------|-------|
| Name of the Director         | Basic Salary | Perquisite, Allowance and Other Benefits and Payment | Annual Incentive | Merrit Awards* | Retiral Benefits <sup>§</sup> | Total |
| Mr.Subramanian Krishnamurthy | 1.06         | 3.69                                                 | 1.66             | 3.75           | 0.29                          | 10.45 |
| Mr. Srinivasan Paramasivan   | 0.93         | 3.29                                                 | 1.66             | 3.00           | 0.25                          | 9.13  |

Notes:

\* During 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 Executive Directors (including Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan), Key Managerial Personnels, Senior Management Personal and other employees who had completed more than 10 years of service with the Company. The payment to the Executive Directors of the said special incentive was spread over two financial years, a part of which was paid in FY 2024-25 and the balance in FY 25-26. Detailed above is the balance of the special incentive paid to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan during the FY 25-26.

<sup>§</sup> Retiral Benefits stated above covers contribution to PF and Superannuation.

Proposed Remuneration

The key terms and details of the proposed remuneration payable to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan are set out in Resolution Item Nos. 7 and 8 of the Notice convening the AGM. A summary of the same is set out below:

1. Fixed Component

Basic salary, perquisites and allowances not exceeding ₹ 8,75,00,000/- (Rupees Eight Crores Seventy-Five Lakhs only) per annum for Mr. Subramanian Krishnamurthy and ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) per annum for Mr. Srinivasan Paramasivan.

Within the aforesaid limit, Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan will be entitled to avail perquisites and allowances under different heads as per the HR policy / rules of the Company.

2. Other Benefits and Payments:

- Mediciclaim Policy for self, family and Parents.
- Reimbursement of medical expenses for self and family not exceeding one month's basic salary per annum.
- Entitlement to benefit of group term insurance, group personal accident insurance.
- Annual Executive Health check-up for self and wife.



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- Entitlement to Leave, LTA and encashment of the leave as per the Rules of the Company
  - Provision of Company maintained car as per Rules of the Company.
  - Reimbursement of all entertainment, club expenses and all travelling, boarding and lodging costs and all other costs, charges and expenses.
3. **Variable Component:** Annual Performance Link Incentive any other incentives /rewards/ bonus based on the performance of the Company in a financial year.
4. **Retiral Benefit:** Contribution to Provident Fund, Gratuity and any other retiral benefit as per the Applicable Laws and policies of the Company.
5. **ESOPs Benefits:** Mr. Subramanian Krishnamurthy had been granted 4,67,289 employee stock options and Mr. Srinivasan Paramasivan had been granted 3,73,831 Options under ESOP 2025. These Options can be exercised during the applicable exercise period and are contingent upon the Company's performance and performance of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan in a financial year as accordance with the terms of ESOP 2025. The perquisite value of ESOP granted shall be in addition to the remuneration above. They will be eligible to participate in any future employee stock options of the Company that may be approved and adopted by the Company during his tenure of appointment.

Further 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 (including by way of re-classification or recategorization of any of the above nomenclature/head of remuneration) payable to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan, respectively at any time during the currency of their tenure for any reason including changes in any applicable laws/ statutory regulations/changes in the provisions of Labour Codes, changes in the Company's rules / policies 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. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan, respectively without being required to seek any further consent or approval from the Members of the Company.

The aggregate remuneration payable to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan respectively (including the perquisite value of the ESOP in the year of the exercise of each of the Options by each of them) for the aforesaid proposed period of re-appointment is considered to be within the maximum limit as laid down under Section 197 read with Schedule V and all other applicable provisions, if any, of the Act.

Accordingly, the resolution at Item no. 7 and 8 of this Notice seeks approval of the Members in terms of the applicable provisions of the Act and SEBI Listing Regulations for the re-appointment of Mr. Subramanian Krishnamurthy, as a Whole-time Director designated as Executive Chairman and Mr. Srinivasan Paramasivan, Managing Director for a further period of Two (2) years with effect from 1<sup>st</sup> July, 2026 up to 30<sup>th</sup> June, 2028 liable to retire by rotation, notwithstanding that they attains the age of 70 (Seventy) years during the term of their Directorship, on such terms and conditions including remuneration as set out in the resolution at Item no.7 and 8 of the Notice of this AGM.

C. **Information and Disclosure w.r.t. payment of the Proposed Remuneration as the Minimum Remuneration:**

Although the Company foresees profits during the term of the above directors, due to unforeseen events, the Company may have inadequate or insufficient profits in a particular financial year during the said terms of appointment. Hence, Members consent is being sought, out of abundant caution, for payment of the proposed remuneration as stated in the resolution at Item nos. 7 and 8 of the Notice of the AGM to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan respectively as minimum remuneration. In this regard, as required under Schedule V Section II Part B condition (iv) of the Companies Act, 2013, the additional information of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan respectively of the Company is furnished below:

## Notice (Contd.)

I. **GENERAL INFORMATION**

- Nature of industry – **Infrastructure Construction Industry**
- Date or expected date of commencement of commercial production – **N.A.**
- 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) |           |           |
|-------------------------------------|------------------------------|-----------|-----------|
|                                     | 2023-24                      | 2024-25   | 2025-26   |
| Revenue from operation              | 12,907.27                    | 12,499.93 | 11,938.32 |
| Net Profit after Tax                | 442.12                       | 586.13    | 289.90    |
| Basic EPS (₹ )                      | 12.97                        | 15.94     | 7.88      |
| Dividend Amount (Preference Shares) | 0.05                         | 0.04      | -         |
| Dividend Amount (Equity Shares)     | 28.79                        | 32.33     | 91.95     |
| Dividend % (Preference Shares)      | 0.05                         | 0.05      | -         |
| Dividend % (Equity Shares)          | 40                           | 25        | 25        |

5. **Export performance and net foreign exchange collaborations**

(Standalone Financials)

| Foreign Exchange Earnings and Outgo | Financial Year (₹ in Crores) |          |          |
|-------------------------------------|------------------------------|----------|----------|
|                                     | 2023-24                      | 2024-25  | 2025-26  |
| Earnings                            | 2,931.47                     | 3,564.34 | 3,116.84 |
| Outgo                               | 3,318.02                     | 3,141.18 | 3,241.92 |

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.Gunayasa Utama Fabricators of Indonesia etc. for undertaking Projects both in India and abroad.

II. **INFORMATION ABOUT THE APPOINTEE:**A. **Mr. Subramanian Krishnamurthy, Executive Chairman**1. **Background details:**

Mr. Subramanian Krishnamurthy has been a Whole-Time Director on the Board of the Company since 2002 and currently serves as Executive Chairman. He has over four decades of experience in the areas of Project Planning, Execution, Overall Project Management, Contract Management and Corporate Planning, Strategy Planning and Organisational development. Prior to getting elevated as Executive Chairman in the year 2025, he was Executive Vice Chairman from the year 2018 and 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. His vision and guidance had been instrumental in reinforcing Company's reputation as a trusted leader in the industry, while his long-standing association continues to inspire excellence and innovation across the organization. Mr. Subramanian Krishnamurthy holds a bachelor's degree (honours) in mechanical engineering from Regional Engineering College, Faculty of Engineering, University of Madras and a Postgraduate Diploma in Industrial Engineering from the National Institute for Training in Industrial Engineering (NITIE).



Notice (Contd.)

2. Past remuneration:

Remuneration to Mr. Subramanian Krishnamurthy includes fixed pay, retiral benefits, perquisite and annual performance link incentives for the FY 2025-26.

| Basic Salary | Perquisite, Allowance and Other Benefits and Payment | Annual Incentive | Merrit Awards* | Retiral Benefits <sup>§</sup> | Total |
|--------------|------------------------------------------------------|------------------|----------------|-------------------------------|-------|
| 1.06         | 3.69                                                 | 1.66             | 3.75           | 0.29                          | 10.45 |

Notes:

\* During 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) of ₹ 7.5 Crores was given to Mr. Subramanian Krishnamurthy. The payment of the said special incentive was spread over two financial years, a part of which was paid in FY 2024-25 and the balance in FY 2025-26. Detailed above is the balance special incentive paid to Mr. Subramanian Krishnamurthy during the FY 2025-26.

<sup>§</sup> Retiral Benefits stated above covers contribution to PF and Superannuation.

He possesses deep understanding of contractual frameworks, risk allocation, and dispute resolution mechanisms. His insight into structuring and managing contracts not only secures the company's interests but also minimises exposure to liabilities. This capability is especially crucial at a time when the organisation is engaged in arbitration cases of very sizeable value. His strategic vision enables him to identify opportunities, anticipate industry trends, and provide clear direction. This quality positions him to guide the company through its current challenges and to steer it towards sustainable growth. Beyond project delivery, he has shown the ability to build and strengthen organisations—shaping structures, processes, and teams that can deliver consistently. His focus on institution building ensures not only immediate results but also long-term resilience and continuity. Given the company's current requirements—particularly the need for strong guidance in strategy, organisation build-up, and effective handling of high-value arbitration matters—his continuity becomes not only desirable but essential.

3. Recognition or Awards:

In recognition of his contributions to the construction industry, he has been honoured with several prestigious accolades:

- Lifetime Achievement Award at the Construction World Global Awards 2025
- Doctor of Letters (D.Litt. Honoris Causa) by Kalinga Institute of Industrial Technology, Bhubaneswar in the year 2022.
- Distinguished Alumnus Awards – NIT, Tiruchirappalli in the year 2018
- Distinguished Alumnus Awards – IIM, Mumbai (formerly NITIE, Mumbai) in the year 2013.
- Bharat Shiromani Award in the year 2005.

4. Job profile and his suitability:

Mr. Subramanian Krishnamurthy brings unique blend of expertise and leadership makes him very vital in the Organisation. His professional journey and demonstrated capabilities strongly align with the future needs of the organisation. His ability to foresee challenges and design practical solutions has been instrumental in achieving operational efficiency and cost effectiveness.

5. Remuneration proposed:

The details of remuneration proposed to Mr. Subramanian Krishnamurthy, Executive Chairman of the Company is set out in the resolution at Item no. 7 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. Subramanian Krishnamurthy, Executive Chairman is commensurate with the remuneration packages paid to his similar level counterparts in other companies in the industry.

Notice (Contd.)

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other Director, if any:

Mr. Subramanian Krishnamurthy, Executive Chairman is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel or other Director beside the remuneration set out in the resolution at Item no. 7 of the Notice and except to the extent of his shareholding in the equity share capital of the Company.

B. Mr. Srinivasan Paramasivan, Managing Director

1. Background details:

Mr. Srinivasan Paramasivan joined as 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.

2. Past remuneration:

Remuneration to Mr. Srinivasan Paramasivan includes fixed pay, retiral benefits, perquisite and annual performance link incentives for the FY 2025-26.

| (₹ in Crores) |                                                      |                  |                |                               |       |
|---------------|------------------------------------------------------|------------------|----------------|-------------------------------|-------|
| Basic Salary  | Perquisite, Allowance and Other Benefits and Payment | Annual Incentive | Merrit Awards* | Retiral Benefits <sup>§</sup> | Total |
| 0.93          | 3.29                                                 | 1.66             | 3.00           | 0.25                          | 9.13  |

Notes:

\* During 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) of ₹ 6.00 Crores was given to Mr. Srinivasan Paramasivan. The payment of the said special incentive was spread over two financial years, a part of which was paid in FY 2024-25 and the balance in FY 2025-26. Detailed above is the balance special incentive paid to Mr. Srinivasan Paramasivan during the FY 2025-26.

<sup>§</sup> Retiral Benefits stated above covers contribution to PF and Superannuation.

3. Recognition or awards:

Mr. Paramasivan is regularly consulted by government and regulatory bodies on policy formulation and related matters. Currently, he is serving as Chair of the Roads and Highways

Mr. Srinivasan Paramasivan had over four decades of experience in banking, finance, business development and infrastructure. Since the acquisition of the Company by the Shapoorji Group, Mr. Srinivasan Paramasivan has played a pivotal role in the Company's turnaround, consolidation and sustainable growth. In his role as Managing Director, he has been responsible for the operations and day-to-day management of the Company.

He is an alumnus of the University of Madurai, from where he graduated in Commerce 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

Committee of Federation of Indian Chambers of Commerce and Industry (FICCI) and as Chairman of the Project Export Promotion Council of India (PEPC). Most recently, he has been appointed as an Director on the Board of the Construction Skill Development Council of India (CSDCI).

4. Job profile and his suitability:

Mr. Srinivasan Paramasivan's continuity as the Managing Director of the Company matches the organisation's current priorities of building order inflow, scaling operations, and resolving critical financial and contractual matters. His expertise, experience, and network make him uniquely positioned to add value. He has cultivated strong professional relationships with key bankers and government officials. His ability to identify opportunities, establish partnerships, and convert leads into secured



## Notice (Contd.)

orders is well proven. This strength will be critical at a time when the company is actively looking to build a strong order book and expand its market presence. With deep understanding of finance and commercial functions, he is adept at optimising resources, managing risks, and ensuring profitability across projects. His financial prudence will ensure stability even as the company embarks on aggressive growth. He has demonstrated exceptional ability in negotiations—whether in finalising contracts, securing business terms, or resolving disputes. His skills will be of immense use in ongoing high-value arbitration cases where careful negotiation can lead to significant savings and favourable outcomes. Beyond strategy and finance, he brings practical experience in managing large-scale operations, ensuring projects and business units deliver in line with company objectives. His leadership ensures alignment of operational performance with strategic goals. At this critical juncture, when the organisation is aiming for order growth and operational scale-up, while simultaneously handling sizeable arbitration disputes, his continuity is both timely and essential. His relationships, financial acumen, negotiation strength, and operational leadership will not only support business continuity but will act as a catalyst for sustained growth and value creation.

#### 5. Remuneration proposed:

The details of remuneration proposed to Mr. Srinivasan Paramasivan, Managing Director of the Company is set out in the resolution at Item no.8 and the explanatory statement to the Notice of this AGM.

#### 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. Srinivasan Paramasivan, Managing Director is commensurate with the remuneration packages paid to his similar level counterparts in other companies in the industry.

#### 7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other Director, if any:

Mr. Srinivasan Paramasivan, Managing Director is not related to any managerial

personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel or other Director beside the remuneration set out in the resolution at Item no. 8 of the Notice and except to the extent of his shareholding in the equity share capital of the Company.

### III. OTHER INFORMATION

#### 1. Reasons of loss or inadequate profits:

The Infrastructure Industry faces uncertain / unforeseen changes. The Company is executing the Projects mainly through Joint Ventures/ Collaboration. On a standalone basis the Company may have inadequacy of profits or / insufficiency of profits in a particular financial year during the said terms of appointments. Hence, Members consent is sought, out of abundant caution, for payment of the remuneration as stated in the resolution at Item no. 7 to 8 of the Notice to Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan respectively as minimum remuneration.

#### 2. Steps taken or proposed to be taken for improvement.

The Company is strengthening its operations, systems and cost controls. The Company is pursuing business opportunity in its core and new areas including jobs abroad to increase its order book position. The general outlook for the construction industry is positive.

#### 3. Expected increase in productivity and profits in measurable terms.

With the steps proposed to be taken by the management, the Company expects to improve profitability on a standalone basis in the next 2-3 years.

#### DISCLOSURES:

The details of Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan, as prescribed in Secretarial Standards-2 on General Meeting, as laid down by the Institute of Company Secretaries of India, and as required under Regulation 36(3) of the Listing Regulation are given in the Annexure to this Notice of AGM.

The terms and conditions of re-appointment and remuneration packages of Mr. Subramanian Krishnamurthy, Mr. Srinivasan Paramasivan are detailed in the resolutions at Item nos. 7 & 8

## Notice (Contd.)

respectively and explanatory statement of the Notice of this AGM. This shall be deemed to constitute a contract of service, setting out the terms of employment, remuneration and related matters, in compliance with Section 190 of the Companies Act, 2013.

#### Interest of Directors:

Except Mr. Subramanian Krishnamurthy and Mr. Srinivasan Paramasivan and their relatives who are concerned / interested in their respective resolutions, none of the other Directors, key Managerial Personnel or their relatives are concerned or interested in the aforesaid resolutions.

The Board recommends the Special Resolutions as set forth at Item no. 7 and 8 for the approval of the Members.

#### ITEM NO. 9

As per provisions of Section 23 and 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offers or invitations.

Section 71 of the Act read with Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 governs the provisions relating to issue of debentures. In case of offer / issuance of Non-Convertible Debentures/ Bonds/ other Instruments, passing of a Special Resolution by the Members for all such offers/invitation is sufficient.

In view of the aforesaid provisions and in order to augment resources for, inter alia, the ongoing capital expenditure, long

term working capital/ short term working capital and for general corporate purposes, the Company seeks consent of the Members to pass an enabling resolution to raise funds from time to time a sum of upto ₹ 250,00,00,000/- Crores (Rupees Two 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.9 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: 18<sup>th</sup> May, 2026

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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                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| Category/Designation                                                                                                                                      | Whole-time Director designated as Executive Chairman                            | Managing Director                                                               |
| DIN No:                                                                                                                                                   | 00047592                                                                        | 00058445                                                                        |
| Date of Birth                                                                                                                                             | 03 <sup>rd</sup> June, 1958                                                     | 20 <sup>th</sup> May, 1957                                                      |
| Age                                                                                                                                                       | 68 years                                                                        | 69 years                                                                        |
| Reason for Appointment/ Change                                                                                                                            | Re-appointment                                                                  | Re-appointment                                                                  |
| Date of Appointment on the Board                                                                                                                          | 15 <sup>th</sup> November, 2002                                                 | 10 <sup>th</sup> June, 2002                                                     |
| Qualifications                                                                                                                                            | B.E. (Mech). Trichy. Postgraduate in Industrial Engg. From NITIE, Mumbai        | B.com; CAIIB, FCMA, FCS, Stanford Certified Project Manager                     |
| Experience / Nature of Expertise in specific functional areas                                                                                             | Refer Explanatory Statement                                                     | Refer Explanatory Statement                                                     |
| Terms and Conditions of Appointment/ Re-appointment                                                                                                       | Refer Notice and Explanatory Statement                                          | Refer Notice and Explanatory Statement                                          |
| Remuneration to be paid                                                                                                                                   | Refer Notice and Explanatory Statement                                          | Refer Notice and Explanatory Statement                                          |
| Remuneration last drawn FY 2025-26 (₹ in Crores p.a.)                                                                                                     | ₹ 10.45                                                                         | ₹ 9.13                                                                          |
| Remuneration drawn from Subsidiary Company                                                                                                                | NIL                                                                             | NIL                                                                             |
| Number of Meetings of the Board attended during the year 2025-26                                                                                          | 8 out of 8                                                                      | 8 out of 8                                                                      |
| Name of listed entities from which the person has resigned in the past three years                                                                        | NIL                                                                             | NIL                                                                             |
| 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                                                                             |
| Chairmanships / Memberships of Committees of other public companies (includes only Audit & Stakeholders Relationship Committee)                           | 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. |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2026                                                                                            | 1,30,150                                                                        | 98,222                                                                          |
| Skills and capabilities required for the role and the manner in which the Independent Director meets such requirements                                    | N.A.                                                                            | N.A.                                                                            |

Notice (Contd.)

| Name of the Director                                          | Mr. Giridhar Rajagopalan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Mr. Umesh Khanna                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Category/Designation                                          | Deputy Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Non-Executive Director                                                                                                                                                                                                                                                                                                                                                 |
| DIN No:                                                       | 02391515                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 03634361                                                                                                                                                                                                                                                                                                                                                               |
| Date of Birth                                                 | 18 <sup>th</sup> February, 1957                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 08 <sup>th</sup> July 1957                                                                                                                                                                                                                                                                                                                                             |
| Age                                                           | 69                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 68                                                                                                                                                                                                                                                                                                                                                                     |
| Reason for Appointment/ Change                                | Re-appointment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Re-appointment                                                                                                                                                                                                                                                                                                                                                         |
| Date of Appointment on the Board                              | 1 <sup>st</sup> October, 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 22 <sup>nd</sup> August 2012                                                                                                                                                                                                                                                                                                                                           |
| Qualifications                                                | B.E. Civil (Bachelor of Engineering in Civil )                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | B.E. (Electrical) from Agra University, Masters in System Engineering & Operations Research from IIT Roorkee, MBA (Marketing) from University of Hull, UK.                                                                                                                                                                                                             |
| Experience / Nature of Expertise in specific functional areas | <p>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) &amp; V Karma Capital (owned by DLF).</p> <p>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.</p> <p>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 &amp; 2017), Knowledge Ready Organisation award (2018), the Global and India MIKE (Most Innovative Knowledge Enterprise) award from 2018 to 2025, including the Most Outstanding MIKE Award winner in 2023 and “India's Most Innovative Company”, by CII - Confederation of Indian Industry.</p> | <p>Mr. Umesh Khanna has over 35 years of experience in launching and expanding businesses &amp; markets,business policy&amp;planning and in International Marketing and Contracts Management for power and non-power industries. He has worked with Bhel for 27 years. Prior to joining SP Group, he was CEO, Director on Board of BF-NTPC Energy Systems Limited.</p> |
| 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.                                                                                                                                                                                                                                                                                                               |
| Remuneration to be paid                                       | As per terms of appointment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Sitting fees for attending Board Meetings and Committee Meetings (wherever holding membership).                                                                                                                                                                                                                                                                        |
| Remuneration last drawn FY 2025-26 (₹ in Crores p.a.)         | ₹ 5.58                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | ₹ 0.23                                                                                                                                                                                                                                                                                                                                                                 |
| Remuneration drawn from Subsidiary Company                    | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | NIL                                                                                                                                                                                                                                                                                                                                                                    |



Notice (Contd.)

| Name of the Director                                                                                                                                      | Mr. Giridhar Rajagopalan                                                        | Mr. Umesh Khanna                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| Number of Meetings of the Board attended during the year 2025-26                                                                                          | 7 out of 8                                                                      | 8 out of 8                                                                      |
| Name of listed entities from which the person has resigned in the past three years                                                                        | NIL                                                                             | NIL                                                                             |
| 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                                                                             | Two Directorship in Public Limited and listed Company                           |
| Chairmanships / Memberships of Committees of other public companies (includes only Audit & Stakeholders Relationship Committee)                           | NIL                                                                             | 3 (Three)                                                                       |
| 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. |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2026                                                                                            | 20,385                                                                          | 448                                                                             |
| Skills and capabilities required for the role and the manner in which the Independent Director meets such requirements                                    | N.A.                                                                            | N.A.                                                                            |

## Board's Report

Dear Members,

Your Directors takes pleasure in presenting the Fiftieth (50<sup>th</sup>) Annual Report and Audited Financial Statements of Afcons Infrastructure Limited for the year ended 31<sup>st</sup> March, 2026.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year ended 31<sup>st</sup> March,, 2026 is summarized below:

| Particulars                                                | Consolidated<br>(₹ in Crores) |                              | Standalone<br>(₹ in Crores)  |                              |
|------------------------------------------------------------|-------------------------------|------------------------------|------------------------------|------------------------------|
|                                                            | 31 <sup>st</sup> March, 2026  | 31 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2026 | 31 <sup>st</sup> March, 2025 |
| Revenue from Operations and other Income (Total Income)    | 12,322.10                     | 13,022.77                    | 12,308.38                    | 12,966.66                    |
| EBITDA (excluding exceptional items)                       | 1,362.26                      | 1,661.80                     | 1,394.16                     | 1,759.15                     |
| Profit before tax                                          | 386.79                        | 710.01                       | 425.90                       | 809.30                       |
| Total tax expense                                          | 136.05                        | 223.22                       | 136.00                       | 223.17                       |
| Profit after Tax                                           | 250.74                        | 486.79                       | 289.90                       | 586.13                       |
| Profit for the year attributable to: Owners of the Company | 251.50                        | 486.81                       | 289.90                       | 586.13                       |
| Retained earnings – Opening balance                        | 3,318.77                      | 2,870.07                     | 3,001.04                     | 2,453.02                     |
| Add: Profit for the year                                   | 251.50                        | 486.81                       | 289.90                       | 586.13                       |
| Less: Other items classified to other comprehensive income | 15.94                         | (5.74)                       | 15.94                        | (5.74)                       |
| Less: Dividend on Equity                                   | (91.95)                       | (32.33)                      | (91.95)                      | (32.33)                      |
| Less: Dividend on Preference Shares                        | 0                             | (0.04)                       | 0.00                         | (0.04)                       |
| Retained earnings – Closing balance                        | 3,494.26                      | 3,318.77                     | 3,214.93                     | 3,001.04                     |

### 2. OPERATIONS AND BUSINESS PERFORMANCE

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

#### (a) Standalone Results

The total income, on standalone basis, for the financial year under review is ₹ 12,308.38 Crores as against ₹ 12,966.66 Crores for the previous financial year showing a decrease of 5.08%. The Profit before Tax for the year was ₹ 425.90 Crores compared to ₹ 809.30 Crores in the previous year resulting in decrease of 47.37%. The Profit after Tax for the year was ₹ 289.90 Crores as against ₹ 586.13 Crores in the previous year resulting in a decrease by 50.54%.

#### (b) Consolidated Results

Your Company achieved total income of ₹ 12,322.10 Crores for the year as against previous year's ₹ 13,022.77 Crores showing a decrease of 5.38%. The EBIDTA for the year was ₹ 1,362.26 Crores compared to ₹ 1,661.80 Crores in the previous year resulting in a decrease by 18.03%. The Consolidated Profit before Tax for the year was ₹ 386.79 Crores

as against ₹ 710.01 Crores in the previous year resulting in a decrease of 45.52%. The Consolidated Profit after Tax for the year was ₹ 250.74 Crores compared to ₹ 486.79 Crores in the previous year resulting in a decrease by 48.49%.

For more details on the performance of the Company, please refer to section on Management Discussion and Analysis.

During the year, the Company, on a Consolidated basis, bagged new orders valued around ₹ 4,125 Crores. The pending order book of the Company as on 31<sup>st</sup> March, 2026 stood at ₹ 32,496 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 31<sup>st</sup> March, 2026, please refer to the 'Statement of Changes in Equity' included in the standalone and consolidated financial statements of this Annual Report.



## Board's Report (Contd.)

**3. SHARE CAPITAL**

- During the year under review, there was no change in the Authorized Share Capital of your Company. Accordingly, the Authorized Share Capital of your Company remains unchanged at ₹ 1,750 Crores.
- There was no change in the Issued, Subscribed and Paid-Up Share Capital of the Company during the year under review.
- During the year under review, your Company has not issued any shares with differential rights, sweat equity shares and /or Preference shares.

**4. UTILISATION OF ISSUE PROCEEDS**

Pursuant to the listing of the Equity Shares of the Company on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") ("Stock Exchanges") on 4<sup>th</sup> November, 2024, the net proceeds of IPO had been partially utilised in FY 2024-25 and the balance of the issue proceeds was utilised on FY 2025-26 in line with the object of the offer. The details of the utilisation of issue proceeds of the IPO was submitted to Stock Exchanges on quarterly basis and are also available on the website of the Company at [www.afcons.com](http://www.afcons.com).

**5. FINANCE**

- During the year under review, your Company has issued and allotted on private placement basis, Listed, Rated, Unsecured, Redeemable, Non-convertible Debentures (NCDs) aggregating ₹ 50 Crores. These NCDs are listed on the Wholesale Debt Market segment of the National Stock Exchange of India Limited. The funds raised through issuance of NCDs were utilized as per the objects stated in the General Information Document/ Key Information Document.
- During the year under review, the Company has raised ₹ 390 Crores vide issuance of Listed /Unlisted Commercial Papers (CPs) on a private placement basis for funding the working capital of the Company. Out of the said CPs an amount of ₹ 190 Crores has been repaid on maturity date and as on 31<sup>st</sup> March, 2026, there was an outstanding CPs aggregating to ₹ 200 Crores.
- The Company's borrowing programs have received credit ratings from CRISIL Ratings Limited ("Crisil") and India Ratings and Research Pvt Ltd. ("India Ratings") as follows :

| Rating Agency | Instrument Type / Facility | Rating Assigned / Reaffirmed |
|---------------|----------------------------|------------------------------|
| Crisil        | Total Bank loan facilities | CRISIL AA-/ Stable           |
| Crisil        | NCD                        | CRISIL AA-/ Stable           |
| Crisil        | CPs                        | CRISIL A1+                   |
| India Ratings | CPs                        | IND A1+                      |

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

**6. DEPOSITS**

During the year under review, the Company has not accepted any public deposits falling within the ambit of Section 73 of the Companies Act, 2013 ("Act") and the Rules framed thereunder. The requisite return for FY2024-25 with respect to amount(s) not considered as deposits has been filed. The Company does not have any unclaimed deposits as of date.

**7. DIVIDEND**

The Board of Directors of the Company ("Board") recommends a final dividend of 2/- per equity share of 10/- each for the financial year ended 31<sup>st</sup> March, 2026 on the paid-up Share Capital of the Company resulting into dividend outlay of ₹ 73.56 Crores. The dividend is subject to approval of Members at the ensuing Annual General Meeting ("AGM") and deduction of tax at source, as required under the law. The dividend, if approved, would be paid to Members whose names appear in the Register of Members as on the record date fixed for this purpose.

The dividend payment is based upon the parameters mentioned in the Dividend Distribution Policy approved by the Board pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Policy is uploaded on the Company's website at <https://afcons.com/corporate-governance/#policies>. Dividend, if approved by the Members, will be paid electronically pursuant to the amendment to Regulation 12 notified by the Securities and Exchange Board of India vide the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, effective 19<sup>th</sup> November, 2025.

## Board's Report (Contd.)

**8. SUBSIDIARIES / ASSOCIATE / JOINT VENTURE**

- During the year under review the Company has 12 Subsidiaries (including foreign and step-down subsidiaries), 1 Joint Venture Company and 14 unincorporated Joint Ventures (Joint Operations).
- Pursuant to the provisions of Section 129 and other applicable provisions, if any, of the Act read with Rule 5 of Companies (Accounts) Rules, 2014 a statement containing salient features of the financial statements of the Subsidiary, Associate Company and Joint Ventures in Form AOC-1 is annexed to the Financial Statements of the Company.
- The Consolidated Financial Statements presented by the Company include financial statements of the Subsidiaries, Associate Company (i.e. Joint Venture Company) and Joint Ventures (Joint Operations) prepared in accordance with the applicable accounting standards.
- 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 Statements of the Subsidiary Companies, are available on the website of the Company at <https://afcons.com/financials/>.
- 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 interested in obtaining the same.
- 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://afcons.com/corporate-governance/#policies>. As of 31<sup>st</sup> March, 2026, Afcons Singapore Pte. Ltd. is an unlisted material Subsidiary of the Company.
- There are no material changes in the nature of business of the Company or any of its Subsidiaries, Associate Company and Joint Ventures (Joint Operations).

**9. 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.

Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations, a Report on Corporate Governance and a certificate obtained from the Secretarial Auditors M/s. Parikh Parekh & Associates, Practicing Company Secretaries (ICSI Firm Registration Number P1987MH010000) confirming compliance with Corporate Governance are set out and forms part of this Annual Report.

**10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Annual Report.

**11. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Report on Business Responsibility and Sustainability Reporting (BRSR) along with Limited assurance on BRSR forms part of this Annual Report. The details of number of employees of the Company as at 31<sup>st</sup> March,, 2026, is disclosed in the BRSR Report.

**12. CORPORATE SOCIAL RESPONSIBILITY**

The Company has a CSR & Sustainability (CSSR) Committee in terms of the requirements of Section 135 of the Act read with the rules made thereunder.

The Company has framed Corporate Social Responsibility (CSR) policy which is available on the Company's website at <https://afcons.com/corporate-governance/#policies>.

The initiatives taken by the Company on CSR activities during the financial year is available on the Company's website at <https://afcons.com/corporate-governance/#policies>

The detailed reports on the CSR activities are annexed as "Annexure I" and forms part of this Report. The Chief Financial Officer of the Company has certified that CSR funds so disbursed for the CSR activities have been utilised for the purpose and in the manner as approved by the Board.



## Board's Report (Contd.)

### 13. DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Board of the Company is duly constituted in accordance with the requirement of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations. Your Board comprises of 12 Directors (i.e. 3 Executive Directors, 6 Independent Directors and 3 Non-Executive Directors, Non-Independent Directors).

The Company's Board of Directors comprises individuals with a proven track record of competence and integrity, bringing a unique combination of global expertise, strong financial acumen, strategic insight and exceptional leadership qualities. In terms of the requirement of the SEBI Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's business for effective functioning and how the current Board of Directors is fulfilling the required skills and competencies. This is detailed at length in the Corporate Governance Report.

Mr. Subramanian Krishnamurthy, Executive 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 Personnels ("KMPs") as per provisions of the Act. There has been no change in KMPs during the year under review.

During the year under review, the following changes took place in the composition of the Board of Directors:

1. Mr. Giridhar Rajagopalan (DIN: 02391515) was re-appointed as a Whole-time Director designated as Deputy Managing Director by the members of the Company at the AGM held on 25<sup>th</sup> July, 2025 for a term of Two (2) years i.e. from 1<sup>st</sup> July, 2025 to 30<sup>th</sup> June, 2027.
2. Mr. Shapoorji Pallonji Mistry (DIN: 00010114) stepped down from the position of Non Executive, Non Independent Director and Chairman of the Company w.e.f. 28<sup>th</sup> August, 2025. The Board placed on record its appreciation of the valuable contribution of Mr. Shapoorji Mistry during the tenure as Non Executive Director and as Chairman of the Company. Considering his rich experience, leadership, vision, and long association with the Company, he was elevated to the position of Chairman Emeritus of the Company, an honorary, non board position without any remuneration or

fees, w.e.f. 29<sup>th</sup> August, 2025 to provide guidance, mentorship, and support to the Board and the management of Afcons as and when necessary.

3. Mr. Subramanian Krishnamurthy (DIN: 00047592) has been elevated to the position of Executive Chairman of the Company w.e.f. 28<sup>th</sup> August, 2025.
4. Mr. Pallon Shapoorji Mistry (DIN: 05229734) has been appointed as an Additional Director (Non Executive and Non Independent) of the Company w.e.f. 29<sup>th</sup> August, 2025. Mr. Firoz Cyrus Mistry (DIN: 09543123) has been appointed as an Additional Director (Non Executive and Non Independent) of the Company w.e.f. 25<sup>th</sup> September, 2025. Mr. Santosh Balachandran Nayar (DIN: 02175871) has been appointed as an Additional Director (Non Executive and Independent) of the Company w.e.f. 25<sup>th</sup> September, 2025. Their appointment has been subsequently regularised as Director of the Company by the Members through the resolutions passed by postal ballot on 10<sup>th</sup> November, 2025.
5. The term of Mr. Subramanian Krishnamurthy (DIN: 00047592), Whole-time Director designated as Executive Chairman of the Company and Mr. Srinivasan Paramasivan (DIN: 00058445) Managing Director of the Company expires on 30<sup>th</sup> June, 2026. Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board at their meeting held on 18<sup>th</sup> May 2026 has approved and recommended to the Members their re-appointment and remuneration for a further term of Two (2) years i.e. from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2028. A resolution seeking Member's approval for their re-appointment and remuneration forms part of the Notice of this 50<sup>th</sup> AGM.
6. Mr. Giridhar Rajagopalan (DIN: 02391515), Whole time Director in the capacity of Deputy Managing Director of the Company and Mr. Umesh N. Khanna (DIN: 03634361), Non Executive, Non Independent Director of the Company are liable to retire by rotation at the ensuing 50<sup>th</sup> AGM and being eligible, offer themselves for re appointment. The Board on the basis of the recommendation of the NRC, recommends to the Members for their re-appointment at the 50<sup>th</sup> AGM.

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

## Board's Report (Contd.)

Directors seeking appointment / re-appointment at this AGM is disclosed in the Notice of the said AGM.

### 14. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL.

The NRC has formulated a Policy on Directors' appointment and remuneration including recommendation of remuneration of the key managerial personnel and senior management personnel, and the criteria for determining qualifications, positive attributes, and independence of a director. The Nomination and Remuneration Policy is disclosed on the Company's website at <https://afcons.com/corporate-governance/#policies>.

Your Company respects every stakeholder and values their unique differences. The Board Diversity Policy of the Company complies with the legal standards and acknowledges various other aspects of diversity, such as gender, age, cultural and educational background, professional experience, skills and knowledge, networking, contribution of value and stakeholder representation.

### 15. 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) meets 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 has issued formal letters 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://afcons.com/corporate-governance/#policies>.

### 16. PERFORMANCE EVALUATION

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. All the Directors responded through the structured questionnaire giving feedback about the performance of the Board, its Committees, Individual Directors and the Chairman of the Company. The Board performance evaluation inputs were discussed in the meeting of the Independent Directors, NRC and Board meeting held on 4<sup>th</sup> February, 2026. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

During the year under review, Two (2) meetings of Independent Directors was held on 22<sup>nd</sup> November, 2025 and 10<sup>th</sup> February, 2026, 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



## Board's Report (Contd.)

Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform its duties.

**17. DISCLOSURE OF REMUNERATION**

The details of remuneration as required to be disclosed under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in "Annexure II" to this Report. During the year, the Company had 3730 (Previous Year 3892) permanent employees.

The statement containing information with respect of remuneration of the employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, forms part of this 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. Any Member interested in obtaining a copy of the same may write to the Company Secretary at [secretarial@afcons.com](mailto:secretarial@afcons.com). None of the employees listed in the said Annexure is related to any Directors of the Company.

**18. 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.

**19. MEETINGS OF THE BOARD**

During the period under review, Eight (8) meetings of the Board of Directors were held during the FY 2025-26. 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.

**20. 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 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 their discussion and noting.

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

**21. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134 of the Act, the Board of Directors of the Company hereby state and confirm that:

- in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any;
- the Directors have selected such accounting policies and applied them consistently and made judgements 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 the end of the financial year and of the profit of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the Annual Accounts on a going concern basis;
- the Directors have laid down Internal Financial Controls to be followed by the Company, and such Internal Financial Controls are adequate and operating efficiently; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

**22. 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

## Board's Report (Contd.)

Report which forms part of this Report and the said details are also hosted on the website of the Company at <https://afcons.com/corporate-governance/#policies>.

**23. 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.

**24. 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 Personnels and Senior Management.

**25. 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 commendable records in terms of safety at our various project sites and has received awards and letter of appreciation from our Client and several domestic and international Safety Councils and Industrial Bodies.

**26. AUDITOR AND AUDITOR'S REPORT****a. Statutory Auditors and their Report**

- Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/W-100018) ("DHS") had been appointed as one of the Joint Statutory Auditors of the Company for a first term of five years effective from the Forty-Sixth (46<sup>th</sup>) AGM held on 29<sup>th</sup> September, 2022 till the conclusion of the Fifty-First (51<sup>st</sup>) 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.
- HDS & Associates LLP, Chartered Accountants (ICAI Registration No. W100144) ("HDS") were appointed as Joint Statutory Auditors of the Company for their second term of five years effective from the Forty-Fifth (45<sup>th</sup>) Annual General Meeting held on 27<sup>th</sup> September, 2021, and shall hold office till the conclusion of the ensuing Fiftieth (50<sup>th</sup>) Annual General Meeting. Accordingly, HDS will complete their second term at the conclusion of the ensuing Annual General Meeting, upon which DHS shall continue as the sole Statutory Auditors of the Company in accordance with the provisions of the Act and applicable regulatory requirements.
- DHS and HDS being the Joint Statutory Auditors of the Company, have conducted Statutory Audit of the Standalone and Consolidated Financial Statements of the Company for the Financial Year 2025-26.
- The Audited Standalone and Consolidated Financial Statements of the Company for FY 2025-26 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 18<sup>th</sup> May, 2026. The Statutory Auditor's Report for FY 2025-26 does not contain any qualifications, observations, reservations or adverse remarks. The Notes on the Financial Statements are self-explanatory and do not call for any further comments.



## Board's Report (Contd.)

**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 Parikh Parekh & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2025-26. 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 23<sup>rd</sup> May, 2025, 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 for maintaining such cost accounts and records. The Report of the Cost Auditors for the financial year ended 31<sup>st</sup> March, 2026 shall be filed with the Ministry of Corporate Affairs within the prescribed period.

The Board at its meeting held on 18<sup>th</sup> May, 2026, 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 2026-27 under Section 148 and all other applicable provisions of the Act at a remuneration of ₹ 3,30,000 (Rupees Three Lacs Thirty Thousand Only) 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 2026-27 is included in the Notice convening the AGM.

**h. 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.

**27. 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 on Board and General Meeting.

**28. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The Company has robust management information system, which is an integral part of the control mechanism. 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.

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 Audit Committee of the Board actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. For the year end 31<sup>st</sup> March, 2026, the Board considers that the Company has sound Internal Financial Controls commensurate with the nature and size of its business operations and the same are operating effectively and there is no material weakness. 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.

## Board's Report (Contd.)

**29. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

The Company has been regularly sending communications to the Members whose dividends are unclaimed, requesting them to provide/update bank details with the Registrar and Shares Transfer Agent ("RTA")/ Company, to ensure timely credit of dividends by the Company. Additionally, efforts are 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 members 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 ₹ 40,649/- (Rupees Forty Thousand Six Hundred and Forty-Nine only) for FY 2018-19, which remained unclaimed for seven years has been transferred to Investor Education and Protection Fund (IEPF) Authority on 5<sup>th</sup> May, 2026.

Further, during the period under review, 4 shareholders holding a total of 1784 equity shares (constituting a negligible percentage of the total equity shareholding) did not claim dividend for seven consecutive years from the financial year 2018-19. Accordingly, as per Section 124(6) of the Act and Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has transferred 1784 equity shares held by 4 shareholders to IEPF Authority on 14<sup>th</sup> May, 2026.

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.

**30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has disclosed the particulars of the loans given, investments made or guarantees given or security provided during the year, as required under Section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Notes forming part of the financial statements

**31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

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 2025-26 as required under the law. There were no Related Party Transactions that have any conflict of interest.

Details of contracts/ arrangements/ transactions with related parties, as required to be disclosed in Form No. AOC-2 pursuant to Section 134(3)(h) read with Section 188 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, are annexed herewith in **"Annexure V"** to the Board's Report.

The Company has obtained prior omnibus approval for related party transactions which were of repetitive 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.

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://afcons.com/corporate-governance/#policies>.

**32. 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 31<sup>st</sup> March, 2026 in Form MGT - 7, is available on the website of the Company at <https://afcons.com/financials/#annual-reports-related>. The Annual Return for the financial year ended 31<sup>st</sup> March, 2026 shall be filed with the Ministry of Corporate Affairs within the prescribed period.



## Board's Report (Contd.)

**33. VIGIL MECHANISM**

The Company has a Whistle-blower Policy in place which aligns with the requirements of vigil mechanism under the Act and Regulation 22 of SEBI Listing Regulations. This Policy provides for adequate safeguards against victimization of persons who complain under the mechanism and provides for direct access to the Chairperson of the Audit Committee. The Audit Committee of the Company oversees the functioning of the Vigil Mechanism framework.

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://afcons.com/corporate-governance/#policies>.

**34. RISK MANAGEMENT**

The Company is a global infrastructure Company majorly engaged in Engineering, Procurement and Construction 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://afcons.com/corporate-governance/#policies>. 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.

**35. PROTECTION OF WOMEN AT WORKPLACE**

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 is committed to providing safe and respectful work environment and enforces zero tolerance approach towards any conduct which can be considered as sexual harassment at workplace. The Company has adopted a policy on "Prevention of Sexual Harassment at Workplace (POSH)" as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder ("POSH Act & Rules"). All employees (permanent, contractual, temporary, trainees) are covered under this policy, and the policy is gender neutral. An Internal Complaints Committee has also been set up to ensure implementation and compliance with the provisions of the POSH Act & Rules. The Company periodically conducts sessions for employees across the organisation to build awareness about the Policy and the provisions of POSH Act & Rules. The Policy is uploaded on the Company's website at <https://afcons.com/corporate-governance/#policies>

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

- No. of complaints filed during FY 2025-26 : NIL
- No. of complaints disposed off during FY 2025-26 : NIL
- No. of complaints pending as on end of FY 2025-26 : NIL

**36. COMPLIANCE WITH THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961**

The Company complies with the provisions of the Maternity Benefit Act, 1961, and provides maternity benefits to eligible women employees. Adequate facilities and support are provided in line with statutory requirements.

## Board's Report (Contd.)

**37. EMPLOYEE STOCK OPTIONS SCHEME**

The Company recognises the importance of long-term equity-based incentives for its employees as a lever to attract, motivate, and retain top-tier talent. Employee stock options ("ESOPs" or "Options") not only reward performance but also cultivate a deep sense of ownership and accountability, aligning employee interests with those of Members and reinforcing the Company's long-term objectives. In view of the Company's evolving strategic priorities and talent retention needs, the Company and in accordance with the provisions of the Act and the Rules thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and based on the recommendation of the NRC and Board at their respective meetings held on 24<sup>th</sup> September, 2025 and 25<sup>th</sup> September, 2025 and the approval of member obtained through postal ballot held on 10<sup>th</sup> November, 2025, the Company has introduced Employee Stock option Scheme named as "Afcons Infrastructure Limited - Employee Stock Option Plan 2025" ("ESOP 2025" or "ESOP Plan") comprising a pool of not exceeding 1,83,89,232 (One Crore Eighty-Three Lakh Eighty-Nine Thousand Two-Hundred and Thirty-Two Only) Options to the eligible employees of the Company, its subsidiary company(ies) and associate company(ies), to subscribe to the equity shares of the Company underlying the Options at the exercise price to be determined by the Committee in accordance with the ESOP 2025. Any Option granted under the ESOP 2025 to the eligible employees of the Company would vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 5 (five) years from the date of grant. The vesting of Options for each eligible employee for each year would be based on achievement of mandatory pre-defined performance criteria in the preceding financial year which shall consist of a combination of both Individual (i.e. option grantee's) performance and Company performance parameters as specified in grant letter.

The ESOP 2025 is administered by the NRC who shall have all necessary powers as defined in the ESOP 2025 and is hereby designated as the Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the ESOP 2025. The Committee may further delegate its power to administer the Scheme to Head - Human Resource or Company Secretary of the Company or such other persons as may be determined by the Committee from time to time, as permissible under the Applicable Laws.

During the year under review, against the ESOP pool of 1,83,89,232 Options, the NRC has granted an aggregate of 1,02,81,931 ESOPs in 2 tranches to identified eligible employee(s) of the Company as detailed below :

- 1,01,71,230 (One Crore One Lakh Seventy One Thousand Two Hundred Thirty) Options granted on 12<sup>th</sup> December, 2025 at an exercise price of ₹ 321/- per Options.
- 1,10,701 (One Lakh Ten Thousand Seven Hundred One) Options granted on 4<sup>th</sup> February, 2026 at an exercise price of ₹ 271/- per shares.

A disclosure related to ESOP as at 31<sup>st</sup> March, 2026, required to be made under the Act and Rules thereunder and under Regulation 14 of SEBI SBEB Regulations, and Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 is provided on the website of the Company and can be accessed at <https://afcons.com/financials/#annual-reports-related>

A certificate obtained from the Secretarial Auditors, confirming that the ESOP Scheme of the Company is in compliance with the SEBI SBEB Regulations and that the Company has complied with the provisions of the Companies Act, 2013, is provided on the website of the Company and can be accessed at <https://afcons.com/financials/#annual-reports-related>

**38. OTHER DISCLOSURES/REPORTING**

- 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.
  - 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.



Board's Report (Contd.)

- b) During the year under review, there is no change in the business activity of the Company.
- c) 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.
- d) 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).
- e) 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.
- f) The Company has registered itself on Trade Receivables Discounting System platform (TReDS) through the service providers Receivables Exchange of India Limited and M1exchange. The Company complies with the requirement of submitting a half yearly return (Form MSME-I) to the Ministry of Corporate Affairs within the prescribed timelines.

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

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

**Subramanian Krishnamurthy**  
Executive Chairman  
DIN: 00047592

**Srinivasan Paramasivan**  
Managing Director  
DIN: 00058445

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://afcons.com/contact-us/>

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 , Investors, Customers, JV Partners, Consortium Partners, Vendors, Suppliers, Contractors, Auditors 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.

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 CSR & Sustainability (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://afcons.com/corporate-governance/#policies>

The Company's Primary focus area are as follows;

- Project toward Water management system which may include but not limited to water conservation and purification initiatives, promotion of hygiene and sanitation.
- Project aim at promoting health care and preventive health care initiatives in any and every form which may include but not limited to support to peoples from rural area, underprivileged section of the society, extending health care infrastructure support to hospital, supporting community health centers, general and specialized health camps and outreach programs/ centers for elderly, disable etc.;
- Education & Skilled Development Program which may include but not limited to promoting education including special education, provide educational infrastructure support to educational institutions, supporting employment and livelihood enhancing skill development, vocational training centers/ colleges / institutes/ centers programs etc.;
- Eradicating hunger, poverty and malnutrition by providing ground level support to communities with basic needs like food, drinking water and medicines.
- Activities aimed at promoting equality including but not limited to empowering women, setting up of homes and hostels and other facilities for women, orphans, senior citizen and socially and economically backward group.
- Rural development projects which may include but are not limited to projects aimed at improving agricultural productivity, upliftment of rural poors etc. ;
- Promoting Green India initiatives which may include but not limited to activities / projects/ programs aimed at Environment Sustainability, Ecological balance, conservation of natural resources.

2. The Composition of the CSSR Committee:

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

Mr. Gaurang Parekh, Company Secretary & Compliance Officer of the Company, acts as the Secretary of the Committee.

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026



## Annexure I (Contd.)

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

- i. The composition of the CSSR committee is available on our website, at <https://afcons.com/corporate-governance/>
- ii. 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://afcons.com/corporate-governance/#policies>
- iii. CSR projects approved by the Board – The CSR projects approved by the Board is available on our website at <https://afcons.com/corporate-governance/#csr>

**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

(in ₹ Crores)

|    |                                                                                                       |         |
|----|-------------------------------------------------------------------------------------------------------|---------|
| 5. | (a) Average net profit of the Company as per Section 135(5)                                           | 205.312 |
|    | (b) Two percent of average net profit of the Company as per Section 135(5)                            | 4.106   |
|    | (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                                      | NIL     |
|    | (e) Total CSR obligation for the financial year [(b)+(c)-(d)]                                         | 4.106   |
| 6. | (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)                | 4.144   |
|    | (b) Amount spent in administrative overheads                                                          | NIL     |
|    | (c) Amount spent on impact assessment, if applicable                                                  | N.A.    |
|    | (d) Total amount spent for the financial year [(a)+(b)+(c)]                                           | 4.144   |
|    | (e) CSR amount spent or unspent for the FY 2025-26:                                                   |         |

| Total Amount Spent for the Financial Year (in ₹ Crores) | Amount Unspent (in ₹ in Crores)                                                       |                  |                                                                                                                     |        |                  |
|---------------------------------------------------------|---------------------------------------------------------------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------|--------|------------------|
|                                                         | 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 |
| 4.144                                                   | NIL                                                                                   | NIL              | NIL                                                                                                                 | NIL    | NIL              |

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

| Sr. No. | Particular                                                                                                  | Amount (in ₹ Crores) for FY 2025-26 |
|---------|-------------------------------------------------------------------------------------------------------------|-------------------------------------|
| i.      | Two percent of average net profit of the Company as per Sub-section (5) of Section 135                      | 4.106                               |
| ii.     | Total amount spent for the Financial Year                                                                   | 4.144                               |
| iii.    | Excess amount spent for the financial year [(ii) – (i)]                                                     | 0.038                               |
| 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)]                                   | 0.038                               |

## Annexure I (Contd.)

**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 (in ₹) | Deficiency, if any |
|         |                             |                                                                                       |                                                                                  |                                                     | Amount                                                                                                                       | Date of transfer                                                  |                    |
| 1       | FY 2022-23                  | Nil                                                                                   | Nil                                                                              | Nil                                                 | Nil                                                                                                                          | -                                                                 | Nil                |
| 2       | FY 2023-24                  | Nil                                                                                   | Nil                                                                              | Nil                                                 | Nil                                                                                                                          | -                                                                 | Nil                |
| 3       | FY 2024-25                  | 90,00,000                                                                             | 90,00,000                                                                        | Nil                                                 | Nil                                                                                                                          | -                                                                 | 90,00,000          |

**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): **Not Applicable**For and on behalf of the Board of Directors of  
Afcons Infrastructure Limited**Subramanian Krishnamurthy**Executive Chairman &  
Chairman of CSSR Committee  
DIN: 00047592**Srinivasan Paramasivan**Managing Director  
DIN: 00058445Place: Mumbai  
Date: 18<sup>th</sup> May, 2026



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 2025-26 are as follow:

| Name                      | Designation / Category                                                           | Ratio of remuneration of director to the Median remuneration <sup>§</sup> |
|---------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Shapoorji Pallonji Mistry | Promoter, Chairman, Non-Executive Director (up to 28 <sup>th</sup> August, 2025) | 0.18 <sup>^</sup>                                                         |
| Subramanian Krishnamurthy | Executive Chairman, Whole-time Director (WTD)                                    | 73.42 <sup>*</sup>                                                        |
| Srinivasan Paramasivan    | Managing Director (MD)                                                           | 64.17 <sup>*</sup>                                                        |
| Giridhar Rajagopalan      | Deputy Managing Director (DMD)-WTD                                               | 39.19 <sup>*</sup>                                                        |
| Umesh Khanna              | Non-Executive & Non-Independent Director                                         | 1.62 <sup>^</sup>                                                         |
| Atul Sobti                | Independent Director                                                             | 0.63 <sup>^</sup>                                                         |
| Cherag Balsara            | Independent Director                                                             | 0.56 <sup>^</sup>                                                         |
| Sitaram Kunte             | Independent Director                                                             | 1.79 <sup>^</sup>                                                         |
| Rukhshana Mistry          | Independent Director                                                             | 1.58 <sup>^</sup>                                                         |
| Anurag Sachan             | Independent Director                                                             | 0.77 <sup>^</sup>                                                         |
| Pallon Mistry             | Non-Executive & Non-Independent Director                                         | 0.39 <sup>^</sup>                                                         |
| Firoz Mistry              | Non-Executive & Non-Independent Director                                         | 0.35 <sup>^</sup>                                                         |
| Santosh Nayar             | Independent Director                                                             | 0.42 <sup>^</sup>                                                         |

Notes:

<sup>§</sup> Median remuneration of the Company for all its employees is ₹ 14.23 Lakhs p.a. for FY 2025-26.

<sup>^</sup> 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 2025-26.

<sup>\*</sup> Remuneration to Executive Directors includes fixed pay, retiral benefits, perquisite/allowance 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 in FY 2024-25 and balance was paid to the Executive Directors, Key Managerial Personnels during the FY 2025-26. The ratio of remuneration of Executive Directors to the median remuneration (as disclosed in the table above) includes such special incentive paid during the FY 2025-26.

B. Details of percentage increase in the remuneration of each Directors, Chief Financial Officer and Company Secretary in the financial year 2025-26 are as follows:

| Name                          | Designation / Category                                                           | Increase/ (Decrease) (in %) |
|-------------------------------|----------------------------------------------------------------------------------|-----------------------------|
| Shapoorji Pallonji Mistry     | Promoter, Chairman, Non-Executive Director (up to 28 <sup>th</sup> August, 2025) | (37.50)                     |
| Subramanian Krishnamurthy     | Executive Chairman (WTD)                                                         | 7.11                        |
| Srinivasan Paramasivan        | Managing Director (MD)                                                           | 7.67                        |
| Giridhar Rajagopalan          | Deputy Managing Director (DMD)-WTD                                               | 4.45                        |
| Umesh Khanna <sup>^</sup>     | Non-Executive & Non-Independent Director                                         | 0.00                        |
| Atul Sobti <sup>^</sup>       | Independent Director                                                             | (14.29)                     |
| Cherag Balsara <sup>^</sup>   | Independent Director                                                             | (5.88)                      |
| Sitaram Kunte <sup>^</sup>    | Independent Director                                                             | 10.87                       |
| Rukhshana Mistry <sup>^</sup> | Independent Director                                                             | 15.38                       |

Annexure II (Contd.)

| Name                       | Designation / Category                   | Increase/ (Decrease) (in %) |
|----------------------------|------------------------------------------|-----------------------------|
| Anurag Sachan <sup>^</sup> | Independent Director                     | (18.52)                     |
| Pallon Mistry <sup>^</sup> | Non-Executive & Non-Independent Director | Non comparable <sup>#</sup> |
| Firoz Mistry <sup>^</sup>  | Non-Executive & Non-Independent Director | Non comparable <sup>#</sup> |
| Santosh Nayar <sup>^</sup> | Independent Director                     | Non comparable <sup>#</sup> |
| Ramesh Kumar Jha           | Chief Financial Officer                  | (16.10)                     |
| Gaurang Parekh             | Company Secretary & Compliance Officer   | (19.71)                     |

Notes:

<sup>^</sup> 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 2025-26 respectively.

<sup>#</sup> The Non-Executive & Non-Independent Directors and Independent Director were inducted on the Board of the Company in FY 2026. Hence, their remuneration received for part of the FY 2025-26 are not comparable with remuneration paid during FY 2025-26.

C. The percentage increase in the median remuneration of all employees in FY 2025-26 was 7.82%

D. The number of permanent employees on the rolls of the Company (excluding subsidiaries): 3730

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

Average percentage increase in the salaries of employees other than the managerial personnel for the FY2025-26 was 4.10 % whereas there is an increase in the managerial remuneration (Executive Directors) by 6.71%.

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: 18<sup>th</sup> May, 2026

Subramanian Krishnamurthy  
Executive 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 61.79 MVA by Grid power of 30.35 MVA considering the sites. The reduction GHG (Green House Gas) emission by 48,556 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 Masts.

#### 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.
- 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) 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.
- CPCB4+ Diesel Engine Generators are deployed in our projects, this initiative will reduce 90% reduction of carbon emission comparing with earlier used CPCB-II Engines.
- Battery Operated (Lithium Ion) Locomotives are using at underground projects.
- Under water pile cutting machine is introduced in GCPL site.
- Battery Packed Lighting masts are introduced, is also impacting the carbon emission reduction comparing to earlier used Diesel operated light masts.

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

- The details of technology imported:** BEAM-Bore Tunnelling Electrical Ahead Monitoring.
- Year of import:** 2023-24
- Whether the technology been fully absorbed:** Fully Utilised During Tunnelling Operations.
- 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

#### v. Expenditure on Research and Development: NIL

### (C) FOREIGN EXCHANGE EARNING AND OUTGO (STANDALONE)

|          | (₹ in Crores) |               |
|----------|---------------|---------------|
|          | Current year  | Previous year |
| Earnings | 3,116.84      | 3,564.34      |
| Outgo    | 3,241.92      | 3,141.18      |

## Annexure IV

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2026

[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 31<sup>st</sup> March, 2026, 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 31<sup>st</sup> March, 2026 according to the applicable provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 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'):

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- 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
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- As represented by the Company, there are no other laws applicable specifically to the Company.



Annexure IV (Contd.)

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 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.

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. The Company at its Annual General Meeting held on 25<sup>th</sup> July, 2025 increased the limits of borrowing and creation of mortgage /charges under section 180(1) (c) and 180(1)(a) of Companies Act, 2013 upto ₹ 50,000 Crores each.
- b. Issued and allotted 5000 Rated, Unsecured, Listed, Redeemable Non-Convertible Debentures ("NCD" /"Debentures") of Face value of ₹ 1,00,000/- each aggregating to ₹ 50 Crores on private placement basis which were listed on the Debt Segment of the National Stock Exchange of India Limited.
- c. Issued Commercial Papers aggregating to ₹ 390 Crores and redeemed commercial papers aggregating ₹ 190 Crores.
- d. The Board and the Shareholders on the recommendation of Nomination and Remuneration Committee approved the Afcons Infrastructure Limited – Employee Stock Option Plan 2025 ("ESOP 2025 ") authorizing to grant not exceeding 1,83,89,232 (One Crore Eighty-Three Lakh Eighty-Nine Thousand Two- Hundred and Thirty-Two Only) employee stock options convertible into one equity shares to the Eligible Employees of the Company and to the Eligible Employees of Subsidiaries and Eligible Employees of the Associate Company(ies) of the Company, exclusively working in India or outside India, in one or more tranches, from time to time.

For Parikh Parekh & Associates  
Company Secretaries

Sd/  
**Mohammad Pillikandlu**  
Partner  
FCS No: 10619 CP No: 14603  
UDIN: F010619H000393641  
PR No.: 6389/2025

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

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.

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

For Parikh Parekh & Associates  
Company Secretaries

Sd/  
**Mohammad Pillikandlu**  
Partner  
FCS No: 10619 CP No: 14603  
UDIN: F010619H000393641  
PR No.: 6389/2025



Annexure V

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm’s length basis : NIL

2. Details of material contracts or arrangement or transactions at arm’s length basis

| Details                                                                                        | Transaction 1                                                                                                                                                                                                                                                                                                                                     | Transaction 2                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) Name(s) of the related party and nature of relationship                                    | Afcons Construction Mideast LLC (“Afcons Mideast”) – Wholly owned foreign subsidiary of Afcons Infrastructure Limited. Shapoorji Pallonji Mideast LLC (“SP Mideast”) – Foreign subsidiary of Shapoorji Pallonji and Company Private Limited (Promoter Group Company). Related party pursuant to Regulation 2(1) (zb) of SEBI Listing Regulations. | Shapoorji Pallonji Mideast LLC (“SP Mideast”) – Foreign subsidiary of Shapoorji Pallonji and Company Private Limited (Promoter Group Company). Related party pursuant to Regulation 2(1) (zb) of SEBI Listing Regulations.                           |
| (b) Nature of contracts/ arrangements/ transactions                                            | Rendering of services (execution of subcontract works under various packages of the Project as awarded in tranches). Providing guarantees/ corporate guarantees or letter of comfort/undertaking in connection with the aforesaid subcontract works.                                                                                              | Rendering of services (execution of subcontract works under various packages of the Project as awarded in tranches). Providing guarantees/ corporate guarantees or letter of comfort/undertaking in connection with the aforesaid subcontract works. |
| (c) Duration of the contracts/arrangements/ transactions                                       | 36 months (including 12 months of Defect liability Period) from the date of the award of the subcontract works.                                                                                                                                                                                                                                   | 36 months (including 12 months Defect Liability Period) from the date of award of subcontract works.                                                                                                                                                 |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any | Rendering of services: AED equivalent to ₹ 3,000 Crores.<br>Guarantees/corporate guarantees/letters of comfort: AED equivalent to ₹ 900 Crores.<br>Total value: AED equivalent to ₹ 3,900 Crores.                                                                                                                                                 | Rendering of services: AED equivalent to ₹ 4,000 Crores.<br>Guarantees/corporate guarantees/letters of comfort: AED equivalent to ₹ 1,200 Crores.<br>Total value: AED equivalent to ₹ 5,200 Crores.                                                  |
| (e) Date(s) of approval by the Board, if any                                                   | 08 <sup>th</sup> January, 2026.                                                                                                                                                                                                                                                                                                                   | 27 <sup>th</sup> February, 2026.                                                                                                                                                                                                                     |
| (f) Amount paid as advances, if any                                                            | Will be paid 10% of the subcontract value toward mobilization advance which shall get adjusted from the running bills during the project period of 2 years.                                                                                                                                                                                       | Will be paid 10% of the subcontract value toward mobilization advance which shall get adjusted from the running bills during the project period of 2 years.                                                                                          |
| (g) Date(s) of approval by the Shareholders, if any                                            | 10 <sup>th</sup> February, 2026.                                                                                                                                                                                                                                                                                                                  | 03 <sup>rd</sup> April, 2026.*                                                                                                                                                                                                                       |

\*The Members had approved material related party transactions on 10<sup>th</sup> February, 2026 for Afcons Mideast to execute infrastructure works for SP Mideast on a subcontract basis. Subsequently, SP Mideast secured the Fahid Island Development Project in Abu Dhabi, with a significantly expanded scope, increased complexity, and an estimated value of approximately ₹ 4,000 Crores, with potential for further growth. In view of these developments, the Company decided to directly undertake work for SP Mideast for execution of the project works. Accordingly, obtained Members’ approval for the material related party transactions on 03<sup>rd</sup> April, 2026.

Management Discussion & Analysis

GLOBAL ECONOMY

FY 2025-26 was a defining year from a global economic perspective. The fiscal year witnessed significant developments across three critical fronts: trade, technology and geopolitics. The year began with a sharp escalation in trade policy following the USA’s announcement of ‘Liberation Day’ tariffs on April 2, 2025. This was followed by a period of heightened uncertainty, with tariffs on certain trading partners rising to as high as 50% and reciprocal tariffs imposed on US goods by several countries. Although the US Supreme Court struck down select tariffs, the overall effective US tariff rate averaged around 10%, with bilateral tariffs for key partners like China, India and others ranging from 15% to over 50%, signalling the end of the prolonged phase of low global tariffs.

Alongside this, the year witnessed a significant acceleration in technological disruption, driven by rapid advancements in AI. While this technological advancement supported investment, particularly in AI-linked capex, it also introduced new uncertainties, with concerns emerging about labour displacement, especially in services.

Meanwhile, the prolonged Russia-Ukraine conflict continued to weigh on global trade and economic stability. Geopolitical tensions further intensified this year, culminating in a direct confrontation involving the US, Israel and Iran. The conflict disrupted the global supply chains, including the temporary closure of the Strait of Hormuz. This drove a sharp rise in crude oil prices and shipping costs, adding to global volatility and complicating the inflation outlook. More importantly, the sheer unpredictability of these prolonged conflicts has induced a pervasive sense of caution in global capital markets. Foreign direct investment (FDI) flows and sovereign funding for large-scale cross-border infrastructure projects have faced significant delays as investors retreat to safer assets.

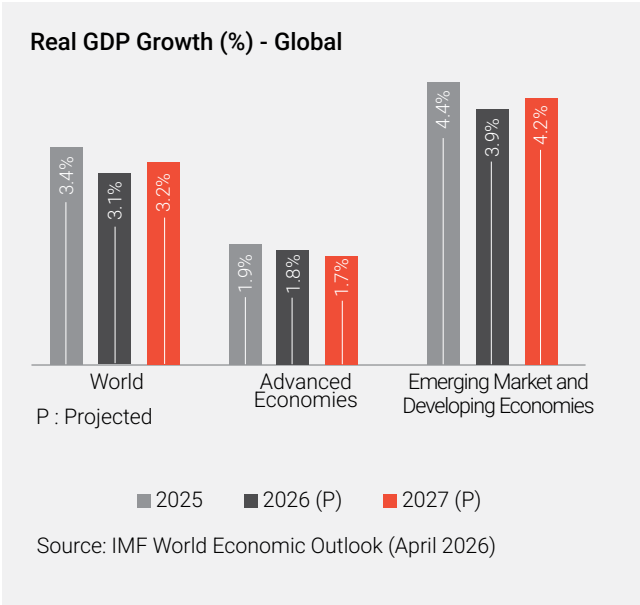
Against this backdrop, global growth is projected at 3.1% in 2026, compared with 3.4% in 2025, before improving marginally to 3.2% in 2027, according to the International Monetary Fund (IMF) World Economic Outlook (April 2026). However, growth trends remained uneven across regions. Advanced Economies are projected to grow by 1.8% in 2026, down from 1.9% in 2025, and further moderate to 1.7% in 2027, reflecting weak industrial activity, tighter financial conditions and subdued consumer demand. Emerging Market and Developing Economies are projected to grow by 3.9% in 2026 compared with 4.4% in 2025, before recovering to 4.2% in 2027, supported by domestic demand resilience and easing financial conditions in select markets.

Global headline inflation is projected to increase from 4.1% in 2025 to 4.4% in 2026, before moderating to 3.7% in 2027. The increase is primarily attributable to elevated energy prices,

supply chain disruptions and trade-related cost pressures arising from heightened geopolitical and trade uncertainties.

Outlook:

Looking ahead, some of these pressures are likely to ease as geopolitical tensions stabilise, though they may not fully subside, allowing supply-side constraints to gradually unwind. At the same time, the benefits of AI adoption are expected to increasingly translate into productivity gains, supporting medium-term growth. However, risks remain, particularly if supply shocks begin to transmit into broader demand weakness globally. In this context, the policy response, reforms and balance sheet resilience will be critical in determining the global growth trajectory.



INDIAN ECONOMY

Amidst the geopolitical uncertainty and global economic volatility, India retained its position as the world’s fastest-growing major economy, with GDP growth rising to 7.6% in FY 2025-26 from 7.1% in FY 2024-25, highlighting the strength of domestic demand and structural reforms in driving economic expansion, according to the Second Advance Estimates published by MoSPI in February 2026, based on the new series with base year 2022-23. Overall economic performance in FY 2025-26 was primarily due to robust real growth observed in Q2 (8.4%) and Q3 (7.8%). Growth momentum during the fiscal year was supported by strong domestic consumption demand, rising infrastructure investment and expanding services activity across sectors such as finance, digital services and logistics. According to the new series with base year 2022-23, the real GDP growth has been revised to 7.2% and 7.1%, respectively, during FY 2023-24 and FY 2024-25.



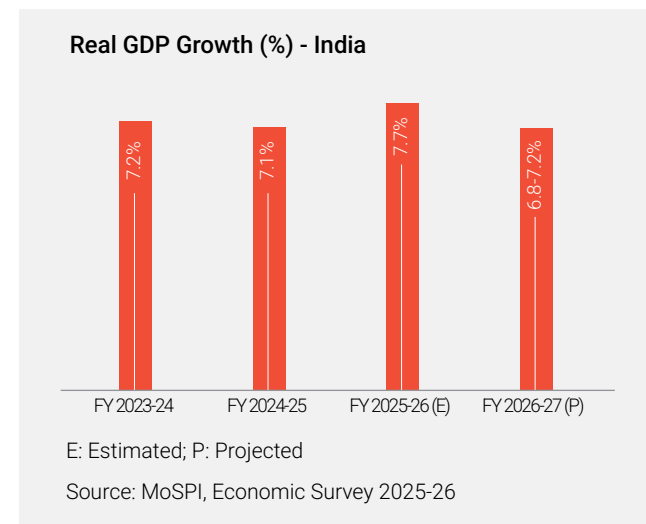
## Management Discussion and Analysis (Contd.)

Inflationary pressures moderated significantly during the year, supported by easing food prices, improved supply conditions and policy measures aimed at maintaining macroeconomic stability. Average headline Consumer Price Index (CPI) inflation for April-December 2025 declined to 1.7%, while recent MoSPI data indicated 3.4% CPI inflation in March 2026, reflecting that inflation moderated during the first nine months of the year but witnessed an uptick in the last quarter. The Reserve Bank of India's Monetary Policy Committee (MPC), in its meeting held on April 8, 2026, projected CPI inflation at 4.6% for FY 2026-27.

In response to the easing inflationary environment, the RBI's Monetary Policy Committee (MPC) cumulatively reduced the repo rate by 100 basis points during its meetings from April to December 2025. In its latest MPC meeting on 8<sup>th</sup> April, 2026, the RBI kept the repo rate unchanged and maintained a neutral stance, reflecting the balancing act required amid evolving macroeconomic conditions, particularly geopolitical uncertainties and global supply chain disruptions.

### Outlook:

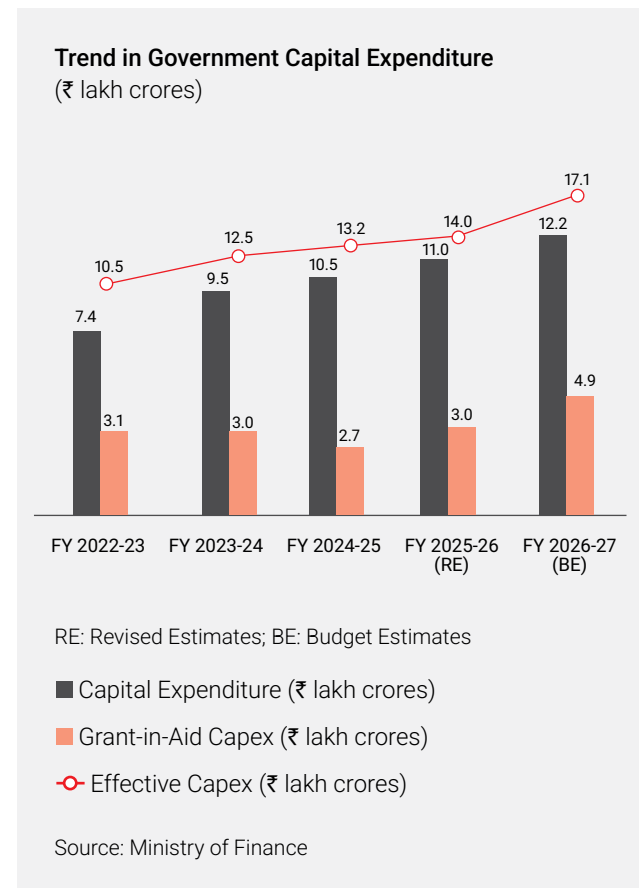
Following a year marked by major structural reforms, particularly labour laws and GST simplification, India enters FY 2026-27 with a relatively stronger growth path. A diversified consumption base, sustained government capital expenditure, resilient services activity and continued support towards the manufacturing ecosystem are expected to support economic growth in the range of 6.8% to 7.2% during FY 2026-27, as projected in the Economic Survey 2025-26.



### Union Budget FY 2026-27

The Union Budget 2026-27 reinforces infrastructure-led growth through higher capital expenditure and significant allocations toward mobility and urban infrastructure. The government has increased public capital expenditure to ₹ 12.2 lakh crores for the fiscal year, up from ₹ 11.2 lakh crores

in FY 2025-26 (RE), reflecting a 9% year-on-year increase. Including grant-in-aid for the creation of capital assets, the effective capital expenditure budgeted for the current year stands at a record ₹ 17.1 lakh crores. The allocation will support both ongoing and new infrastructure projects, particularly in highways, railways and urban transport, including metro networks. This sustained capex push is expected to generate multiplier effects across manufacturing, logistics, trade and urban development. The expanding public investment pipeline is also likely to provide long-term visibility for developers, EPC contractors, private equity investors and infrastructure lenders.



To further catalyse private-sector participation, the budget proposed establishing an Infrastructure Risk Guarantee Fund to provide prudently calibrated partial credit guarantees to lenders financing infrastructure projects. This measure aims to improve financing conditions and mitigate construction-phase risks for developers.

Citing cities as engines of growth, innovation and economic opportunity, Government of India emphasised the need to strengthen infrastructure development in Tier II and Tier III cities, as well as temple towns, where demand for modern infrastructure and basic urban amenities is rising. To unlock the economic potential of urban clusters, the Government will

## Management Discussion and Analysis (Contd.)

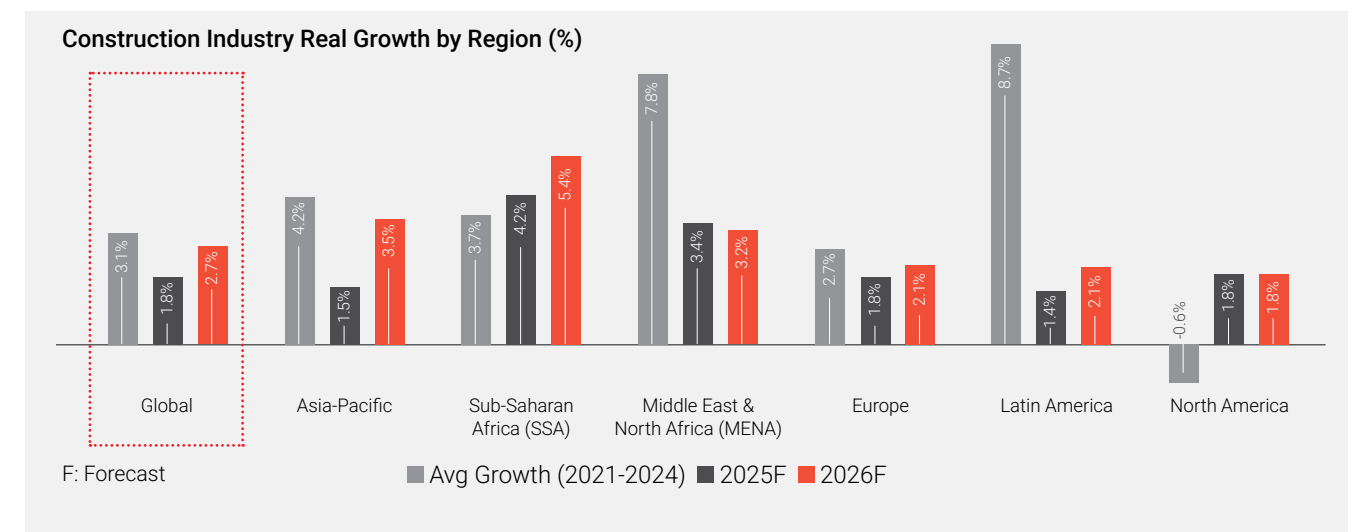
identify City Economic Regions (CERs) based on their specific growth drivers, with an allocation of ₹ 5,000 crores per CER over five years to support infrastructure development and regional economic expansion.

### GLOBAL CONSTRUCTION SECTOR

Global construction activity is expected to regain modest momentum in 2026 following a slowdown in 2025. The global construction industry is expected to grow by 2.7% in real terms in 2026, compared with 1.8% growth in 2025, supported by stabilising economic conditions and continued infrastructure investment in certain markets. The value of the global construction industry is projected to increase from USD 6.24 trillion in 2025 to USD 6.66 trillion in 2026, reflecting steady expansion across both developed and emerging economies, according to BMI Research, Fitch Solutions.

Despite the projected statistical recovery, the global construction industry continues to suffer under the weight of ongoing geopolitical conflicts and regional wars. The prolonged hostilities in Eastern Europe and the Middle East have fragmented established supply chains and induced significant volatility in global commodity markets. Consequently, the industry is grappling with inflated prices for critical raw materials, reduced availability of petroleum and related products, alongside elevated cross-border freight costs.

Furthermore, the geopolitical uncertainty has forced both public sponsors and private developers to adopt a cautious approach toward capital expenditure. For international EPC contractors, this environment translates into a challenging operating landscape characterized by elongated project award cycles, heightened execution risks, and compressed operating margins.



The Asia-Pacific region, which accounted for 39.5% of the global construction market in 2024, is expected to witness a recovery in construction activity, with growth forecast to reach 3.5% in 2026, up from 1.5% in 2025. Sub-Saharan Africa is projected to remain one of the fastest-growing construction markets, with growth accelerating to 5.4% in 2026 from 4.2% in 2025, supported by investments in transport infrastructure, energy and urban development. Construction growth in Latin America is expected to improve to 2.1% in 2026, compared with 1.4% in 2025, while Europe is forecast to record a gradual recovery with growth rising to 2.1% in 2026 from 1.8% in 2025.

In contrast, growth in the Middle East and North Africa (MENA) region is expected to moderate slightly to 3.2% in 2026 from 3.4% in 2025, reflecting adjustments in project pipelines across some Gulf economies. Construction growth in North America is forecast to remain largely stable at around 1.9% in 2026 compared to growth of 1.8% in 2025.

Major infrastructure markets will continue to shape global construction demand. China and the United States are expected to remain the world's largest construction markets, although both face structural challenges that could moderate infrastructure investment in the medium term. India is emerging as a key global infrastructure growth centre, supported by policy initiatives and sustained public investment in transport networks, logistics, urban development and industrial corridors.

In Southeast Asia, the ASEAN region is expected to remain one of the fastest-growing infrastructure markets, led by strong construction activity in Indonesia, the Philippines and Vietnam, where governments are prioritising transport networks, energy infrastructure and urban development to support long-term economic growth.



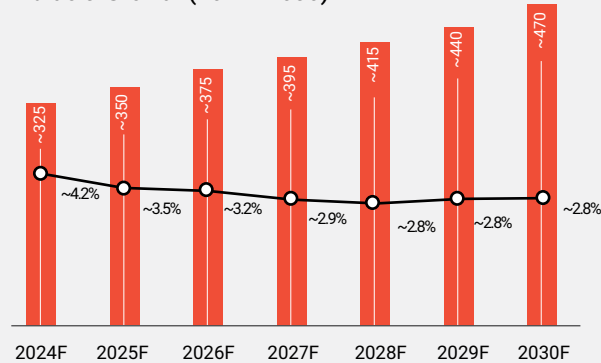
## Management Discussion and Analysis (Contd.)

### Middle East and North Africa (MENA) Construction Sector

The Middle East and North Africa (MENA) construction sector continues to demonstrate steady expansion, albeit with a gradual moderation in growth following a period of strong post-pandemic momentum. According to BMI Research (Fitch Solutions), the sector expanded by approximately 3.5% in 2025 and is projected to grow by 3.2% in 2026 and 2.9% in 2027, reflecting a stabilisation in activity levels. Over the medium term, growth is expected to average 2.9% during 2026-2030, before moderating further to ~2.6% by 2035, indicating a transition towards a more measured and execution-driven growth cycle.

In value terms, the MENA construction industry is projected to increase from approximately USD 352 billion in 2025 to around USD 470 billion by 2030, with the region's share of global construction output rising marginally from 5.6% to 5.7% over the same period, the report said. This growth trajectory reflects sustained infrastructure demand, supported by ongoing urbanisation and long-term economic diversification programmes across key economies in the region.

#### MENA Construction Industry – Value & Growth (2024–2030)



F: Forecast

■ Value (USD Bn) —○— Real Growth (%)

Source: BMI Research

The region has outperformed global peers in recent years, recording an average annual real growth rate of ~6.3% between 2021 and 2025, supported by large-scale infrastructure investments aimed at diversifying economies away from hydrocarbon dependence. However, the growth outlook is moderating due to lower oil revenues, evolving fiscal priorities and a strategic recalibration away from construction-heavy megaprojects, particularly in key Gulf economies.

Major markets such as Saudi Arabia, the UAE and Egypt continue to anchor regional activity, although the pace of project execution, especially for large-scale developments, remains a key monitorable. In Saudi Arabia, investment priorities are gradually shifting towards logistics, manufacturing and technology infrastructure, which may influence the pace and composition of construction activity over the medium term. At the regional level, Egypt and Morocco are expected to outperform, supported by infrastructure demand and increasing private sector participation, while early reconstruction activity in select geographies presents additional upside potential.

The construction pipeline of MENA regions remains diversified, with transport and water infrastructure emerging as key growth segments. Rail projects account for the largest share of the pipeline, followed closely by roads and water infrastructure, reflecting the region's focus on connectivity and resource security.

The recent West Asia conflict has introduced significant uncertainty to the Middle East's economic and investment environment. The lack of a clear timeline for the resolution of these conflicts remains a primary challenge, leading to a more cautious capital expenditure climate and potential delays in new project decisions. Furthermore, the ongoing situation continues to drive short-term supply chain disruptions, logistical bottlenecks, and energy price volatility which put pressure on broader project awarding and execution activity.

Despite these immediate headwinds, the region presents potential opportunities over the medium to long term. Eventual post-conflict reconstruction and the rehabilitation of damaged infrastructure, utilities, and energy facilities are expected to generate substantial project pipelines. Simultaneously, heightened geopolitical tensions are driving regional governments to increase investments in defence-related infrastructure and strategic national security assets.

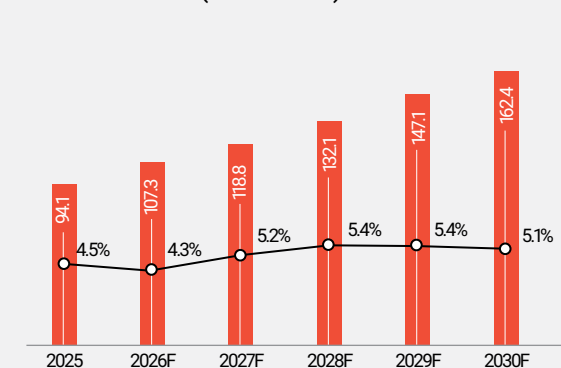
### Sub-Saharan Africa (SSA) Construction Sector

The Sub-Saharan Africa (SSA) construction sector is expected to expand by 4.3% in real terms in 2026, compared to 4.5% in 2025, owing to evolving global macroeconomic conditions and geopolitical tensions, according to BMI Research, Fitch Solutions. This follows a relatively subdued performance over the past five years, during which the sector recorded an average annual growth of 2.2% between 2021 and 2025. Over the medium term, growth is projected to strengthen, with the industry expected to register an average annual expansion of 5.3% between 2027 and 2030, positioning SSA as the fastest-growing construction market globally during this period.

## Management Discussion and Analysis (Contd.)

In value terms, the construction industry is projected to increase from approximately USD 94.1 billion in 2025 to USD 107.3 billion in 2026, and further to USD 162.4 billion by 2030. Despite this strong growth trajectory, SSA will continue to account for a relatively small share of the global construction market, with its contribution expected to rise modestly from 1.5% in 2025 to 2.0% by 2030.

#### Sub-Saharan African Construction Industry – Value & Growth (2024–2030)



F: Forecast

■ Value (USD billion) —○— Real Growth (%)

Source: BMI Research

The near-term outlook reflects a moderation in growth, driven by elevated construction input costs and weaker macroeconomic conditions arising from geopolitical disruptions. Higher energy prices and supply chain constraints have increased the cost of key construction inputs, placing pressure on project economics and timelines. These factors are expected to delay new project commencements, strain ongoing project budgets, and result in more cautious investment activity across the region.

Despite these near-term headwinds, the medium-term outlook remains constructive, supported by a strong pipeline of infrastructure investments. Growth will be driven by continued investments in logistics corridors, transport networks, and resource-linked infrastructure, underpinned by rising global demand for critical minerals and the ongoing energy transition. These structural drivers are expected to sustain construction activity across the region over the coming years.

Growth trends across SSA markets are expected to remain uneven. Ethiopia, Côte d'Ivoire, and Uganda are projected to lead among larger markets, each delivering average annual

real growth exceeding 7% between 2026 and 2030, supported by investments in transport infrastructure, mining-linked development, and public infrastructure programmes. Other markets such as Tanzania, Kenya, and Cameroon are expected to maintain steady growth, while South Africa is likely to underperform, with average growth of around 1.4% over the same period, reflecting persistent challenges in project execution and capital formation.

### INDIA INFRASTRUCTURE SECTOR

India's construction sector remains a critical pillar of economic growth, contributing nearly 9% to the country's GDP and serving as a key enabler of investment, employment and industrial expansion. The sector has transitioned from incremental capacity addition to large-scale, execution-led development, supported by sustained public capital expenditure, policy continuity and improving project delivery capabilities.

The Government's infrastructure push continues to anchor this momentum, with a record capital expenditure outlay of ₹ 12.2 lakh crores in FY 2026-27 reflecting a strong drive toward public investment. Flagship programmes such as PM Gati Shakti and the second phase of National Monetisation Pipeline (NMP 2.0) have strengthened project planning, improved inter-agency coordination and unlocked value from existing assets. Reforms in public-private partnership (PPP) frameworks, the growth of Infrastructure Investment Trusts (InvITs) and the proposed Infrastructure Risk Guarantee Fund are enhancing private sector participation. Furthermore, the government is stepping up efforts to attract greater participation from insurers and pension funds, aiming to unlock stable pools of long-term domestic capital. This is expected to deepen financing avenues and support sustained infrastructure investment over the medium term.

Infrastructure development remains concentrated across key segments, including transport, logistics and urban infrastructure. Investments in highways, high speed rail, dedicated freight corridors, rail corridors, metro systems, ports, inland waterways and logistics parks are driving improvements in connectivity and supply chain efficiency, reducing logistics costs and enhancing India's global competitiveness. This long-term growth trajectory is further reinforced by underlying structural drivers. Rapid urbanisation and expansion of industrial and manufacturing ecosystems are accelerating the demand for urban transport, housing, water, and social infrastructure across Tier-1, Tier-2, and Tier-3 cities.

Despite this robust macroeconomic backdrop and strong project pipeline, the infrastructure sector faces near-term



## Management Discussion and Analysis (Contd.)

ground realities and operational headwinds. Global geopolitical conflicts continue to induce supply chain disruptions and volatility in raw material costs, creating uncertainties that can impact project execution.

Furthermore, the domestic project awarding landscape is undergoing a transition, with a growing emphasis on PPP models, such as Hybrid Annuity Model (HAM) and Build-Operate-Transfer (BOT). While this shift effectively attracts private capital and optimizes risk sharing, this has led to a temporary moderation in the pace of new EPC project awards. In addition, certain segments of the infrastructure industry are experiencing heightened competitive intensity with aggressive bidding by newer entrants in technically challenging projects. In this dynamic environment, maintaining strict bidding discipline, focusing on complex projects with higher entry barriers, and ensuring robust supply chain management remain critical to protecting margins and ensuring sustainable growth.

# ₹ 12.2 lakh crores

Capital Expenditure in FY 2026-27

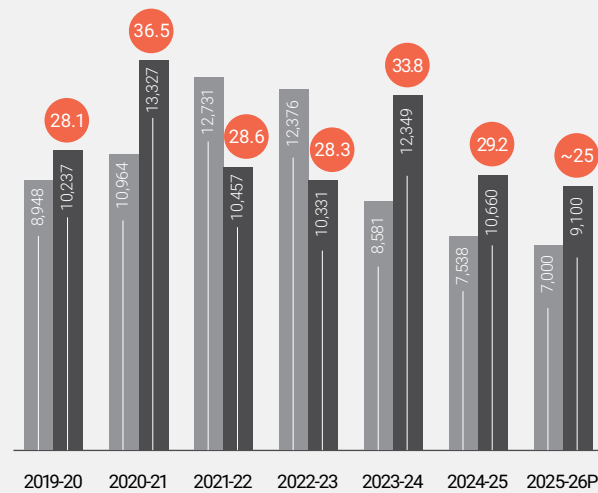
### SURFACE TRANSPORT

#### Road and Highways

India's road network has expanded rapidly over the past decade, becoming the world's second-largest. The national highway network has grown to 1,46,560 km as of December 2025. The length of operational high-speed corridors and expressways has surged to 3,052 km in 2025 while the length of 4-lane and above National Highways, including access-controlled corridors has reached 43,512 km. Flagship initiatives such as Bharatmala Pariyojana (including the subsumed NHDP), SARDP-NE, LWE Road Development Programme (including the Vijayawada-Ranchi Road), and Externally Aided Projects (EAP) have played a key role in enhancing the national highway network.

The sector witnessed intense competition characterized by aggressive under-bidding, with certain companies submitting financial bids significantly below, often 30% to 40% lower than the authority's estimated project costs. To curb this unsustainable trend and ensure that only serious, technically qualified and financially robust contractors participate, the NHAI introduced stringent measures. The authority reassessed its Request for Proposal (RFP) framework to tighten technical and financial eligibility criteria. Crucially, NHAI mandated the submission of additional performance security in the form of bank guarantees (BGs) for Abnormally Low Bids (ALBs). These proactive measures are designed to mitigate execution risks, prevent project abandonment or quality compromises, and ensure the timely delivery of infrastructure.

#### Award and Construction of National Highways



P - Provisional

■ Awards (in km) ■ Construction (in km)  
● Construction (in km/day)

Source: Ministry of Road Transport & Highways

While the long-term capital outlay remains robust, the roads and highways sector is currently navigating a distinct period of moderation. As reflected in the provisional data for FY 2025-26, both the awarding and construction of national highways have tapered to a multi-year low. This slowdown in NHAI project awards is driven by a combination of strategic policy pivots and operational bottlenecks. Strategically, to manage elevated debt levels and optimize capital, the NHAI is shifting its awarding mix away from purely EPC contracts toward the PPP model. Operationally, the pace of awards has been further constrained by the introduction of stringent pre-construction prerequisites.

Certain state governments are also mirroring this approach, aiming to leverage private capital and construct state highways and expressways using PPP contracts. Driven by state-level fiscal constraints, this shift towards developer models has further shrunk opportunities for pure play EPC players.

#### Maharashtra:

The state is witnessing strong investment momentum in highway and expressway infrastructure, supporting connectivity and economic growth. Under Phase I of the Bharatmala Pariyojana, over 3,029 km of national highway corridors have been approved for development with a tentative capital cost exceeding ₹ 1 lakh crores. Recently, the state government approved the revised alignment of the Nagpur-Goa Shaktipeeth Expressway, increasing its length to 856.76 km, with the total project cost revised to approximately ₹ 1 lakh crores, reinforcing its strategic importance as a key economic corridor.

## Management Discussion and Analysis (Contd.)

#### Uttar Pradesh:

Uttar Pradesh has developed an extensive expressway network, with over 22 expressways across operational, under-construction and planned stages. The state government is also focusing on developing link expressways, with plans to create an interconnected expressway that connects major expressways across the state.

#### Rajasthan:

Emerging as a key connectivity hub, Rajasthan is supported by major corridors such as the Delhi-Mumbai Expressway, Amritsar-Jamnagar Economic Corridor, Jaipur-Bandikui Expressway, and Kotputli-Kishangarh Expressway. The state's plan to develop nine greenfield expressways is gaining momentum, with an estimated cost exceeding ₹ 1 lakh crores, significantly strengthening its infrastructure landscape.

#### Odisha:

Odisha is witnessing a significant push with the sanction of over ₹ 44,771 crores by the Centre for National and State highway projects, as well as Central Road and Infrastructure Fund projects for FY 2025-26. The State Budget 2026-27 allocated ₹ 7,500 crores under the Road Development Programme for upgrading highways, constructing bridges, and improving urban traffic flow.

#### Budgetary Allocation (FY 2026-27)

The Union Budget FY 2026-27 has allocated ₹ 3.09 lakh crores for road infrastructure development, marking a significant increase of ~8% over the ₹ 2.87 lakh crores allocated to the Ministry of Road Transport and Highways in FY 2025-26. Within this allocation, ₹ 1.87 lakh crores has been earmarked for the National Highways Authority of India (NHAI) to support the expansion and strengthening of the national highway network.

# ₹ 3.09 lakh crores

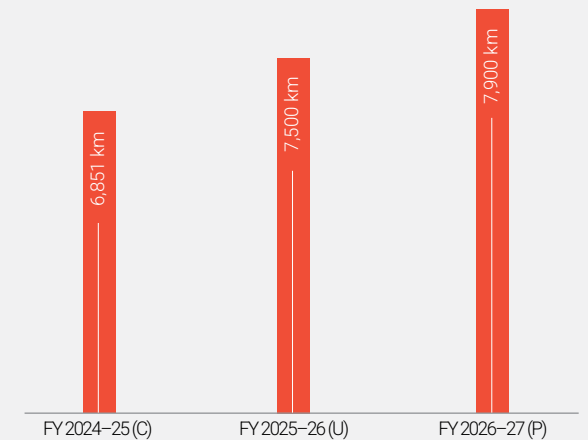
Allocated for road infrastructure in FY 2026-27  
(~8% increase over ₹ 2.87 lakh crores in FY 2025-26)

#### Railways:

India's railway infrastructure has witnessed significant expansion, strengthening national connectivity and serving as a core component of the country's infrastructure transformation. Indian Railways has accelerated progress in track construction, track renewal and capacity expansion, alongside improvements in passenger services, freight capacity and safety systems such as the Kavach train protection system. A primary focus over recent years has been improving energy efficiency and reducing dependence

on fossil fuels, with the railway network achieving 99.6% electrification as of Mar 2026. Going forward, the focus is shifting towards decongesting high-density networks and modernizing railway stations.

#### Track Renewal Progress (Km)



C: Completed; U: Underway; P: Planned

Source: Ministry of Railways

#### Budgetary Allocation (FY 2026-27)

The Union Budget 2026-27 has allocated a record capital outlay of ₹ 2,78,000 crores for Indian Railways, reinforcing the Government's commitment to capacity augmentation. Within this allocation, ₹ 74,471 crores has been earmarked for new line construction and doubling of existing routes, ₹ 22,853 crores for track renewals, and ₹ 5,000 crores for electrification.

Furthermore, the budget proposed a new Dedicated Freight Corridor connecting Dankuni in West Bengal with Surat in Gujarat. Spanning over 2,052 km, this corridor will integrate with the existing Western Dedicated Freight Corridor, enabling seamless movement of goods to ports along the west coast and easing pressures on passenger routes.

The announcement of seven new high-speed rail corridors, spanning nearly 4,000 km with an estimated investment of ₹ 16 lakh crores, signals a transformative shift in rail infrastructure. While the announcement of the new HSR corridors presents a massive long-term opportunity for the construction sector, these projects are in the preliminary stages. Actual commencement of construction on these routes is likely several years away, as they will require Detailed Project Report (DPR) approvals, land acquisition, and funding tie-ups, among other things.



Management Discussion and Analysis (Contd.)

| High-Speed Rail Corridor | Key Feature                                                                                                                                                |
|--------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Delhi-Varanasi           | Expected travel time of ~3 hours 50 minutes, strengthening connectivity between the national capital and key cultural and economic centres in North India. |
| Varanasi-Patna-Siliguri  | Estimated travel time of ~2 hours 55 minutes, improving connectivity across eastern India and linking major regional hubs.                                 |
| Mumbai-Pune              | Expected travel time of ~48 minutes, enabling high-frequency travel between two major economic centres in western India                                    |
| Pune-Hyderabad           | Estimated travel time of ~1 hour 55 minutes, strengthening inter-regional connectivity between western and southern India.                                 |
| Hyderabad-Bengaluru      | Expected travel time of ~2 hours, strengthening links between two leading IT and innovation centres.                                                       |
| Hyderabad-Chennai        | Estimated travel time of ~2 hours 55 minutes, supporting regional mobility and economic development across southern India.                                 |
| Chennai-Bengaluru        | Projected travel time of ~1 hour 13 minutes, enhancing connectivity between two major technology and industrial hubs.                                      |

₹ 2.78 lakh crores

Capital outlay for Indian Railways in FY 2026-27

URBAN INFRASTRUCTURE

Metro rail network expansion in India has accelerated significantly in recent years, reshaping urban mobility, easing congestion across major cities and advancing sustainability objectives through greater reliance on mass transit systems.

As of March 2026, India has the third-largest metro network in the world, with over 1,143 Kms operational and around 936 Kms under construction across 29 cities. The sector continues to witness sustained expansion, with multiple new phases and extensions underway in Tier-1 cities such as Delhi and Mumbai, alongside the rapid development of metro systems across Tier-2 cities including Bhopal, Indore and Patna. The urban transit landscape is also evolving with the adoption of diverse and cost-efficient technologies, including Rapid Rail (RRTS), Metro Rail, and Water Metro, reflecting a broader push to enhance multimodal connectivity and expand urban mobility solutions across the country.

Recent milestones include the opening of the first section of Delhi Metro Phase IV, the commissioning of Bengaluru's 19-km Yellow Line, and the progress of Ahmedabad Metro Phase II. Several projects are expected to be completed in 2026, including Mumbai Metro Lines 4, 6, 2B and 9, Pune Metro Line 3, Chennai Metro Phase II and Kochi Metro Phase II, along with further network extensions in cities such as Indore. At the same time, future expansion plans are underway through Delhi Metro Phase IV and V, Bengaluru Metro Phase III, and new metro projects in cities such as Thane and Bhubaneswar.

In addition to the Metro network, India has advanced the rollout of the Regional Rapid Transit System (RRTS), a rail-based, high-speed and high-frequency network designed to connect metropolitan cores with surrounding urban clusters. Eight RRTS corridors have been identified : Delhi – Ghaziabad – Meerut, Delhi – Gurugram – SNB – Alwar Corridor, Delhi – Panipat – Karnal Corridor, Delhi – Faridabad – Ballabgarh - Palwal, Ghaziabad – Khurja, Delhi - Bahadurgarh - Rohtak, Ghaziabad-Hapur, Delhi-Shahadra-Baraut. The operationalisation of Delhi-Ghaziabad-Meerut has demonstrated the RRTS's potential to enhance regional connectivity and reduce travel time across high-density urban corridors.

Beyond mass transit railways, the broader urban infrastructure landscape is witnessing sustained investments in grade-separated infrastructure. As Tier-1 and emerging Tier-2 cities grapple with unprecedented vehicular density, municipal corporations and state development authorities are prioritizing the construction of extensive elevated corridors, urban flyovers, and complex bridge infrastructure to decongest arterial road networks. These structures are highly critical for improving last-mile connectivity and city-wide traffic flow.

While the long-term fundamentals for urban infrastructure remain highly robust, the sector is currently navigating distinct near-term headwinds. Recently, the industry has witnessed instances of urban transit projects facing deferments. Simultaneously, the competitive landscape has intensified, putting pressure on project award margins. There is a growing trend of newer entrants aggressively bidding for highly complex urban infrastructure projects. This increased competitive intensity is now spilling over into technically demanding segments such as underground metro tunnelling which traditionally possessed high entry barriers

Budgetary Allocation (FY 2026-27)

The Union Budget 2026-27 has allocated ₹ 28,740 crores for metro and mass rapid transit projects, reinforcing continued investment in urban transport infrastructure and strengthening long-term mobility planning across Indian cities.

₹ 28,740 crores

Allocated for metro and mass rapid transit projects in FY 2026–27

MARINE AND INDUSTRIAL

India's maritime sector is playing an increasingly important role in trade and economic growth, with port-led development at the core of its infrastructure strategy. As the country progresses toward Viksit Bharat 2047, focus remains on expanding port capacity and improving logistics efficiency.

The Government continues to scale up port capacity through strategic mega-investments. The approval of the Vadhvan deep-sea port in Maharashtra, with an estimated cost of ₹ 76,220 crores and a planned capacity of 23.2 million TEUs per annum, marks one of India's largest greenfield port development initiatives. Similarly, the proposed International Container Transshipment Port at Great Nicobar Island (Galathea Bay), with a capacity of 16 million TEUs and an estimated investment of ₹ 48,862 crores, is expected to position India as a key transshipment hub in global maritime trade. The Government is also focusing on strengthening domestic shipbuilding capabilities, with plans to invest around ₹ 3 lakh crores under the Maritime Amrit Kaal Vision 2047 to develop shipbuilding clusters and enhance global competitiveness. India aims to become a top 10 shipbuilding nation by 2030 and enter the top 5 globally by 2047.

Furthermore, aligning with the global energy transition, the Ministry of Ports, Shipping and Waterways has identified key major ports, Deendayal, Paradip, and V.O. Chidambaranar, to be developed as mega Green Hydrogen hubs. This strategic pivot will require extensive specialized marine infrastructure, including dedicated bunkering facilities, liquid cargo jetties, and expansive storage terminals, opening a new frontier for marine EPC players.

Complementing these public initiatives, the private sector is emerging as a massive driver of marine infrastructure capital expenditure. Leading private port operators are executing aggressive capacity expansion plans, investing heavily in brownfield upgrades, deep-draft berths, breakwaters, and automated cargo handling facilities. This sustained private capex is generating a robust pipeline of high-value EPC opportunities in specialized marine construction.

To diversify logistics and reduce freight costs, India will operationalise 20 new National Waterways over the next five years. This rollout starts with National Waterway-5 (NW-5) in Odisha, designed to connect the mineral-rich areas and industrial centres. Industrial construction segment is experiencing a sustained upcycle, driven by the Government's push for domestic manufacturing and private capex. Robust domestic consumption is triggering significant capacity expansion cycles across core industries providing opportunities in modernization and expansion of manufacturing and processing plants.

Despite a strong project pipeline across both marine and industrial segments, execution remains subject to significant ground-level challenges. In the marine sector, greenfield port developments and expansions are frequently subjected to protracted gestation periods. Additionally, offshore and near-shore construction remains highly vulnerable to extreme weather events and cyclones. In the industrial and broader EPC space, volatility in global commodity prices,



Operational Metro Network (in km)

| City            | State             | Operational | Under Construction |
|-----------------|-------------------|-------------|--------------------|
| Agra            | Uttar Pradesh     | 5.2         | 24.2               |
| Ahmedabad       | Gujarat           | 58.7        | 9.6                |
| Bengaluru       | Karnataka         | 96.1        | 79.4               |
| Chennai         | Tamil Nadu        | 54.7        | 118.9              |
| Delhi           | NCR-Delhi         | 353.2       | 65.1               |
| Gurgaon         | NCR (Haryana)     | 12.1        | 28.5               |
| Hyderabad       | Telangana         | 69.2        | 0.0                |
| Indore          | Madhya Pradesh    | 6.2         | 27.3               |
| Jaipur          | Rajasthan         | 12.0        | 2.6                |
| Kanpur          | Uttar Pradesh     | 16.0        | 16.4               |
| Kochi           | Kerala            | 28.8        | 10.5               |
| Kolkata         | West Bengal       | 73.4        | 31.5               |
| Lucknow         | Uttar Pradesh     | 22.9        | 0.0                |
| Mumbai          | Maharashtra       | 80.0        | 121.4              |
| Mumbai Monorail | Maharashtra       | 19.5        | 0.0                |
| Navi Mumbai     | Maharashtra       | 11.1        | 0.0                |
| Nagpur          | Maharashtra       | 40.0        | 41.6               |
| Noida           | NCR-Uttar Pradesh | 29.7        | 0.0                |
| Patna           | Bihar             | 3.6         | 28.9               |
| Pune            | Maharashtra       | 33.0        | 33.3               |

● Operational ● Under Construction

Source: Golden Decade of Infrastructure Development in India with Special Reference to Metro Rail Network, prepared by Economic Advisory Council to the Prime Minister (EAC - PM) in January 2026



## Management Discussion and Analysis (Contd.)

particularly steel and cement, continues to exert pressure on project economics. Supply chain disruptions stemming from ongoing geopolitical conflicts also pose risks to the timely procurement and import of specialized heavy machinery and dredging equipment required for large-scale marine and industrial projects.

### HYDRO & UNDERGROUND

Hydropower remains a cornerstone of India's energy mix, offering a unique combination of clean generation, grid stability and long-duration storage. As of Mar 2026, the country's installed hydropower capacity stood at 51,165 MW for large hydro and 5,171 MW for small hydro.

The government's ambitious target of achieving 500 GW of non-fossil fuel capacity by 2030 has dramatically elevated the strategic importance of hydropower, specifically Pumped Storage Projects (PSPs). As intermittent renewable energy (solar and wind) integrates into the grid, PSPs act as massive natural batteries, balancing load fluctuations. Recognizing this, the Ministry of Power has aggressively streamlined approvals and issued the Pumped Storage Policy 2025, which exempts off-stream closed-loop projects from protracted concurrence requirements and waives interstate transmission charges. These policy shifts have catalyzed healthy private sector participation. Leading private energy developers, alongside public sector entities, are driving a massive expansion in PSP capacity. India's energy storage requirement is projected at 62 GW by 2029-30 along with the target of achieving over 100 GW of pumped storage by 2035-36. As per the National Electricity Plan 2023 - 2032, the installed hydropower capacity is projected to reach 88 GW by 2031-32, including 26 GW from PSPs, requiring an estimated investment of ₹ 3.2 lakh crores.

Beyond power generation, the demand for complex underground infrastructure is accelerating, driven by the need to establish all-weather connectivity across India's challenging topographies, particularly in the Himalayan and North-Eastern regions. There is a strategic push by the Ministry of Road Transport and Highways (MoRTH) and Indian Railways to construct high-altitude road tunnels, strategic rail links, and deep underground networks.

To ensure long-term water resilience and agricultural security, central and state governments are undertaking massive capital expenditure programs for water resource management. This encompasses the construction of large-scale dams, barrages, lift irrigation schemes, and extensive aqueduct networks. Significant opportunities are expected as governments undertake initiatives to interlink rivers and modernize legacy water infrastructure.

While the project pipeline across the Hydro and Underground segment is exceptionally strong, the sector carries inherent

execution risks. Projects are frequently situated in remote, ecologically sensitive, or geologically fragile terrains. During execution, contractors frequently encounter geological surprises and strict seasonal working windows. Additionally, the segment is characterized by an inherently elongated working capital cycle. Furthermore, certain state governments are increasingly favouring PPP modes for constructing select road tunnels and PSPs, which constrains the project pipeline for EPC contractors.

### Water

The Government of India's thrust on providing clean tap water to every rural household through the Jal Jeevan Mission (JJM) has significantly transformed the rural water landscape. Since its launch in 2019, tap water access has expanded from 16.7% of rural households to over 81.5%, representing 15.79 crores households, as of Mar 2026. Recognizing the scale of the ongoing works, the Indian government recently approved the extension of the program under JJM 2.0 until December 2028. This extension is backed by a massively enhanced total outlay of ₹ 8.70 lakh crores, with the central share increased to ₹ 3.59 lakh crores. The Union Budget for FY 2026-27 has allocated ₹ 67,670 crores for the mission.

However, despite the strong allocations, the sector is navigating severe execution and operational headwinds at the ground level. For FY 2025-26, while the JJM was allocated a budget estimate of ₹ 67,000 crores, actual utilization and spending dropped significantly to a revised estimate of just ₹ 17,000 crores.

Beyond rural supply, investments in urban water treatment and sewerage infrastructure are accelerating, driven by rapid urbanization and tightening environmental regulations. To address these challenges, municipal corporations are actively planning comprehensive master plans, creating a sustained demand for large-scale water distribution networks, high-capacity water treatment and sewage treatment plants.

### OIL & GAS

Oil and gas remain central to India's primary energy mix, meeting a substantial share of domestic demand across key sectors including industry, transport, household and commercial consumption. The country's total primary energy demand is projected to nearly double from approximately 22 million barrels of oil equivalent per day (mboe/d) in 2024 to about 43.6 mboe/d by 2050 according to the World Oil Outlook 2025.

India imports over 85% of its crude oil and more than 50% of its natural gas to meet domestic fossil fuel requirements, underscoring the strategic need to strengthen upstream exploration and production while diversifying energy sources to enhance long-term energy security. India continues to prioritise energy security through policies that promote

## Management Discussion and Analysis (Contd.)

domestic production, while gradually reforming subsidy frameworks to reflect economic realities.

### OPPORTUNITIES

#### Urbanisation

India's accelerating urbanisation is emerging as a structural driver of infrastructure-led growth. According to the United Nations World Urbanization Prospects 2025, nearly 36% of India's population resides in urban areas, a share projected to rise to 50% by 2050.

This demographic shift is intensifying demand for transport networks, housing, utilities and urban services. Expansion of metro rail systems, multimodal connectivity corridors, smart city initiatives, urban redevelopment programmes and affordable housing schemes are reshaping city landscapes.

For the infrastructure sector, this transition represents a sustained pipeline of opportunities across mobility, real estate, water, sanitation, sewerage and digital infrastructure, reinforcing urban development as a long-term growth engine.

#### Infrastructure Growth in Tier-2 and Tier-3 Cities

India's infrastructure development is increasingly extending beyond metropolitan centres, with Tier-2 and Tier-3 cities emerging as key drivers of urban expansion, industrialisation and regional connectivity. This shift reflects evolving development priorities, supported by policy initiatives, decentralised economic activity and rising demand for urban infrastructure across emerging cities.

The Government has reinforced this transition through targeted policy support and capital allocation. The Union Budget 2026-27 has proposed the development of City Economic Regions, with planned investments of approximately ₹ 5,000 crores over five years per region, aimed at strengthening urban infrastructure, industrial ecosystems and regional economic integration. In addition, the recently approved ₹ 1 lakh crores Urban Challenge Fund is expected to catalyse nearly ₹ 4 lakh crores of investments in Tier-2 and Tier-3 cities by enabling innovative urban development and promoting transit-oriented growth.

Infrastructure development in these cities is being driven by increasing demand across urban mobility, water supply, sanitation, affordable housing and logistics infrastructure. The rollout of metro systems, including Metro Rail, Metro Neo and Metrolite, along with investments in highways, regional airports and multimodal logistics parks, is enhancing connectivity and supporting economic activity beyond Tier-1 cities. Concurrently, government programmes such as AMRUT, Smart Cities Mission and Jal Jeevan Mission continue to strengthen core urban infrastructure and improve service delivery across these regions.

### Public-Private Partnerships

India requires a sustained increase in infrastructure investment over the next two decades to maintain high growth and realise the vision of Viksit Bharat @2047. As highlighted in the Economic Survey 2025-26, achieving this goal will require greater private sector participation, supported by enhanced capacity for project conceptualisation and stronger confidence in risk- and revenue-sharing mechanisms, contract management, dispute resolution and project closure processes.

For pure play EPC contractors, this accelerated transition towards developer-led models presents both a structural opportunity and a strategic challenge. While this shift shrinks the immediate pool of EPC projects, it also opens new opportunities to explore partnerships with private developers. Companies can adapt by forming strategic partnerships with financial investors or maintaining strict bidding discipline by targeting highly complex, niche EPC packages.

### Sustainable Infrastructure

India's growth trajectory is increasingly intertwined with its climate commitments, placing sustainable infrastructure at the centre of long-term economic planning. The ambition to become a developed economy by 2047 must progress alongside the commitment to achieve net-zero emissions by 2070, requiring a calibrated shift toward low-carbon and resource-efficient development models.

This transition is reshaping investment priorities across renewable energy, circular economy initiatives, bio-based industries and nature-linked solutions. Infrastructure planning is progressively incorporating climate resilience, energy efficiency and lifecycle sustainability into project design and execution. Renewable power generation, integrated waste management, green building development and sustainable mobility systems are emerging as core segments of this transition.

### National Monetisation Pipeline 2.0 (NMP 2.0)

The NMP 2.0 estimates aggregate monetisation potential of ₹ 16.72 lakh crores over FY 2026-30, including an estimated ₹ 5.8 lakh crores of private sector participation through asset monetisation initiatives undertaken by central ministries and public sector entities. This target is over 2.6 times the size of Phase I. In Phase I (FY 2021-22 to FY 2024-25), the Government achieved nearly 90% of the ₹ 6 lakh crores target, demonstrating strong execution and investor engagement under NMP 1.0.

Aligned with the Viksit Bharat vision, NMP 2.0 aims to accelerate infrastructure development and is expected to contribute meaningfully to India's growth momentum.



Management Discussion and Analysis (Contd.)

Sector-wise NMP 2.0 Award Targets over FY 2026-30 (₹ Crores)

| Sector                                           | Total Monetisation Value (TMV) | Percentage of Total |
|--------------------------------------------------|--------------------------------|---------------------|
| Highways, Multi-Modal Logistics Parks & Ropeways | 4,42,000                       | 26%                 |
| Power                                            | 2,76,500                       | 17%                 |
| Ports                                            | 2,63,700                       | 16%                 |
| Railways                                         | 2,62,300                       | 16%                 |
| Mines                                            | 1,00,000                       | 13%                 |
| Urban Infrastructure                             | 52,000                         | 3%                  |
| Civil Aviation                                   | 27,500                         | 2%                  |
| Petroleum & Natural Gas                          | 16,300                         | 1%                  |
| Warehousing & Storage                            | 10,000                         | 1%                  |
| Telecom                                          | 4,800                          | 0.3%                |
| Tourism                                          | 1,200                          | 0.1%                |
| Total                                            | 16,72,300                      | 100%                |

Source: NITI Aayog

National Infrastructure Pipeline

The National Infrastructure Pipeline (NIP), launched in 2019 for projects above ₹ 100 crores, has expanded significantly in both scale and scope by March 2026. The total number of projects increased from over 6,835 in 2019 to 14,563 by March 2026, while aggregate investment nearly doubled, rising by approximately 92% to ₹ 213 lakh crores from ₹ 111 lakh crores, reflecting continued momentum in infrastructure creation and capital deployment.

NIP (Number of Projects and Total Investment)

|                      |        |                                  |
|----------------------|--------|----------------------------------|
| Period<br>2019       | 6,835+ | 111                              |
| Number of Projects   |        | Total Investment (₹ lakh crores) |
| Period<br>March 2024 | 9,500  | 160                              |
| Number of Projects   |        | Total Investment (₹ lakh crores) |
| Period<br>March 2025 | 13,000 | 185                              |
| Number of Projects   |        | Total Investment (₹ lakh crores) |
| Period<br>March 2026 | 14,563 | 213                              |
| Number of Projects   |        | Total Investment (₹ lakh crores) |

Source: India Investment Grid, ICRA Research

Sectorally, investments remain concentrated, with logistics, energy and power, construction, and water management accounting for over 80% of total investments as of March 2026. Logistics infrastructure continues to anchor the pipeline, with cumulative investments of approximately ₹86 lakh crores, supported by flagship programmes such as Bharatmala and Sagarmala. Energy and power account for around 20% of total investments, with a gradual shift towards oil and gas infrastructure and energy storage. Investments in water management remain stable at around 10%, driven by ongoing government initiatives in water supply and sanitation.

Investment allocation remains geographically concentrated, with Uttar Pradesh (~10%) and Maharashtra (~9%) together accounting for nearly one-fifth of total NIP investments, reflecting higher project execution capacity and infrastructure demand in these states.

While the NIP provides unprecedented long-term visibility, the translation of these planned investments into actual, on-ground project awards remains susceptible to near-term execution bottlenecks. Protracted land acquisition processes, extended environmental clearance cycles, and occasional state-level fiscal reprioritization can defer the tendering of mega-projects.

International Expansion: Unlocking New Growth Avenues

Indian infrastructure companies are increasingly expanding their footprint in international markets, positioning overseas operations as a key driver of growth and margin expansion. This shift is supported by a combination of strong execution capabilities, cost competitiveness and experience in delivering complex projects across geographies, enabling Indian players to compete effectively in global EPC markets.

According to PTI, for certain large Indian infrastructure companies, overseas projects now account for approximately 40-50% of the total order book, reflecting a clear shift towards global diversification, particularly across sectors such as energy, transport and urban infrastructure.

Geographically, the Middle East remains a key growth market, with countries such as Saudi Arabia, the UAE, and Qatar driving large-scale investments in construction, renewable energy, and connectivity infrastructure. In addition, Africa and select European markets continue to offer opportunities. However, the volatile geopolitical landscape, particularly the ongoing conflicts in West Asia and Eastern Europe, demands a highly calibrated approach to global expansion. While the project pipeline is expansive, there are risks associated with supply chain disruptions, elevated logistics costs, and deferment of planned capital outlays. Consequently, maintaining a highly selective bidding strategy

Management Discussion and Analysis (Contd.)

and rigorous risk assessment remain critical to navigating these international markets.

COMPANY PROFILE

Founded in 1959, Afcons Infrastructure Limited (referred to as 'Afcons' or 'The Company') is the flagship infrastructure engineering and construction arm of the Shapoorji Pallonji Group, one of India's leading diversified conglomerates. With a legacy spanning nearly seven decades, Afcons has built a reputation for delivering complex engineering, procurement and construction (EPC) projects across India and international markets. The company has delivered several challenging, first of Its kind Infrastructure projects in India and the World.

The Company operates across five core infrastructure verticals and has developed a consistent track record of

execution-led performance, delivering large-scale and technically intensive projects within committed timelines. Its operating model is anchored in engineering capability, project management discipline and risk-calibrated execution. The company is well diversified with presence across core infrastructure segments and operating in multiple regions like India, Africa, Middle East, CIS, Europe.

Afcons maintains a strategic equipment base comprising heavy construction assets and specialised machinery aligned with its business portfolio. The ability to deploy and internally manage critical equipment, along with rapid mobilisation of advanced technology platforms, enhances project control and execution efficiency. This operational depth supports the Company's competitiveness in bidding for complex infrastructure mandates and strengthens its long-term growth trajectory.

Business Vertical-wise Performance - Order Book (%)

| Business Vertical    | Description                                                                                                                                              | Order Book % (as of 31st March, 2026) |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| Urban Infrastructure | • Elevated & Underground Metro Works<br>• Bridges & Flyovers<br>• Elevated Corridors                                                                     | 51%                                   |
| Hydro & Underground  | • Dams & Barrages<br>• Tunnels (including large road tunnels) & Underground Works<br>• Water & Irrigation                                                | 23%                                   |
| Marine & Industrial  | • Ports & Harbours Jetties<br>• Dry Docks<br>• Wet Basins<br>• Breakwaters<br>• Outfall & Intake structure<br>• LNG Tanks<br>• Material Handling Systems | 15%                                   |
| Surface Transport    | • Highways & Roads<br>• Interchanges<br>• Mining-related Infra<br>• Railways                                                                             | 9%                                    |
| Oil & Gas            | • Offshore Oil & Gas<br>• Onshore Oil & Gas                                                                                                              | 2%                                    |



Management Discussion and Analysis (Contd.)

RISK AND MITIGATION

| Risks                             | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Mitigation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Economic Risk                     | The infrastructure and construction industry is highly sensitive to changes in the macroeconomic environment. Volatility in interest rates, inflation, currency exchange rates and governmental policy can materially affect project costs, execution timelines and profitability. Economic slowdowns, reduced public or private capital expenditure, or policy shifts may result in delays, deferment or cancellation of projects, thereby impacting the Company's financial performance and growth outlook. | <p>Afcons mitigates economic risk through a diversified business model and a robust order book spanning India and international markets, reducing dependence on any single geography or sector. In India, the Company executes projects funded by central and state governments as well as private clients, ensuring diversified client profile. Internationally, Afcons has presence in 30 countries across Africa, the Middle East, Southeast Asia and South Asia, which helps cushion region-specific economic or political disruptions.</p> <p>The Company follows a disciplined project selection framework supported by rigorous risk assessment and structured contract management. Protective contractual provisions, including escalation and delay clauses where applicable, safeguard commercial interests. Additionally, Afcons focuses on core infrastructure segments such as metros, expressways and railways, which typically continue to attract sustained investment even during periods of economic moderation.</p>                                                                                                        |
| 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 such as earthquakes, floods, hurricanes, tornadoes and fires pose significant risks, capable of disrupting active projects and creating unforeseen challenges.                                                                                                                                            | <p>Afcons adopts a comprehensive and proactive strategy to mitigate environmental risks. The company ensures that project contracts incorporate robust clauses addressing force majeure, unforeseen environmental events, and natural disasters. To safeguard its interests, Afcons maintains Contractors All Risk (CAR) insurance and other relevant policies across its project portfolio, providing financial protection against losses or damages caused by environmental incidents. This approach helps ensure business continuity and minimises financial impact.</p> <p>At the tender stage, Afcons conducts thorough due diligence and site-specific risk assessments to evaluate potential environmental and climate risks. For select projects, the company also performs detailed weather forecasting, marine and environmental studies, further strengthening safety and preparedness during execution. Additionally, Afcons implements project-specific emergency response plans to effectively manage and mitigate the impact of unexpected environmental events, minimising disruptions and prioritising workforce safety.</p> |
| Geographical & International Risk | The Company's international operations expose it to a range of management, legal, tax and economic risks. These include challenges in enforcing contractual rights, exposure to foreign currency movements, compliance with local regulations and potential adverse tax implications. Geopolitical developments in certain jurisdictions may also affect project continuity and operational stability.                                                                                                        | <p>Afcons manages geographical and international risks through a diversified regional footprint across East and West Africa, South Asia, Southeast Asia and the Middle East, thereby avoiding concentration in any single country. Overseas project receipts are denominated in USD or Euro, reducing exposure to local currency volatility, and currency hedging is undertaken where appropriate. Comprehensive legal, tax and geopolitical due diligence is conducted during both bidding and execution stages to ensure regulatory compliance and informed decision-making.</p> <p>The Company also collaborates with established local partners, develops local talent and maintains constructive engagement with government authorities. This approach supports operational continuity, strengthens local integration and mitigates potential risks arising from regulatory or geopolitical factors.</p>                                                                                                                                                                                                                                 |

Management Discussion and Analysis (Contd.)

| Risks                      | Description                                                                                                                                                                                                                                                                                                                                                                                                                                 | Mitigation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Concentration Risk         | A significant portion of the Company's order book is derived from public sector projects, including contracts awarded by central and state government agencies. Any moderation in government capital expenditure, delays in budgetary allocations or fiscal stress at the state level could affect project flow, execution timelines and working capital cycles.                                                                            | <p>Afcons addresses concentration risk through diversification across clients, sectors and funding sources. The Company executes projects for multiple central and state agencies, as well as select private sector entities, reducing reliance on any single authority. Within state-level engagements, projects are sourced from different departments to broaden exposure.</p> <p>A disciplined project evaluation framework ensures that only projects with established funding arrangements and sound financial structures are pursued, limiting exposure to funding uncertainties. The Company also undertakes projects supported by multilateral institutions such as JICA, the World Bank, ADB and AfDB, which enhances payment security and financial stability. In addition, Afcons maintains a diversified portfolio across infrastructure segments including roads, metros, railways, ports, bridges, hydro, tunnels, water supply and oil and gas. This sectoral breadth supports a balanced order book and reduces overexposure to any single infrastructure category.</p> |
| Reliance on Suppliers      | The Company depends on third-party suppliers for critical construction materials and specialised inputs. Disruptions in supply, price volatility or quality deficiencies could affect project schedules, operating efficiency and financial performance. External factors such as logistics constraints or geopolitical developments may further strain supply chains and impact cash flow stability.                                       | <p>Afcons mitigates this risk through long-standing relationships with established suppliers, supported by rate contracts that enhance price stability and material availability. Most domestic contracts incorporate escalation provisions to manage unforeseen input cost increases.</p> <p>At the bidding stage, the Supply Chain Management and Business Unit teams conduct detailed assessments of supplier capability and identify alternative sourcing options. A diversified vendor base reduces dependence on any single supplier, and periodic performance evaluations help maintain quality standards. Digital supply chain monitoring tools enable real-time tracking of procurement and logistics, allowing early identification of potential disruptions and timely corrective action.</p>                                                                                                                                                                                                                                                                                 |
| Interest Rate Fluctuations | As a capital-intensive business, Afcons is exposed to changes in interest rates. An upward movement in borrowing costs can impact project margins, increase financing expenses and affect overall profitability and cash flow.                                                                                                                                                                                                              | <p>The Company manages interest rate exposure through disciplined treasury practices and structured financial planning. Borrowings are balanced between short-term and long-term instruments to optimise liquidity and cost efficiency. Project selection emphasises contracts with stable and predictable cash flows during the execution phase, limiting dependence on external working capital.</p> <p>Payment structures are negotiated to support project-level cash sustainability. The treasury function closely tracks interest rate movements and maintains adequate liquidity buffers to absorb potential volatility, ensuring financial resilience across cycles.</p>                                                                                                                                                                                                                                                                                                                                                                                                         |
| Foreign Exchange           | Operating internationally, the Company is exposed to foreign exchange risk arising from transactions, assets, and liabilities denominated in currencies other than our functional currency. Overseas, the company transacts a significant portion of its business in several other currencies, primarily in U.S. dollars. Volatility in exchange rates can directly impact project revenues, procurement costs, debt servicing obligations. | <p>The Company guided by a board approved foreign exchange policy that guides various hedging strategies. The company utilize derivative financial instruments, principally foreign exchange forward contracts and cross-currency swaps, to protect against currency fluctuations. This is complemented by continuous monitoring of currency markets, which enables timely action to safeguard profit margins and ensure financial stability.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |



Management Discussion and Analysis (Contd.)

| Risks                                             | Description                                                                                                                                                                                                                                                                                                                                                                                                                                   | Mitigation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Labour Shortage and Dependence on Contract Labour | Construction companies often face challenges in attracting and retaining skilled manpower, particularly for technically complex and time-sensitive projects. Shortages of qualified labour can affect productivity, delay project milestones and increase execution risk, especially when scaling up new projects.                                                                                                                            | Afcons addresses workforce risk through forward planning aligned with its order book. Manpower requirements are forecast in advance, ensuring timely mobilisation of skilled personnel alongside equipment and materials. The Company invests in structured training and skill development programmes for both its direct workforce and subcontractor teams. Partnerships with external training institutions help build a sustained talent pipeline. Labour welfare initiatives, including health camps, quality site accommodation and safety-linked incentives, support retention, morale and workforce productivity across project locations.                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| High Price of Raw Materials                       | Construction activity is sensitive to movements in raw material prices, particularly steel and cement. Ongoing geopolitical conflicts have exacerbated supply chain bottlenecks and induced severe price volatility in these core commodities. Escalation in input costs can compress margins and affect project viability. The exposure is more pronounced in fixed-price contracts, where the ability to pass on cost increases is limited. | Afcons manages material price risk through a combination of procurement discipline and contractual safeguards. The Company maintains long-term rate arrangements and established relationships with key suppliers to support price stability and assured availability. Most domestic contracts incorporate escalation clauses that provide protection against significant input cost increases. At the tendering stage, the Supply Chain and Business Unit teams conduct detailed assessments of material requirements and sourcing options. Historical price data and market intelligence are factored into cost estimates to enhance pricing accuracy. For fixed-price international projects, risk buffers and contingencies are built into bids after thorough evaluation. Digital monitoring tools and selective buffer inventories further support timely procurement and continuity of supply.                                                                                                                                                                                 |
| Failure to Qualify For or Win New Contracts       | Afcons secures contracts through a rigorous competitive bidding process, with its business performance reliant on its ability to submit competitive bids and successfully secure project awards from clients.                                                                                                                                                                                                                                 | With over 60 years of experience across diverse infrastructure segments, Afcons possesses the credentials and technical qualifications to independently qualify and bid for the 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 targets 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. |
| Cyber Security                                    | Infrastructure companies are increasingly reliant on digital systems for project management, financial transactions, supply chain coordination and remote site monitoring. This growing digital footprint exposes operations to cybersecurity threats, including data breaches, ransomware attacks, system disruptions and unauthorised access to sensitive information.                                                                      | The Company adopts a structured and proactive approach to managing cybersecurity risks and safeguarding its digital ecosystem. It continues to invest in strengthening IT infrastructure and security architecture, supported by continuous monitoring and periodic vulnerability assessments to identify and address potential threats. Regular awareness and training programmes are conducted to enhance employee vigilance and preparedness against cyber risks. In addition, the Company ensures compliance with applicable cybersecurity regulations and frameworks across geographies, reinforcing data protection, system integrity and operational resilience.                                                                                                                                                                                                                                                                                                                                                                                                               |

Management Discussion and Analysis (Contd.)

INTERNAL CONTROLS & ADEQUACY

The Company has an adequate system of Internal Controls, appropriate to the nature and size of the business and commensurate with the scale and complexity of its operations. The Company has implemented robust policies and procedures, which inter alia, ensure integrity in conducting its business, safeguarding its assets, timely preparation of reliable financial information, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors.

The Company has aligned its internal controls with the requirements of the Companies Act, 2013. The statutory auditors of the Company have issued an attestation report on the Company's internal control over financial reporting (as defined in section 143 of the Companies Act, 2013).

The Company has a robust corporate governance framework, ensuring that all business activities are conducted with the highest standards of integrity and ethical responsibility, supported by an effective whistleblower mechanism. The effectiveness of this framework is continuously evaluated through multiple audit and review processes.

The Company has an effective Internal control system, which facilitates safeguarding the interests of the company and ensuring compliance with all laws and regulations. The internal control system is managed through internal audit by external professionals who perform rigorous, year-round assessments at project sites to test the efficacy of controls and drive continuous enhancement.

The Audit Committee of the Board maintains direct oversight, reviewing all significant audit findings and the corresponding corrective actions undertaken by management to ensure a cycle of constant improvement and accountability.

Financial Performance – Consolidated

| Particulars                                 | FY 2025-26 | FY 2024-25 | Change (%) |
|---------------------------------------------|------------|------------|------------|
| Revenues (in ₹ Crores)                      | 12,322     | 13,023     | (5.4%)     |
| EBITDA* (in ₹ Crores)                       | 1,439      | 1,662      | (13.4%)    |
| PAT (in ₹ Crores)                           | 251        | 487        | (48.5%)    |
| Current Ratio (in times)                    | 1.29       | 1.36       | -          |
| Debt-Equity Ratio (in times)                | 0.65       | 0.42       | -          |
| Debt Service Coverage Ratio (in times)      | 1.69       | 2.08       | -          |
| Inventory Turnover Ratio (in times)         | 4.08       | 3.49       | -          |
| Trade Receivables Turnover Ratio (in times) | 3.02       | 3.43       | -          |
| Net Profit Margin                           | 2.10%      | 3.88%      | -          |

\*Components of finance cost like bank charges and commission is added to other expenses & deducted from finance cost, thereby adjusting the calculation of EBITDA; EBITDA for FY26 excludes one-time impact of ₹ 76.51 Crores towards new labour code.

HUMAN RESOURCES

Afcons views its people as partners in progress and central to its long-term success. Guided by a commitment to developing leadership from within, the Company invests consistently in identifying, nurturing and empowering talent to ensure its workforce remains dynamic, capable and future-ready. The Company fosters a performance-oriented environment that encourages individuals to demonstrate their capabilities, recognises excellence and aligns personal aspirations with organisational objectives. Workplace safety remains a fundamental priority, reinforced through continuous training, active engagement and a strong culture of safety across all project locations.

As of 31 March 2026, the Company employed 3,730 professionals, representing a diverse blend of engineering expertise, project management capability and operational experience. With operations across more than 13 countries and a workforce comprising multiple nationalities, Afcons continues to strengthen its global talent base while fostering inclusion and cultural alignment.

During FY 2025-26, Afcons continued to invest heavily in its human capital, ensuring the workforce remains agile, future-ready and aligned with strategic business goals. Key initiatives undertaken during the year included:

- Leadership Development Programmes:** Led by the Central Development Council (CDC), comprising senior management executives, the company continued to bring greater focus to organisational development by making people development a shared responsibility. Various targeted programmes were executed under the CDC's purview, including PRAGATI (Project Managers' Development Programme), CMDP (Contract Managers' Development Programme), and SAKSHAM (Desk Officers' Development Programme). SP UDAAN, development programme for middle management, continued to be effectively managed in collaboration with the Shapoorji Pallonji Group Centre HR to nurture the next generation of leaders.
- Skill Enhancement and Continuous Learning:** The Afcons Talent Management Academy (ATMA), the Company's virtual learning academy, continued to enhance workforce capabilities. Operating on the principles of Learning, Doing and Being, ATMA fosters a culture of innovation, continuous learning and knowledge sharing. In addition, the Company continued to provide soft-skills training to site engineers, focusing on communication, conflict resolution, stakeholder management and team leadership to support effective project execution and workplace collaboration.



Management Discussion and Analysis (Contd.)

- Digitalisation & e-Learning Platforms:** The company launched APeL 2.0 (Afcons Platform for e-Learning, a digital learning platform designed to provide employees across project sites and the Head Office with a seamless learning experience. The platform offers interactive modules, assessments and industry-relevant content to support technical and functional development. To strengthen baseline competency, engineers from ER1 to ER4 grades are required to complete designated digital learning modules aligned to their respective grades and functions.
- Employee Engagement & Well-being:** The company maintained a steadfast focus on elevating engagement levels across the entire employee lifecycle. By creating meaningful, structured touchpoints from onboarding to exit, the aim is to inspire trust, encourage professional growth, and foster a deep sense of belonging at every step of an employee's journey. Coupled with ongoing commitment to physical and mental well-being, these engagement initiatives ensure a balanced, motivating, and highly productive work environment for a diverse workforce.

Cautionary Statement

The Management Discussion and Analysis contains 'forward-looking' statements, which are 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 relate to the Company's future business prospects, growth strategies, 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 those projected.

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 undertake to announce 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 31<sup>st</sup> March, 2026, 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 of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Insiders;
- 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 & Policy for intimating the Board about Risk Assessment and Minimisation Procedure;
- 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 for the Board of Directors and the Senior Management.

The above Code(s) and Policies are available on the website of your Company at <https://afcons.com/corporate-governance/#policies>

Code of Conduct

Your Company has adopted the Code of Conduct for its Board of Directors, and Senior Management which includes Key Managerial Personnel ("KMP") of the Company as per the SEBI Listing Regulations.



Report on Corporate Governance (Contd.)

The Code can be accessed at your Company's website at <https://afcons.com/corporate-governance/#policies>

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** enclosed 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's policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors. As on 31<sup>st</sup> March 2026, the Board comprised of Twelve (12) Directors out of which three (3) were Executive Directors and the remaining Nine (9) were Non-Executive Directors (including six (6) Independent Directors (including therein one (1) Women Independent Director) and three (3) Non-Executive Non- Independent Directors}. The Chairman of the Board is an Executive Director not related to the promoters

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 <https://afcons.com/corporate-governance/#bod-committees>.

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's 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 in advance separately to each Director of the Board/Committee in compliance with the applicable laws to enable the Directors to discharge their responsibilities effectively and to take informed decision at Board /Committee

Report on Corporate Governance (Contd.)

meetings. Wherever it was not practical 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 2025-26.

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

Number of Board Meetings

During the FY 2025-26, Eight (8) Board Meetings were held i.e. on 23<sup>rd</sup> May, 2025, 08<sup>th</sup> August, 2025, 28<sup>th</sup> August, 2025, 25<sup>th</sup> September, 2025, 12<sup>th</sup> November, 2025, 08<sup>th</sup> January, 2026, 10<sup>th</sup> February, 2026 and 27<sup>th</sup> February, 2026.

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 (SS-1) issued by the Institute of Company Secretaries of India (ICSI). 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 attendance of each Directors at such Board meeting and at the last AGM held during FY 2025-26:

| Name of the Director                       | Category                                                                         | DIN      | No. of Shares held as on 31 <sup>st</sup> March 2026 | Total no. of Board Meetings during the year 2025-26 |                            | Whether attended last AGM held on 25 <sup>th</sup> July, 2025 |
|--------------------------------------------|----------------------------------------------------------------------------------|----------|------------------------------------------------------|-----------------------------------------------------|----------------------------|---------------------------------------------------------------|
|                                            |                                                                                  |          |                                                      | Held during the tenure                              | Attended during the tenure |                                                               |
| Mr. Shapoorji Pallonji Mistry*             | Promoter, Chairman, Non-Executive Director (up to 28 <sup>th</sup> August, 2025) | 00010114 | -                                                    | 03                                                  | 02                         | Yes                                                           |
| Mr. Subramanian Krishnamurthy <sup>s</sup> | Executive Chairman (w.e.f. 28 <sup>th</sup> August, 2025)                        | 00047592 | 1,30,150                                             | 08                                                  | 08                         | Yes                                                           |
| Mr. Srinivasan Paramasivan                 | Managing Director                                                                | 00058445 | 98,222                                               | 08                                                  | 08                         | Yes                                                           |
| Mr. Giridhar Rajagopalan**                 | Deputy Managing Director                                                         | 02391515 | 20,385                                               | 08                                                  | 07                         | Yes                                                           |
| Mr. Umesh Khanna                           | Non-Executive Director                                                           | 03634361 | 448                                                  | 08                                                  | 08                         | Yes                                                           |
| Mr. Sitaram Kunte                          | Independent Director                                                             | 02670899 | -                                                    | 08                                                  | 08                         | Yes                                                           |
| Mr. Anurag Sachan                          | Independent Director                                                             | 08197908 | -                                                    | 08                                                  | 08                         | Yes                                                           |



Report on Corporate Governance (Contd.)

| Name of the Director | Category               | DIN      | No. of Shares held as on 31 <sup>st</sup> March 2026 | Total no. of Board Meetings during the year 2025-26 |                            | Whether attended last AGM held on 25 <sup>th</sup> July, 2025 |
|----------------------|------------------------|----------|------------------------------------------------------|-----------------------------------------------------|----------------------------|---------------------------------------------------------------|
|                      |                        |          |                                                      | Held during the tenure                              | Attended during the tenure |                                                               |
| Ms. Rukhshana Mistry | Independent Director   | 08398795 | -                                                    | 08                                                  | 08                         | Yes                                                           |
| Mr. Atul Sobti       | Independent Director   | 06715578 | -                                                    | 08                                                  | 08                         | Yes                                                           |
| Mr. Cherag Balsara   | Independent Director   | 07030974 | -                                                    | 08                                                  | 07                         | Yes                                                           |
| Mr. Pallon Mistry®   | Non-Executive Director | 05229734 | -                                                    | 05                                                  | 04                         | NA                                                            |
| Mr. Firoz Mistry®    | Non-Executive Director | 09543123 | -                                                    | 05                                                  | 05                         | NA                                                            |
| Mr. Santosh Nayar#   | Independent Director   | 02175871 | -                                                    | 05                                                  | 05                         | NA                                                            |

\* Mr. Shapoorji Pallonji Mistry stepped-down as Non-Executive Non-Independent Director and Chairman of the Company w.e.f. the conclusion of the Board meeting held on 28<sup>th</sup> August, 2025 and was appointed as Chairman Emeritus, a honorary non-board position w.e.f. 29<sup>th</sup> August, 2025.

§ Mr. Subramanian Krishnamurthy was elevated as the Executive Chairman of the Company w.e.f. 28<sup>th</sup> August, 2025.

\*\* Mr. Giridhar Rajgopalan was re-appointed as Deputy Managing Director of the Company w.e.f. 1<sup>st</sup> July, 2025

© Mr. Pallon Mistry and Mr. Firoz Mistry were appointed as Additional Directors (Non-Executive and Non-Independent), of the Company w.e.f. 29<sup>th</sup> August, 2025 and 25<sup>th</sup> September, 2025 respectively and their appointments were regularised by the members on 10<sup>th</sup> November, 2025, by way of Postal Ballot process.

# Mr. Santosh Nayar was appointed as Additional Independent Directors of the Company with effect from 25<sup>th</sup> September, 2025, for a first term of five (5) consecutive years up to 24<sup>th</sup> September, 2030 and to continue to act as an Independent Director of the Company, on attaining the age of seventy five (75) years in the year 2029 and his appointment was regularised by the members on 10<sup>th</sup> November, 2025, by way of Postal Ballot process.

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.

Report on Corporate Governance (Contd.)

As on 31<sup>st</sup> March, 2026, 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:

| Name of the Director          | No of Directorship held in listed Companies including this listed entity <sup>§</sup> | Number of Chairmanships/ Memberships in Board Committees as at 31 <sup>st</sup> March, 2026 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. Subramanian Krishnamurthy | 1                                                                                     | -                                                                                                                                                              | -                              | Afcons Infrastructure Limited                                                                                                                                                                                                            | Executive 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<br>2. Sterling And Wilson Renewable Energy Limited                                                                                                                                                      | Non-Executive & Non-Independent Director |
| Mr. Sitaram Kunte             | 2                                                                                     | 2                                                                                                                                                              | 5                              | 1. Afcons Infrastructure Limited<br>2. Deepak Fertilizers and Petrochemicals Corporation Limited                                                                                                                                         | Independent Director                     |
| Mr. Anurag Sachan             | 1                                                                                     | -                                                                                                                                                              | 1                              | Afcons Infrastructure Limited                                                                                                                                                                                                            | Independent Director                     |
| Ms. Rukhshana Mistry          | 5                                                                                     | 2                                                                                                                                                              | 6                              | 1. Afcons Infrastructure Limited<br>2. Sterling and Wilson Renewable Energy Limited<br>3. Allied Blenders and Distillers Limited<br>4. Bombay Dyeing & Manufacturing Company Limited<br>5. The Bombay Burmah Trading Corporation Limited | Independent Director                     |



Report on Corporate Governance (Contd.)

| Name of the Director                        | No of Directorship held in listed Companies including this listed entity <sup>§</sup> | Number of Chairmanships/ Memberships in Board Committees as at 31 <sup>st</sup> March, 2026 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. Atul Sobti                              | 1                                                                                     | -                                                                                                                                                              | -                              | Afcons Infrastructure Limited                                                                  | Independent Director                     |
| Mr. Cherag Balsara                          | 2                                                                                     | -                                                                                                                                                              | 1                              | 1. Afcons Infrastructure Limited<br>2. Sterling and Wilson Renewable Energy Limited            | Independent Director                     |
| Mr. Pallon Mistry <sup>@</sup>              | 1                                                                                     | -                                                                                                                                                              | -                              | Afcons Infrastructure Limited                                                                  | Non-Executive & Non-Independent Director |
| Mr. Firoz Mistry <sup>@</sup>               | 1                                                                                     | -                                                                                                                                                              | -                              | Afcons Infrastructure Limited                                                                  | Non-Executive & Non-Independent Director |
| Mr. Santosh Balachandran Nayar <sup>#</sup> | 2                                                                                     | -                                                                                                                                                              | 2                              | 1. Afcons Infrastructure Limited<br>2. Authum Investment & Infrastructure Limited              | Independent Director                     |

Note:

- Mr. Shapoorji Pallonji Mistry stepped-down as Non-Executive Non-Independent Director and Chairman of the Company w.e.f. the conclusion of the Board meeting held on 28<sup>th</sup> August, 2025 and was appointed as Chairman Emeritus, a honorary non-board position w.e.f. 29<sup>th</sup> August, 2025.
- <sup>§</sup> 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.
- <sup>@</sup> Mr. Pallon Mistry and Mr. Firoz Mistry were appointed as Additional Directors (Non-Executive and Non-Independent), of the Company w.e.f. 29<sup>th</sup> August, 2025 and 25<sup>th</sup> September, 2025 respectively and their appointment were regularised by the members on 10<sup>th</sup> November, 2025, by way of Postal Ballot process.
- <sup>#</sup> Mr. Santosh Nayar was appointed as an Additional Independent Director of the Company with effect from 25<sup>th</sup> September, 2025, for a first term of five (5) consecutive years up to 24<sup>th</sup> September, 2030 and to continue to act as an Independent Director of the Company, on attaining the age of seventy five (75) years in the year 2029 and his appointment was regularised by the members on 10<sup>th</sup> November, 2025, by way of Postal Ballot process.

Report on Corporate Governance (Contd.)

Inter-se Relationship among Directors

Save and except the association of Mr. Pallon Shapoorji Mistry and Mr. Firoz Cyrus Mistry with the Promoters and Promoter Group of the Company, 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://afcons.com/corporate-governance/#policies> . 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 SEBI 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 |
|---------------------------|------------|-----------------------------------|---------------------------------------------|----------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| Subramanian Krishnamurthy | ✓          | ✓                                 | ✓                                           | ✓                                            | ✓                                                                     | ✓                                               |                                                                 |
| Srinivasan Paramasivan    | ✓          | ✓                                 | ✓                                           | ✓                                            | ✓                                                                     | ✓                                               | ✓                                                               |
| Giridhar Rajagopalan      | ✓          | ✓                                 |                                             | ✓                                            |                                                                       |                                                 |                                                                 |
| Umesh Khanna              |            | ✓                                 |                                             | ✓                                            | ✓                                                                     | ✓                                               |                                                                 |
| Sitaram Kunte             |            | ✓                                 |                                             | ✓                                            | ✓                                                                     | ✓                                               | ✓                                                               |
| Anurag Sachan             |            | ✓                                 |                                             |                                              | ✓                                                                     | ✓                                               | ✓                                                               |
| Rukhshana Mistry          |            | ✓                                 |                                             |                                              | ✓                                                                     | ✓                                               |                                                                 |
| Atul Sobti                |            | ✓                                 |                                             | ✓                                            | ✓                                                                     | ✓                                               | ✓                                                               |
| Cherag Balsara            |            | ✓                                 |                                             |                                              |                                                                       | ✓                                               |                                                                 |
| Pallon Mistry®            | ✓          | ✓                                 | ✓                                           | ✓                                            |                                                                       | ✓                                               |                                                                 |
| Firoz Mistry®             | ✓          | ✓                                 | ✓                                           | ✓                                            |                                                                       | ✓                                               |                                                                 |
| Santosh Nayar#            |            | ✓                                 |                                             |                                              | ✓                                                                     | ✓                                               | ✓                                                               |

Note :

Absence of any skill does not necessarily mean that the Director does not possess the skill but may not form his/her core skill.

® Mr. Pallon Mistry and Mr. Firoz Mistry were appointed as Additional Directors (Non-Executive and Non-Independent), of the Company with effect from 29<sup>th</sup> August, 2025 and 25<sup>th</sup> September, 2025 respectively and their appointment were regularised by the members on 10<sup>th</sup> November, 2025, by way of Postal Ballot.

# Mr. Santosh Nayar was appointed as Additional Independent Director of the Company with effect from 25<sup>th</sup> September, 2025, for a first term of five (5) consecutive years up to 24<sup>th</sup> September, 2030 and to continue to act as an Independent Director of the Company, on attaining the age of seventy five (75) years in the year 2029 and his appointment was regularised by the members on 10<sup>th</sup> November, 2025, by way of Postal Ballot.

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 Board.

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.

During the year under review, Mr. Santosh Balachandran Nayar (DIN: 02175871) has been appointed as an Independent Director for a first terms of five (5) consecutive years w.e.f. 25<sup>th</sup> September 2025 to 24<sup>th</sup> September 2030 (both days inclusive)

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,

Report on Corporate Governance (Contd.)

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 2025-26.

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 22<sup>nd</sup> November, 2025 and 10<sup>th</sup> February, 2026, 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 meetings.

Board Induction, Training and Familiarisation Programmes 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 meetings 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://afcons.com/corporate-governance/#policies>

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.



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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.

(ii) Composition, Meetings and Attendance

The Committee comprises of Three (3) Members out of which Two (2) are Independent Directors. All the members of the Audit Committee are financially literate and possess expertise in the fields of accounting and financial management.

During the year under review, the Audit Committee met Ten (10) times, i.e. on 13<sup>th</sup> May, 2025, 23<sup>rd</sup> May, 2025, 8<sup>th</sup> August, 2025, 24<sup>th</sup> September, 2025, 14<sup>th</sup> October, 2025, 12<sup>th</sup> November, 2025, 8<sup>th</sup> January, 2026, 10<sup>th</sup> February, 2026, 27<sup>th</sup> February, 2026 and 17<sup>th</sup> March, 2026. The gap between two meetings did not exceed 120 days.

Mr. Gaurang Parekh, the Company Secretary, serves as the Secretary to the Audit Committee.

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.

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 during the tenure | Attended during the tenure |
| Ms. Rukhshana Mistry | Independent Director                     | Chairperson | 10                     | 10                         |
| Mr. Sitaram Kunte    | Independent Director                     | Member      | 10                     | 10                         |
| Mr. Umesh Khanna     | Non-Executive & Non-Independent Director | Member      | 10                     | 10                         |

Ms. Rukhshana Jina Mistry, Chairperson of the Audit Committee, was present at the Forty-Ninth (49<sup>th</sup>) AGM of the Company held on 25<sup>th</sup> July, 2025, 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.

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.

a)

The Audit Committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee of the Company.

Report on Corporate Governance (Contd.)

- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise if it considers necessary; and
- 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:

- 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.
- 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.
- Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - 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.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the management of the Company.
  - Significant adjustments made in the financial statements arising out of audit findings.

- Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions; and
  - Qualifications / modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the board for approval;
  - 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;
  - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - Formulating a policy on related party transactions, which shall include materiality of related party transactions;
  - 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;
  - 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;
  - Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;



## Report on Corporate Governance (Contd.)

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, members (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 members; 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

## Report on Corporate Governance (Contd.)

- (vi) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

**iv) Those Charged With Governance (TCWG):**

In accordance with the circular dated 7<sup>th</sup> January, 2026 issued by the National Financial Reporting Authority and upon recommendation of the Audit Committee in consultation with the Statutory Auditors, the Board adopted a framework to ensure effective two-way communication between 'Those Charged with Governance' ("TCWG") and the Statutory Auditors

**(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.

During the Financial Year ended 31<sup>st</sup> March, 2026, the Nomination & Remuneration Committee met Five (5) times, i.e. on 20<sup>th</sup> May, 2025, 28<sup>th</sup> August, 2025, 24<sup>th</sup> September, 2025, 12<sup>th</sup> December, 2025 and 04<sup>th</sup> February, 2026.

Mr. Gaurang Parekh, the Company Secretary, serves as the Secretary to the NRC.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the NRC:

| Name of the Member             | Category                                 | Position    | No. of Meetings        |                            |
|--------------------------------|------------------------------------------|-------------|------------------------|----------------------------|
|                                |                                          |             | Held during the tenure | Attended during the tenure |
| Ms. Rukhshana Mistry           | Independent Director                     | Chairperson | 5                      | 5                          |
| Mr. Sitaram Kunte              | Independent Director                     | Member      | 5                      | 5                          |
| Mr. Shapoorji Pallonji Mistry* | Non-Executive & Non Independent Director | Member      | 2                      | 1                          |
| Mr. Pallon Mistry#             | Non-Executive & Non Independent Director | Member      | 3                      | 3                          |

\* Mr. Shapoorji Pallonji Mistry ceased to be the Member of Nomination & Remuneration Committee w.e.f. 28<sup>th</sup> August, 2025.

# Mr. Pallon Mistry was appointed as the Member of Nomination & Remuneration Committee w.e.f. 29<sup>th</sup> August, 2025.

Ms. Rukhshana Mistry, Chairperson of the NRC, was present at the Forty-Ninth (49<sup>th</sup>) AGM of the Company held on 25<sup>th</sup> July, 2025, to answer the queries of the Members.

**(iii) Terms of Reference**

- (A) 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.

**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 SEBI 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.

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



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- (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 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 members 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.
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- 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.

(B) The Company has introduced Afcons Infrastructure Limited - Employee Stock Option Plan 2025' ("ESOP 2025" or "Plan"), pursuant to which NRC has been delegated the administration and supervision of ESOP 2025. NRC shall perform the role of the Compensation Committee and exercise such powers as specified under the SEBI SBEB

Regulations read with powers specified in the ESOP 2025 and as conferred by the Board in this matter.

(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://afcons.com/corporate-governance/#policies>

(v) Details of the Remuneration paid to Directors during the FY 2025-26

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

During 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 in FY 2024-25 and balance was paid to the Executive Directors, Key Managerial Personnels during the FY 2025-26.

The details of the Remuneration paid to the Executive Directors during the FY 2025-26 is as under:

| Name of Executive Director | Basic Salary | PF/SA | Perquisites/ Allowance and Incentives | (₹ in Crores p.a.)<br>Total Remuneration |
|----------------------------|--------------|-------|---------------------------------------|------------------------------------------|
|                            |              |       |                                       |                                          |
| Subramanian Krishnamurthy  | 1.06         | 0.29  | 9.10                                  | 10.45                                    |
| Srinivasan Paramasivan     | 0.93         | 0.25  | 7.95                                  | 9.13                                     |
| Giridhar Rajagopalan       | 0.44         | 0.12  | 5.02                                  | 5.58                                     |
| Total                      |              |       |                                       | 25.16                                    |

Services of the Executive Directors may be terminated by either party, giving the other party three months' notice. There is no separate provision for payment of severance pay.

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**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:**

The Company has introduced Afcons Infrastructure Limited - Employee Stock Option Plan 2025' ("ESOP 2025" or "Plan") for Eligible Employees of the Company. The details of ESOP granted to Executive Director on 12<sup>th</sup> December, 2025 are as follows:

| Name of Executive Director | Number of ESOP Granted # | Exercise Price (in ₹ ) <sup>§</sup> |
|----------------------------|--------------------------|-------------------------------------|
| Subramanian Krishnamurthy  | 4,67,289                 | 321.00                              |
| Srinivasan Paramasivan     | 3,73,831                 | 321.00                              |
| Giridhar Rajagopalan       | 2,49,221                 | 321.00                              |
| <b>Total</b>               |                          |                                     |

# The vesting of ESOPs is contingent upon the individual director performance and the Company achieving their respective performance parameters in a particular financial year.

§ The ESOP Price was determined by the Committee at the time of Grant, with a maximum discount of 20% (Twenty percent) to the Market Price of the Shares.

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 2025-26 for attending the meetings of the Board and Committee thereof are as under:

| Sr No.       | Name of the Director           | Total Remuneration (sitting fees) (in ₹ ) | Equity Shareholding in the Company |           |
|--------------|--------------------------------|-------------------------------------------|------------------------------------|-----------|
|              |                                |                                           | No of Shares                       | % holding |
| 1.           | Mr. Shapoorji Mistry*          | 2,50,000                                  | -                                  | -         |
| 2.           | Mr. Umesh Khanna               | 23,00,000                                 | 448                                | 0.00      |
| 3.           | Mr. Sitaram Kunte              | 25,50,000                                 | -                                  | -         |
| 4.           | Mr. Anurag Sachan              | 11,00,000                                 | -                                  | -         |
| 5.           | Ms. Rukshana Mistry            | 22,50,000                                 | -                                  | -         |
| 6.           | Mr. Atul Sobti                 | 9,00,000                                  | -                                  | -         |
| 7.           | Mr. Cherag Balsara             | 8,00,000                                  | -                                  | -         |
| 8.           | Mr. Pallon Mistry <sup>@</sup> | 5,50,000                                  | -                                  | -         |
| 9.           | Mr. Firoz Mistry <sup>@</sup>  | 5,00,000                                  | -                                  | -         |
| 10.          | Mr. Santosh Nayar <sup>#</sup> | 6,00,000                                  | -                                  | -         |
| <b>Total</b> |                                | <b>1,18,00,000</b>                        |                                    |           |

Note:

\* Mr. Shapoorji Pallonji Mistry stepped-down as Non-Executive Non-Independent Director and Chairman of the Company w.e.f. the conclusion of the Board meeting held on 28<sup>th</sup> August, 2025 and was appointed as Chairman Emeritus, a honorary non-board position w.e.f. 29<sup>th</sup> August, 2025.

<sup>@</sup> Mr. Pallon Mistry and Mr. Firoz Mistry were appointed as Additional Directors (Non-Executive and Non-Independent), of the Company with effect from 29<sup>th</sup> August, 2025 and 25<sup>th</sup> September, 2025 respectively and their appointment were regularised by the Members on 10<sup>th</sup> November, 2025, by way of Postal Ballot.

<sup>#</sup> Mr. Santosh Nayar was appointed as Additional Independent Director of the Company with effect from 25<sup>th</sup> September, 2025, for a first term of five (5) consecutive years up to 24<sup>th</sup> September, 2030 and to continue to act as an Independent Director of the Company, on attaining the age of seventy five (75) years in the year 2029 and his appointment was regularised by the Members on 10<sup>th</sup> November, 2025, by way of Postal Ballot.

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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 with 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 10<sup>th</sup> February, 2026, 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:**

In accordance with applicable provisions of the SEBI Listing Regulations, the details of Senior Management Personnel (SMPs) of the Company as on 31<sup>st</sup> March, 2026 including the changes during the year are as follows:

| Sr No | Name of the officer/personnel            | Designation                                           |
|-------|------------------------------------------|-------------------------------------------------------|
| 1.    | Mr. Gokul Javalikar <sup>^^</sup>        | Director – Marine and Industrial <sup>^</sup>         |
| 2.    | Mr. Anantakumar Rayaprolu*               | Director & Chief Operating Officer <sup>^</sup>       |
| 3.    | Mr. Ashwini Kumar Venkatesh <sup>@</sup> | Director – Oil & Gas <sup>^</sup>                     |
| 4.    | Mr. Satish G. Paretkar                   | Director – Underground & Hydro <sup>^</sup>           |
| 5.    | Mr. Kanyadhara Naga Mallikharjuna Rao    | Executive Vice President - Operations                 |
| 6.    | Mr. Shambhu Singh                        | Executive Vice President - Operations                 |
| 7.    | Mr. Hitesh Kumar Singh                   | Vice President - Corporate Strategy                   |
| 8.    | Ms. Bhakti Prasad*                       | Director & Chief Human Resources Officer <sup>^</sup> |
| 9.    | Mr. Manivannan Venkataraman*             | Director & Chief Technical Officer <sup>^</sup>       |



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| Sr No | Name of the officer/personnel        | Designation                                                                       |
|-------|--------------------------------------|-----------------------------------------------------------------------------------|
| 10.   | Mr. Kshitiz Bhasker                  | Director- Business Development^                                                   |
| 11.   | Mr. Minoo Motiram Lalvani            | Executive Vice President - Taxation                                               |
| 12.   | Mr. Laxminarayan Vinayak Baleri      | Executive Vice President - MIS                                                    |
| 13.   | Mr. Sudhir More                      | General Manager - HSE                                                             |
| 14.   | Mr. Sandeep Desai                    | Executive Vice President - I & B Process                                          |
| 15.   | Mr. Naresh Kumar Sharma              | Joint General Manager -Corporate Communication                                    |
| 16.   | Mr. Avinash Patil                    | Director- Engg. & Design^                                                         |
| 17.   | Mr. G. Mathisekharan                 | Executive Vice President - Core MEG                                               |
| 18.   | Mr. Jaydatta Lad                     | Dy. General Manager – KSG                                                         |
| 19.   | Mr. Arun Deore                       | Executive Vice President- Risk Management                                         |
| 20.   | Mr. Uday Raghunath Vartak#           | Executive Vice President (Special Initiative)                                     |
| 21.   | Mr. Dimitrius D'Mello <sup>§</sup>   | Director (Commercial & Special Initiatives) ^                                     |
| 22.   | Mr. Udai Veer Singh <sup>&amp;</sup> | Executive Vice President (Operations)                                             |
| 23.   | Mr. Sandeep Badhe <sup>@</sup>       | Executive Vice President (Operations)                                             |
| 24.   | Mr. Satish Tengeri <sup>^^</sup>     | Executive Vice President (Operations)-<br>Business Unit Head –Industrial Division |
| 25.   | Mr. R. Ramkumar <sup>**</sup>        | Executive Vice President (Contracts & Legal)                                      |
| 26.   | Mr. Ramesh Kumar Jha                 | Chief Financial officer                                                           |
| 27.   | Mr. Gaurang Parekh                   | Company Secretary and Compliance Officer                                          |

Notes:

<sup>^</sup> The designation to the SMPs is pursuant to their operational and functional role in the Company and the said SMPs are not "Directors" or "Executive Director" or "whole-time director" as per Companies Act, 2013 or Rules made thereunder or under SEBI Regulations.

<sup>\*</sup> The designation of Mr. Anantakumar Rayaprolu, Mr. Manivannan Venkataraman and Ms. Bhakti Prasad, have been changed w.e.f. 28<sup>th</sup> August, 2025.

<sup>#</sup> Mr. Uday Raghunath Vartak was appointed as Executive Vice President (Special Initiative) and was categorised as SMP of the Company w.e.f. 23<sup>rd</sup> May, 2025.

<sup>§</sup> Mr. Dimitrius D'Mello was appointed as Functional Head in charge of Supply Chain Management of the Company designating him as Director (Commercial & Special Initiatives) and was categorised as SMP of the Company w.e.f. 5<sup>th</sup> June, 2025.

<sup>&</sup> Mr. Udai Veer Singh, Executive Vice President (Operations) was categorised as SMP of the Company with effect from 25<sup>th</sup> September 2025.

<sup>@</sup> Mr. Ashwini Kumar Venkatesh stepped-down from the functional role of Business Unit Head – Oil and Gas and ceased to be SMP w.e.f. 6<sup>th</sup> February 2026. Mr. Sandeep Badhe, Executive Vice President was elevated to the role of Business Unit Head – Oil and Gas, effective from 6<sup>th</sup> February 2026 and was categorised as SMP.

<sup>\*\*</sup> Mr. R. Ramkumar Executive Vice President (Contracts & Legal) of the Company has been categorised as SMP w.e.f. 18<sup>th</sup> May 2026.

<sup>^^</sup> Mr. Satish Tengeri, Executive Vice President (Operations) of the Company has been elevated to position of Business Unit Head –Industrial Division w.e.f. 1<sup>st</sup> July 2026 (in place of Mr. Gokul Javalikar who steps down w.e.f. 30<sup>th</sup> June 2026) and shall be categorised as SMP w.e.f. 1<sup>st</sup> July 2026

In accordance with the Regulation 30 of the SEBI Listing Regulations, necessary intimation of such changes in SMPs were made to the Stock Exchanges from time to time, the details thereof can be accessed at the weblink <https://afcons.com/shareholders-information/#stock-exchange-filings>. There has been no change in the terms and conditions of employment and all such individuals are continuing in their role as employee(s) of the Company.

**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.

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**(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.

During the year under review, Two (2) meetings of SRC were held, i.e., on 13<sup>th</sup> May, 2025 and 17<sup>th</sup> March, 2026.

Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the SRC.

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               | 2        |

Mr. Sitaram Kunte, Chairperson of the SRC, was present at the Forty-Ninth (49<sup>th</sup>) AGM of the Company held on 25<sup>th</sup> July, 2025, 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<br>Company Secretary & Compliance Officer                                |
| Address                                        | Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Andheri (West), Mumbai – 400053 |
| Telephone Number                               | (022)6719000                                                                                |
| E-mail                                         | <a href="mailto:secretarial@afcons.com">secretarial@afcons.com</a>                          |

**(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:

- 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;
- Reviewing of measures taken for effective exercise of voting rights by shareholders;
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

- 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;
- 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 members of the Company;
- 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;
- To allot Equity Shares, Preference Shares, Debenture Convertible Securities (full / partly/ optionally convertible),



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to determine the conversion price of such Convertible Securities and to decide 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 as 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 as Link Intime India Private Limited), the Company had received 3 complaints from the Shareholders, which were resolved within the time frame as mentioned under the SEBI Listing Regulations. The details are as under:

| Nature of Complaint                                                 | No. of Complaints | No. of Complaints Resolved as on 31 <sup>st</sup> March, 2026 | No. of Complaints Pending as on 31 <sup>st</sup> March, 2026 |
|---------------------------------------------------------------------|-------------------|---------------------------------------------------------------|--------------------------------------------------------------|
| Number of shareholders complaints received during FY 2025-26        | 3                 | 3                                                             | Nil                                                          |
| Number of complaints resolved of shareholders during FY 2025-26     | 3                 | 3                                                             | Nil                                                          |
| Number of complaints not solved to the satisfaction of Shareholders | Nil               | Nil                                                           | Nil                                                          |
| Number of Pending Complaints during FY 2025-26                      | 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 01<sup>st</sup> September, 2025 and 16<sup>th</sup> December, 2025.

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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 <sup>§</sup> | Executive Chairman   | Chairman | 2               | 2        |
| Mr. Anurag Sachan                          | Independent Director | Member   | 2               | 2        |
| Ms. Rukhshana Mistry                       | Independent Director | Member   | 2               | 2        |

<sup>§</sup> Mr. Subramanian Krishnamurthy was elevated as the Executive Chairman of the Company w.e.f. 28<sup>th</sup> August, 2025.

Mr. Arun Deore, Chief Risk Officer of the Company is 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;



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- (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 SEBI Listing Regulations.

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.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the CSSR Committee:

| Name of Director                           | Category                                 | Position | No. of Meetings |          |
|--------------------------------------------|------------------------------------------|----------|-----------------|----------|
|                                            |                                          |          | Held            | Attended |
| Mr. Subramanian Krishnamurthy <sup>§</sup> | Executive Chairman                       | Chairman | 2               | 2        |
| Mr. Umesh Khanna                           | Non-Executive & Non Independent Director | Member   | 2               | 2        |
| Mr. Anurag Sachan                          | Independent Director                     | Member   | 2               | 2        |

<sup>§</sup>Mr. Subramanian Krishnamurthy was elevated as the Executive Chairman of the Company w.e.f. 28<sup>th</sup> August, 2025.

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:

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.

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, Two (2) meetings of the CSSR Committee were held during the year on 22<sup>nd</sup> May, 2025 and 05<sup>th</sup> August, 2025.

- (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.

Report on Corporate Governance (Contd.)

- (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) Any other matter as prescribed by the Act, & CSR Rules made thereunder, and SEBI Listing Regulations or such other Regulation prescribed by the SEBI from time to time.

B. Sustainability

- (i) 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;
- (ii) To review performance on Sustainability goals, targets and strategy and provide guidance to achieve the same;
- (iii) Provide guidance for the development of the long-term Sustainability plan;

- (iv) Monitor the implementation of the Sustainability plan of the Company from time to time;
- (v) To review and recommend Business Responsibility Sustainability report to the Board;
- (vi) Oversee the Company's sustainability commitments;
- (vii) 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;
- (viii) Embody principles of product stewardship by enhancing health, safety, environmental and social impacts of products across their life cycles;
- (ix) To monitor Company's ESG ratings / scores, if any, from ESG rating agencies and improvement plan;
- (x) To oversee sustainability risks related to supply chain, climate disruption and public policy;
- (xi) 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;
- (xii) To monitor and review emerging sustainability trends and issues;
- (xiii) 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;
- (xiv) Any other matter as prescribed by the Companies Act, 2013 & Rules made thereunder, and SEBI Listing Regulations or such other Regulation prescribed by the SEBI from time to time;
- (xv) 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.



## Report on Corporate Governance (Contd.)

## 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),

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 | 6               | 5        |
| Mr. Umesh Khanna           | Non-Executive & Non Independent Director | Member   | 6               | 6        |
| Mr. Sitaram Kunte          | Independent Director                     | Member   | 6               | 6        |

## (iii) Terms of Reference

- A. The broad terms of reference of COD are as under:
- 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).
  - 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.
  - To authorise representative of the Company for representation before Statutory Authorities in India and Overseas.

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, Six (6) meetings were held during the year on the following dates:

22<sup>nd</sup> April, 2025, 17<sup>th</sup> June, 2025, 16<sup>th</sup> July, 2025, 14<sup>th</sup> October, 2025, 11<sup>th</sup> December, 2025 and 17<sup>th</sup> March, 2026.

Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the COD.

- 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.
- 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.
- 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.

## Report on Corporate Governance (Contd.)

- To incorporate Company and set-up Branch office, representative office and licensing office in India and Overseas.
  - 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.
  - 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.
- B. In addition to the above, Committee of Directors ("COD"), to exercise the following powers and authorities as may be necessary or desirable in connection with the issuance of secured/unsecured, redeemable, unlisted /listed, rated/ unrated, non-convertible debentures ("Debentures") in one or more tranches, from time to time, within the overall limits approved by the Board of Directors and Shareholders of the Company :
- To raise funds through issuance of Debentures in one or more tranches, up to such amount as may be approved by the Board from time to time.
  - To decide, approve and finalize all terms and conditions of issuance of Debentures, including but not limited to the issue size, pricing, coupon, tenor, utilization of proceeds, and issue schedule.
  - To negotiate, finalise, approve and execute the general information document, key information document, private placement offer-cum-application letter, debenture trust deed, and all other transaction documents required under the Companies Act, 2013, SEBI regulations, and other applicable laws.
  - To allot the Debentures and approve all matters incidental thereto, including filings

with the Registrar of Companies, stock exchanges, and regulatory authorities.

- To appoint/ratify intermediaries such as arrangers, debenture trustees, solicitors, bankers, registrars and transfer agents, credit rating agencies, depositories, and stock exchanges, as may be required.
- To engage and negotiate with rating agencies and obtain necessary credit ratings.
- To take all necessary actions for listing of Debentures on stock exchange(s), including utilization of the electronic bidding platform (EBP).
- To create security/charge on assets of the Company or avail guarantees, as may be required in connection with the Debentures.
- To delegate all or any of the above powers to officials of the Company for carrying out incidental acts and filings.
- To engage, wherever required, one or more rating agencies and approve the terms and conditions in relation to their appointment for the rating of the Debentures.
- To engage, appoint, vary terms of appointment or ratify necessary agreements in relation to services of intermediaries including transaction adviser, arrangers, debenture trustees, solicitors, underwriters, bankers, depository participants, stock exchanges, registrar and transfer agents or any other intermediary, on such terms and conditions as they deem fit, and to negotiate, finalise and accept deeds, documents, letters and writings in connection therewith.
- To seek, if required, any approval, consent or waiver from governmental and regulatory authorities or any other approvals required in connection with the issue, offer and allotment of the Debentures.
- To negotiate, execute and/or modify the term sheet in relation to the Debentures.
- To decide and finalise the stock exchange(s) (including the electronic bidding provider platform ("EBP")) for the issue and listing of the Debentures.



Report on Corporate Governance (Contd.)

15. Approve payment of any stamp duty, statutory fees, listing fees, EBP fees, contributions to settlement guarantee funds, recovery expense funds, debenture redemption reserve or any other payments in connection with the issue of Debentures.

16. To maintain a complete record of private placement offers in Form PAS-5, file return of allotment of securities in Form PAS-3, and file necessary forms with the Registrar of Companies.

17. To negotiate, finalise and accept the debenture trust deed, documents for appointment of debenture trustee and other documents as may be required, including any amendments or modifications.

18. To execute and dispatch all documents and notices and approve all costs and expenditures necessary for consummation of the issue of the Debentures.

19. To Appoint the National Securities Depository Limited and/or Central Depository Services Limited as depositories for the Debentures and execute/ratify necessary agreements thereto if any.

20. To do all acts and obtain such approvals as may be required for listing the Debentures on stock exchange(s) and execute listing or related agreements, including any amendments or modifications.

21. To do all acts and obtain such approvals as may be required for registering the Company on the EBP and utilize the EBP for issuance of the Debentures.
22. To file all necessary forms with the Registrar of Companies and take steps required in connection with issuance of the Debentures.

23. To approach any bank to create a designated account for receipt of subscription monies in relation to the Debentures and execute/ratify necessary agreements and documents with such bank.

24. To finalise, settle, modify/amend and execute such documents, deeds, instruments, writings or agreements as may be required, and do all such acts, deeds and things as deemed necessary or desirable, and resolve any question, difficulty or doubt that may arise in relation to issuance, allotment or listing of the Debentures.

25. To make necessary filings with the stock exchanges, statutory authorities and take such actions as may be required in relation to issuance of Debentures.

26. To sign and execute necessary documents, including declarations required under the Companies Act, 2013, the PPOAL and/or any other documents in relation thereto.

27. To register on SEBI SCORES portal, execute any related documents and do all acts necessary or incidental in this regard.

28. To do all such acts, deeds, matters and things as the COD may, in its absolute discretion, deem necessary, desirable or expedient for the issuance, offer, allotment and listing of Debentures, and resolve any question or difficulty that may arise in this regard.

IV. GENERAL BODY MEETINGS

a. Annual General Meeting

Details of location, date, time of the previous three AGMs of the Company, is tabled herein below:

| For Financial Year ended     | Location                                                                                                                           | Date of AGM                   | Time      |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------|
| 31 <sup>st</sup> March, 2025 | Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")<br>-Registered office of the Company being the deemed venue. | 25 <sup>th</sup> July, 2025   | 3.00 p.m. |
| 31 <sup>st</sup> March, 2024 | Registered office of the Company                                                                                                   | 13 <sup>th</sup> August, 2024 | 4.00 p.m. |
| 31 <sup>st</sup> March, 2023 | Registered office of the Company                                                                                                   | 4 <sup>th</sup> August, 2023  | 4.30 p.m. |

Report on Corporate Governance (Contd.)

Details of the special resolutions passed at the AGM in the previous 3 years are tabled herein below:

|                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 49 <sup>th</sup> AGM<br>25 <sup>th</sup> July, 2025   | a) 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 1 <sup>st</sup> July, 2025 to 30 <sup>th</sup> June, 2027<br><br>b) 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)<br><br>c) 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)<br><br>d) To issue Non-Convertible Debentures/Bonds/ other Instruments on private placement basis up to ₹ 750 Crores (Rupees Seven Hundred Fifty Crores only)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 48 <sup>th</sup> AGM<br>13 <sup>th</sup> August, 2024 | a) To appoint Mr. Sitaram Janardan Kunte (DIN: 02670899) as an Independent Director of the Company<br><br>b) To appoint Mr. Anurag Kumar Sachan (DIN: 08197908) as an Independent Director of the Company<br><br>c) To appoint Ms. Rukhshana Jina Mistry (DIN: 08398795) as an Independent Director of the Company<br><br>d) To appoint Mr. Atul Sobti (DIN: 06715578) as an Independent Director of the Company<br><br>e) To appoint Mr. Cherag Sarosh Balsara (DIN: 07030974) as an Independent Director of the Company<br><br>f) To Issue Non-Convertible Debentures/Bonds/other Instruments on private placement basis up to ₹ 200 Crores                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 47 <sup>th</sup> AGM<br>4 <sup>th</sup> 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 1 <sup>st</sup> July 2023 to 30 <sup>th</sup> June 2026<br><br>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 1 <sup>st</sup> July 2023 to 30 <sup>th</sup> June 2026<br><br>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 1 <sup>st</sup> July, 2023 to 30 <sup>th</sup> June, 2025<br><br>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<br><br>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<br><br>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<br><br>g) 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. Details of resolutions passed through postal ballot:

During the year under review, the Company has sought approval of the shareholders by way of postal ballot process Three (3) times and the details are hereunder:

1. Resolution passed on : 10<sup>th</sup> November, 2025

|                                                                          |                                                                                                                                                           |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date of Postal Ballot Notice:</b><br>25 <sup>th</sup> September, 2025 | <b>Voting Period:</b><br>Sunday, 12 <sup>th</sup> October, 2025, at 09.00 a.m. (IST)<br>to<br>Monday, 10 <sup>th</sup> November 2025, at 05.00 p.m. (IST) |
| <b>Date of declaration of Result:</b><br>11 <sup>th</sup> November 2025  | <b>Date of approval:</b><br>10 <sup>th</sup> November 2025                                                                                                |



Report on Corporate Governance (Contd.)

| Particulars of Resolutions                                                                                                                                                                                                                                                                                                                                  | Type of Resolution | Voting Pattern                     |                                       |         |                                      |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------------------|---------------------------------------|---------|--------------------------------------|--------|
|                                                                                                                                                                                                                                                                                                                                                             |                    | Total number of valid Votes polled | No. of Shares in favour of resolution | (%)     | No. of Shares against the resolution | (%)    |
| Appointment of Mr. Pallon Shapoorji Mistry (DIN - 05229734) as a Director (Non-Executive and Non-Independent) of the Company                                                                                                                                                                                                                                | Ordinary           | 300866334                          | 298489101                             | 99.2099 | 2377233                              | 0.7901 |
| Appointment of Mr. Firoz Cyrus Mistry (DIN - 09543123) as a Director (Non-Executive and Non-Independent) of the Company                                                                                                                                                                                                                                     | Ordinary           | 300866011                          | 288951836                             | 96.0400 | 11914175                             | 3.9600 |
| Appointment of Mr. Santosh Balachandran Nayar (DIN: 02175871) as an Independent Director of the Company                                                                                                                                                                                                                                                     | Special            | 300860051                          | 299386540                             | 99.5102 | 1473511                              | 0.4898 |
| Approval of "Afcons Infrastructure Limited – Employee Stock Option Plan 2025"                                                                                                                                                                                                                                                                               | Special            | 300865982                          | 293900495                             | 97.6849 | 6965487                              | 2.3151 |
| Approval of grant of employee stock Options to the eligible employees of the Subsidiary Company(ies), of the Company, under "Afcons Infrastructure Limited - Employees Stock Option Plan – 2025"                                                                                                                                                            | Special            | 300865982                          | 294324619                             | 97.8258 | 6541363                              | 2.1742 |
| Approval of grant of employee stock Options to the eligible employees of Associate Company(ies), of the Company, under "Afcons Infrastructure Limited - Employees Stock Option Plan – 2025"                                                                                                                                                                 | Special            | 300865982                          | 277813200                             | 92.3379 | 23052782                             | 7.6621 |
| Approval of variation in the terms of remuneration (in connection with the grant of Employees Stock Options) of Mr. Subramanian Krishnamurthy (DIN:00047592), Whole-Time Director, designated as Executive Chairman (w.e.f. 28 <sup>th</sup> August, 2025) of the Company for the remaining tenure of his appointment i.e. upto 30 <sup>th</sup> June, 2026 | Special            | 299396874                          | 281096595                             | 93.8876 | 18300279                             | 6.1124 |
| Approval of variation in the terms of remuneration (in connection with the grant of Employees Stock Options) of Mr. Srinivasan Paramasivan (DIN:00058445), Managing Director of the Company for the remaining tenure of his appointment i.e. upto 30 <sup>th</sup> June, 2026                                                                               | Special            | 299396842                          | 292868713                             | 97.8196 | 6528129                              | 2.1804 |

Report on Corporate Governance (Contd.)

2. Resolution passed on : 10<sup>th</sup> February, 2026

|                                                                |                                                                                                                                        |
|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Date of Postal Ballot Notice: 08 <sup>th</sup> January, 2026   | Voting Period: Monday, 12 <sup>th</sup> January 2026 at 09.00 a.m. (IST) to Tuesday, 10 <sup>th</sup> February 2026at 05.00 p.m. (IST) |
| Date of declaration of Result: 10 <sup>th</sup> February, 2026 | Date of approval: 10 <sup>th</sup> February, 2026                                                                                      |

| Particulars of Resolution                                                                                                                                                                                                             | Type of Resolution | Voting Pattern                     |                                       |         |                                      |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------------------|---------------------------------------|---------|--------------------------------------|--------|
|                                                                                                                                                                                                                                       |                    | Total number of valid Votes polled | No. of Shares in favour of resolution | (%)     | No. of Shares against the resolution | (%)    |
| Material Related Party Transaction(s) between Afcons Construction Mideast LLC, wholly owned subsidiary of the Company and Shapoorji Pallonji Mideast LLC, subsidiary company of the Promoter Company of Afcons Infrastructure Limited | Ordinary           | 123660267                          | 119134723                             | 96.3403 | 4525544                              | 3.6597 |

3. Resolution passed on : 03<sup>rd</sup> April, 2026

|                                                               |                                                                                                                                   |
|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| Date of Postal Ballot Notice: 27 <sup>th</sup> February, 2026 | Voting Period: Thursday, 5 <sup>th</sup> March 2026 at 09.00 a.m. (IST) to Friday, 3 <sup>rd</sup> April 2026 at 05.00 p.m. (IST) |
| Date of declaration of Result: 03 <sup>rd</sup> April, 2026   | Date of approval: 03 <sup>rd</sup> April, 2026                                                                                    |

| Particulars of Resolution                                                                                                               | Type of Resolution | Voting Pattern                     |                                       |         |                                      |        |
|-----------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------------------|---------------------------------------|---------|--------------------------------------|--------|
|                                                                                                                                         |                    | Total number of valid Votes polled | No. of Shares in favour of resolution | (%)     | No. of Shares against the resolution | (%)    |
| Material Related Party Transaction(s) of the Afcons Infrastructure Limited with Shapoorji Pallonji Mideast LLC, Promoter Group Company. | Ordinary           | 123296837                          | 123281945                             | 99.9879 | 14892                                | 0.0121 |

Mr. Mitesh Dhabliwala, (Membership No. FCS 8331, CP no. 9511) and failing him Mr. Mohammad Pillikandlu (Membership No. FCS 10619, CP no. 14603) of Parikh Parekh & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer for conducting all the postal ballot exercises in a fair and transparent manner.

Procedure for Postal Ballot

The postal ballot was conducted in accordance with the provisions contained in Section 108 and 110 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules,

2014, ("Rules"), Regulation 44 of the SEBI Listing Regulations.

The MCA permitted companies to transact items through postal ballot as per the framework set out in General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 05<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 3/2022 dated 05<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023, 09/2024 dated 19<sup>th</sup> September, 2024 and the latest General



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Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 and other applicable circulars and notifications issued in this regards. In accordance with the aforementioned circulars, e-voting facility was provided to all the shareholders to cast their votes through the remote e-voting process only. The postal ballot notice was sent to shareholders as per the permitted mode. The Company also published notice in the newspapers in accordance with the requirements under the Act.

Shareholders holding equity shares as on the cut-off date voted through e-voting during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submitted his report to the Chairman or person authorized by him and the results of voting by postal ballot were announced within 2 working days of conclusion of the voting period. The results were displayed at the Registered Office of the Company, on the website of the Company at ([www.afcons.com](http://www.afcons.com)) & National Securities (Depository) Limited ("NSDL") and communicated to the Stock Exchanges, where the shares of the Company are listed. The resolution, that was passed by the requisite majority, was deemed to have been passed on the last date of e-voting.

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

**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 (Business Standard - All editions, Free Press Journal and Navshakti – Mumbai editions) within forty-eight hours of conclusion of

Board Meeting and are simultaneously uploaded on the Company's website at [www.afcons.com](http://www.afcons.com). 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 at [www.afcons.com](http://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://afcons.com/shareholders-information/#stock-exchange-filings>. 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 BSE listing center of BSE and NEAPS portal of NSE.

## Report on Corporate Governance (Contd.)

**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 shall be convened on **Thursday, 30<sup>th</sup> July, 2026 at 3.00 p.m. (IST)** through Video Conferencing ("VC/OAVM") pursuant to the MCA Circular dated 22<sup>th</sup> September, 2025. Members can attend the AGM virtually at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**b. Financial calendar**

|                          |                                                   |
|--------------------------|---------------------------------------------------|
| <b>Financial Year</b>    | : 1 <sup>st</sup> April to 31 <sup>st</sup> March |
| <b>Financial Results</b> | : by 14 <sup>th</sup> August, 2026                |
| First Quarter Results    | : by 14 <sup>th</sup> November, 2026              |
| Half Year Results        | : by 14 <sup>th</sup> February, 2027              |
| Third Quarter Results    | : by 30 <sup>th</sup> May, 2027                   |
| Annual Results           |                                                   |

**c. Dividend payment date : on or before 28<sup>th</sup> August, 2026.****d. Record Date**

The Record date to determine the members entitled to the final dividend for FY 2025-26 is 23<sup>rd</sup> July, 2026.

**e. Listing on Stock Exchanges**

The equity shares of the Company are listed on BSE and NSE. Further, NCDs are listed on the Wholesale Debt Market segment of NSE.

**f. The Equity ISIN of the Company is **INE101101011** and Debt ISIN of the Company is **INE101108081**.****g. The Stock Code of the Company on the Stock Exchange is as under:**

| <b>Name of the Stock Exchange</b>                                                                                                             | <b>Stock Code</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai 400001.                                                                     | 544280            |
| National Stock exchange of India Limited<br>Exchange Plaza, Plot No. C/1, G<br>Block, Bandra-Kurla Complex,<br>Bandra (East), Mumbai 400 051. | AFCONS            |

**h. The Company has paid Annual Listing fees to the Stock Exchanges for the FY 2025-26. 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 2025-26, the Company has paid the custodial fees of National Securities Depository Limited (NSDL) 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](mailto: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.



## Report on Corporate Governance (Contd.)

SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, has mandated the listed entities to issue securities for the following service requests only in dematerialised form:

- 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

#### I. Updation of PAN, KYC and Nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD- PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> 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 1<sup>st</sup> 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 31<sup>st</sup> 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 8<sup>th</sup> June, 2018 and Press Release No: 49/2018 dated 3<sup>rd</sup> December, 2018, shareholders may please note that, with effect from 1<sup>st</sup> 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 31<sup>st</sup> 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 07<sup>th</sup> September, 2020, has fixed 31<sup>st</sup> 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. NSDL and CDSL, for which purpose the Company has entered into Agreements with the respective Institutions.

As on 31<sup>st</sup> March, 2026 nearly 99.98% of the equity shares of the Company are held dematerialised form.

#### n. Shareholding Pattern as on 31<sup>st</sup> March, 2026

| Sr No.         | Category                      | Shares              | % Percentage  |
|----------------|-------------------------------|---------------------|---------------|
| 1              | Alternate Investment Fund     | 74,94,067           | 2.04          |
| 2              | Promoter & Promoter Group     | 18,45,06,596        | 50.17         |
| 3              | Directors and Their Relatives | 2,71,564            | 0.07          |
| 4              | Foreign Companies             | 3,09,07,125         | 8.40          |
| 5              | Foreign Portfolio Investors   | 4,10,40,404         | 11.16         |
| 6              | Mutual Funds                  | 6,84,02,010         | 18.60         |
| 7              | Others                        | 3,51,62,865         | 9.56          |
| <b>TOTAL :</b> |                               | <b>36,77,84,631</b> | <b>100.00</b> |

## Report on Corporate Governance (Contd.)

#### o. Distribution Of Shareholding as on 31<sup>st</sup> March, 2026

| Sr. No         | Shareholding of Shares | Number of Shareholders | % of Total Shareholders | Shares           | % of Total Share Capital |
|----------------|------------------------|------------------------|-------------------------|------------------|--------------------------|
| 1              | 1 to 500               | 234337                 | 97.83                   | 15747651         | 4.28                     |
| 2              | 501 to 1000            | 3013                   | 1.26                    | 2263449          | 0.62                     |
| 3              | 1001 to 2000           | 1067                   | 0.45                    | 1536823          | 0.42                     |
| 4              | 2001 to 3000           | 330                    | 0.14                    | 824762           | 0.22                     |
| 5              | 3001 to 4000           | 139                    | 0.06                    | 500418           | 0.14                     |
| 6              | 4001 to 5000           | 104                    | 0.04                    | 492944           | 0.13                     |
| 7              | 5001 to 10000          | 238                    | 0.10                    | 1661255          | 0.45                     |
| 8              | 10001 and above        | 294                    | 0.12                    | 344757329        | 93.74                    |
| <b>TOTAL :</b> |                        | <b>239522</b>          | <b>100</b>              | <b>367784631</b> | <b>100</b>               |

- There are neither any outstanding Global Depository Receipts / American Depository Receipts nor any warrants, any convertible instruments issued by the Company.
- 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.
- Commodity price risk or foreign exchange risk and hedging activities**  
During the year 2025-26, 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.
- 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  
Email id: [secretarial@afcons.com](mailto:secretarial@afcons.com)  
website: [www.afcons.com](http://www.afcons.com)  
CIN: L45200MH1976PLC019335

#### t. Credit ratings

The Company's borrowing programs have received credit ratings from CRISIL Ratings Limited ("Crisil") and India Ratings and Research Pvt Ltd. ("India Ratings") as detailed below :

| Rating Agency | Instrument Type / Facility | Rating Assigned / Reaffirmed |
|---------------|----------------------------|------------------------------|
| Crisil        | Total Bank loan facilities | CRISIL AA-/ Stable           |
| Crisil        | NCD                        | CRISIL AA-/ Stable           |
| Crisil        | CPs                        | CRISIL A1+                   |
| India Ratings | CPs                        | IND A1+                      |

### VII. OTHER DISCLOSURES

#### A. Compliances with Governance Framework

- The Company is in compliance with all the mandatory requirements of SEBI Listing Regulations.
- 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 2025-26 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 consolidated financial statements. A statement in summary form



## Report on Corporate Governance (Contd.)

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 <https://afcons.com/corporate-governance/#policies>

- (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://afcons.com/corporate-governance/#policies>
- (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 31<sup>st</sup> March, 2026. 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

## Report on Corporate Governance (Contd.)

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 2025-26, no employee of the Company was denied access to the Audit Committee. Anyone can report any suspected or confirmed incident of fraud/misconduct to vigilance officer at [vigilanceofficer@afcons.com](mailto:vigilanceofficer@afcons.com).

- (xiii) **Compliance Report on discretionary requirements under Regulation 27(1) of the SEBI Listing Regulations**

- a. **The Board:** The Executive Chairman is not related to Promoter/Promoter Group of the Company.
- b. **Shareholders' rights:** We did not send half-yearly results to the household of each shareholder(s) in FY 2025-26. Our quarterly and half-yearly results are displaying on our website of the Company at [www.afcons.com](http://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 minutes of Board Meetings of unlisted subsidiary companies are being placed before the Board of Directors of the Company from time to time. All significant transactions and arrangements entered into by the unlisted subsidiaries of the Company are also placed for consideration of the Audit Committee. The Audit Committee also reviews the financial statements and in particular, the investments, if any, made by unlisted subsidiaries of the Company.

Further, the Company management makes regular presentations to the Board on business performance of major subsidiaries of the Company. The other requirements of Regulation 24 of the SEBI Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies have been complied with. The policy for determining the material subsidiary is hosted on Company's website at <https://afcons.com/corporate-governance/#policies>.

- (xv) **Details of utilisation of funds raised through preferential allotment or qualified institutions placement or otherwise**

During FY 2025-26, the Company has raised fund through issuance of Commercial Papers and Non-convertible Debentures (NCD) on private placement, are listed on the National Stock Exchange of India Limited. 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.

**Debenture Trustee**

SBICAP Trustee Company Limited  
04<sup>th</sup> Floor, Mistry Bhavan, 122 Dinshaw Vachha Road, Churchgate, Mumbai -400020.  
Tel No. 022 4302 5566

Website: [sbicaptrustee.com](http://sbicaptrustee.com)

Further, the Company did not raise any funds through preferential allotment or qualified institutions placement during FY 2025-26.

- (xvi) **There were no instances where the recommendations made by any of the Statutory Committees were not accepted by the Board.**

- (xvii) **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 ₹ 3.09 Crores for all services on a consolidated basis for the financial year 2025-26. [see Note no.29.1 of Consolidated Financial Statement].



## Report on Corporate Governance (Contd.)

**(xx) 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 of material subsidiaries | 27 <sup>th</sup> March, 2014<br>33 UBI AVENUE 3, #08-68, VERTEX, SINGAPORE 408868 |
| 3.    | Name and Date of Appointment of the Statutory Auditors   | M/s. Moore Stephens LLP<br>Date of Appointment: 25 <sup>th</sup> June, 2014       |

**(xxi) 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://afcons.com/corporate-governance/#policies>. The compliance of the said Act during the Financial Year 2025-26 is detailed in the Board's Report.

**(xxv) Top 10 Shareholders as on 31<sup>st</sup> March, 2026, other than Promoter/ Promoter Group**

| Sr. No. | Name of the Shareholder                                       | No. of Shares held | % of Holding |
|---------|---------------------------------------------------------------|--------------------|--------------|
| 1       | Gamnath Pte. Ltd.                                             | 16328293           | 4.44         |
| 2       | SBI Small Cap Fund                                            | 15945314           | 4.34         |
| 3       | Synergy Solutions Investments Holding Limited                 | 8639308            | 2.35         |
| 4       | ICICI Prudential Infrastructure Fund                          | 6845097            | 1.86         |
| 5       | Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund | 6695997            | 1.82         |
| 6       | Quant Mutual Fund - Quant Small Cap Fund                      | 6641314            | 1.81         |
| 7       | Volrado Venture Partners Fund II                              | 6047516            | 1.64         |
| 8       | ICICI Prudential Multi-Asset Fund                             | 5523943            | 1.50         |
| 9       | Goldman Sachs Funds - Goldman Sachs India Equity Portfolio    | 5371512            | 1.46         |
| 10      | Quant Mutual Fund A/C Quant Infrastructure Fund               | 4319654            | 1.17         |

**(xxvi) 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

**(xxii) 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**

**(xxiii)** 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 31<sup>st</sup> March, 2026 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.

**(xxiv) Reconciliation of Share Capital Audit Report**

As stipulated by SEBI, a Qualified Practicing Company Secretary M/s. Parikh Parekh & Associates 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 BSE 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.

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

## Report on Corporate Governance (Contd.)

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. In the interest of the Members, the Company sends periodical reminders to claim their dividends in

order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shares liable to be transferred to the IEPF Authority, are uploaded on the website of the Company.

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                                           | 27 <sup>th</sup> August, 2020 | 3080                         | 7 <sup>th</sup> October, 2020 |
| FY 2013-14     | 34,360                                           | 20 <sup>th</sup> April, 2021  | 4700                         | 14 <sup>th</sup> May, 2021    |
| FY 2014-15     | 25,560                                           | 13 <sup>th</sup> May, 2022    | -                            | -                             |
| FY 2015-16     | 30,300                                           | 11 <sup>th</sup> July, 2023   | -                            | -                             |
| FY 2016-17     | 27,732                                           | 30 <sup>th</sup> April, 2024  | -                            | -                             |
| FY 2017-18     | 37,870                                           | 14 <sup>th</sup> May, 2025    | 480                          | 29 <sup>th</sup> May, 2025    |
| FY 2018-19     | 40,649                                           | 05 <sup>th</sup> May, 2026    | 1784                         | 14 <sup>th</sup> May, 2026    |

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](http://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 2019-20     | Interim Dividend   | 24 <sup>th</sup> March, 2020   | 30 <sup>th</sup> April, 2027           |
| FY 2020-21     | Interim Dividend   | 18 <sup>th</sup> March, 2021   | 23 <sup>rd</sup> April, 2028           |
| FY 2021-22     | Interim Dividend   | 20 <sup>th</sup> January, 2022 | 25 <sup>th</sup> February, 2029        |
| FY 2022-23     | Final Dividend     | 4 <sup>th</sup> August, 2023   | 09 <sup>th</sup> September, 2030       |
| FY 2023-24     | Final Dividend     | 13 <sup>th</sup> August, 2024  | 19 <sup>th</sup> September, 2031       |
| FY 2024-25     | Final Dividend     | 25 <sup>th</sup> July 2025     | 30 <sup>th</sup> August, 2032          |

**(xxvii) 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 certificate is annexed as **Annexure B** to this report. 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.

**(xxviii) 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 as **Annexure C**.



Report on Corporate Governance (Contd.)

(xxix) Certificate on Corporate Governance

A compliance certificate from M/s. Parikh 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 as **Annexure D**.

(xxx) 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    |

(xxxi) Secretarial Audit

M/s. Parikh Parekh & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the FY 2025-26. 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.

(xxxii) 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.

(xxxiii) 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 31<sup>st</sup> March, 2026.

For Afcons Infrastructure Limited

**Srinivasan Paramasivan**  
Managing Director  
DIN: 00058445

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

Annexure B

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 31<sup>st</sup> March, 2026 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

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

**Srinivasan Paramasivan**  
Managing Director  
(DIN No: 00058445)

**Ramesh Kumar Jha**  
Chief Financial Officer



Annexure C

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, Shahindustrial 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](http://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 31<sup>st</sup> March, 2026 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. Subramanian Krishnamurthy  | 00047592 | 15/11/2002                      |
| 2.     | Mr. Paramasivan Srinivasan     | 00058445 | 10/06/2002                      |
| 3.     | Mr. Umesh Narain Khanna        | 03634361 | 22/08/2012                      |
| 4.     | Mr. Giridhar Rajagopalan       | 02391515 | 01/07/2019                      |
| 5.     | Mr. Atul Sobti                 | 06715578 | 24/03/2024                      |
| 6.     | Mr. Cherag Sarosh Balsara      | 07030974 | 24/03/2024                      |
| 7.     | Mr. Sitaram Kunte              | 02670899 | 12/03/2024                      |
| 8.     | Ms. Rukhshana Jina Mistry      | 08398795 | 12/03/2024                      |
| 9.     | Mr. Anurag Kumar Sachan        | 08197908 | 12/03/2024                      |
| 10.    | Mr. Pallon Mistry              | 05229734 | 29/08/2025                      |
| 11.    | Mr. Santosh Balachandran Nayar | 02175871 | 25/09/2025                      |
| 12.    | Mr. Firoz Cyrus Mistry         | 09543123 | 25/09/2025                      |

\*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

Sd/  
**Mohammad Pillikandlu**  
Partner  
FCS No: 10619 CP No: 14603  
UDIN: F010619H000393287  
PR No.: 6389/2025

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026



Annexure D

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 31<sup>st</sup> March, 2026, 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 31<sup>st</sup> March, 2026.

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

Sd/  
**Mohammad Pillikandlu**  
Partner  
FCS No: 10619 CP No: 14603  
UDIN: F010619H000393287  
PR No.: 6389/2025

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

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 2025-2026                                                                                                                             |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | Corporate Identity Number (CIN) of the Listed Entity                                                                                                                                                                                                              | L45200MH1976PLC019335                                                                                                                    |
| 2       | Name of the Listed Entity                                                                                                                                                                                                                                         | Afcons Infrastructure Limited                                                                                                            |
| 3       | Year of incorporation                                                                                                                                                                                                                                             | 22 <sup>nd</sup> 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                                                                                                                                                                                                                                                            | <a href="mailto:secretarial@afcons.com">secretarial@afcons.com</a>                                                                       |
| 7       | Telephone                                                                                                                                                                                                                                                         | +(91) 22-6719 1000                                                                                                                       |
| 8       | Website                                                                                                                                                                                                                                                           | <a href="http://www.afcons.com/">http://www.afcons.com/</a>                                                                              |
| 9       | Financial year for which reporting is being done                                                                                                                                                                                                                  | 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026                                                                                |
| 10      | Name of the Stock Exchange(s) where shares are listed                                                                                                                                                                                                             | BSE Limited<br>National Stock Exchange of India Limited                                                                                  |
| 11      | Paid-up Capital                                                                                                                                                                                                                                                   | ₹3,67,78,46,310/- divided into 36,77,84,631 fully paid-up equity shares each of ₹10/-                                                    |
| 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<br>Company Secretary and Compliance Officer<br><a href="mailto:brsr@afcons.com">brsr@afcons.com</a><br>+(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 provider                                                                                                                                                                                                                                        | Deloitte Haskins and Sells LLP                                                                                                           |
| 15      | Type of assurance obtained                                                                                                                                                                                                                                        | Limited Assurance on BRSR core indicators                                                                                                |

Note: \*Data excludes joint operations, unless derived from Standalone Financial Statements.

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 | An Engineering, Procurement and Construction (EPC) company engaged in the execution of infrastructure projects across multiple sectors, including Roads and Highways, Bridges, Metros (elevated and underground), Mass Rapid Transit Systems (MRTS), Railways, Marine & Industrial infrastructure, Underground Tunnelling, Irrigation & Water Supply, and Oil & Gas. | 100%                        |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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, bridges, metro works)                                                   | 4210     | 100%                            |
| 2.      | Construction of Utility projects                                                                                                      | 4220     |                                 |
| 3.      | Construction of other civil engineering projects (including waterways, harbours, dams and river works, marinas dredging of waterways) | 4290     |                                 |

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      | 77               | 5                 | 82    |
| International | 13               | 0                 | 13    |

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)         | 15     |
| International (No. of Countries) | 12     |

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?

27.97%

c. A brief on types of customers

We are an Engineering, Procurement, and Construction (EPC) company focused on delivering high-quality infrastructure projects across key sectors such as Roads and Highways, Bridges, Metros (elevated and underground), Mass Rapid Transit systems, Railways, Marine and Industrial Infrastructure, Underground Tunnelling, Irrigation, Water Supply, and Oil and Gas.

As we move into the current year, we continue to strengthen our presence by partnering with a wide range of clients, including Central and State Government bodies, Municipal authorities, Public Sector Undertakings, and Government-Owned enterprises, both in India and internationally. We are also expanding our engagement with private sector clients across domestic and global markets, driven by our commitment to innovation, efficiency, and sustainable growth.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

| Sr. No.          | Particulars                    | Total<br>(A)  | Male<br>No. (B)<br>% (B / A) | Female<br>No. (C)<br>% (C / A) |
|------------------|--------------------------------|---------------|------------------------------|--------------------------------|
| <b>EMPLOYEES</b> |                                |               |                              |                                |
| 1                | Permanent (D)                  | 3,570         | 3,458                        | 96.86%                         |
| 2                | Other than Permanent (E)       | 160           | 157                          | 98.13%                         |
| 3                | <b>Total employees (D + E)</b> | <b>3,730</b>  | <b>3,615</b>                 | <b>96.92%</b>                  |
| <b>WORKERS</b>   |                                |               |                              |                                |
| 4                | Permanent (F)                  | 56            | 56                           | 100%                           |
| 5                | Other than Permanent (G)       | 31,546        | 31,546                       | 100%                           |
| 6                | <b>Total workers (F + G)</b>   | <b>31,602</b> | <b>31,602</b>                | <b>100%</b>                    |

Note:  
The data for "Other than Permanent" workers include workers employed directly by Afcons, through subcontractors and manpower suppliers.

b. Differently abled Employees and workers:

| Sr. No.                            | Particulars                                      | Total<br>(A) | Male<br>No. (B)<br>% (B / A) | Female<br>No. (C)<br>% (C / A) |
|------------------------------------|--------------------------------------------------|--------------|------------------------------|--------------------------------|
| <b>DIFFERENTLY ABLED EMPLOYEES</b> |                                                  |              |                              |                                |
| 1                                  | Permanent (D)                                    | 0            | 0                            | 0%                             |
| 2                                  | Other than Permanent (E)                         | 0            | 0                            | 0%                             |
| 3                                  | <b>Total differently abled employees (D + E)</b> | <b>0</b>     | <b>0</b>                     | <b>0%</b>                      |
| <b>DIFFERENTLY ABLED WORKERS</b>   |                                                  |              |                              |                                |
| 4                                  | Permanent (F)                                    | 0            | 0                            | 0%                             |
| 5                                  | Other than Permanent (G)                         | 0            | 0                            | 0%                             |
| 6                                  | <b>Total differently abled workers (F + G)</b>   | <b>0</b>     | <b>0</b>                     | <b>0%</b>                      |

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<br>(A) | No. and percentage of Females<br>No. (B)<br>% (B / A) |
|--------------------------|--------------|-------------------------------------------------------|
| Board of Directors       | 12           | 1<br>8.33%                                            |
| Key Management Personnel | 5            | 0<br>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 2025-26*<br>(Turnover rate in current FY) |        |        | FY 2024-25<br>(Turnover rate in previous FY) |        |        | FY 2023-24<br>(Turnover rate in the year prior to the previous FY) |        |        |
|---------------------|----------------------------------------------|--------|--------|----------------------------------------------|--------|--------|--------------------------------------------------------------------|--------|--------|
|                     | Male                                         | Female | Total  | Male                                         | Female | Total  | Male                                                               | Female | Total  |
| Permanent Employees | 17.63%                                       | 8.18%  | 17.36% | 17.00%                                       | 18.56% | 17.04% | 17.84%                                                             | 14.61% | 17.77% |
| Permanent Workers   | 52.79%                                       | 0%     | 52.79% | 21.79%                                       | 0%     | 21.79% | 18.85%                                                             | 0%     | 18.85% |

Note:  
\* For FY 25-26, the turnover ratio details for permanent workers available only for those who are directly employed by Afcons, hence results are not directly comparable.



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 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 Limited                                     | Subsidiary                                                     | 100%                              | No                                                                                                                           |
| 6.      | Afcons Overseas Singapore Pte Limited                                       | 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                                                                                                                           |
| 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.     | Afcons Sener LNG Construction Projects Private Limited*                     | Joint Venture                                                  | 49%                               | No                                                                                                                           |
| 16.     | Afcons Gunanusa Joint Venture                                               | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 17.     | Transtonnellostroy Afcons Joint Venture                                     | Joint Venture                                                  | 99%                               | No                                                                                                                           |
| 18.     | Dahej Standby Jetty Project Undertaking                                     | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 19.     | Afcons Sibmost Joint Venture                                                | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 20.     | Afcons Pauling Joint Venture#                                               | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 21.     | Afcons SMC Joint Venture                                                    | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 22.     | Afcon Vijeta PES Joint Venture                                              | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 23.     | Afcons Vijeta Joint Venture                                                 | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 24.     | Afcons JAL Joint Venture                                                    | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 25.     | Afcons Hindustan Joint Venture                                              | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 26.     | Afcons Vijeta Joint Venture**                                               | Joint Venture                                                  | 100%                              | No                                                                                                                           |
| 27.     | Afcons Infrastructure Ltd and Vijeta Projects and Infrastructures Ltd JV    | Joint Venture                                                  | 100%                              | No                                                                                                                           |

Note:

i. \* Afcons Sener LNG Construction Projects Private Limited 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.

ii. \*\* Afcons Vijeta JV is executing project in Zimbabwe.

iii. #The Board of Directors of the Company approved winding-up of Afcons Pauling Joint Venture on 27<sup>th</sup> March 2026.

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## VI. CSR Details

|                                                                                       |           |
|---------------------------------------------------------------------------------------|-----------|
| 24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) | Yes       |
| a. Turnover (in Rs. Crores)                                                           | 11,938.32 |
| b. Net worth (in Rs. Crores)                                                          | 5,032.76  |

## 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 2025-26                                 |                                                              |         | FY 2024-25                                 |                                                              |         |
|---------------------------------------------------|---------------------------------------------------|--------------------------------------------|--------------------------------------------------------------|---------|--------------------------------------------|--------------------------------------------------------------|---------|
|                                                   |                                                   | Current Financial Year                     |                                                              |         | 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                                               | 3                                          | 0                                                            | -       | 109                                        | 0                                                            | -       |
| Employees and workers                             | Yes                                               | 86                                         | 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                                       | Communities can address their grievance with the Company at the coordinates provided on the website of the Company at link <a href="#">Contact Us - Afcons</a>                                                                                                                                         |
| Investors (other than shareholders)               | The investor (other than shareholders) can address their grievance with the Company by writing to designed investors relationship email as provided on the website of the Company and can address their grievance with the Company <a href="#">Contact Us - Afcons</a>                                 |
| Shareholders                                      | The Shareholder can address their grievance with the Company or the RTA at the coordinates provided on the website of the Company at link <a href="#">Contact Us - Afcons</a>                                                                                                                          |
| Employees and workers                             | The Grievance mechanism for employees and workers of the Company is as per the Vigil Mechanism Policy which is posted on the website of the Company and can be accessed at <a href="https://www.afcons.com/en/policies-of-company">https://www.afcons.com/en/policies-of-company</a>                   |
| Customers                                         | The Grievance mechanism for Customer is set out in the Sustainability Policy and Value Chain Code of Conduct which is posted on the website of the Company and can be accessed at <a href="https://www.afcons.com/en/policies-of-company">https://www.afcons.com/en/policies-of-company</a>            |
| Value Chain Partners                              | The Grievance mechanism for Value Chain Partner is set out in the Sustainability Policy and Value Chain Code of Conduct which is posted on the website of the Company and can be accessed at <a href="https://www.afcons.com/en/policies-of-company">https://www.afcons.com/en/policies-of-company</a> |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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        | R                                          | 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. | <ul style="list-style-type: none"><li>Continuously evaluating operational practices in line with current technologies, with a focus on adopting solutions that help minimize GHG emissions.</li><li>Maximizing the use of grid electricity wherever feasible to reduce reliance on more carbon-intensive energy sources.</li><li>Collaborating with industry experts to implement customized solutions that ensure emissions from plant and equipment remain within applicable regulatory standards.</li></ul>                                    | Negative                                                                                       |
| 2.      | Water and Wastewater Management | R                                          | 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                                                                                                                                                                                                                                          | <ul style="list-style-type: none"><li>Implementing standard wastewater treatment systems across all project sites.</li><li>Promoting the use of recycled water in operations wherever feasible.</li><li>Conserving water by incorporating additives such as high-range water-reducing admixtures in concrete and using polymer-based drilling fluids.</li></ul>                                                                                                                                                                                   | Negative                                                                                       |
| 3.      | Occupational Health & Safety    | R                                          | 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, and reputational damage. Failure to comply with safety standards could result in regulatory penalties and reputational damage.                                                                                                                                               | <ul style="list-style-type: none"><li>Ensuring 100% of the workforce receives training on Occupational Health and Safety.</li><li>Conducting periodic safety audits in accordance with ISO 45001:2018 to maintain a strong and effective safety management system.</li><li>Delivering Behaviour-Based Safety training to all employees to reinforce a sustainable safety culture.</li><li>Leveraging digital tools, such as in-house safety applications, to enable employees to report unsafe practices and non-conformities promptly.</li></ul> | Negative                                                                                       |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

| 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) |
|---------|------------------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| 4.      | Workforce Well-being & Development       | O                                          | Prioritizing 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                 | R                                          | 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.                                                                                                                                                                                                                                                                      | <ul style="list-style-type: none"><li>Implementing a robust Quality Management System (QMS) aligned with ISO 9001:2015, along with an Occupational Health and Safety Management System (OHSMS) in accordance with ISO 45001:2018.</li><li>Conducting regular internal audits to ensure adherence to organizational QMS and OHSMS frameworks.</li><li>Promoting industry-leading knowledge management practices and comprehensive employee training programs to enable effective knowledge capture, retention, and dissemination across the workforce.</li></ul> | Negative                                                                                       |
| 6.      | Community Engagement                     | O                                          | Through Corporate Social Responsibility (CSR) programs, the Company contributes to socioeconomic 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 | O                                          | A strong governance framework, characterized by a balanced board structure, and robust risk management, fosters operational efficiency and resilience. By prioritizing 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                                                                                       |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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                                                                                                                                                                                                                    | The below Policies of the Company available on the website <a href="https://afcons.com/corporate-governance/#policies">https://afcons.com/corporate-governance/#policies</a> addresses the NGRBC Principles and Core Elements:<br>a. Vigil Mechanism Policy/ Whistle Blower Policy;<br>b. 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;<br>c. Code of Conduct for the Board of Directors and Senior Management;<br>d. Policy to Board Diversity;<br>e. Familiarization Programme for Independent Directors;<br>f. Policy for determining material subsidiaries;<br>g. Related Party Transaction Policy;<br>h. Risk Management Policy;<br>i. Policy for Determination of Materiality of Events/ Information;<br>j. Nomination and Remuneration Policy;<br>k. Policy on Preservation of Documents & Records;<br>l. Policy on Evaluation framework of the Board of Directors;<br>m. Dividend Distribution Policy;<br>n. Policy on Prevention of Sexual Harassment at Workplace (POSH);<br>o. Plan for Succession Planning for the BODs and the Senior Management;<br>p. Sustainability Policy;<br>q. Code of Conduct for Value Chain Partner |     |     |     |     |     |     |     |     |
| 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 ISO and other labels/standards adopted by Afcons are as follows:<br>• Principle 1: SEBI LODR, 2015<br>• Principle 2: ISO 9001:2015 and ISO 14001:2015<br>• Principle 3: ISO 45001:2018<br>• Principle 5: ISO 45001:2018<br>• Principle 6: ISO 14001:2015<br>• Principle 8: CSR disclosures as per Section 135 of the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |     |     |     |     |     |     |     |     |
| 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 (CSSR Committee), which also provides guidance to achieve the same.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |     |     |     |     |     |     |     |     |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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)

Sustainability is reshaping the global infrastructure landscape, influencing how projects are conceived, financed, and delivered. At Afcons, we are aligning our operations with evolving global ESG practices, embedding sustainability into our strategy to strengthen resilience, enhance competitiveness, and create long-term value. A key pillar of this commitment is our aspiration to be among the Top 10 companies globally in safety performance, while delivering responsible and future-ready infrastructure solutions.

Our approach is anchored across short, medium, and long-term horizons. In the near term, we are strengthening ESG governance and disclosures, enhancing safety systems, and improving resource efficiency across projects. Over the medium term, we are accelerating the adoption of digital and data-driven technologies to improve sustainability and safety outcomes. Over the long term, we aim to transition towards low-carbon, resource-efficient operations and lead in sustainable infrastructure delivery.

Safety remains our foremost priority. We continue to build a strong Zero Fatality culture. Our efforts are reinforced by consistent recognition at leading platforms, including the British Safety Council Awards and the Golden Peacock Occupational Health & Safety Award. These recognitions reflect the robustness of our systems and practices, while underscoring our continued focus on driving consistency in safety performance across projects.

We are equally focused on improving resource efficiency through optimized construction methodologies and the use of innovative materials and engineering solutions. Our knowledge-driven culture remains a key enabler in this journey. Afcons has been recognized with the Most Innovative Knowledge Enterprise (MIKE) Award for the 8<sup>th</sup> consecutive year, underscoring our strong emphasis on knowledge management. Notably, we are the only construction company to receive this honour for eight consecutive years, at both India and global levels across all editions. In addition, continued recognition at platforms such as the CII Industrial Innovation Awards highlights our ability to institutionalize innovation and scale best practices across geographies.

Our priorities are shaped by evolving global trends, including the transition to net zero, procurement of green energy from state DISCOMs, use of recycled and reused cementitious materials, and enhanced measurement of indirect emissions across the value chain (Scope-3 emissions). At the same time, increasing regulatory expectations, rising stakeholder demand for transparency and safety, and rapid digital adoption are reshaping the infrastructure landscape. We are aligning our capabilities to these shifts while strengthening our presence in sustainable infrastructure segments. Afcon's 'Green Business' portfolio continues to scale and contributed 43% of the Company's total revenues in FY25-26, in line with the FTSE Green Revenues Classification System 2.0 (GRCS 2.0)\*.

Beyond our operational responsibilities, we remain committed to creating a positive social impact through our CSR initiatives. Our efforts are focused on key areas such as education, healthcare, community development, and skill enhancement, particularly in communities around our project locations. Through these initiatives, we aim to contribute to inclusive growth, improve quality of life, and create lasting value for the communities we serve.

We also recognize the need to accelerate progress in key areas. Strengthening ESG data systems, improving real-time measurement, enhancing consistency in safety performance, and driving ESG alignment across our supply chain remain important priorities.

Looking ahead, we are mindful of the inherent challenges in our business, including dependence on carbon-intensive materials and the complexity of multi-location execution. Our focus will be on leveraging technology, strengthening governance, and scaling ESG practices consistently across our operations.

Our targets include achieving a position among the Top 10 companies globally in safety performance, increasing the share of our green portfolio, and enhancing the transparency and global comparability of our disclosures. With strong execution capabilities, a culture of continuous learning, and a clear strategic direction, we are confident of advancing our ESG journey with discipline and purpose.

We thank our stakeholders for their continued trust as we work towards building infrastructure that is not only world-class, but also sustainable and responsible.

**Mr. Srinivasan Paramasivan**  
Managing Director  
DIN No: 00058445

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>)



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

|                                                                                                                                                             |                                                                                                                                 |                                                                                               |    |    |    |    |    |    |                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----|----|----|----|----|----|--------------------------------------------------------------------------------------------------------------------------------------------------|
| 8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).                                |                                                                                                                                 |                                                                                               |    |    |    |    |    |    |                                                                                                                                                  |
| Mr. Srinivasan Paramasivan<br>Managing Director<br>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 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                                                                                                                           |
| 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.                                                                                                                                                          | Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances                  |                                                                                               |    |    |    |    |    |    | The performance of the various policies is reviewed periodically, as required under 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                                                                                                                                            |
| a.                                                                                                                                                          | The entity does not consider the Principles material to its business (Yes/No)                                                   |                                                                                               |    |    |    |    |    |    |                                                                                                                                                  |
| b.                                                                                                                                                          | The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) |                                                                                               |    |    |    |    |    |    |                                                                                                                                                  |
| c.                                                                                                                                                          | The entity does not have the financial or/human and technical resources available for the task (Yes/No)                         |                                                                                               |    |    |    |    |    |    | Not Applicable                                                                                                                                   |
| d.                                                                                                                                                          | It is planned to be done in the next financial year (Yes/No)                                                                    |                                                                                               |    |    |    |    |    |    |                                                                                                                                                  |
| e.                                                                                                                                                          | Any other reason (please specify)                                                                                               |                                                                                               |    |    |    |    |    |    |                                                                                                                                                  |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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                | 5                                                      | <ul style="list-style-type: none"><li>Insights on ESG and BRSR</li><li>Insider Trading Regulation</li><li>Regulatory Updates on SEBI LODR Regulation</li><li>Updates on RPTs</li><li>Awareness on ESOP plans</li><li>Presentation on NFRA</li></ul>                                                                                                                                                                                                                                                                                                        | 100%                                                                       |
| Key Managerial Personnel          | 5                                                      | --Same as above--                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 100%                                                                       |
| Employees other than BOD and KMPs | 547                                                    | The Company provides structured training to employees through classroom sessions, site workshops, and e-learning modules, delivered by internal and external experts. Key focus areas include the Code of Conduct, human rights, POSH awareness, skill development, soft skills, green construction, and HSE awareness along with lean practices (LPS, ISO/QMS). Employees also receive role-based technical training in project specific areas supported by leadership and behavioural programs to strengthen capability, accountability, and compliance. | 100%                                                                       |
| Workers                           | 23,466                                                 | The Company supports construction workers with hands-on training delivered through toolbox talks, on-site demonstrations, and safety drills led by supervisors. Training focuses on everyday safety, helping workers identify risks through Hazard Identification and Risk Assessment (HIRA), work safely at heights or in confined and tunnel spaces, and handle equipment correctly. Additionally, workers receive task-specific training in areas such as concreting, formwork, piling, and equipment operations.                                       | 100%                                                                       |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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):

| Particular      | Monetary        |                                                                     |                                         |                   | Has an appeal been preferred? (Yes/No) |
|-----------------|-----------------|---------------------------------------------------------------------|-----------------------------------------|-------------------|----------------------------------------|
|                 | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In ₹) (For Monetary Cases only) | Brief of the Case |                                        |
| Penalty/ Fine   |                 |                                                                     | Nil                                     |                   |                                        |
| Settlement      |                 |                                                                     |                                         |                   |                                        |
| Compounding fee |                 |                                                                     |                                         |                   |                                        |
| Particular      | Non-Monetary    |                                                                     |                                         |                   | Has an appeal been preferred? (Yes/No) |
|                 | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case                       |                   |                                        |
| 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.                                                                                                                                                                                                                |                                                                     |
| Since there were no instances of fines, penalties, or punishments imposed on the entity, its directors, or KMPs during the financial year (as disclosed in Question 2), no appeals or revisions were required to be preferred. |                                                                     |

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/ No): Yes

If Yes, provide details in brief

Afcons has firmly integrated its commitment to anti-bribery and anti-corruption within its Sustainability Policy, aligning with globally recognized frameworks such as the OECD Guidelines, the National Guidelines on Responsible Business Conduct (NGRBC), and BRSR requirements.

The policy establishes a zero-tolerance stance towards bribery, kickbacks, and facilitation payments. It also incorporates robust internal controls, due diligence processes, and promotes transparency, fair competition, and integrity in all procurement and financial dealings. The policy is applicable to all employees and stakeholders across geographies and organizational levels, ensuring consistent ethical standards throughout Afcons' operations.

If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place

<https://afcons.com/corporate-governance/#policies>

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 2025-26 | FY 2024-25 |
|------------|------------|------------|
| Directors  | 0          | 0          |
| KMPs       | 0          | 0          |
| Employees  | 0          | 0          |
| Workers    | 0          | 0          |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

6. Details of complaints with regard to conflict of interest:

| Case Details                                                                                 | FY 2025-26 |        | FY 2024-25 |        |
|----------------------------------------------------------------------------------------------|------------|--------|------------|--------|
|                                                                                              | 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. There have been no instances of fines, penalties, or legal actions taken against the entity, its directors, or KMPs involving cases of corruption or conflicts of interest during the reporting period. Consequently, no corrective actions were required to be initiated or are currently underway.

8. Number of days of accounts payables in the following format:

| Particular                          | FY 2025-26 | FY 2024-25 |
|-------------------------------------|------------|------------|
| Number of days of accounts payables | 176        | 182        |

Note:

- The disclosures have been prepared in accordance with Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (the SEBI Master Circular).
- The calculation does not include capex procurement.
- Previous year figures have been restated to align with the current year's classification and methodology.

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 2025-26 | FY 2024-25 |
|----------------------------|------------------------------------------------------------------------------------------|------------|------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases                                 | 6.90%      | 6.56%      |
|                            | b. Number of trading houses where purchases are made from                                | 1,191      | 1,191      |
|                            | c. Purchases from top 10 trading houses as % of total purchases from trading houses      | 27.95%     | 27.86%     |
| 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 / Total Purchases)                          | 0.48%      | 0.65%      |
|                            | b. Sales (Sales to related parties / Total Sales)                                        | 1.48%      | 0.01%      |
|                            | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 8.65%      | 28.06%     |
|                            | d. Investments                                                                           | 97.26%     | 96.10%     |

Note:

- The above disclosures are aligned with SEBI Master Circular.
- Previous year figures have been restated to align with the current year's classification and methodology.
- As per the defined criteria and definition of dealers/distributors, the Company does not have any sales to dealers or distributors on a standalone basis. Accordingly, this disclosure is not applicable considering the nature of the Company's business.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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 |
|-------------------------------------------|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 0                                         | Not Applicable                                 | 0%                                                                                                                       |

Note: Subsequent to the financial year end, Company has conducted Awareness program for value chain partners

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 maintains a practice of collecting annual disclosures from each Director at the beginning of the financial year to identify and manage potential conflicts of interest among Board members. Directors are also required to promptly report any changes in their interests during the year. Under this framework, any Director with a conflict of interest is prohibited from participating in discussions or voting on matters where their personal interests are involved.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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 minimize 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 2025-26 | FY 2024-25 | Details of improvements in environmental and social impacts                                                                                                                                                                                                                                                                                                                                                                        |
|---------|------------|------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | R&D        | 0%         | 0%         | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 2       | Capex      | 8.19%      | 16.14%     | Afcons is strengthening its environmental and social impact through targeted investments in water purification, energy-efficient systems, air pollution control devices, and sewage treatment solutions.<br><br>Initiatives such as RO plants, VFD drives, ash handling machine, and eco-friendly office equipment help reduce pollution, conserve resources, and improve the well-being of 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? 82.94%

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. We construct large-scale, immovable infrastructure projects that are legally handed over to the client upon completion. As the entity does not retain ownership or operational control of the asset post-commissioning, the process of reclaiming products at the end of their life cycle is not applicable to our business model. |
| (b) | E-waste                        |                                                                                                                                                                                                                                                                                                                                                    |
| (c) | Hazardous waste                |                                                                                                                                                                                                                                                                                                                                                    |
| (d) | other waste                    |                                                                                                                                                                                                                                                                                                                                                    |

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

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



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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. |
|--------------------------------------------------------------------------------------------------------|---------------------------|---------------------------------|--------------------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------|-------------------------------|
| The Company has not conducted any LCA during the reporting period for any of its products or services. |                           |                                 |                                                                          |                                                           |                                                |                               |

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. Since no formal Life Cycle Assessment was conducted (as disclosed in Question 1), there are no specific risks identified through that assessment. |                         |                                 |              |

3. Percentage of recycled or reused input 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 2025-26                                                                                          | FY 2024-25 |
| 1.      | Cement PSC (Cement produced reusable material) | 0.47%                                                                                               | 1.25%      |
| 2.      | Cement PPC (Cement produced reusable material) | 1.38%                                                                                               | 0.39%      |
| 3.      | Fly Ash                                        | 7.01%                                                                                               | 5.19%      |
| 4.      | GGBS                                           | 2.51%                                                                                               | 1.31%      |

Note: 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 2025-2026    |                  |                         | FY 2024-2025    |                  |                         |
|---------|--------------------------------|-----------------|------------------|-------------------------|-----------------|------------------|-------------------------|
|         |                                | 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                       |

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) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------------------------------------------------------------------------------------|
| Afcons provides infrastructure construction services where assets are handed over to clients upon completion. As the entity does not retain ownership of these immovable assets post-commissioning, the concept of reclaiming products or packaging materials is not applicable to its business model. |                           |                                                                                                       |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasizes 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                       | Total (A) | % of employees covered by |           |                    |           |                    |           |                    |           |                     |           |
|--------------------------------|-----------|---------------------------|-----------|--------------------|-----------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
|                                |           | 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                           | 3,458     | 3,458                     | 100%      | 3,458              | 100%      | 0                  | 0%        | 3,458              | 100%      | 0                   | 0%        |
| Female                         | 112       | 112                       | 100%      | 112                | 100%      | 112                | 100%      | 0                  | 0%        | 0                   | 0%        |
| Total                          | 3,570     | 3,570                     | 100%      | 3,570              | 100%      | 112                | 100%      | 3,458              | 100%      | 0                   | 0%        |
| Other than permanent employees |           |                           |           |                    |           |                    |           |                    |           |                     |           |
| Male                           | 157       | 157                       | 100%      | 157                | 100%      | 0                  | 0%        | 157                | 100%      | 0                   | 0%        |
| Female                         | 3         | 3                         | 100%      | 3                  | 100%      | 3                  | 100%      | 0                  | 0%        | 0                   | 0%        |
| Total                          | 160       | 160                       | 100%      | 160                | 100%      | 3                  | 100%      | 157                | 100%      | 0                   | 0%        |

b. Details of measures for the well-being of workers:

| Category                     | Total (A) | % of workers covered by |           |                    |           |                    |           |                    |           |                     |           |
|------------------------------|-----------|-------------------------|-----------|--------------------|-----------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
|                              |           | 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                         | 56        | 56                      | 100%      | 56                 | 100%      | 0                  | 0%        | 0                  | 0%        | 0                   | 0%        |
| Female                       | 0         | 0                       | 0%        | 0                  | 0%        | 0                  | 0%        | 0                  | 0%        | 0                   | 0%        |
| Total                        | 56        | 56                      | 100%      | 56                 | 100%      | 0                  | 0%        | 0                  | 0%        | 0                   | 0%        |
| Other than permanent workers |           |                         |           |                    |           |                    |           |                    |           |                     |           |
| Male                         | 31,546    | 31,546                  | 100%      | 31,546             | 100%      | 0                  | 0%        | 0                  | 0%        | 0                   | 0%        |
| Female                       | 0         | 0                       | 0%        | 0                  | 0%        | 0                  | 0%        | 0                  | 0%        | 0                   | 0%        |
| Total                        | 31,546    | 31,546                  | 100%      | 31,546             | 100%      | 0                  | 0%        | 0                  | 0%        | 0                   | 0%        |

Note - The data for "Other than Permanent" workers include workers employed directly by Afcons, through subcontractors and manpower suppliers.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

|                                                                             | FY 2025-26 | FY 2024-25 |
|-----------------------------------------------------------------------------|------------|------------|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.39%      | 0.34%      |

Note: The above disclosures are aligned with SEBI Master Circular. The well-being expenditure for the current year include costs related to life insurance, accidental insurance and paid leave for Maternity and Paternity Benefits.



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 2. Details of retirement benefits, for Current FY and Previous Financial Year.

| Benefits | FY 2025-26                                         |                                                |                                                      | FY 2024-25                                         |                                                |                                                      |
|----------|----------------------------------------------------|------------------------------------------------|------------------------------------------------------|----------------------------------------------------|------------------------------------------------|------------------------------------------------------|
|          | 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%                                             | No                                                   |

Note:

Retirement benefits are paid as per the applicability and eligibility requirements of the local laws.

## 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.

While the entity does not have a standalone Equal Opportunity Policy specifically registered under the RPwD Act, the principles of non-discrimination and equal opportunity are formally integrated into the Company's Code of Conduct and HR Manual. Consequently, there is no separate web-link to provide for a dedicated policy at this time.

## 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   | 100 %               | -              | Not applicable      |                |
| Female | Not Applicable*     | 100%           |                     |                |
| Total  | Not Applicable      | 100%           |                     |                |

\* For males, the Paternity Leave policy was formally introduced effective 1<sup>st</sup> September, 2025. For females, while Maternity Leave is provided as per statute, the only employee who availed of the leave during the period is currently on active leave and scheduled to rejoin in May 2026. As no return dates fell within the current financial year, there is no data to calculate a percentage.

## 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 established strong mechanisms to allow employees to raise grievances and ensure their effective resolution. At each project site, HR and Admin personnel, HSE staff, and Project Managers serve as primary points of contact for employees to submit and address their concerns. The main communication channels include email and direct interactions. Grievances that cannot be satisfactorily resolved at the site level may be escalated to the Director – HR for further action. |
| Other than Permanent Workers   |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Permanent Employees            |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Other than Permanent Employees |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

| Category                  | FY 2025-26                                           |                                                                                                |         | FY 2024-25                                            |                                                                                                |         |
|---------------------------|------------------------------------------------------|------------------------------------------------------------------------------------------------|---------|-------------------------------------------------------|------------------------------------------------------------------------------------------------|---------|
|                           | 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 | 3,570                                                | 0                                                                                              | 0%      | 3,724                                                 | 0                                                                                              | 0%      |
| Male                      | 3,458                                                | 0                                                                                              | 0%      | 3,621                                                 | 0                                                                                              | 0%      |
| Female                    | 112                                                  | 0                                                                                              | 0%      | 103                                                   | 0                                                                                              | 0%      |
| Total Permanent Workers   | 56                                                   | 56                                                                                             | 100%    | 69                                                    | 69                                                                                             | 100%    |
| Male                      | 56                                                   | 56                                                                                             | 100%    | 69                                                    | 69                                                                                             | 100%    |
| Female                    | 0                                                    | 0                                                                                              | 0%      | 0                                                     | 0                                                                                              | 0%      |

## 8. Details of training given to employees and workers:

| Category  | FY 2025-26 |                               |           |                      |           | FY 2024-25 |                               |           |                      |           |
|-----------|------------|-------------------------------|-----------|----------------------|-----------|------------|-------------------------------|-----------|----------------------|-----------|
|           | 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      | 3,615      | 3,615                         | 100%      | 3,615                | 100%      | 3,787      | 3,787                         | 100%      | 3,635                | 96%       |
| Female    | 115        | 115                           | 100%      | 115                  | 100%      | 105        | 105                           | 100%      | 76                   | 72.38%    |
| Total     | 3,730      | 3,730                         | 100%      | 3,730                | 100%      | 3,892      | 3,892                         | 100%      | 3,711                | 95.35%    |
| Workers   |            |                               |           |                      |           |            |                               |           |                      |           |
| Male      | 31,602     | 31,602                        | 100%      | 31,602               | 100%      | 29,068     | 29,068                        | 100%      | 29,068               | 100%      |
| Female    | 0          | 0                             | 0%        | 0                    | 0%        | 234        | 234                           | 100%      | 234                  | 100%      |
| Total     | 31,602     | 31,602                        | 100%      | 31,602               | 100%      | 29,302     | 29,302                        | 100%      | 29,302               | 100%      |

Note:

Disclosure is provided for both permanent and other than permanent employees and workers incl. those who are directly employed by Afcons, through subcontractors and manpower suppliers.

## 9. Details of performance and career development reviews of employees and worker:

| Category  | FY 2025-26 |         |           | FY 2024-25 |         |           |
|-----------|------------|---------|-----------|------------|---------|-----------|
|           | Total (A)  | No. (B) | % (B / A) | Total (D)  | No. (E) | % (E / D) |
| Employees |            |         |           |            |         |           |
| Male      | 3,615      | 3,615   | 100%      | 3,787      | 3,787   | 100%      |
| Female    | 115        | 115     | 100%      | 105        | 105     | 100%      |
| Total     | 3,730      | 3,730   | 100%      | 3,892      | 3,892   | 100%      |
| Workers   |            |         |           |            |         |           |
| Male      | 31,602     | 182     | 0.58%     | 29,068     | 255     | 0.88%     |
| Female    | 0          | 0       | 0%        | 234        | 0       | 0%        |
| Total     | 31,602     | 182     | 0.58%     | 29,302     | 255     | 0.87%     |

Note:

Disclosure is provided for both permanent and other than permanent employees and workers, those who are directly employed by Afcons.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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 established a comprehensive Occupational Health and Safety Management System (OHSMS) across all operational locations, including project sites, camps, workshops, and offices.

The system is aligned with ISO 45001:2018 standards and is supported by a strong Environment, Health, and Safety (EHS) policy. It provides a structured framework to identify, assess, and manage workplace hazards, ensuring consistent safety performance and risk mitigation.

The OHSMS is subject to regular third-party audits e.g., BVQI and holds ISO 45001:2018 certification, underscoring our commitment to maintaining a safe and healthy work environment for all employees.

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) integrate risk management as a fundamental element at all operational levels. Every work location incorporates Health, Safety, and Environment (HSE) risk management practices into its daily operations.

The risk management process follows five key steps:

- 1. Hazard Identification
- 2. Risk Assessment and Evaluation
- 3. Risk Mitigation Planning
- 4. Implementation of Control Measures
- 5. Monitoring and Documentation

These steps are applied routinely and adapted for non-routine activities, with active involvement from cross-functional teams, including design and planning engineers, construction & execution engineers, CPE engineers and EHS team members as well as workmen are involved in the risk assessment and risk management process. For high-risk activities, site-specific Safe Work Method Statements and Permit to Work systems are prepared and implemented before work begins, ensuring that preventive controls are clearly defined, communicated, and effectively enforced.

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 implemented formal mechanisms that allow workers to report work-related hazards and withdraw from potentially unsafe situations without fear of reprisal. The AfconSafe mobile application enables real-time reporting of hazards, unsafe conditions, or near-miss incidents. Additionally, trained safety champions are deployed at work sites to proactively identify and escalate risks for timely corrective action.

Worker participation is institutionalized through multiple channels:

- Project HSE Committees with worker representation
- Daily toolbox talks and safety briefings
- Weekly subcontractor and safety walkthrough meetings
- Monthly safety committee meetings

These platforms ensure continuous feedback, active workforce engagement in safety governance, and the incorporation of frontline insights into risk mitigation strategies.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

Afcons ensures that all personnel have access to comprehensive non-occupational medical and healthcare services at its sites. Each project location is equipped with Occupational Health centers and first-aid facilities. The Company has also partnered with nearby hospitals and nursing homes to provide priority access to medical care. Additionally, ambulances are stationed at work sites to respond promptly to emergencies, reflecting company's commitment to the overall health and well-being of its workforce beyond standard occupational requirements.

11. Details of safety related incidents, in the following format:

| Safety Incident/Number                                                        | Category* | FY 2025-26 | FY 2024-25 |
|-------------------------------------------------------------------------------|-----------|------------|------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0.221      | 0.026      |
|                                                                               | Workers   | 0.164      | 0.047      |
| Total recordable work-related injuries                                        | Employees | 2          | 1          |
|                                                                               | Workers   | 13         | 10         |
| No. of fatalities                                                             | Employees | 1          | 1          |
|                                                                               | Workers   | 5          | 4          |
| High-consequence work-related injury or ill health (excluding fatalities)     | Employees | 0          | 0          |
|                                                                               | Workers   | 1          | 0          |
| *Including the contract workforce                                             |           |            |            |

Note:

- i. Above LTIFR calculations are based on total man-hours estimated using the year end headcount of permanent and non-permanent employees and workers for the reporting period.
- ii. The Lost Time Injury figures reported above are based on work-related injuries that led to an absence from work of 48 hours or more.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company places the highest priority on occupational health, safety, and employee well-being, guided by its mission to ensure that every worker returns home safely. A structured HSE Management System is implemented across all project sites, where project-specific HSE plans are prepared in advance to identify hazards, assess risks, and establish appropriate control measures. Strong leadership oversight is demonstrated through allocation of resources, clear accountability, and continuous monitoring of safety performance.

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

Regular internal and third-party audits are conducted to ensure compliance and strengthen safety systems, with enhanced focus on high-risk projects. Digital tools such as the AfconSafe app support real-time hazard reporting and learning from incidents. The Company also drives continuous improvement through behavior-based safety programmes, specialized training for high-risk activities, and knowledge-sharing initiatives like lessons learnt and expert-led sessions. These efforts have been recognized through multiple prestigious safety awards at national and international levels.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

13. Number of Complaints on the following made by employees and workers:

| Particulars        | FY 2025-26            |                                       |         | FY 2024-25            |                                       |         |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                    | 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 | 77                    | 0                                     | -       | 0                     | 0                                     | -       |
| Health & Safety    | 9                     | 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.

None

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

Note:

The Company provides Group Insurance Policy and Workmen Compensation Policy coverage to eligible employees and workers as part of its employee welfare and risk protection measures.

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 full compliance with statutory requirements, dedicated teams at both project sites and the Head Office actively monitor that all statutory dues are accurately deducted and deposited by our value chain partners. This structured approach ensures consistent 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 2025-26                               | FY 2024-25 | FY 2025-26                                                                                                                                        | FY 2024-25 |
| Employees  | 0                                        | 0          | 0                                                                                                                                                 | 0          |
| Workers    | 0                                        | 0          | 0                                                                                                                                                 | 0          |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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 cornerstone of Afcons' sustainability management approach. Through open, transparent, and consistent dialogue, the Company gains valuable insights into stakeholder concerns and expectations, which are critical in shaping ESG initiatives that are both meaningful and relevant.

Afcons conducts stakeholder engagement at regular intervals and additionally as needed to address evolving priorities or emerging issues. The process involves:

- Identifying key stakeholders across projects and operations
- Ensuring purposeful and transparent communication to align expectations
- Maintaining regular interactions to foster ongoing dialogue
- Tracking and measuring engagement efforts to assess effectiveness
- Creating shared value for all stakeholders involved

This structured approach ensures that Afcons' sustainability initiatives are responsive, impactful, and closely aligned with the interests of the communities, clients, and partners it serves.

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 & Marginalized 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                                                               | <ul style="list-style-type: none"><li>Declaring Earnings Results, Addressing Investor Queries,</li><li>Providing earnings outlook, uploading material disclosures on stock exchange / SEBI websites.</li></ul> |
| Financial Institutions                | No                                                    | Email, Direct Communication                                                                                                                   | Quarterly, as needed                                                               | <ul style="list-style-type: none"><li>Declaring Earnings Results, Publishing Annual Reports,</li><li>Providing regular updates on the Company's financial health</li></ul>                                     |
| 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 organizational 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                                                                                                                                |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

| Stakeholder Group          | Whether identified as Vulnerable & Marginalized 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 |
|----------------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| 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 a key part of our materiality assessment and sustainability governance framework. During the FY 2024-25 materiality assessment, we engaged a diverse set of internal and external stakeholders through surveys and focused group discussions. These consultations helped identify ESG topics that are most relevant to both our stakeholders and the business.

The insights collected were systematically analysed and mapped using the double materiality approach. The outcomes were then consolidated and presented to the CSSR Committee of the Board, which oversees the implementation of Afcons' Sustainability Policy. This process ensures that the Board stays informed of stakeholder priorities, enabling strategic decision-making that aligns business objectives 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.

Afcons actively leverages stakeholder consultation to identify and manage key environmental and social topics. During the FY 2024-25 materiality assessment, the Company engaged a variety of stakeholder groups through surveys, interviews, and discussions.

The insights gathered from these interactions were used to validate and prioritize the most relevant environmental and social issues for both stakeholders and the business. These inputs were carefully reviewed by internal teams and the CSSR Committee of the Board, and subsequently integrated into Afcons' policies, strategies, and sustainability initiatives. This ensures that the Company's actions remain aligned with stakeholder expectations and responsive to evolving external challenges.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

At Afcons, engagement with vulnerable and marginalized stakeholder groups is a fundamental aspect of our Corporate Social Responsibility (CSR) strategy. We follow a participatory approach, working closely with local communities to understand their unique needs and challenges.

Through ground-level consultations, we gather insights on critical areas such as education, healthcare, livelihoods, and basic infrastructure. Based on these findings, Afcons implements targeted interventions either directly or in partnership with trusted agencies and local institutions.

These initiatives are designed to deliver lasting, positive impact, ensuring that our CSR efforts are inclusive, effective, and sustainable. Continuous stakeholder feedback is integrated into the planning and execution of projects, reinforcing Afcons' commitment to responsible and equitable development.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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 2025-26 |                                       |           | FY 2024-25 |                                       |           |
|----------------------|------------|---------------------------------------|-----------|------------|---------------------------------------|-----------|
|                      | Total (A)  | No. of employees/ workers covered (B) | % (B / A) | Total (C)  | No. of employees/ workers covered (D) | % (D / C) |
| Employees            |            |                                       |           |            |                                       |           |
| Permanent            | 3,570      | 3,570                                 | 100%      | 3,724      | 3,724                                 | 100%      |
| Other than permanent | 160        | 160                                   | 100%      | 168        | 168                                   | 100%      |
| Total Employees      | 3,730      | 3,730                                 | 100%      | 3,892      | 3,892                                 | 100%      |
| Workers              |            |                                       |           |            |                                       |           |
| Permanent            | 56         | 56                                    | 100%      | 69         | 69                                    | 100%      |
| Other than permanent | 31,546     | 31,546                                | 100%      | 29,233     | 29,233                                | 100%      |
| Total Workers        | 31,602     | 31,602                                | 100%      | 29,302     | 29,302                                | 100%      |

Note:  
The data pertaining to "Other than Permanent workers" include workers directly employed by Afcons, through subcontractors and manpower suppliers.

2. Details of minimum wages paid to employees and workers

| Category             | FY 2025-26   |                          |              |                           |              | FY 2024-25   |                          |              |                           |              |
|----------------------|--------------|--------------------------|--------------|---------------------------|--------------|--------------|--------------------------|--------------|---------------------------|--------------|
|                      | Total<br>(A) | Equal to Minimum<br>Wage |              | More than<br>Minimum Wage |              | Total<br>(D) | Equal to Minimum<br>Wage |              | More than<br>Minimum Wage |              |
|                      |              | No.<br>(B)               | %<br>(B / A) | No.<br>(C)                | %<br>(C / A) |              | No.<br>(E)               | %<br>(E / D) | No.<br>(F)                | %<br>(F / D) |
| Employees            |              |                          |              |                           |              |              |                          |              |                           |              |
| Permanent            |              |                          |              |                           |              |              |                          |              |                           |              |
| Male                 | 3,458        | 0                        | 0%           | 3,458                     | 100%         | 3,621        | 0                        | 0%           | 3,621                     | 100%         |
| Female               | 112          | 0                        | 0%           | 112                       | 100%         | 103          | 0                        | 0%           | 103                       | 100%         |
| Total                | 3,570        | 0                        | 0%           | 3,570                     | 100%         | 3,724        | 0                        | 0%           | 3,724                     | 100%         |
| Other than Permanent |              |                          |              |                           |              |              |                          |              |                           |              |
| Male                 | 157          | 0                        | 0%           | 157                       | 100%         | 166          | 0                        | 0%           | 166                       | 100%         |
| Female               | 3            | 0                        | 0%           | 3                         | 100%         | 2            | 0                        | 0%           | 2                         | 100%         |
| Total                | 160          | 0                        | 0%           | 160                       | 100%         | 168          | 0                        | 0%           | 168                       | 100%         |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

| Category              | FY 2025-26   |                       |              |                        |              | FY 2024-25   |                       |              |                        |              |
|-----------------------|--------------|-----------------------|--------------|------------------------|--------------|--------------|-----------------------|--------------|------------------------|--------------|
|                       | Total<br>(A) | Equal to Minimum Wage |              | More than Minimum Wage |              | Total<br>(D) | Equal to Minimum Wage |              | More than Minimum Wage |              |
|                       |              | No.<br>(B)            | %<br>(B / A) | No.<br>(C)             | %<br>(C / A) |              | No.<br>(E)            | %<br>(E / D) | No.<br>(F)             | %<br>(F / D) |
| Workers               |              |                       |              |                        |              |              |                       |              |                        |              |
| Permanent             |              |                       |              |                        |              |              |                       |              |                        |              |
| Male                  | 56           | 0                     | 0%           | 56                     | 100%         | 69           | 0                     | 0%           | 69                     | 100%         |
| Female                | 0            | 0                     | 0%           | 0                      | 0%           | 0            | 0                     | 0%           | 0                      | 0%           |
| Total                 | 56           | 0                     | 0%           | 56                     | 100%         | 69           | 0                     | 0%           | 69                     | 100%         |
| Other than Permanent* |              |                       |              |                        |              |              |                       |              |                        |              |
| Male                  | 2,927        | 0                     | 0%           | 2,927                  | 100%         | 3,222        | 0                     | 0%           | 3,222                  | 100%         |
| Female                | 0            | 0                     | 0%           | 0                      | 100%         | 234          | 0                     | 0%           | 234                    | 100%         |
| Total                 | 2,927        | 0                     | 0%           | 2,927                  | 100%         | 3,456        | 0                     | 0%           | 3,456                  | 100%         |

Note:  
\* The data pertaining to "Other than Permanent workers" includes workers those 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 | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BOD)         | 3      | 9,13,08,503*                                              | 0      | 0                                                         |
| Key Managerial Personnel         | 5      | 5,57,71,748*                                              | 0      | 0                                                         |
| Employees other than BOD and KMP | 3,610  | 14,30,712                                                 | 115    | 11,32,332                                                 |
| Workers                          | 2,983  | 4,20,000                                                  | 0      | 0                                                         |

Note:  
i. Key Managerial Personnel (KMP) includes Executive Directors.  
ii. The median remuneration for workers includes workers who are directly employed by Afcons.  
iii. \*Please note that special one-time incentives are excluded from the salary.  
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 2025-26 | FY 2024-25 |
|-------------------------------------------------|------------|------------|
| Gross wages paid to females as % of total wages | 1.24%      | 1.77%      |

Note:  
i. In accordance with the guidance provided in the Master Circular dated 30<sup>th</sup> January, 2026, the above disclosure for permanent employees is based on salary and wage expenses reported in the audited financial statements, excluding retirement benefits, ESOP expenses, and staff welfare expenses, and has been reconciled with payroll records. For other than permanent employees/workers, actual wages paid to non-permanent employees/workers have been considered.  
ii. For third-party contractual workers, subcontractor charges as per the audited financial statements have been considered as wages.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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) acts as the primary point of contact for addressing human rights impacts or concerns arising from the Company's operations. At project sites, designated personnel from Industrial Relations (IR), Administration, and Environment, Health & Safety (EHS) teams are responsible for managing human rights and labour-related issues.

This multi-level governance framework ensures that human rights concerns are addressed promptly and effectively, with a strong focus on compliance, accountability, and awareness. Continuous training programs including new employee inductions, HSE training, and POSH awareness sessions reinforce the Company's commitment to upholding human rights across all operations.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Afcons has implemented a structured internal grievance redressal mechanism to manage human rights-related issues across its operations. Employees and workers can raise concerns directly with HR & Admin personnel, HSE staff, or Project Managers at their respective sites, either in person or via email. If a grievance is not resolved satisfactorily at the site level, it can be escalated to the Director (Human Resources), who serves as the central point of contact for human rights matters within the organization.

In addition, Afcons has a POSH (Prevention of Sexual Harassment) Policy, supported by a dedicated POSH Committee to address complaints related to sexual harassment. Employees, workers, and channel partners can approach the Committee confidentially to seek redressal. These mechanisms ensure transparency, confidentiality, and timely resolution, reinforcing Afcons' commitment to protecting human rights and fostering an ethical, safe, and inclusive workplace.

6. Number of Complaints on the following made by employees and workers:

| Particulars                        | FY 2025-26            |                                       |         | FY 2024-25            |                                       |         |
|------------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                                    | 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                                     | -       |

Note: There were a total of 86 complaints raised related to working conditions and health & safety measures.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| Particulars                                                                                                                         | FY 2025-26 | FY 2024-25 |
|-------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| 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          |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Afcons has established a dedicated POSH Committee to oversee the prevention, investigation, and resolution of harassment and discrimination complaints. In accordance with its POSH Policy, the Company ensures that employees who raise concerns are protected from retaliation or any adverse consequences. Complainants and witnesses are safeguarded against victimization or discrimination throughout the investigation process, reinforcing a safe and respectful workplace for all.

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 violation in the current financial year.

2. Details of the scope and coverage of any Human rights due diligence conducted

No Human rights due diligence was conducted during the year.

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. Details on assessment of value chain partners:

| Name of the Assessment           | % of value chain partners (by value of business done with such partners) that were assessed |
|----------------------------------|---------------------------------------------------------------------------------------------|
| Sexual harassment                | 100%                                                                                        |
| Discrimination at workplace      | 100%                                                                                        |
| Child Labour                     | 100%                                                                                        |
| Forced Labour/Involuntary Labour | 100%                                                                                        |
| Wages                            | 100%                                                                                        |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Basis assessment of the value chain partners is compliant; there is no significant risks / concerns arising from the assessments at Question 4 above. Hence, no corrective action required.



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment\*.**

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

\*The 15 joint operations included in the financial statements are not considered for disclosures of the Environment Performance indicators under Principle 6.

**Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

| Parameter                                                                                                                                                                    | FY 2025-26<br>(in Giga Joules)        | FY 2024-25<br>(in Giga Joules) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------------|
| <b>From renewable sources</b>                                                                                                                                                |                                       |                                |
| Total electricity consumption (A)                                                                                                                                            | 2,851.36                              | 216.00                         |
| Total fuel consumption (B)                                                                                                                                                   | 0.00                                  | 0.00                           |
| Energy consumption through other sources (C)                                                                                                                                 | 0.00                                  | 0.00                           |
| <b>Total energy consumed from renewable sources (A+B+C)</b>                                                                                                                  | <b>2,851.36</b>                       | <b>216.00</b>                  |
| <b>From non-renewable sources</b>                                                                                                                                            |                                       |                                |
| Total electricity consumption (D)                                                                                                                                            | 2,31,491.57                           | 1,86,983.63                    |
| Total fuel consumption (E)                                                                                                                                                   | 13,89,831.44                          | 12,17,721.38                   |
| Energy consumption through other sources (F)                                                                                                                                 | 0.00                                  | 0.00                           |
| <b>Total energy consumed from non-renewable sources (D+E+F)</b>                                                                                                              | <b>16,21,323.01</b>                   | <b>14,04,705.01</b>            |
| <b>Total energy consumed (A+B+C+D+E+F)</b>                                                                                                                                   | <b>16,24,174.37</b>                   | <b>14,04,921.01</b>            |
| <b>Energy intensity per rupee of turnover</b><br>[Total energy consumed (in GJ) / Revenue from operations (in rupees)]                                                       | 0.0000136047                          | 0.0000112394                   |
| <b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> [Total energy consumed (in GJ)/ Revenue from operations in rupees adjusted for PPP] | 0.0002767199                          | 0.0002322066                   |
| <b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?</b>                                                        | Yes                                   |                                |
| <b>If yes, name of the external agency.</b>                                                                                                                                  | <b>Deloitte Haskins and Sells LLP</b> |                                |

Note:

- Electricity consumption has been calculated using spend-based method for locations where actual consumption was not readily available.
- 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 which is 20.34 for FY 2025-26 and 20.66 for FY 2024-25.

**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

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

**3. Provide details of the following disclosures related to water, in the following format:**

| Parameter                                                                                                                                                                      | FY 2025-26                            | FY 2024-25       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|------------------|
| <b>Water withdrawal by source (in kilolitres)</b>                                                                                                                              |                                       |                  |
| (i) Surface water                                                                                                                                                              | 83,017                                | 2,33,991         |
| (ii) Groundwater                                                                                                                                                               | 8,29,910                              | 7,09,486         |
| (iii) Third party water                                                                                                                                                        | 8,79,908                              | 7,19,906         |
| (iv) Seawater / desalinated water                                                                                                                                              | 2,81,965                              | 4,19,800         |
| (v) Others – *Rainwater pit in Ahmedabad elevated project                                                                                                                      | 0                                     | 5,307*           |
| <b>Total volume of water withdrawal (in kilolitres)<br/>(i + ii + iii + iv + v)</b>                                                                                            | <b>20,74,800</b>                      | <b>20,88,490</b> |
| <b>Total volume of water consumption (in kilolitres)</b>                                                                                                                       | <b>9,98,926</b>                       | <b>11,63,000</b> |
| <b>Water intensity per rupee of turnover</b><br>[Total water consumption (in KL) / Revenue from operations (in rupees)]                                                        | 0.0000083674                          | 0.0000093041     |
| <b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> [Total water consumption (in KL) / Revenue from operations in rupees adjusted for PPP] | 0.0001701927                          | 0.0001922217     |
| <b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)</b>                                                 | Yes                                   |                  |
| <b>If yes, name of the external agency.</b>                                                                                                                                    | <b>Deloitte Haskins and Sells LLP</b> |                  |

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 which is 20.34 for FY 2025-26 and 20.66 for FY 2024-25.
- Recycled water constitutes 0.44% of our total water withdrawal for FY 25-26 and 19.5% for FY 24-25.
- For FY 2025-26, our third-party water withdrawal includes 1,05,432 KL as purchased tertiary treated water from state municipality.
- Water consumption for domestic use is estimated @45lpcd for employees and @100lpcd for workers at most of the sites.

**4. Provide the following details related to water discharged:**

| Parameter                                                                    | FY 2025-26 | FY 2024-25 |
|------------------------------------------------------------------------------|------------|------------|
| <b>Water discharge by destination and level of treatment (in kilolitres)</b> |            |            |
| <b>(i) To Surface water</b>                                                  |            |            |
| No treatment                                                                 | 6,422      | 16,009     |
| With treatment – primary treatment through sedimentation tanks               | 0          | 6,011      |
| <b>(ii) To Groundwater</b>                                                   |            |            |
| No treatment                                                                 | 0          | 0          |
| With treatment – primary treatment                                           | 0          | 0          |
| <b>(iii) To Seawater</b>                                                     |            |            |
| No treatment                                                                 | 44,372     | 2,63,054   |
| With treatment – primary treatment through sedimentation tanks               | 0          | 0          |
| <b>(iv) Sent to third-parties</b>                                            |            |            |
| No treatment                                                                 | 9,27,327   | 66,253     |
| With treatment – primary treatment in septic tanks                           | 0          | 65,340     |

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

| Parameter                                                                                                                   | FY 2025-26                            | FY 2024-25      |
|-----------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------|
| (v) Others                                                                                                                  |                                       |                 |
| No treatment                                                                                                                | 73,665                                | 3,52,945        |
| With treatment – primary treatment through sedimentation tanks                                                              | 24,087                                | 1,55,878        |
| <b>Total water discharged (in kilolitres)</b>                                                                               | <b>10,75,873</b>                      | <b>9,25,490</b> |
| <b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)</b> | Yes                                   |                 |
| <b>If yes, name of the external agency.</b>                                                                                 | <b>Deloitte Haskins and Sells LLP</b> |                 |

Note:

- Water discharge from domestic consumption is estimated as 80% of withdrawal basis CGWA water requirement guidelines.
- Water discharge from industrial activities is placed in "Others" discharge category and is estimated at 20% of the water withdrawal for these activities.
- Domestic water consumption at project location is discharged into third-party water management systems such as sewerage systems, or nearby STPs for further treatment.

## 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 2025-26 | FY 2024-25 |
|-----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------|------------|
| NOx                                                                                                                         | Mg/Nm3                                                                                     | 100.71     | 116.58     |
| SOx                                                                                                                         | Mg/Nm3                                                                                     | 39.91      | 53.97      |
| Particulate matter (PM)                                                                                                     | Mg/Nm3                                                                                     | 53.26      | 39.54      |
| <b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)</b> |                                                                                            |            | Yes        |
| <b>If yes, name of the external agency.</b>                                                                                 | Global Enviro Laboratories LLP, SkyLab Analytical Laboratory, Idma Laboratories and others |            |            |

## 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) &amp; its intensity, in the following format:

| Parameter                                                                                                                                                                                                                       | Unit  | FY 2025-26   | FY 2024-25   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|--------------|--------------|
| <b>Total Scope 1 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)                                                                                                                     | tCO2e | 1,06,959.68  | 94,243.26    |
| <b>Total Scope 2 emissions*</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)                                                                                                                    | tCO2e | 46,133.44    | 37,760.30    |
| <b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b> [Total Scope 1 and Scope 2 GHG emissions (in MTCO2e) / Revenue from operations (in rupees)]                                                                    | -     | 0.0000012824 | 0.0000010560 |
| <b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> [Total Scope 1 and Scope 2 GHG emissions (in MTCO2e) / Revenue from operations in rupees adjusted for PPP] | -     | 0.0000260834 | 0.0000218177 |



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

| Parameter                                                                                                                    | Unit | FY 2025-26                            | FY 2024-25 |
|------------------------------------------------------------------------------------------------------------------------------|------|---------------------------------------|------------|
| <b>Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N)</b> |      | Yes                                   |            |
| <b>If yes, name of the external agency.</b>                                                                                  |      | <b>Deloitte Haskins and Sells LLP</b> |            |

Note:

- For FY 2024-25, the total Scope 1 & 2 emissions and intensities figures have been restated as per the updated current financial year methodology.
- 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 which is 20.34 for FY 2025-26 and 20.66 for FY 2024-25.
- \*The Scope 2 emissions calculated using the location-based approach for the reporting year are 46,695.8 tCO2e.
- The reported emissions have been calculated using emission factors sourced from the US EPA GHG Emission Factors Hub, India CEA Grid Emission Database (Version 21), and the Ecoinvent database, as applicable.

## 8. Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)

Yes

If Yes, then provide details.

Details are provided in the leadership indicator disclosure- P.6.L.4

## 9. Provide details related to waste management by the entity, in the following format:

| Parameter                                                                                                                                                                     | FY 2025-26         | FY 2024-25       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------|
| <b>Total Waste generated (in metric tonnes)</b>                                                                                                                               |                    |                  |
| <b>Plastic waste (A)</b>                                                                                                                                                      | 152.50             | 3,697.50         |
| <b>E-waste (B)</b>                                                                                                                                                            | 10.10              | 4.36             |
| <b>Bio-medical waste (C)</b>                                                                                                                                                  | 0.36               | 0.45             |
| <b>Construction and demolition waste (D)</b>                                                                                                                                  | 1,57,303.97        | 60,545.80        |
| <b>Battery waste (E)</b>                                                                                                                                                      | 30.62              | 14.71            |
| <b>Radioactive waste (F)</b>                                                                                                                                                  | 0.00               | 0.00             |
| <b>Other Hazardous waste (G)</b>                                                                                                                                              | 264.50             | 54.74            |
| <b>Other Non-hazardous waste generated (H).</b><br><b>Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)</b>                          | -                  | -                |
| <b>Cardboard</b>                                                                                                                                                              | 35.76              | 1.71             |
| <b>Empty Cement bags</b>                                                                                                                                                      | 66.68              | 41.16            |
| <b>Concrete cubes</b>                                                                                                                                                         | 5,678.77           | 3,152.09         |
| <b>Metal and Welding Scrap</b>                                                                                                                                                | 19,212.82          | 6,879.55         |
| <b>Rubber</b>                                                                                                                                                                 | 46.45              | 0.00             |
| <b>Wooden Scrap</b>                                                                                                                                                           | 954.80             | 173.86           |
| <b>Total (A+B + C + D + E + F + G + H)</b>                                                                                                                                    | <b>1,83,757.33</b> | <b>74,565.93</b> |
| <b>Waste intensity per rupee of turnover</b><br>[Total waste generated (in MT) / Revenue from operations (in rupees)]                                                         | 0.0000015392       | 0.0000005965     |
| <b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b><br>Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP | 0.0000313078       | 0.0000123243     |
| <b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>                                |                    |                  |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

| Parameter                                                                                                            | FY 2025-26                     | FY 2024-25 |
|----------------------------------------------------------------------------------------------------------------------|--------------------------------|------------|
| Category of waste                                                                                                    | FY 2025-26                     | FY 2024-25 |
| (i) Recycled                                                                                                         | 0.00                           | 315.64     |
| (ii) Re-used                                                                                                         | 60,656.48                      | 55.96      |
| (iii) Other recovery operations                                                                                      | 0.00                           | 1,150.58   |
| Total                                                                                                                | 60,656.48                      | 1,522.18   |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)           |                                |            |
| Category of waste                                                                                                    | FY 2025-26                     | FY 2024-25 |
| (i) Incineration                                                                                                     | 0.00                           | 0.00       |
| (ii) Landfilling                                                                                                     | 0.00                           | 0.00       |
| (iii) Other disposal operations                                                                                      | 20,140.51                      | 67,049.37  |
| Total                                                                                                                | 20,140.51                      | 67,049.37  |
| 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.                                                                                 | Deloitte Haskins and Sells LLP |            |

Note:

The total quantity of waste recovered and disposed during the reporting period is lower than the total waste generated because a 1,02,037 MT of construction and demolition (C&D) waste generated, where in the disposal will be made at the end of the project.

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 implements a structured waste management system across all project locations, focusing on segregation, safe storage, and responsible disposal in compliance with applicable regulations. Waste generated during daily operations is segregated at the source under the supervision of activity-specific personnel. The segregated waste is then transferred to centralized site stores, where designated staff maintain accurate records. All materials are securely stored in designated areas until they are handed over to authorized recyclers or disposal agencies, supported by documented waste manifests and in line with statutory requirements.

As an EPC contractor, Afcons primarily executes projects using client-specified materials and designs. Nonetheless, the Company is committed to minimizing the use of hazardous and toxic substances wherever possible. Through value engineering, material optimization, and adoption of safer alternatives, Afcons reduces environmental impact while maintaining quality and meeting client expectations. These measures demonstrate Afcons' commitment to responsible resource use and broader environmental stewardship goals.

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. |
|---------|------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.      | Airoli to Katinaka Road Project Phase-III works (NH4 to Katinaka Road) | Construction of Road project   | Yes                                                                                       | -                                                               |
| 2.      | Creek Bridge from Kasaravadavali to Kharbav                            | Construction of Bridge project | Yes                                                                                       | -                                                               |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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                    |                      |      |                                                             |                                                  |                   |

Note:

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. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- (i) **Name of the Area**  
Agra Metro, Kanpur Metro, Jaipur Metro, Bangalore Metro Projects, DMRC-05, NCRTC Meerut and Mumbai Metro Line5
- (ii) **Nature of Operations**  
Business unit - Urban Infrastructure
- (iii) **Water withdrawal, consumption and discharge in the following format:**

| Parameter                                                                | FY 2025-26         | FY 2024-25 |
|--------------------------------------------------------------------------|--------------------|------------|
| <b>Water withdrawal by source (in kilolitres)</b>                        |                    |            |
| (i) Surface water                                                        | -                  | -          |
| (ii) Groundwater                                                         | 50,482.13          | -          |
| (iii) Third party water                                                  | 1,79,353.74        | -          |
| (iv) Seawater / desalinated water                                        | -                  | -          |
| (v) Others                                                               | -                  | -          |
| <b>Total volume of water withdrawal (in kilolitres)</b>                  | <b>2,29,835.87</b> | -          |
| <b>Total volume of water consumption (in kilolitres)</b>                 | <b>1,16,853.56</b> | -          |
| <b>Water intensity per rupee of turnover (Water consumed / turnover)</b> | 0.0000009788       | -          |
| Water discharge by destination and level of treatment (in kilolitres)    |                    |            |
| (i) To Surface water                                                     |                    |            |
| No treatment                                                             | 0                  | -          |
| With treatment                                                           | 0                  | -          |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

| Parameter                                                                                                            | FY 2025-26     | FY 2024-25 |
|----------------------------------------------------------------------------------------------------------------------|----------------|------------|
| (ii) To Groundwater                                                                                                  |                |            |
| No treatment                                                                                                         | 0              | -          |
| With treatment                                                                                                       | 0              | -          |
| (iii) To Seawater                                                                                                    |                |            |
| No treatment                                                                                                         | 0              | -          |
| With treatment                                                                                                       | 0              | -          |
| (iv) Sent to third-parties                                                                                           |                |            |
| No treatment                                                                                                         | 96,269.69      | -          |
| With treatment                                                                                                       | 0              | -          |
| (v) Others                                                                                                           |                |            |
| No treatment                                                                                                         | 456.96         | -          |
| With treatment – primary treatment in septic tanks                                                                   | 16,255.66      | -          |
| Total water discharged (in kilolitres)                                                                               | 1,12,982.31    | -          |
| 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 |            |

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter                                                                                                                                                                    | Unit               | FY 2025-26     | FY 2024-25 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------|------------|
| <b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) | tCO <sub>2</sub> e | 6,69,730.06    | -          |
| <b>Total Scope 3 emissions per rupee of turnover</b> [Total Scope 3 emissions (in MTCO <sub>2</sub> e) / Revenue from operations (in rupees)]                                | -                  | 0.0000056099   | -          |
| <b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)</b>                                                  |                    | No             |            |
| <b>If yes, name of the external agency.</b>                                                                                                                                  |                    | Not Applicable |            |

Note: Scope 3 emissions include emissions from the seven categories of upstream activities, i.e.,  
Category 1: Purchased goods and services  
Category 2: Capital goods  
Category 3: Other Fuel and energy related activities  
Category 4: Upstream Transportation and Distribution  
Category 5: Waste generated in Operations  
Category 6: Business Travels  
Category 7: Employee commuting

3. 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.

Not Applicable

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

4. 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 ACs to reduce overall energy consumption.                                                                                            | Reduction in energy consumption                                                            | -                               |
| Refrigerants having low ODPs                              | Sites utilize R410A refrigerants known for their low ozone depletion potential (ODP), aligning with our commitment to 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.                                                                                                                                                              | Reduction in water consumption                                                             | -                               |
| VFDs in electrical installations                          | All energy-intensive equipment including TBMs, ventilation systems, gantry cranes, pumps, and plants are equipped with VFDs to optimize 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, Maharashtra state projects and NCR region.                                                                    | Reduction in PM emissions                                                                  | -                               |
| Treatment of Nallah wastewater                            | Design of an intake system for the withdrawal of Nallah Wastewater and use the treated water for slurry treatment during the process of bentonite slurry generated during Tunnelling operations.                                                                     | Reduction in water intake                                                                  | -                               |
| Glass Fiber Reinforcing Plastic (GFRP) Rebars             | Used in C2 pkg of High-Speed Rail Project and Bhopal Metrorail project replacing the steel reinforcement                                                                                                                                                             | Advantages in logistics; reduction in quantity & time-labor cost in tying the lapping zone | -                               |

5. Does the entity have a business continuity and disaster management plan? (Yes/No)

Yes

Give details in 100 words/ web link.

Afcons has established a comprehensive Business Continuity Plan as part of its Internal Controls and Crisis Management framework. A dedicated Crisis Management Committee is responsible for risk preparedness, developing response protocols, and ensuring effective communication during emergencies.

To enhance resilience, the Company regularly conducts mock drills, scenario-based training, and disaster recovery simulations to assess readiness against high-impact and high-velocity risks. These proactive efforts are designed to minimise operational disruptions and protect personnel, assets, and critical business functions.

The BCP framework supports operational continuity, rapid recovery, and compliance with regulatory expectations, reinforcing Afcons' commitment to preparedness and resilience.

6. 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



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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
- 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 Organization                                | 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 a wide range of stakeholders, including government ministries, regulatory bodies, industry chambers, and associations, to represent its perspectives on key infrastructure sector issues. These include banking reforms, taxation, dispute resolution, promotion of project exports, and other ministry-specific matters.

The Company's top management is frequently invited by the central government to participate in policy discussions and pre-budget consultations, ensuring that Afcons' insights contribute to informed decision-making in the infrastructure sector.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized 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.

Afcons maintains ongoing interaction with local communities at project sites through one-on-one meetings and regular community gatherings. These platforms allow community members to raise concerns, which are subsequently reviewed and addressed promptly and transparently, fostering trust and positive relations with the communities where the Company operates.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| Particular                                   | FY 2025-26 | FY 2024-25 |
|----------------------------------------------|------------|------------|
| Directly sourced from MSMEs/ small producers | 30.27%     | 19.47%     |
| Directly from within India                   | 80.03%     | 72.98%     |

Note: The above disclosures are aligned with SEBI Master Circular.

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 2025-26 | FY 2024-25 |
|--------------|------------|------------|
| Rural        | 5.56%      | 11.32%     |
| Semi-urban   | 25.37%     | 27.94%     |
| Urban        | 20.76%     | 45.54%     |
| Metropolitan | 48.31%     | 2.27%      |

Note:

- i. The above disclosure covers employees and workers of the Company employed at locations within India.
- ii. In accordance with the guidance provided in the Master Circular dated 30<sup>th</sup> January, 2026, the above disclosure for permanent employees is based on salary and wage expenses reported in the audited financial statements, excluding retirement benefits, ESOP expenses, and staff welfare expenses, and has been reconciled with payroll record. For other than permanent employees/workers, actual wages paid to non-permanent employees/workers have been considered.
- iii. For third-party contractual workers, subcontractor charges as per the audited financial statements have been considered as wages



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

| Sr. No. | State       | Aspirational District | Amount spent (In ₹) |
|---------|-------------|-----------------------|---------------------|
| 1.      | Maharashtra | Osmanabad             | 50,00,000           |

Note: Project undertaken is Rural Development through Women Livelihood Skilling to be implemented by Swayam Shikshan Prayog at Dharashiv (Formerly Osmanabad).

3. a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No/NA)  
Yes
- b) From which marginalized /vulnerable groups do you procure?  
MSME
- c) What percentage of total procurement (by value) does it constitute?  
30.27%

4. 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 |                                                      |                           |                           |                                    |

Note: The Company does not use intellectual properties based on traditional knowledge for conducting business.

5. 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    |                   |                         |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

6. Details of beneficiaries of CSR Projects:

| Sr. No. | CSR Project                                                                                                                                                                                                                                             | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------------|
| 1.      | Educational activity and skill development at Anudanit Prathamik v Madhyamik Adivasi Ashramshala at Padasare, through Jnana Prabodhini                                                                                                                  | 250 students                                | 100%                                                       |
| 2.      | Educational activity and skill development at Anudanit Prathamik v Madhyamik Adivasi Ashramshala at Padasare, through Vigyan Ashram                                                                                                                     | 98 students                                 | 100%                                                       |
| 3.      | Educational activity and skill development at Pen and Sudhagadh based Ashramshala, through Jnana Prabodhini                                                                                                                                             | 600 students                                | 100%                                                       |
| 4.      | Farmer livelihood and skilling through Global Vikas Trust                                                                                                                                                                                               | 151 farmers                                 | 100%                                                       |
| 5.      | Improving water access through water harvesting check dams through Aakar Charitable Trust                                                                                                                                                               | 2,669 families<br>19,926 individuals        | 100%                                                       |
| 6.      | Signal School upgradation school infrastructure and purchase of education related equipment – Thane through Samarth Bharat Vyaspeeth Trust ("SBVT")                                                                                                     | 105 students                                | 100%                                                       |
| 7.      | Women Livelihood skilling & rural Entrepreneurship through Swayam Shikshan Prayog                                                                                                                                                                       | 1000 women                                  | 90%                                                        |
| 8.      | Emergency diagnostic support for children with suspected cancer through Tata Memorial Hospital                                                                                                                                                          | 94 children                                 | 100%                                                       |
| 9.      | Rural Healthcare strengthening through PHC upgradation through "Doctors for You"                                                                                                                                                                        | 11,846 people                               | 90%                                                        |
| 10.     | Supporting education of children of economically & socially disadvantage section studying at Olcott Memorial Higher Secondary School through Olcott Education Society                                                                                   | 375 students                                | 100%                                                       |
| 11.     | 51-seater Bus for daily commute for 150+ children from Kendra to local School through Mahamanav Baba Amte Bahuudeshiy Samajik Vikas Seva Sanstha                                                                                                        | 150 students                                | 100%                                                       |
| 12.     | 51-seater Bus for daily commute of children residing at Balgram to attend schools, colleges, training institutes and also for regular travel for healthcare, extracurricular activities and social exposure through Aai Janhit Bahuedeshiy Seva Sanstha | 103 students                                | 100%                                                       |
| 13.     | Basic Life Support (BLS) ambulance to enhance emergency medical services and healthcare access at SEARCH Hospital, Gadchiroli through Society for Education, Action and Research in Community Health (SEARCH)                                           | 800 patients                                | 100%                                                       |
| 14.     | 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                             | 22 students                                 | 100%                                                       |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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 project under Afcons operates with a dedicated grievance redressal mechanism as defined 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 | Not Applicable                    |
| Safe and responsible usage                                  | Not Applicable                    |
| Recycling and/or safe disposal                              | Not Applicable                    |

Note: This is not relevant as the Company is primarily engaged as an EPC Contractor.

3. Number of consumer complaints in respect of the following:

| Particular                     | FY 2025-26               |                                   | Remark | FY 2024-25               |                                   | 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      | Not Applicable    |
| 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.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

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.

Afcons follows a continual improvement approach to proactively identify and manage risks across its operations. No significant incidents have been reported in the specified areas. Corrective and preventive actions are routinely implemented as part of risk management practices and internal audits, ensuring ongoing compliance and the maintenance of high 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



## INDEPENDENT PRACTITIONER'S LIMITED ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN AFCONS INFRASTRUCTURE LIMITED'S BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

### To the Board of Directors

#### of AFCONS INFRASTRUCTURE LIMITED

1. We have undertaken to perform limited assurance engagement, for **AFCONS INFRASTRUCTURE LIMITED** (the "Company") vide our engagement letter dated 30<sup>th</sup> January, 2026, in respect of the agreed Sustainability Information listed below (the "Identified Sustainability Information") in accordance with the Criteria stated in paragraph 3 below. This Sustainability Information is included in the Company's Business Responsibility and Sustainability Report (the "BRSR Report" or the "Report") included within the Annual Report (the "AR") of the Company for the year ended 31<sup>st</sup> March, 2026. This engagement was conducted by a multidisciplinary team including assurance practitioners, environmental engineers and specialists.

### 2. IDENTIFIED SUSTAINABILITY INFORMATION

Our scope of limited assurance consists of the Sustainability Information listed in the Appendix I to our report. The reporting boundary of the BRSR Report is as disclosed in Question 13 of Section A: General Disclosure of the BRSR Report with exceptions disclosed by way of note under respective questions of the BRSR Report, where applicable.

Our limited assurance engagement was with respect to the year ended 31<sup>st</sup> March, 2026 information only unless otherwise stated and we have not performed any procedures with respect to earlier periods or any other elements included in the BRSR Report and, therefore, do not express any conclusion thereon.

### 3. CRITERIA

The Criteria used by the Company to prepare the Identified Sustainability Information is listed below:

- Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended; and
- Business Responsibility and Sustainability Reporting Requirements for listed entities per Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30<sup>th</sup> January, 2026 (the "SEBI Master Circular").

### 4. MANAGEMENT'S RESPONSIBILITY

The Company's management is responsible for selecting or establishing suitable criteria for preparing

the Sustainability Information including the reporting boundary of the BRSR Report, taking into account applicable laws and regulations, if any, related to reporting on the Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation of the BRSR Report and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

### 5. INHERENT LIMITATIONS

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between companies.

### 6. OUR INDEPENDENCE AND QUALITY CONTROL

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") and the SEBI Master Circular and its clarifications thereto and have the required competencies and experience to conduct this assurance engagement.

We apply Standard on Quality Control ("SQC") 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements", and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

### 7. OUR RESPONSIBILITY

Our responsibility is to express a limited assurance conclusion on the Identified Sustainability Information listed in Appendix I based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, "Assurance Engagements on Sustainability Information", and Standard on Assurance Engagements (SAE) 3410 Assurance Engagements on Greenhouse Gas Statements (together the "Standards"), both issued by the Sustainability Reporting Standards Board (the "SRSB") of the ICAI.

These Standards require that we plan and perform our engagement to obtain limited assurance about whether the Identified Sustainability Information listed in Appendix I and included in the BRSR Report is free from material misstatement.

As part of limited assurance engagement in accordance with the Standards, we exercise professional judgment and maintain professional skepticism throughout the engagement.

A limited assurance engagement involves assessing the suitability in the circumstances of the Company's use of the Criteria as the basis for the preparation of the Identified Sustainability Information as listed in Appendix I, assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the Identified Sustainability Information.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal controls, and the procedures performed in response to the assessed risks.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents and evaluating the appropriateness of quantification methods and reporting policies and agreeing with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- Obtained an understanding of the Identified Sustainability Information and related disclosures;
- Obtained an understanding of the assessment criteria and their suitability for the evaluation and/or measurements of the Identified Sustainability Information;
- Made inquiries of Company's management, including Health and Safety team, finance team, compliance team, human resources team amongst others and those with the responsibility for preparation of the BRSR Report;
- Obtained an understanding of the key systems, processes and controls for recording, processing

and reporting on the Identified Sustainability Information at the corporate office and at project sites on a sample basis. Our procedures did not include evaluating the suitability of design, obtaining evidence about their implementation or testing operating effectiveness of particular control activities;

- Based on the above understanding and the risks that the Identified Sustainability Information may be materially misstated, determined the nature, timing and extent of further procedures;
- Reviewed the key assumptions, emission factors and methodologies used for calculation of Greenhouse Gas (the "GHG") emissions;
- Reviewed the Company's process for collating the sustainability information through agreeing or reconciling the Identified Sustainability Information with the underlying records on a sample basis; and
- Reviewed the consolidation for project sites on a sample basis and corporate office under the reporting boundary for ensuring the completeness of data being reported.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the Identified Sustainability Information have been prepared, in all material respects, in accordance with the Criteria.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

### 8. EXCLUSIONS

Our assurance scope excludes the following and therefore we do not express a conclusion on:

- Operations of the Company other than the Reporting Boundary set out in Question 13 of Section A: General Disclosures of the BRSR Report, for mentioned in the Identified Sustainability Information listed in Appendix I;

- Aspects of the BRSR Report and the data/information (qualitative or quantitative) other than the Identified Sustainability Information;
- Data and information outside the defined reporting period i.e. the financial year ended 31<sup>st</sup> March, 2026; and
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

9. LIMITED ASSURANCE CONCLUSION

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Company's Identified Sustainability Information listed in Appendix I and presented in the BRSR Report for the year ended

31<sup>st</sup> March, 2026 are not prepared, in all material respects, in accordance with the Criteria as stated in paragraph 3 above.

10. RESTRICTION ON USE

Our Limited Assurance report has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely, to assist the Company in reporting on Company's sustainability performance and activities. Accordingly, we accept no liability to anyone, other than the Company. Our Limited Assurance report should not be used for any other purpose or by any person other than the addressees of our report. We neither accept nor assume any duty of care or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W / W-100018)

**Pratiq Shah**  
Partner

Membership No. 111850  
UDIN: 26111850PJXUQW5783

Place: Mumbai  
Date: 19<sup>th</sup> June, 2026



APPENDIX I

Identified Sustainability Information subject to Limited Assurance

BRSR CORE INDICATORS SUBJECT TO LIMITED ASSURANCE

| Sr. No                                                                           | Reporting Standard Reference | Description of Indicator                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Section C: Principle [P] Wise Performance Disclosures - Essential Indicators [E] |                              |                                                                                                                                                                                                                                                                                                                                                                       |
| 1                                                                                | P-1 [E], Question 8          | Number of days of accounts payables<br>((Accounts payable *365) / Cost of goods/services procured)                                                                                                                                                                                                                                                                    |
| 2                                                                                | P-1 [E], Question 9          | Open-ness of business:<br>Details of concentration of purchases and sales with trading houses and with dealers/distributors respectively, and with related parties along-with loans and advances & investments, with related parties.                                                                                                                                 |
| 3                                                                                | P-3 [E], Question 1(c)       | Spending on measures towards well-being of employees and workers (including permanent and other than permanent)                                                                                                                                                                                                                                                       |
| 4                                                                                | P- 3 [E], Question 11        | Details of safety related incidents:<br>Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) (employees and workers)<br>Total recordable work-related injuries (employees and workers)<br>- No. of fatalities (employees and workers)<br>- High consequence work-related injury or ill-health (excluding fatalities) (employees and workers) |
| 5                                                                                | P-5 [E], Question 3(b)       | Gross wages paid to females as % of total wages paid by the entity                                                                                                                                                                                                                                                                                                    |
| 6                                                                                | P-5 [E], Question 7          | Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013<br>- Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)<br>- Complaints on POSH as a % of female employees/workers<br>- Complaints on POSH upheld               |
| 7                                                                                | P-6 [E], Question 1          | Details of total energy consumption (in Joules or multiples) and energy intensity:<br>- Total energy consumed from renewable sources<br>- Total energy consumption from non-renewable sources                                                                                                                                                                         |
| 8                                                                                |                              | - Total energy consumed                                                                                                                                                                                                                                                                                                                                               |
| 9                                                                                |                              | Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)<br><br>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)                                                                                                                  |



| Sr. No                                                                           | Reporting Standard Reference | Description of Indicator                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Section C: Principle [P] Wise Performance Disclosures - Essential Indicators [E] |                              |                                                                                                                                                                                                                                                                                                                                                                                                       |
| 10                                                                               | P-6 [E], Question 3          | Water withdrawal by source (in kilolitres) <ul style="list-style-type: none"><li>- Surface water, Groundwater, Third-Party Water, Seawater/desalinated water, Others</li><li>- Total volume of water withdrawal (in kilolitres)</li><li>- Total volume water consumption (in kilolitres)</li></ul>                                                                                                    |
| 11                                                                               |                              | Water intensity per rupee of turnover (Total water consumption / Revenue from operations)<br><br>Water intensity per rupee of turnover adjusted for PPP (Total water consumption / Revenue from operations adjusted for PPP)                                                                                                                                                                          |
| 12                                                                               | P-6 [E], Question 4          | Water Discharge by destination and level of treatment (in kilolitres)                                                                                                                                                                                                                                                                                                                                 |
| 13                                                                               | P-6 [E], Question 7          | Greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity <ul style="list-style-type: none"><li>- Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)</li></ul>                                                                                                                                                                       |
| 14                                                                               |                              | <ul style="list-style-type: none"><li>- Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)</li></ul>                                                                                                                                                                                                                                                |
| 15                                                                               |                              | <ul style="list-style-type: none"><li>- Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)</li><li>- 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 / Revenue from operations adjusted for PPP)</li></ul> |
| 16                                                                               | P-6 [E], Question 9          | Details related to waste management by the entity:<br>Total waste generated: Plastic waste, E-waste, Construction demolition waste, Biomedical waste, Battery waste, Radioactive waste, Other Hazardous waste and Non-hazardous waste.                                                                                                                                                                |
| 17                                                                               |                              | <ul style="list-style-type: none"><li>- Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)</li><li>- Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)</li></ul>                                                                                               |
| 18                                                                               | P-6 [E], Question 9          | For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)                                                                                                                                                                                                                                                               |
| 19                                                                               | P-6 [E], Question 9          | For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)                                                                                                                                                                                                                                                                                            |

| Sr. No                                                                           | Reporting Standard Reference | Description of Indicator                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Section C: Principle [P] Wise Performance Disclosures - Essential Indicators [E] |                              |                                                                                                                                                                                                                                                                               |
| 20                                                                               | P-8 [E], Question 4          | Percentage of input material (inputs to total inputs by value) sourced from suppliers. <ul style="list-style-type: none"><li>- Directly sourced from MSMEs/ small producers</li><li>- Directly from within India</li></ul>                                                    |
| 21                                                                               | P-8 [E], Question 5          | Job creation in smaller towns –<br><br>Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the Rural, Semi-urban, Urban and Metropolitan locations, as a percentage of total wage cost.  |
| 22                                                                               | P-9 [E], Question 7          | Information relating to data breaches: <ul style="list-style-type: none"><li>- Number of instances of data breaches</li><li>- Percentage of data breaches involving personally identifiable information of customers</li><li>- Impact, if any, of the data breaches</li></ul> |



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, 2026 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 15 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, 2026 and its profit, other comprehensive loss, 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

- (i) We draw attention to Note no. 40 of the Standalone Financial Statement, 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 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 and trade receivable, are considered as good and recoverable. However, considering that the proceedings in arbitration and High Court are ongoing, the duration and outcome is uncertain.

- (ii) Audit report on the Financial Statements of Transtunnelstroy 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 Statement, which describes the uncertainties relating to the outcome of the 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 recoverable. However, considering that the proceedings in arbitration, High Court and Supreme Court are ongoing, the duration and outcome is uncertain.

Independent Auditor's Report (Contd.)

Our opinion is not modified in respect of this matter."

Note 32 as described above is summarised as Note 37 to the Standalone Financial Statement.

- (iii) 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 recoverable. 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 summarised as Note 38 to the Standalone Financial Statement.

Our report is not modified in respect of 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.      | <b>Estimation of contract cost and revenue recognition – Construction Contract Revenue</b><br><br>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.<br><br>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.<br><br>Refer to Note No. 1.B.3 and 22 to the Standalone Financial Statements | <p>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:</p> <ul style="list-style-type: none"><li>• 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.</li><li>• Assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers".</li><li>• We selected sample of contracts with customer and performed the following procedures:<ul style="list-style-type: none"><li>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.</li><li>b. For costs incurred to date, we verified relevant supporting documents and performed cut off procedures.</li></ul></li></ul> |



Independent Auditor's Report (Contd.)

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Auditor's Response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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|         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <div><div>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.</div><div>d. Evaluated the reasonableness of key assumptions included in estimated total contract costs:<div><div>- 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.</div><div>- Evaluated reasonableness of management's judgements and assumptions by using past trends and comparing the movement in estimated total contracts costs from previous periods.</div></div></div></div> <div><div>• Assessed the adequacy of presentation and related disclosures in the standalone financial statements.</div></div>                                                                                                                                                                                                                                                           |
| 2.      | <p><b>Recoverability of Non-Current Contract Assets and non-current trade receivables</b></p> <p>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 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.</p> <p>Refer to Note No. 1.B.3, 5 and 8 to the Standalone Financial Statements</p> | <div><div>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. 31<sup>st</sup> March, 2026 and the date when the financial statements are approved by the Company's Board of Directors included the following amongst others:</div><div><div>• 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. 31<sup>st</sup> March, 2026 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.</div></div></div> |

Independent Auditor's Report (Contd.)

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Auditor's Response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div><div><div>• We selected sample of contract assets with corresponding trade receivables and performed the following procedures:<div><div>- We verified the contractual terms and collection history</div><div>- We verified evidence supporting the execution of work for which the contract assets were recognized</div><div>- We inquired for reasons for the delays in recovery of invoices and the basis on which recoverability of the contract assets was assessed.</div><div>- We have also assessed the impact on the allowance for expected credit losses</div><div>- We assessed for the adjusting events after the reporting date i.e. 31<sup>st</sup> March, 2026 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.</div></div></div></div><div>• 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.</div></div>    |
|         | <p><b>INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON</b></p> <div><div>• 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.</div><div>• Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.</div><div>• 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</div></div> | <div><div>operations, is traced from their financial statements audited by the other auditors</div><div>• 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.</div></div> <p><b>RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE STANDALONE FINANCIAL STATEMENTS</b></p> <p>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</p> |



## Independent Auditor's Report (Contd.)

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.

## Independent Auditor's Report (Contd.)

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 15 joint operations included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹ 2,068.37 crore as at 31st March, 2026 and total revenue of ₹ 889.22 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, 2026 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, 2026 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



## Independent Auditor's Report (Contd.)

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:

- 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, 43 and 44 to the standalone financial statements;
- 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.
- 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 joint operation company 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 joint 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

## Independent Auditor's Report (Contd.)

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 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 12.6 to the standalone financial statements, the Board of Directors of the Company have proposed dividend on equity shares for the year 2025-26 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, 2026 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 &amp; SELLS LLP

Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

## Nilesh Shah

Partner  
Membership No. 049660  
UDIN: 26049660IXLIJK4467

Place: Mumbai

Date: 18<sup>th</sup> May, 2026

## For HDS &amp; Associates LLP

Chartered Accountants  
Firm Registration No. W-100144

## Suresh K. Joshi

Partner  
Membership No. 030035  
UDIN: 26030035JQAPJR4368

Place: Mumbai

Date: 18<sup>th</sup> May, 2026



# 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, 2026 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

## Annexure “A” to the Independent Auditor’s Report (Contd.)

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 operation 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, 2026, 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 operation which is a company incorporated in India, is based on the corresponding reports of the other auditors of such company incorporated in India.

Our opinion is not modified in respect of this matter.

## For DELOITTE HASKINS & SELLS LLP

Chartered Accountants  
(Firm’s Registration No. 117366W/W-100018)

## Nilesh Shah

Partner  
Membership No. 049660  
UDIN: 26049660IXLIJK4467

Place: Mumbai

Date: 18<sup>th</sup> May, 2026

## For HDS & Associates LLP

Chartered Accountants  
Firm Registration No. W-100144

## Suresh K. Joshi

Partner  
Membership No. 030035  
UDIN: 26030035JQAPJR4368

Place: Mumbai

Date: 18<sup>th</sup> May, 2026



## 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 all 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, 2026 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 ₹ 5 crores, 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, statements on ageing analysis of the debtors/other receivables, 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 31st March, 2026, 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:

### Annexure “B” to the Independent Auditor’s Report (Contd.)

- (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.

| (₹ in Crore)                                                               |                                         |            |
|----------------------------------------------------------------------------|-----------------------------------------|------------|
|                                                                            | Loans or Advances<br>in nature of loans | Guarantees |
| A. Aggregate amount granted / provided during the year:                    |                                         |            |
| - Subsidiaries                                                             | 26.39                                   | 23.86      |
| - Joint Operations*                                                        | 208.75                                  | 105.54     |
| B. Balance outstanding as at balance sheet date in respect of above cases: |                                         |            |
| - Subsidiaries                                                             | 45.54                                   | 30.37      |
| - Joint Operations*                                                        | 689.41                                  | 1729.72    |

\*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.

- (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:

| (₹ 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)  | 235.15       | -         | 235.15          |
| Total (A+B)                                                        | 235.15       | -         | 235.15          |
| Percentage of loans/advances in nature of loans to the total loans | 100%         | -         | 100%            |

\*The loan or advances in nature of loan granted to Joint operations amounting to ₹ 202.43 Crore is eliminated while preparing the standalone financial statements as per the accounting policy Note 1.B.2.a.

- (iv) According to the 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 section 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 Services Tax, Provident Fund, Employees’ State Insurance, Income-tax, duty of Custom, 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.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Income-tax, duty of Custom, Duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2026 on account of disputes are given below:

| Name of the statute                                                                                  | Nature of dues | Forum where the dispute is pending             | Period to which the amount relates  | Total Amount (₹ in Crore) | Unpaid Amount (₹ in Crore)* |
|------------------------------------------------------------------------------------------------------|----------------|------------------------------------------------|-------------------------------------|---------------------------|-----------------------------|
| The Income Tax Act, 1961                                                                             | Income Tax     | Commissioner of Income tax (Appeals)           | A.Y.2023-2024                       | 1.49                      | 1.49                        |
| The Finance Act 1994                                                                                 | Service Tax    | Pending before High Court                      |                                     | 5.49                      | 3.97                        |
| The Finance Act 1994                                                                                 | Service Tax    | Appellate Authority Tribunal                   | FY 2008 to 2018                     | 61.76                     | 60.62                       |
| Local Sales Tax Acts applicable in respective States (Andhra Pradesh, Tamil Nadu and Madhya Pradesh) | Sales Tax      | Appellate Authority up to Commissioner’s level | FY 1986 to 1991 and AY 1993 to 1997 | 0.42                      | 0.41                        |
| Local Sales Tax Acts applicable in respective States (West Bengal)                                   | Sales Tax      | Appellate Authority-Tribunal Level             | FY 1987 to 1989 and AY 1994 to 1997 | 0.17                      | 0.17                        |
| Value Added Tax (MH)                                                                                 | VAT            | Appeal before Commissioner                     | FY 2015-16 to 2017-18 (Q1)          | 5.91                      | -                           |
| Value Added Tax (MH)                                                                                 | VAT            | Sales Tax Tribunal                             | FY 2013-14 & FY 2014-15             | 1.08                      | -                           |

## Annexure “B” to the Independent Auditor’s Report (Contd.)

| Name of the statute                         | Nature of dues        | Forum where the dispute is pending                             | Period to which the amount relates | Total Amount (₹ in Crore) | Unpaid Amount (₹ in Crore)* |
|---------------------------------------------|-----------------------|----------------------------------------------------------------|------------------------------------|---------------------------|-----------------------------|
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Appeal before Additional Commissioner, Lucknow                 | FY 2020-21                         | 3.11                      | 1.79                        |
| UP Goods & Service Tax, 2017                | Goods and Service tax | Appeal before Additional Commissioner, Lucknow                 | FY 2020-21                         | 3.11                      | 1.79                        |
| Integrated Goods & Service Tax, 2017        | Goods and Service tax | Joint Commissioner State Tax, Lucknow                          | FY 2021 to 2023                    | 0.54                      | 0.52                        |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Deputy Commissioner of State Tax, Appeal – 4, Mahesana Gujarat | -                                  | 0.15                      | -                           |
| Integrated Goods & Service Tax, 2017        | Goods and Service tax | Appeal to be filed before Commissioner, Andhra Pradesh         | FY 2020-21 to FY 2022-23           | 2.15                      | 2.15                        |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Joint Commissioner LTU Lucknow                                 | FY 2021-22                         | 1.08                      | 1.08                        |
| State Goods & Service Tax, 2017             | Goods and Service tax | Asst Commissioner State Tax, Mumbai                            | FY 2019-10                         | 2.89                      | 2.76                        |
| Central Goods & Service Tax, 2017           | Goods and Service tax | Joint Commissioner, Thane                                      | FY 2018-19                         | 42.09                     | 42.09                       |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Appeal before Deputy Commissioner Appeal, Chennai              | FY 2021-22                         | 0.97                      | 0.92                        |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Appeal before Deputy Commissioner Appeal, Chennai              | FY 2022-23                         | 8.88                      | 8.42                        |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Appeal before Deputy Commissioner Appeal, Chennai              | FY 2022-23                         | 1.18                      | 0.06                        |
| TN Goods & Service Tax, 2017                | Goods and Service tax | Appeal before Deputy Commissioner Appeal, Chennai              | FY 2022-23                         | 1.18                      | 0.06                        |
| Integrated Goods & Service Tax, 2017        | Goods and Service tax | Appeal before Deputy Commissioner Appeal, Chennai              | FY 2022-23                         | 0.90                      | 0.06                        |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Joint Commissioner CGST & CX Thane Commissionerate             | FY 2018 & FY 2019                  | 1.25                      | 1.25                        |
| The Central Goods and Service Tax Act, 2017 | Goods and Service tax | Appellate Authority – Kullu/ Palampur                          | FY 2017-18                         | 3.2                       | 3.2                         |

\*Amount unpaid is net of the amounts paid under protest.



## Annexure "B" to the Independent Auditor's Report (Contd.)

- (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 Joint 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.
- (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 subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (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 its 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 eight 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

## Annexure "B" to the Independent Auditor's Report (Contd.)

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

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Nilesh Shah**

Partner  
Membership No. 049660  
UDIN: 26049660IXLIJK4467

**Place:** Mumbai

**Date:** 18<sup>th</sup> May, 2026

For **HDS & Associates LLP**

Chartered Accountants  
Firm Registration No. W-100144

**Suresh K. Joshi**

Partner  
Membership No. 030035  
UDIN: 26030035JQAPJR4368

**Place:** Mumbai

**Date:** 18<sup>th</sup> May, 2026

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) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

## Standalone Balance Sheet

as at 31<sup>st</sup> March, 2026

| (₹ in Crore)                                                                  |          |                                    |                                    |
|-------------------------------------------------------------------------------|----------|------------------------------------|------------------------------------|
| Particulars                                                                   | Note No. | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
| <b>A ASSETS</b>                                                               |          |                                    |                                    |
| <b>1 Non-current assets</b>                                                   |          |                                    |                                    |
| (a) Property, plant and equipment                                             | 3.A      | 2,398.56                           | 2,618.49                           |
| (b) Capital work-in-progress                                                  | 3.B      | 901.01                             | 32.85                              |
| (c) Right-of-use assets                                                       | 3.D      | 87.96                              | 106.43                             |
| (d) Intangible assets                                                         | 3.C      | 0.50                               | 0.55                               |
| (e) Financial assets                                                          |          |                                    |                                    |
| (i) Investments                                                               | 4        | 19.74                              | 19.98                              |
| (ii) Trade receivables                                                        | 5        | 606.57                             | 666.56                             |
| (iii) Other financial assets                                                  | 7        | 428.15                             | 441.03                             |
| (f) Contract assets                                                           | 8        | 1,412.72                           | 1,559.09                           |
| (g) Non current tax assets (net)                                              | 11       | 62.33                              | 12.22                              |
| (h) Other non-current assets                                                  | 8.2      | 181.25                             | 212.00                             |
| <b>Total non-current assets</b>                                               |          | <b>6,098.79</b>                    | <b>5,669.20</b>                    |
| <b>2 Current assets</b>                                                       |          |                                    |                                    |
| (a) Inventories                                                               | 9        | 993.39                             | 988.23                             |
| (b) Financial assets                                                          |          |                                    |                                    |
| (i) Trade receivables                                                         | 5        | 3,310.83                           | 2,698.08                           |
| (ii) Cash and cash equivalents                                                | 10       | 262.32                             | 316.23                             |
| (iii) Bank balances other than (ii) above                                     | 10.1     | 488.99                             | 321.20                             |
| (iv) Loans                                                                    | 6        | 60.44                              | 31.40                              |
| (v) Other financial assets                                                    | 7        | 209.01                             | 208.64                             |
| (c) Contract assets                                                           | 8        | 6,160.21                           | 5,379.30                           |
| (d) Other current assets                                                      | 8.2      | 1,096.52                           | 1,063.07                           |
| <b>Total current assets</b>                                                   |          | <b>12,581.71</b>                   | <b>11,006.15</b>                   |
| <b>Total assets (1+2)</b>                                                     |          | <b>18,680.50</b>                   | <b>16,675.35</b>                   |
| <b>B EQUITY AND LIABILITIES</b>                                               |          |                                    |                                    |
| <b>1 Equity</b>                                                               |          |                                    |                                    |
| (a) Equity share capital                                                      | 12.A     | 367.78                             | 367.78                             |
| (b) Other equity                                                              | 13       | 4,634.28                           | 4,458.97                           |
| Equity attributable to the owners of the Company                              |          | <b>5,002.06</b>                    | <b>4,826.75</b>                    |
| <b>2 Liabilities</b>                                                          |          |                                    |                                    |
| <b>(A) Non-current liabilities</b>                                            |          |                                    |                                    |
| (a) Financial liabilities                                                     |          |                                    |                                    |
| (i) Borrowings                                                                | 14       | 919.60                             | 595.24                             |
| (ii) Lease Liabilities                                                        | 52       | 49.53                              | 58.28                              |
| (iii) Trade payables                                                          | 15       |                                    |                                    |
| (a) Total outstanding due to micro and small enterprises                      |          | 17.27                              | 14.58                              |
| (b) Total outstanding due to creditors other than micro and small enterprises |          | 410.64                             | 419.20                             |
| (iv) Other financial liabilities                                              | 16       | 54.32                              | 74.84                              |
| (b) Contract liabilities                                                      | 17       | 2,141.31                           | 2,270.76                           |
| (c) Provisions                                                                | 18       | 70.74                              | 24.55                              |
| (d) Deferred tax liabilities (net)                                            | 21       | 5.46                               | 64.96                              |
| <b>Total non-current liabilities</b>                                          |          | <b>3,668.87</b>                    | <b>3,522.41</b>                    |
| <b>(B) Current liabilities</b>                                                |          |                                    |                                    |
| (a) Financial liabilities                                                     |          |                                    |                                    |
| (i) Borrowings                                                                | 20       | 2,636.76                           | 1,655.75                           |
| (ii) Lease Liabilities                                                        | 52       | 39.11                              | 49.30                              |
| (iii) Trade payables                                                          | 15       |                                    |                                    |
| (a) Total outstanding due to micro and small enterprises                      |          | 205.67                             | 177.36                             |
| (b) Total outstanding due to creditors other than micro and small enterprises |          | 3,865.32                           | 3,384.84                           |
| (iv) Other financial liabilities                                              | 16       | 996.75                             | 242.05                             |
| (b) Contract liabilities                                                      | 17       | 1,896.37                           | 2,452.06                           |
| (c) Provisions                                                                | 18       | 149.25                             | 147.44                             |
| (d) Current tax liabilities (net)                                             | 19       | 75.68                              | 62.15                              |
| (e) Other current liabilities                                                 | 17.1     | 144.66                             | 155.24                             |
| <b>Total current liabilities</b>                                              |          | <b>10,009.57</b>                   | <b>8,326.19</b>                    |
| <b>Total liabilities (A+B)</b>                                                |          | <b>13,678.44</b>                   | <b>11,848.60</b>                   |
| <b>Total equity and liabilities (1+2)</b>                                     |          | <b>18,680.50</b>                   | <b>16,675.35</b>                   |

See accompanying notes 1 to 58 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  
Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

**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 Chairman  
Din:00047592

**Srinivasan Paramasivan**  
Managing Director  
Din:00058445

**Ramesh Kumar Jha**  
Chief Financial Officer

**Gaurang Parekh**  
Company Secretary  
Membership No. F-8764

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026



## Standalone Statement of Profit and Loss

For the Year Ended 31<sup>st</sup> March, 2026

| (₹ in Crore)                                                                            |          |                                                 |                                                 |
|-----------------------------------------------------------------------------------------|----------|-------------------------------------------------|-------------------------------------------------|
| Particulars                                                                             | Note No. | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
| <b>1</b> Revenue from operations                                                        | 22       | 11,938.32                                       | 12,499.93                                       |
| <b>2</b> Other income (net)                                                             | 23       | 370.06                                          | 466.73                                          |
| <b>3 Total income ( 1 + 2 )</b>                                                         |          | <b>12,308.38</b>                                | <b>12,966.66</b>                                |
| <b>4 Expenses</b>                                                                       |          |                                                 |                                                 |
| (a) Cost of material consumed                                                           | 24       | 2,755.69                                        | 3,214.00                                        |
| (b) Cost of construction                                                                | 24.1     | 5,047.13                                        | 5,228.56                                        |
| (c) Cost of traded goods                                                                | 25       | 87.71                                           | 73.82                                           |
| (d) Employee benefits expense                                                           | 26       | 1,439.36                                        | 1,408.32                                        |
| (e) Finance costs                                                                       | 27       | 672.89                                          | 627.99                                          |
| (f) Depreciation and amortisation expense                                               | 28       | 452.35                                          | 489.16                                          |
| (g) Other expenses                                                                      | 29       | 1,350.84                                        | 1,115.51                                        |
| <b>Total expenses</b>                                                                   |          | <b>11,805.97</b>                                | <b>12,157.36</b>                                |
| <b>5 Profit for the year before exceptional Items and tax ( 3 - 4 )</b>                 |          | <b>502.41</b>                                   | <b>809.30</b>                                   |
| <b>6</b> Exceptional Items                                                              | 47       | 76.51                                           | -                                               |
| <b>7 Profit for the year before tax ( 5 - 6 )</b>                                       |          | <b>425.90</b>                                   | <b>809.30</b>                                   |
| <b>8 Tax expense:</b>                                                                   | 21       |                                                 |                                                 |
| (a) Current tax                                                                         |          | 198.66                                          | 275.88                                          |
| (b) Deferred tax - (Credit) / Charge                                                    |          | (64.86)                                         | (36.78)                                         |
| (c) Tax expense relating to earlier year (net)                                          |          | 2.20                                            | (15.93)                                         |
| <b>Total tax expenses</b>                                                               |          | <b>136.00</b>                                   | <b>223.17</b>                                   |
| <b>9 Net profit for the year after tax (7 - 8)</b>                                      |          | <b>289.90</b>                                   | <b>586.13</b>                                   |
| <b>10 Other comprehensive income (OCI)</b>                                              |          |                                                 |                                                 |
| <b>A) Items that will not be reclassified to statement of profit or loss</b>            |          |                                                 |                                                 |
| (a) Changes in fair value of equity investment measured at FVTOCI (net of tax)          |          | (0.23)                                          | 0.01                                            |
| (b) Remeasurements of defined benefit plans (net of tax)                                |          | 15.94                                           | (5.74)                                          |
| <b>B) Items that may be reclassified to statement of profit or loss</b>                 |          |                                                 |                                                 |
| (a) Exchange differences on translating the financial statements of a foreign operation |          | (59.75)                                         | (16.45)                                         |
| <b>Other Comprehensive (loss) (A+B)</b>                                                 |          | <b>(44.04)</b>                                  | <b>(22.18)</b>                                  |
| <b>11 Total comprehensive income for the year (9 + 10)</b>                              |          | <b>245.86</b>                                   | <b>563.95</b>                                   |
| <b>12 Earnings per share (Face value of ₹ 10 each) (annualised)</b>                     |          |                                                 |                                                 |
| (a) Basic earnings per share (₹)                                                        |          | 7.88                                            | 15.94                                           |
| (b) Diluted earnings per share (₹)                                                      |          | 7.88                                            | 15.94                                           |

See accompanying notes 1 to 58 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

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

**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 Chairman  
Din:00047592

**Srinivasan Paramasivan**  
Managing Director  
Din:00058445

**Ramesh Kumar Jha**  
Chief Financial Officer

**Gaurang Parekh**  
Company Secretary  
Membership No. F-8764

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

## Standalone Statement of Change in Equity

For the Year Ended 31<sup>st</sup> March, 2026

### A) EQUITY SHARE CAPITAL

| Particulars                                      | (₹ in Crore)  |
|--------------------------------------------------|---------------|
| <b>Balance as at 1<sup>st</sup> April, 2024</b>  | <b>340.74</b> |
| Changes in equity share capital during the year  | 27.04         |
| <b>Balance as at 31<sup>st</sup> March, 2025</b> | <b>367.78</b> |
| Changes in equity share capital during the year  | -             |
| <b>Balance as at 31<sup>st</sup> March, 2026</b> | <b>367.78</b> |

### B) OTHER EQUITY

| Particulars                                                 | Reserve and surplus |                            |                            |                              |                       |                 |                   | Other Comprehensive Income                                                          |                                                       | Total           |
|-------------------------------------------------------------|---------------------|----------------------------|----------------------------|------------------------------|-----------------------|-----------------|-------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|-----------------|
|                                                             | Capital reserve     | Capital redemption reserve | Securities premium reserve | Share-based payments 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 1 <sup>st</sup> 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                    | -                   | -                          | 1,192.84                   | -                            | -                     | -               | -                 | -                                                                                   | -                                                     | 1,192.84        |
| <b>Total comprehensive income for the year</b>              | <b>0.19</b>         | <b>0.13</b>                | <b>1,384.35</b>            | <b>-</b>                     | <b>8.00</b>           | <b>65.70</b>    | <b>3,033.41</b>   | <b>(20.01)</b>                                                                      | <b>19.57</b>                                          | <b>4,491.34</b> |
| Dividend                                                    | -                   | -                          | -                          | -                            | -                     | -               | (32.37)           | -                                                                                   | -                                                     | (32.37)         |
| <b>Balance as at 31<sup>st</sup> March, 2025</b>            | <b>0.19</b>         | <b>0.13</b>                | <b>1,384.35</b>            | <b>-</b>                     | <b>8.00</b>           | <b>65.70</b>    | <b>3,001.04</b>   | <b>(20.01)</b>                                                                      | <b>19.57</b>                                          | <b>4,458.97</b> |
| <b>Balance as at 1<sup>st</sup> April, 2025</b>             | <b>0.19</b>         | <b>0.13</b>                | <b>1,384.35</b>            | <b>-</b>                     | <b>8.00</b>           | <b>65.70</b>    | <b>3,001.04</b>   | <b>(20.01)</b>                                                                      | <b>19.57</b>                                          | <b>4,458.97</b> |
| Profit for the year                                         | -                   | -                          | -                          | -                            | -                     | -               | 289.90            | -                                                                                   | -                                                     | 289.90          |
| Other comprehensive income for the year (Net of Income tax) | -                   | -                          | -                          | -                            | -                     | -               | 15.94             | (59.75)                                                                             | (0.23)                                                | (44.04)         |
| ESOP costs recognised during the year                       | -                   | -                          | -                          | 21.40                        | -                     | -               | -                 | -                                                                                   | -                                                     | 21.40           |
| <b>Total comprehensive income for the year</b>              | <b>0.19</b>         | <b>0.13</b>                | <b>1,384.35</b>            | <b>21.40</b>                 | <b>8.00</b>           | <b>65.70</b>    | <b>3,306.88</b>   | <b>(79.76)</b>                                                                      | <b>19.34</b>                                          | <b>4,726.23</b> |
| Dividend                                                    | -                   | -                          | -                          | -                            | -                     | -               | (91.95)           | -                                                                                   | -                                                     | (91.95)         |
| <b>Balance as at 31<sup>st</sup> March, 2026</b>            | <b>0.19</b>         | <b>0.13</b>                | <b>1,384.35</b>            | <b>21.40</b>                 | <b>8.00</b>           | <b>65.70</b>    | <b>3,214.93</b>   | <b>(79.76)</b>                                                                      | <b>19.34</b>                                          | <b>4,634.28</b> |

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: 18<sup>th</sup> May, 2026

**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 Chairman  
Din:00047592

**Ramesh Kumar Jha**  
Chief Financial Officer

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

**Srinivasan Paramasivan**  
Managing Director  
Din:00058445

**Gaurang Parekh**  
Company Secretary  
Membership No. F-8764



## Standalone Statement of Cash Flow

For the Year Ended 31<sup>st</sup> March, 2026

| Particulars                                                               | (₹ in Crore)                                    |                                                 |
|---------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
|                                                                           | For the year ended 31 <sup>st</sup> March, 2026 | For the year ended 31 <sup>st</sup> March, 2025 |
| <b>Cash flow from operating activities</b>                                |                                                 |                                                 |
| <b>Profit before tax</b>                                                  | 425.90                                          | 809.30                                          |
| <b>adjustments for :</b>                                                  |                                                 |                                                 |
| Depreciation and amortisation expense                                     | 452.35                                          | 489.16                                          |
| Loss on property, plant and equipment sold/scrapped (net)                 | 23.52                                           | 4.45                                            |
| Dividend income                                                           | (5.64)                                          | -                                               |
| Interest income recognised in statement of profit or loss                 | (79.30)                                         | (184.45)                                        |
| Insurance claim received                                                  | (11.96)                                         | (4.66)                                          |
| Finance costs                                                             | 672.89                                          | 627.99                                          |
| Advances written off                                                      | 0.82                                            | 0.22                                            |
| Bad debts/unbilled revenue and sundry debit balances written off (net)    | 12.77                                           | 36.58                                           |
| Provision for doubtful debtors / advances no longer required written back | -                                               | (75.00)                                         |
| Creditors / excess provision written back                                 | (13.39)                                         | (47.99)                                         |
| Provision for expected credit loss                                        | 88.57                                           | 75.21                                           |
| Provision for Doubtful Debtors                                            | 221.48                                          | -                                               |
| Provision for projected losses on contract (net)                          | (24.05)                                         | (3.32)                                          |
| Net foreign exchange difference                                           | (44.54)                                         | (46.02)                                         |
| <b>Operating profit before working capital changes</b>                    | <b>1,719.42</b>                                 | <b>1,681.47</b>                                 |
| (Increase) / decrease in trade receivables (including retention monies)   | (653.01)                                        | 101.08                                          |
| (Increase) / decrease in inventories                                      | (5.16)                                          | 612.70                                          |
| (Increase) in contract assets                                             | (634.54)                                        | (1,958.86)                                      |
| (Increase) / decrease in financial assets                                 | (56.47)                                         | 131.64                                          |
| (Increase) in other assets                                                | (57.48)                                         | (86.49)                                         |
| Increase / (decrease) in trade payable                                    | 524.51                                          | (632.05)                                        |
| Increase / (decrease) in contract liabilities                             | (648.10)                                        | 367.12                                          |
| Increase / (decrease) in financial liabilities                            | 52.18                                           | (79.46)                                         |
| Increase / (decrease) in other liabilities                                | (10.58)                                         | 55.28                                           |
| (Decrease) in provisions                                                  | (128.13)                                        | (68.89)                                         |
| <b>Cash generated from Operations</b>                                     | <b>102.64</b>                                   | <b>123.54</b>                                   |
| (Payment) of Income Tax                                                   | (237.44)                                        | (240.27)                                        |
| <b>Net Cash flow (used in) operating activities</b>                       | <b>(134.80)</b>                                 | <b>(116.73)</b>                                 |
| <b>Cash flow from investing activities</b>                                |                                                 |                                                 |
| Payments for property, plant and equipment                                | (369.72)                                        | (340.46)                                        |
| Proceeds from sale of property, plant and equipment                       | 6.89                                            | 3.67                                            |
| Purchase of Investments                                                   | -                                               | (7.79)                                          |
| Dividend received                                                         | 5.64                                            | -                                               |
| Investment in other bank balance redeemed                                 | 253.62                                          | 174.57                                          |
| Investment in other bank balance (made)                                   | (418.80)                                        | (245.29)                                        |
| Interest received                                                         | 116.63                                          | 270.72                                          |
| Insurance claim received                                                  | 11.96                                           | 4.66                                            |
| <b>Net Cash flow (used in) investing activities</b>                       | <b>(393.78)</b>                                 | <b>(139.92)</b>                                 |
| <b>Cash flow from financing activities</b>                                |                                                 |                                                 |
| Proceeds from long-term borrowings                                        | 771.50                                          | 227.42                                          |
| Repayment of long-term borrowings                                         | (447.14)                                        | (229.87)                                        |
| Proceeds / (repayment) from short-term borrowings - net                   | 977.26                                          | (218.60)                                        |
| Finance costs paid                                                        | (669.14)                                        | (625.81)                                        |
| Proceeds from Initial Public Offer                                        | -                                               | 1,250.00                                        |
| IPO Expenses                                                              | -                                               | (30.12)                                         |
| Principal element of lease payments (net)                                 | (64.07)                                         | (49.08)                                         |
| Dividend paid on equity shares                                            | (91.95)                                         | (32.33)                                         |
| Dividend paid on preference shares                                        | -                                               | (0.04)                                          |
| <b>Net Cash flow generated from financing activities</b>                  | <b>476.46</b>                                   | <b>291.57</b>                                   |
| <b>Net increase / (decrease) in cash and cash equivalents</b>             | <b>(52.12)</b>                                  | <b>34.92</b>                                    |
| Cash and cash equivalents at the beginning of the year                    | 316.23                                          | 280.79                                          |
| Effects of exchange rate changes on cash and cash equivalents             | (1.79)                                          | 0.52                                            |
| <b>Cash and cash equivalents at the end of the year</b>                   | <b>262.32</b>                                   | <b>316.23</b>                                   |
| <b>Non-Cash financing and investing activities</b>                        |                                                 |                                                 |
| Acquisition of Right-of-use assets                                        | 47.86                                           | 92.16                                           |

Notes

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 31<sup>st</sup> March, 2026

## Net debt reconciliation

| Particulars                      | (₹ in Crore)                          |                                       |
|----------------------------------|---------------------------------------|---------------------------------------|
|                                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Cash and Cash equivalent         | 262.32                                | 316.23                                |
| Liquid investments               | 488.99                                | 321.20                                |
| Lease liabilities                | (88.64)                               | (107.58)                              |
| Current / Non-current borrowings | (3,556.36)                            | (2,250.99)                            |
| <b>Net Debt</b>                  | <b>(2,893.69)</b>                     | <b>(1,721.14)</b>                     |

| Particulars                                       | Other assets                |                      | Liabilities from financing activities |                                          | Total             |
|---------------------------------------------------|-----------------------------|----------------------|---------------------------------------|------------------------------------------|-------------------|
|                                                   | Cash and cash<br>equivalent | Liquid<br>investment | Lease liabilities                     | Borrowings<br>(Including<br>Acceptances) |                   |
| <b>Net Debt as on 1<sup>st</sup> April, 2024</b>  | <b>280.79</b>               | <b>244.15</b>        | <b>(68.23)</b>                        | <b>(2,469.86)</b>                        | <b>(2,013.15)</b> |
| Cash flows                                        | 34.92                       | 77.05                | -                                     | 221.05                                   | <b>333.02</b>     |
| Acquisitions - leases (net)                       | -                           | -                    | (88.49)                               | -                                        | <b>(88.49)</b>    |
| Lease payments                                    | -                           | -                    | 49.08                                 | -                                        | <b>49.08</b>      |
| Foreign exchange adjustments                      | 0.52                        | -                    | 0.06                                  | -                                        | <b>0.58</b>       |
| Interest expense                                  | -                           | -                    | (7.85)                                | (344.48)                                 | <b>(352.33)</b>   |
| Interest paid                                     | -                           | -                    | 7.85                                  | 342.30                                   | <b>350.15</b>     |
| <b>Net Debt as on 31<sup>st</sup> March, 2025</b> | <b>316.23</b>               | <b>321.20</b>        | <b>(107.58)</b>                       | <b>(2,250.99)</b>                        | <b>(1,721.14)</b> |
| Cash flows                                        | (52.12)                     | 167.79               | -                                     | (1,301.62)                               | <b>(1,185.95)</b> |
| Acquisitions - leases (net)                       | -                           | -                    | (42.51)                               | -                                        | <b>(42.51)</b>    |
| Lease payments                                    | -                           | -                    | 64.07                                 | -                                        | <b>64.07</b>      |
| Foreign exchange adjustments                      | (1.79)                      | -                    | (2.62)                                | -                                        | <b>(4.41)</b>     |
| Interest expense                                  | -                           | -                    | (8.62)                                | (353.30)                                 | <b>(361.92)</b>   |
| Interest paid                                     | -                           | -                    | 8.62                                  | 349.55                                   | <b>358.17</b>     |
| <b>Net Debt as on 31<sup>st</sup> March, 2026</b> | <b>262.32</b>               | <b>488.99</b>        | <b>(88.64)</b>                        | <b>(3,556.36)</b>                        | <b>(2,893.69)</b> |

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: 18<sup>th</sup> May, 2026

**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 Chairman  
Din:00047592

**Ramesh Kumar Jha**  
Chief Financial Officer

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

**Srinivasan Paramasivan**  
Managing Director  
Din:00058445

**Gaurang Parekh**  
Company Secretary  
Membership No. F-8764

# Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

## 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 12<sup>th</sup> January, 2024. Upon conversion of convertible preference shares, Goswami Infratech Private Limited was the Parent Company w.e.f 13<sup>th</sup> January, 2024 till 03<sup>rd</sup> November 2024. On 4<sup>th</sup> 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 previous 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.

### Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

### New and amended Standards:

The Company has applied the below amendments to the Ind ASs that are effective for an annual periods that begins on or after 1<sup>st</sup> April 2025.

### Amendments to Ind AS 21 – The Effects of changes in foreign exchange rates titled Lack of Exchangeability

The amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not. The adoption of this amendment did not have any material impact on the disclosures or on the amounts reported in these standalone financial statements.

### Amendments to Ind AS 1- Presentation of Financial Statements

The amendments affect only the presentation of liabilities as current or non-current in the Balance sheet and not the amount or timing of recognition of any asset, liability, income or expenses.

The amendments clarify that the classification of liabilities as current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

Further, the amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date). However, the amendments do not affect classification where there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, until the annual periods beginning prior to 1<sup>st</sup> April 2026.

The amendments also specify that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The amendment does not have an impact on the standalone financial statements of the Company.

### Amendments to Ind AS 7- Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures

The amendments clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist finance statements in



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendment does not have an impact on the standalone financial statements of the Company.

### Amendments to Ind AS 12 - Income Taxes

The amendments clarify that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation of Economic Co-operation and Development (OECD), including tax law that implements qualified domestic minimum top-up taxes described in those rules.

The amendments introduce a temporary exception to the accounting requirements for deferred taxes in Ind AS 12, so that an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes.

Following the amendments, the Company is required to disclose that it has applied the exception and to disclose separately its current tax expense (income) related to Pillar Two income taxes.

The amendment does not have an impact on the standalone financial statements of the Company.

### Standards issued but not yet effective:

The following new and revised Ind AS have been issued and are effective from 1<sup>st</sup> April, 2026.

### Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period

Ind AS 10 has been amended to remove the previous treatment under which a lender's post reporting date waiver—granted before the financial statements were approved for issue—of a breach of a material covenant in a long term loan arrangement that occurred on or before the end of the reporting period, resulting in the liability becoming payable on demand at the reporting date, was regarded as an adjusting event.

For annual reporting periods beginning on or after 1<sup>st</sup> April 2026, any breach of a covenant—whether material or immaterial—occurring on or before the reporting date will, in accordance with Ind AS 1, require the related liability to be classified as current, unless the lender has granted a waiver of the breach on or before the reporting date and has agreed not to demand repayment for at least 12 months after the reporting date as a consequence of the breach. Such a waiver shall be treated as an adjusting event.

The amendments are effective for annual reporting periods beginning on or after 1<sup>st</sup> April 2026 retrospectively in accordance with Ind AS 8.

The Company does not expect this amendment to have any material impact in its standalone financial statements.

### 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:

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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.

### 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.



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 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 judgment. 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 Company 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

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 mobilization 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.

### 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 (INR), which is Company's functional and presentation currency. For each entity (branches and Joint Operations), the Company 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 Company 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.



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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.

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 recognized 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 recognized 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 substantively 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.



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Deferred tax assets are recognized 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 recognized 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 recognized 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 Company. Uncertain tax positions are reflected in the overall measurement of the Company's tax expense and are based on the most likely amount or the expected value arrived at by the Company 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 Company 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

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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.



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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 Company 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 Company 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.

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### 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 50.8 details how the Company 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.



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### 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.

#### 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

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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

- Securities premium includes the difference between the face value of the equity shares and the consideration received in respect of shares issued.
- 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 50.8 details how the Company determines whether there has been a significant increase in credit risk.



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### 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.

### 1.B.23 Share-based payments

#### Share-based payment transactions of the Company.

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 53.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity-settled employee benefits reserves.

## 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.

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 recognized 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 recognized 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.

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### 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 ₹ 3,917.40 Crores (as at March 31, 2025: ₹ 3,364.64 Crores). 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 recognized 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 realization 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:

- Its assets, including its share of any assets held jointly;
- Its liabilities, including its share of any liabilities incurred jointly;
- Its revenue from the sale of the output arising from the joint operation;
- Its share of the revenue from the sale of the output by the joint operation and
- 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 1<sup>st</sup> April, 2026.



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 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%                     |
| Transtonnelsestroy 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%                      |
| 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%                     |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO:

3.A. PROPERTY, PLANT AND EQUIPMENT

| Particulars                     | Gross carrying value                      |           |           |                                            | Depreciation                              |                           | Net carrying value                         |                                            |
|---------------------------------|-------------------------------------------|-----------|-----------|--------------------------------------------|-------------------------------------------|---------------------------|--------------------------------------------|--------------------------------------------|
|                                 | Balance as at 1 <sup>st</sup> April, 2025 | Additions | Disposals | Balance as at 31 <sup>st</sup> March, 2026 | Balance as at 1 <sup>st</sup> April, 2025 | Depreciation for the year | Balance as at 31 <sup>st</sup> March, 2026 | Balance as at 31 <sup>st</sup> March, 2026 |
|                                 |                                           |           |           |                                            |                                           |                           |                                            |                                            |
| (a) Freehold land               | 204.47                                    | -         | -         | 204.47                                     | -                                         | -                         | -                                          | 204.47                                     |
| (b) Buildings                   | 52.39                                     | -         | -         | 52.39                                      | 23.89                                     | 1.03                      | 24.92                                      | 27.47                                      |
| (c) Plant and equipment         | 3,872.96                                  | 109.31    | (102.61)  | 3,879.66                                   | 2,097.80                                  | 245.54                    | 2,267.90                                   | 1,611.76                                   |
| (d) Furniture and fixtures      | 89.86                                     | 12.01     | (5.77)    | 96.10                                      | 39.90                                     | 7.98                      | 44.67                                      | 51.43                                      |
| (e) Vehicles                    | 66.12                                     | 0.31      | (2.56)    | 63.87                                      | 29.70                                     | 6.20                      | 33.73                                      | 30.14                                      |
| (f) Office equipments           | 68.55                                     | 9.17      | (4.15)    | 73.57                                      | 50.92                                     | 7.35                      | 54.35                                      | 19.22                                      |
| (g) Leasehold improvements      | 2.79                                      | -         | -         | 2.79                                       | 2.79                                      | -                         | 2.79                                       | -                                          |
| (h) Floating equipments         | 389.28                                    | 0.26      | -         | 389.54                                     | 156.54                                    | 24.75                     | 181.29                                     | 208.25                                     |
| (i) Laboratory equipments       | 4.25                                      | -         | -         | 4.25                                       | 1.76                                      | 0.19                      | 1.95                                       | 2.30                                       |
| (j) Shuttering materials        | 638.53                                    | 37.52     | (0.01)    | 676.04                                     | 501.00                                    | 47.84                     | 548.83                                     | 127.21                                     |
| (k) Accessories and attachments | 293.95                                    | 30.59     | (0.07)    | 324.47                                     | 160.36                                    | 47.81                     | 208.16                                     | 116.31                                     |
| Total                           | 5,683.15                                  | 199.17    | (115.17)  | 5,767.15                                   | 3,064.66                                  | 388.69                    | 3,368.59                                   | 2,398.56                                   |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

Previous Year

Particulars

Balance as at 1<sup>st</sup> April, 2024

Additions

Disposals

Balance as at 31<sup>st</sup> March, 2025

Gross carrying value

Depreciation

Balance as at 1<sup>st</sup> April, 2024

Depreciation for the year

Disposals

Balance as at 31<sup>st</sup> March, 2025

Net carrying value

Balance as at 31<sup>st</sup> March, 2025

(a) Freehold land

204.47

-

-

204.47

-

-

-

204.47

(b) Buildings

52.39

-

-

52.39

22.85

1.04

-

28.50

(c) Plant and equipment

3,647.78

246.99

(21.81)

3,872.96

1,818.21

295.25

(15.66)

1,775.16

(d) Furniture and fixtures

83.19

7.84

(1.17)

89.86

33.13

7.48

(0.71)

49.96

(e) Vehicles

57.46

10.86

(2.20)

66.12

25.15

5.48

(0.93)

36.42

(f) Office equipments

65.70

6.43

(3.58)

68.55

46.35

7.92

(3.35)

17.63

(g) Leasehold improvements

2.79

-

-

2.79

2.79

-

-

-

(h) Floating equipments

386.18

3.10

-

389.28

130.57

25.97

-

232.74

(i) Laboratory equipments

4.16

0.09

-

4.25

1.58

0.18

-

2.49

(j) Shuttering materials

596.60

42.10

(0.17)

638.53

442.28

58.88

(0.16)

137.53

(k) Accessories and attachments

246.87

47.08

-

293.95

123.36

37.00

-

133.59

Total

5,347.59

364.49

(28.93)

5,683.15

2,646.27

439.20

(20.81)

2,618.49

Notes:

Financial Statements

Notes:

Freehold land with a carrying amount of ₹ 203.00 Crore (As at 31<sup>st</sup> March, 2025 ₹ 203.00 Crore) has been secured by equitable mortgage with consortium banks. Refer Note No. 14 and 20.

Buildings carrying amount of ₹ 27.48 Crore (As at 31<sup>st</sup> March, 2025 ₹ 28.50 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 ₹ 1,976.54 Crore (As at 31<sup>st</sup> March, 2025 ₹ 2,185.93 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 31<sup>st</sup> March, 2026

3.B. CAPITAL WORK-IN-PROGRESS:

Capital Work-in-Progress - Movement

| Particulars                       | (₹ in Crore)                       |                                    |
|-----------------------------------|------------------------------------|------------------------------------|
|                                   | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
| Opening Balance                   | 32.85                              | 43.07                              |
| Add: Additions during the year    | 870.19                             | 32.68                              |
| Less: Capitalised during the year | (2.03)                             | (42.90)                            |
| <b>Closing Balance</b>            | <b>901.01</b>                      | <b>32.85</b>                       |

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            | 868.21                         | 32.80       | -           | -                 | 901.01 |
| Projects temporarily suspended | -                              | -           | -           | -                 | -      |

Previous Year

| CWIP                           | (₹ in Crore)     |             |             |                   | 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 | -                | -           | -           | -                 | -     |

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.

3.C. INTANGIBLE ASSETS

| Particulars                  | Gross carrying value                      |           |           |                                            | Amortisation                              |                           |           | Net carrying value                         |                                            |
|------------------------------|-------------------------------------------|-----------|-----------|--------------------------------------------|-------------------------------------------|---------------------------|-----------|--------------------------------------------|--------------------------------------------|
|                              | Balance as at 1 <sup>st</sup> April, 2025 | Additions | Disposals | Balance as at 31 <sup>st</sup> March, 2026 | Balance as at 1 <sup>st</sup> April, 2025 | Amortisation for the year | Disposals | Balance as at 31 <sup>st</sup> March, 2026 | Balance as at 31 <sup>st</sup> March, 2026 |
| Computer software - acquired | 13.17                                     | -         | -         | 13.17                                      | 12.62                                     | 0.05                      | -         | 12.67                                      | 0.50                                       |
| <b>Total</b>                 | <b>13.17</b>                              | <b>-</b>  | <b>-</b>  | <b>13.17</b>                               | <b>12.62</b>                              | <b>0.05</b>               | <b>-</b>  | <b>12.67</b>                               | <b>0.50</b>                                |

Previous Year

| Particulars                  | Gross carrying value                      |           |           |                                            | Amortisation                              |                           |           | Net carrying value                         |                                            |
|------------------------------|-------------------------------------------|-----------|-----------|--------------------------------------------|-------------------------------------------|---------------------------|-----------|--------------------------------------------|--------------------------------------------|
|                              | Balance as at 1 <sup>st</sup> April, 2024 | Additions | Disposals | Balance as at 31 <sup>st</sup> March, 2025 | Balance as at 1 <sup>st</sup> April, 2024 | Amortisation for the year | Disposals | Balance as at 31 <sup>st</sup> March, 2025 | Balance as at 31 <sup>st</sup> March, 2025 |
| Computer software - acquired | 13.17                                     | -         | -         | 13.17                                      | 12.57                                     | 0.05                      | -         | 12.62                                      | 0.55                                       |
| <b>Total</b>                 | <b>13.17</b>                              | <b>-</b>  | <b>-</b>  | <b>13.17</b>                               | <b>12.57</b>                              | <b>0.05</b>               | <b>-</b>  | <b>12.62</b>                               | <b>0.55</b>                                |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 3.D. RIGHT-OF-USE ASSET

(₹ in Crore)

| Particulars  | Gross carrying value                      |              |                                          |                                            | Depreciation                              |                           |                           |                                            | Net carrying value                         |
|--------------|-------------------------------------------|--------------|------------------------------------------|--------------------------------------------|-------------------------------------------|---------------------------|---------------------------|--------------------------------------------|--------------------------------------------|
|              | Balance as at 1 <sup>st</sup> April, 2025 | Additions    | Deletions due to discontinued agreements | Balance as at 31 <sup>st</sup> March, 2026 | Balance as at 1 <sup>st</sup> April, 2025 | Depreciation for the year | Depreciation on deletions | Balance as at 31 <sup>st</sup> March, 2026 | Balance as at 31 <sup>st</sup> March, 2026 |
| Land         | 162.29                                    | 37.43        | (0.66)                                   | 199.06                                     | 100.87                                    | 41.52                     | (0.35)                    | 142.04                                     | 57.02                                      |
| Buildings    | 152.91                                    | 10.43        | (5.02)                                   | 158.32                                     | 107.90                                    | 22.09                     | (2.61)                    | 127.38                                     | 30.94                                      |
| <b>Total</b> | <b>315.20</b>                             | <b>47.86</b> | <b>(5.68)</b>                            | <b>357.38</b>                              | <b>208.77</b>                             | <b>63.61</b>              | <b>(2.96)</b>             | <b>269.42</b>                              | <b>87.96</b>                               |

(₹ in Crore)

| Particulars  | Gross carrying value                      |              |                                          |                                            | Depreciation                              |                           |                           |                                            | Net carrying value                         |
|--------------|-------------------------------------------|--------------|------------------------------------------|--------------------------------------------|-------------------------------------------|---------------------------|---------------------------|--------------------------------------------|--------------------------------------------|
|              | Balance as at 1 <sup>st</sup> April, 2024 | Additions    | Deletions due to discontinued agreements | Balance as at 31 <sup>st</sup> March, 2025 | Balance as at 1 <sup>st</sup> April, 2024 | Depreciation for the year | Depreciation on deletions | Balance as at 31 <sup>st</sup> March, 2025 | Balance as at 31 <sup>st</sup> 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                                      |
| <b>Total</b> | <b>238.33</b>                             | <b>92.16</b> | <b>(15.29)</b>                           | <b>315.20</b>                              | <b>170.42</b>                             | <b>49.91</b>              | <b>(11.56)</b>            | <b>208.77</b>                              | <b>106.43</b>                              |

#### 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 31<sup>st</sup> March, 2026

### NOTE NO. 4. NON-CURRENT INVESTMENTS

| Particulars                                                                                                                                                   | Face Value | As at 31 <sup>st</sup> March, 2026 |                     | As at 31 <sup>st</sup> March, 2025 |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------------------------|---------------------|------------------------------------|---------------------|
|                                                                                                                                                               |            | Quantity                           | Amount (₹ in Crore) | Quantity                           | Amount (₹ in Crore) |
| <b>A. Investments at cost</b>                                                                                                                                 |            |                                    |                     |                                    |                     |
| <b>Unquoted investments (fully paid)</b>                                                                                                                      |            |                                    |                     |                                    |                     |
| (a) Investment in equity instruments :                                                                                                                        |            |                                    |                     |                                    |                     |
| (i) of subsidiaries                                                                                                                                           |            |                                    |                     |                                    |                     |
| Hazarat & Co.Private Limited                                                                                                                                  | ₹ 10       | 202,610                            | 0.20                | 202,610                            | 0.20                |
| Afcons Hydrocarbons Engineering Private Limited                                                                                                               | ₹ 10       | 100,000                            | 0.26                | 100,000                            | 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     | 1,100,000                          | 9.17                | 1,100,000                          | 9.17                |
| Afcons Overseas Singapore Pte. Limited.\$                                                                                                                     | SGD 1      | 50,500                             | 5.97                | 50,500                             | 5.97                |
| Afcons Contracting Company #                                                                                                                                  | SAR 100    | 9,000                              | 2.06                | 9,000                              | 2.06                |
| (ii) of others related parties                                                                                                                                |            |                                    |                     |                                    |                     |
| Afcons (Mideast) Constructions & Investments Private Limited.                                                                                                 | ₹ 100      | 1                                  | #                   | 1                                  | #                   |
|                                                                                                                                                               |            |                                    | 19.20               |                                    | 19.20               |
| * Subsidiary on the basis of control on the composition of the board of directors.                                                                            |            |                                    |                     |                                    |                     |
| \$ During the previous year Parent Company has acquired balance 0.99% shares of Afcons Overseas Singapore Pte Limited.                                        |            |                                    |                     |                                    |                     |
| # During the previous year, Afcons has invested upto the stake of 90% shares of Afcons Contracting Company, which was formed on 1 <sup>st</sup> August, 2024. |            |                                    |                     |                                    |                     |
| <b>B. Investment in equity instruments at fair value through other comprehensive income</b>                                                                   |            |                                    |                     |                                    |                     |
| <b>Quoted investments (fully paid)</b>                                                                                                                        |            |                                    |                     |                                    |                     |
| (a) Investment in equity instruments :                                                                                                                        |            |                                    |                     |                                    |                     |
| Hindustan Oil Exploration Company Limited.                                                                                                                    | ₹ 10       | 40,072                             | 0.48                | 40,072                             | 0.69                |
| Hindustan Construction Company Limited.                                                                                                                       | ₹ 1        | 3,099                              | #                   | 2,000                              | 0.01                |
| Simplex Infrastructures Limited.                                                                                                                              | ₹ 2        | 500                                | 0.01                | 500                                | 0.02                |
| ITD Cementation India Limited.                                                                                                                                | ₹ 1        | 1,000                              | 0.05                | 1,000                              | 0.06                |
| Gammon India Limited.                                                                                                                                         | ₹ 2        | 250                                | #                   | 250                                | #                   |
| <b>Total aggregate quoted investments</b>                                                                                                                     |            |                                    | 0.54                |                                    | 0.78                |
| <b>Unquoted investments (fully paid)</b>                                                                                                                      |            |                                    |                     |                                    |                     |
| (b) Investment in equity instruments :                                                                                                                        |            |                                    |                     |                                    |                     |
| Simar Port Private Limited                                                                                                                                    | ₹ 10       | 1,000                              | #                   | 1,000                              | #                   |
| <b>Total aggregate unquoted investments</b>                                                                                                                   |            |                                    | #                   |                                    | #                   |
| # Amount is below the rounding off norms adopted by the Company.                                                                                              |            |                                    |                     |                                    |                     |
| <b>Total Investments (A + B)</b>                                                                                                                              |            |                                    | 19.74               |                                    | 19.98               |
| Aggregate carrying amount of quoted investments                                                                                                               |            |                                    | 0.30                |                                    | 0.30                |
| Aggregate market value of quoted investments                                                                                                                  |            |                                    | 0.54                |                                    | 0.78                |
| Aggregate carrying amount of unquoted investments                                                                                                             |            |                                    | 19.20               |                                    | 19.20               |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### Category-wise other investments - as per Ind-AS 109 classification:

(₹ in Crore)

| Particulars                                             | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|---------------------------------------------------------|---------------------------------------|---------------------------------------|
| Financial assets measured at FVTPL                      | -                                     | -                                     |
| Financial assets carried at FVTOCI - equity instruments | 0.54                                  | 0.78                                  |
| Financial assets carried at amortised cost              | 19.20                                 | 19.20                                 |
|                                                         | <b>19.74</b>                          | <b>19.98</b>                          |

### NOTE NO. 5. TRADE RECEIVABLES

(₹ in Crore)

| Particulars                                                                              | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|------------------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                                          | Current                            | Non Current   | Current                            | Non Current   |
| <b>From Customers:</b>                                                                   |                                    |               |                                    |               |
| a) Unsecured, Considered good (including retention monies)                               | 2,928.89                           | 532.05        | 2,312.89                           | 591.59        |
| b) Having Significant increase in credit risk                                            | 78.42                              | 148.18        | 45.72                              | 69.67         |
| c) Credit impaired                                                                       | -                                  | -             | -                                  | -             |
|                                                                                          | <b>3,007.31</b>                    | <b>680.23</b> | <b>2,358.61</b>                    | <b>661.26</b> |
| <b>Less: Allowance for bad and doubtful receivables (expected credit loss allowance)</b> | 78.42                              | 148.18        | 45.72                              | 69.67         |
|                                                                                          | <b>2,928.89</b>                    | <b>532.05</b> | <b>2,312.89</b>                    | <b>591.59</b> |
| <b>From Related parties (Refer Note 34)</b>                                              |                                    |               |                                    |               |
| a) Unsecured, Considered good (including retention monies)                               | 381.94                             | 74.52         | 385.19                             | 74.97         |
| b) Having Significant increase in credit risk                                            | 12.32                              | 10.12         | 3.32                               | 9.67          |
| c) Credit impaired                                                                       | -                                  | -             | -                                  | -             |
|                                                                                          | <b>394.26</b>                      | <b>84.64</b>  | <b>388.51</b>                      | <b>84.64</b>  |
| <b>Less: Allowance for bad and doubtful receivables (expected credit loss allowance)</b> | 12.32                              | 10.12         | 3.32                               | 9.67          |
|                                                                                          | <b>381.94</b>                      | <b>74.52</b>  | <b>385.19</b>                      | <b>74.97</b>  |
| <b>Total</b>                                                                             | <b>3,310.83</b>                    | <b>606.57</b> | <b>2,698.08</b>                    | <b>666.56</b> |

### Note No.5.1.A. - Movement in allowance for bad and doubtful receivables (expected credit loss allowance)

(₹ in Crore)

| Particulars                                      | Current      | Non Current   |
|--------------------------------------------------|--------------|---------------|
| <b>Balance as at 1<sup>st</sup> April, 2024</b>  | -            | 101.81        |
| Add: Created during the year                     | 49.04        | -             |
| Less: Released during the year                   | -            | (22.47)       |
| <b>Balance as at 31<sup>st</sup> March, 2025</b> | <b>49.04</b> | <b>79.34</b>  |
| Add: Created during the year                     | 41.70        | 129.13        |
| Less: Released during the year                   | -            | (50.17)       |
| <b>Balance as at 31<sup>st</sup> March, 2026</b> | <b>90.74</b> | <b>158.30</b> |

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 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 |                 |
| <b>Undisputed Trade Receivables</b>                               |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 1,083.87                                                   | 644.98             | 79.87             | 567.30    | 150.17    | 189.65            | <b>2,715.84</b> |
| (ii) Which have significant increase in credit risk (Current)     | 26.10                                                      | 6.52               | 3.89              | 29.81     | 14.70     | 3.72              | <b>84.74</b>    |
| (iii) Considered good (Non-Current)                               | 14.12                                                      | 2.34               | 4.26              | 1.29      | 96.69     | 66.03             | <b>184.72</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | 0.14                                                       | 0.02               | 0.04              | 0.01      | 12.86     | 0.91              | <b>13.99</b>    |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Disputed Trade Receivables</b>                                 |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 0.06                                                       | 267.85             | 32.49             | 100.05    | 86.00     | 108.53            | <b>594.99</b>   |
| (ii) Which have significant increase in credit risk (Current)     | 0.00                                                       | 2.71               | 0.33              | 1.01      | 0.87      | 1.09              | <b>6.00</b>     |
| (iii) Considered good (Non-Current)                               | -                                                          | -                  | -                 | 6.11      | 14.52     | 401.22            | <b>421.85</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | -                                                          | -                  | -                 | 0.06      | 0.15      | 144.10            | <b>144.31</b>   |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Sub-total - Trade Receivables</b>                              |                                                            |                    |                   |           |           |                   | <b>4,166.44</b> |
| Less: Allowance for expected credit loss                          |                                                            |                    |                   |           |           |                   | <b>(249.04)</b> |
| <b>Total</b>                                                      |                                                            |                    |                   |           |           |                   | <b>3,917.40</b> |

### 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 |                 |
| <b>Undisputed Trade Receivables</b>                               |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 870.35                                                     | 891.47             | 107.78            | 167.28    | 164.39    | 30.13             | <b>2,231.40</b> |
| (ii) Which have significant increase in credit risk (Current)     | 15.30                                                      | 23.42              | 1.16              | 1.62      | 1.66      | 1.11              | <b>44.27</b>    |
| (iii) Considered good (Non-Current)                               | 173.74                                                     | 0.12               | -                 | 3.58      | -         | 67.56             | <b>245.00</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | 1.75                                                       | -                  | -                 | 0.01      | -         | 0.50              | <b>2.26</b>     |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Disputed Trade Receivables</b>                                 |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 0.06                                                       | 15.97              | 84.07             | 86.01     | 85.14     | 195.43            | <b>466.68</b>   |
| (ii) Which have significant increase in credit risk (Current)     | -                                                          | 0.16               | 0.85              | 0.87      | 0.86      | 2.03              | <b>4.77</b>     |
| (iii) Considered good (Non-Current)                               | -                                                          | -                  | -                 | 5.97      | -         | 415.59            | <b>421.56</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | -                                                          | -                  | -                 | 0.06      | -         | 77.02             | <b>77.08</b>    |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Sub-total - Trade Receivables</b>                              |                                                            |                    |                   |           |           |                   | <b>3,493.02</b> |
| Less: Allowance for expected credit loss                          |                                                            |                    |                   |           |           |                   | <b>(128.38)</b> |
| <b>Total</b>                                                      |                                                            |                    |                   |           |           |                   | <b>3,364.64</b> |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 6. LOANS

(₹ in Crore)

| Particulars                                                                  | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|------------------------------------------------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                                                              | Current                            | Non Current | Current                            | Non Current |
| <b>Loans to related parties (unsecured, considered good) (Refer Note 34)</b> |                                    |             |                                    |             |
| To Subsidiaries                                                              | 45.54                              | -           | 20.05                              | -           |
| To Joint operations #                                                        | 14.90                              | -           | 11.35                              | -           |
| <b>Total</b>                                                                 | <b>60.44</b>                       | <b>-</b>    | <b>31.40</b>                       | <b>-</b>    |

These financial assets are carried at amortised cost

# Include interest free loan given to Transtunnelstroy-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):

(₹ in Crore)

| Particulars                        | As at 31 <sup>st</sup> March, 2026 |                                                          | As at 31 <sup>st</sup> March, 2025 |                                                          |
|------------------------------------|------------------------------------|----------------------------------------------------------|------------------------------------|----------------------------------------------------------|
|                                    | 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 |
| <b>Amounts repayable on demand</b> |                                    |                                                          |                                    |                                                          |
| - Promoters                        | -                                  | 0.00%                                                    | -                                  | 0.00%                                                    |
| - Directors                        | -                                  | 0.00%                                                    | -                                  | 0.00%                                                    |
| - Key managerial personnel         | -                                  | 0.00%                                                    | -                                  | 0.00%                                                    |
| - Other related party              | 60.44                              | 100.00%                                                  | 31.40                              | 100.00%                                                  |

### NOTE NO. 7. OTHER FINANCIAL ASSETS

(₹ in Crore)

| Particulars                                                                                                                                            | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                                                                                                        | Current                            | Non Current   | Current                            | Non Current   |
| (a) Interest on trade receivables as per arbitration awards (Including from related parties (Non-current) ₹ 56.28 Crore) (Previous year ₹ 56.28 Crore) | 43.64                              | 222.44        | 84.58                              | 218.83        |
| (b) Deposits (unsecured, considered good)                                                                                                              |                                    |               |                                    |               |
| (i) Security deposits                                                                                                                                  | 15.02                              | 71.37         | 11.70                              | 85.75         |
| (ii) Other deposits                                                                                                                                    | 1.11                               | 2.74          | 0.70                               | 2.24          |
|                                                                                                                                                        | <b>16.13</b>                       | <b>74.11</b>  | <b>12.40</b>                       | <b>87.99</b>  |
| (c) Advance to vendor recoverable in cash                                                                                                              | -                                  | -             | 104.41                             | -             |
| (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)                                                     | -                                  | 26.80         | -                                  | 29.41         |
| (f) Others (includes Custom duty receivable, Encashment of Bank guarantee, etc.)                                                                       | 149.24                             | 104.80        | 7.25                               | 104.80        |
| <b>Total</b>                                                                                                                                           | <b>209.01</b>                      | <b>428.15</b> | <b>208.64</b>                      | <b>441.03</b> |

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 8. CONTRACT ASSETS

(₹ in Crore)

| Particulars                                            | As at 31 <sup>st</sup> March, 2026 |                 | As at 31 <sup>st</sup> March, 2025 |                 |
|--------------------------------------------------------|------------------------------------|-----------------|------------------------------------|-----------------|
|                                                        | Current                            | Non Current     | Current                            | Non Current     |
| Contract assets                                        |                                    |                 |                                    |                 |
| Amounts due from customer under construction contracts |                                    |                 |                                    |                 |
| Unsecured, considered good                             | 6,160.21                           | 1,412.72        | 5,379.30                           | 1,559.09        |
| Doubtful                                               | 52.36                              | 198.82          | 98.45                              | 13.57           |
|                                                        | <b>6,212.57</b>                    | <b>1,611.54</b> | <b>5,477.75</b>                    | <b>1,572.66</b> |
| Less: Allowance for expected credit losses             | 52.36                              | 198.82          | 98.45                              | 13.57           |
| <b>Total</b>                                           | <b>6,160.21</b>                    | <b>1,412.72</b> | <b>5,379.30</b>                    | <b>1,559.09</b> |

### Note No. 8.1 - Movement in expected credit loss allowance

(₹ in Crore)

| Particulars                                                           | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |              |
|-----------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|--------------|
|                                                                       | Current                            | Non Current   | Current                            | Non Current  |
| Opening balance for loss allowance                                    | 98.45                              | 13.57         | -                                  | 63.38        |
| Add: Loss allowance assessed for the current period (net of reversal) | (46.09)                            | 185.25        | 98.45                              | -            |
| Less: Reversal of loss allowance on account of debts written-off      | -                                  | -             | -                                  | (49.81)      |
| <b>Closing balance for loss allowance</b>                             | <b>52.36</b>                       | <b>198.82</b> | <b>98.45</b>                       | <b>13.57</b> |

### NOTE NO 8.2 OTHER NON-CURRENT AND CURRENT ASSETS

(₹ in Crore)

| Particulars                                                      | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                  | Current                            | Non Current   | Current                            | Non Current   |
| (a) Capital advances                                             | -                                  | 11.46         | -                                  | 27.07         |
| (b) Pre-paid expenses                                            | 92.78                              | 35.41         | 80.25                              | 33.82         |
| (c) Balances with government authorities                         |                                    |               |                                    |               |
| (i) GST / VAT credit receivable                                  | 653.65                             | 103.91        | 635.81                             | 120.64        |
| (ii) Service tax credit receivable                               | -                                  | 30.47         | -                                  | 30.47         |
|                                                                  | <b>653.65</b>                      | <b>134.38</b> | <b>635.81</b>                      | <b>151.11</b> |
| (d) Others                                                       |                                    |               |                                    |               |
| (i) Advance to vendors and others (include related parties)      | 231.27                             | -             | 212.59                             | -             |
| (ii) Other receivables (includes sale of materials, scrap, etc.) | 117.41                             | -             | 132.11                             | -             |
| (iii) Advances to employees                                      | 1.41                               | -             | 2.31                               | -             |
|                                                                  | <b>350.09</b>                      | <b>-</b>      | <b>347.01</b>                      | <b>-</b>      |
| <b>Total</b>                                                     | <b>1,096.52</b>                    | <b>181.25</b> | <b>1,063.07</b>                    | <b>212.00</b> |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 9. INVENTORIES - AT LOWER OF COST OR NET REALISABLE VALUE

| Particulars                 | (₹ in Crore)                          |                                       |
|-----------------------------|---------------------------------------|---------------------------------------|
|                             | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Construction materials      |                                       |                                       |
| Steel                       | 445.66                                | 376.21                                |
| Cement                      | 7.08                                  | 10.03                                 |
| Aggregate                   | 79.38                                 | 60.95                                 |
| Other construction material | 123.80                                | 261.20                                |
|                             | <b>655.92</b>                         | <b>708.39</b>                         |
| Stores and spares           | 337.47                                | 279.84                                |
|                             | <b>337.47</b>                         | <b>279.84</b>                         |
| <b>Total</b>                | <b>993.39</b>                         | <b>988.23</b>                         |

NOTE NO. 10. CASH AND CASH EQUIVALENTS

| Particulars                                                  | (₹ in Crore)                          |                                       |
|--------------------------------------------------------------|---------------------------------------|---------------------------------------|
|                                                              | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Balances with banks                                          | 159.60                                | 183.07                                |
| Fixed deposits with original maturity for less than 3 months | 100.00                                | 131.24                                |
| Cash on hand                                                 | 2.72                                  | 1.92                                  |
| <b>Total</b>                                                 | <b>262.32</b>                         | <b>316.23</b>                         |

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

| Particulars                                                                                      | (₹ in Crore)                          |                                       |
|--------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
|                                                                                                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Earmarked balance with banks                                                                     |                                       |                                       |
| - Unpaid dividend accounts                                                                       | 0.05                                  | 0.04                                  |
| - Balances held as margin money or security against borrowings, guarantees and other commitments | 62.81                                 | 113.50                                |
| - Other earmarked accounts / escrow account                                                      | 2.28                                  | 2.30                                  |
| Deposits having maturity of more than 3 months but less than 12 months                           | 423.85                                | 205.36                                |
| <b>Total</b>                                                                                     | <b>488.99</b>                         | <b>321.20</b>                         |

NOTE NO 11. NON CURRENT TAX ASSETS (NET)

| Particulars                                           | (₹ in Crore)                          |                                       |
|-------------------------------------------------------|---------------------------------------|---------------------------------------|
|                                                       | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Advance income tax (net of provisions ₹ 358.29 Crore) | 62.33                                 | 12.22                                 |
| (As at 31 <sup>st</sup> March, 2025 ₹ 95.61 Crore)    |                                       |                                       |
| <b>Total</b>                                          | <b>62.33</b>                          | <b>12.22</b>                          |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 12. SHARE CAPITAL

12.(A). Share capital

| Particulars                                         | As at 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              |
|-----------------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
|                                                     | Number of shares                   | (₹ in Crore) | Number of shares                   | (₹ in Crore) |
| <b>1. Authorized:</b>                               |                                    |              |                                    |              |
| Equity Share capital of ₹ 10 each                   | 1,000,000,000                      | 1,000.00     | 1,000,000,000                      | 1,000.00     |
| Preference shares of ₹ 10 each.                     | 750,000,000                        | 750.00       | 750,000,000                        | 750.00       |
| <b>2. Issued, subscribed and fully paid up:</b>     |                                    |              |                                    |              |
| Equity shares of ₹ 10 each. (Refer note 12.1 below) | 367,784,631                        | 367.78       | 367,784,631                        | 367.78       |

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.

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 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              | Percentage Change in shareholding during the year |
|----------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|---------------------------------------------------|
|                                              | Number of shares held              | % holding    | Number of shares held              | % holding    |                                                   |
| <b>Equity shares</b>                         |                                    |              |                                    |              |                                                   |
| <b>Promoters:</b>                            |                                    |              |                                    |              |                                                   |
| Goswami Infratech Private Limited            | 92,072,053                         | 25.03        | 92,072,053                         | 25.03        | -                                                 |
| Shapoorji Pallonji & Company Private Limited | 56,681,410                         | 15.41        | 56,681,410                         | 15.41        | -                                                 |
| Floreat Investments Private Limited**        | 27,667,944                         | 7.52         | 27,667,944                         | 7.52         | -                                                 |
|                                              | <b>176,421,407</b>                 | <b>47.97</b> | <b>176,421,407</b>                 | <b>47.97</b> |                                                   |

\*\* wholly owned subsidiary of Shapoorji Pallonji & Company Private Limited

The Board of Directors via Circular Resolution approved on 31<sup>st</sup> July 2024 has identified Shapoorji Pallonji Mistry, Firoz Cyrus Mistry and Zahan Cyrus Mistry as additional promoters of the Company with effect from 31<sup>st</sup> July 2024. None of the said additional promoters holds any shares of the Company as on the 31<sup>st</sup> March, 2026.



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 1 <sup>st</sup> April, 2024                 | 340,738,269                          | 340.74       |
| Changes in equity share capital during the year due to Initial Public Offer | 27,046,362                           | 27.04        |
| Equity shares outstanding as at 31 <sup>st</sup> March, 2025                | 367,784,631                          | 367.78       |
| Equity shares outstanding as at 1 <sup>st</sup> April, 2025                 | 367,784,631                          | 367.78       |
| Changes in equity share capital during the year                             | -                                    | -            |
| Equity shares outstanding as at 31 <sup>st</sup> March, 2026                | 367,784,631                          | 367.78       |

Note No 12.4.

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 12.5.

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 No 12.6.

The Board at its meeting held on 18<sup>th</sup> May, 2026, has recommended a dividend of ₹ 2.00 per share on equity share of ₹ 10 each (20%) subject to approval of members of the company at the forthcoming Annual General Meeting.

NOTE NO. 13. OTHER EQUITY

| Particulars                                                             | (₹ in Crore)                       |                                    |
|-------------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                         | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
| Capital reserve                                                         | 0.19                               | 0.19                               |
| Capital redemption reserve                                              | 0.13                               | 0.13                               |
| Securities premium reserve                                              | 1,384.35                           | 1,384.35                           |
| Share-based payments reserve                                            | 21.40                              | -                                  |
| Contingency reserve                                                     | 8.00                               | 8.00                               |
| General reserve                                                         | 65.70                              | 65.70                              |
| Foreign exchange translation reserve through other comprehensive income | (79.76)                            | (20.01)                            |
| Retained earnings                                                       | 3,214.93                           | 3,001.04                           |
| Reserve for equity instruments through other comprehensive income       | 19.34                              | 19.57                              |
| Total                                                                   | 4,634.28                           | 4,458.97                           |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

Movement in other equity

| Particulars                                                                                       | (₹ in Crore)                       |                                    |
|---------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                                                   | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
| (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 reserve                                                                    |                                    |                                    |
| Opening balance                                                                                   | 1,384.35                           | 191.51                             |
| Add : Premium on shares issued during the year                                                    | -                                  | 1,222.96                           |
| Less: IPO Expenses                                                                                | -                                  | (30.12)                            |
| Closing balance                                                                                   | 1,384.35                           | 1,384.35                           |
| (d) Share-based payments reserve                                                                  |                                    |                                    |
| Opening balance                                                                                   | -                                  | -                                  |
| Add : Addition during the year                                                                    | 21.40                              | -                                  |
| Closing balance                                                                                   | 21.40                              | -                                  |
| (e) Contingencies reserve                                                                         |                                    |                                    |
| Opening balance                                                                                   | 8.00                               | 8.00                               |
| Closing balance                                                                                   | 8.00                               | 8.00                               |
| (f) General reserve                                                                               |                                    |                                    |
| Opening balance                                                                                   | 65.70                              | 65.70                              |
| Closing balance                                                                                   | 65.70                              | 65.70                              |
| (g) Foreign currency translation reserve                                                          |                                    |                                    |
| Opening balance                                                                                   | (20.01)                            | (3.56)                             |
| Add : Effect of foreign exchange rate variations during the year                                  | (59.75)                            | (16.45)                            |
| Closing balance                                                                                   | (79.76)                            | (20.01)                            |
| (h) Retained earnings                                                                             |                                    |                                    |
| Opening balance                                                                                   | 3,001.04                           | 2,453.02                           |
| Add: Profit for the year                                                                          | 289.90                             | 586.13                             |
| Add: Other items classified to other comprehensive income                                         | 15.94                              | (5.74)                             |
| Less: Appropriations                                                                              |                                    |                                    |
| Dividend on equity shares (₹ 2.50 per share for F.Y. 2024-25) (₹ 2.50 per share for F.Y. 2023-24) | (91.95)                            | (32.33)                            |
| Dividend on preference shares (₹ Nil) (Previous year ₹ 0.001 per share)                           | -                                  | (0.04)                             |
| Closing balance                                                                                   | 3,214.93                           | 3,001.04                           |
| (i) Reserve for equity instruments through other comprehensive income                             |                                    |                                    |
| Opening balance                                                                                   | 19.57                              | 19.56                              |
| Net fair value gain/(loss) on investments in equity instruments measured at FVTOCI                | (0.23)                             | 0.01                               |
| Closing balance                                                                                   | 19.34                              | 19.57                              |
| Total                                                                                             | 4,634.28                           | 4,458.97                           |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 reserve

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 utilized as per the provisions of the Companies Act.

Share-based payments reserve

The share-based payments reserve is used to recognise the value of equity settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 53 for further details of these plans.

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 derecognized.



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 14. NON CURRENT BORROWINGS

| (₹ in Crore)                                       |                                       |                                       |
|----------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                        | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Measured at amortised cost                         |                                       |                                       |
| (a) Equipment loan (Secured) (Refer note 14.1.(i)) |                                       |                                       |
| From banks                                         |                                       |                                       |
| Rupee loan                                         | 367.12                                | 450.51                                |
| Foreign Currency Loan (ECB)                        | 502.48                                | 144.73                                |
| (b) Debentures                                     |                                       |                                       |
| Unsecured (Refer note 14.1.(ii))                   | 50.00                                 | -                                     |
| Total                                              | 919.60                                | 595.24                                |

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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|                                                                       |                       | Secured                               | Secured                               |
| (i) Equipment loan from banks                                         |                       |                                       |                                       |
| Rupee loan:                                                           |                       |                                       |                                       |
| ICICI Bank                                                            | Refer note 14.1 (iii) | 195.00                                | -                                     |
| SBM Bank                                                              |                       | -                                     | 66.67                                 |
| Indian Bank                                                           |                       | 47.67                                 | 75.26                                 |
| Export Import Bank of India                                           |                       | 90.22                                 | 152.49                                |
| Punjab National Bank                                                  |                       | -                                     | 79.98                                 |
| Bank of Baroda                                                        |                       | -                                     | 36.17                                 |
| Union Bank of India                                                   |                       | 34.23                                 | 39.94                                 |
| Foreign Currency loan:                                                |                       |                                       |                                       |
| HSBC (ECB)                                                            |                       | 429.60                                | 112.98                                |
| LBBW Germany                                                          |                       | 72.88                                 | 31.75                                 |
| Total - Equipment loan                                                |                       | 869.60                                | 595.24                                |
| (ii) Unsecured, redeemable, listed, non-convertible debentures (NCDs) |                       |                                       |                                       |
| ISIN - INE101I08081                                                   | Refer note 14.1 (iv)  | 50.00                                 | -                                     |
| Total Non-Convertible Debentures                                      |                       | 50.00                                 | -                                     |
| Total long-term borrowings from banks                                 |                       | 919.60                                | 595.24                                |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 31<sup>st</sup> March, 2026

| (₹ in Crore)          |                             |                                  |                             |                                                                                                                                                        |
|-----------------------|-----------------------------|----------------------------------|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Nature                | Bank name                   | Rate of Interest %               | Loan amount<br>(₹ in Crore) | Repayment schedule                                                                                                                                     |
| Rupee Loan            | ICICI Bank                  | 8.70%                            | 195.00                      | Loan 1 - 24 Quarterly installments of ₹ 4.17 Crore starting from Dec 2025<br>Loan 2 - 20 Quarterly installments of ₹ 7.50 Crore starting from Jun 2026 |
|                       | Indian Bank                 | Loan 1 & Loan 2- 10.10%          | 47.67                       | Loan 1 - Quarterly installment of ₹ 2.50 Crores upto 2028-29<br>Loan 2 - Quarterly installment of ₹ 4.39 Crores upto 2028-29                           |
|                       | Export Import Bank of India | Loan 1 - 8.80%<br>Loan 2 - 9.25% | 90.22                       | Each monthly installment of ₹ 3.70 crores upto 2026-27 for Loan 1 and ₹ 3.03 Crores for Loan 2 upto 2029-30                                            |
|                       | Union Bank of India         | 8.60%                            | 34.23                       | Repayable in 72 equal monthly installments (EMI Basis) up to 2030-31                                                                                   |
| Foreign Currency Loan | HSBC (ECB)                  | 6M Euribor + 193 bps i.e. 4.08%  | 429.60                      | Repayable in 9 half yearly installment starting from Nov 2025 up to 2030-31                                                                            |
|                       | LBBW Germany                | 6M Euribor + 115 bps i.e. 3.29%  | 72.88                       | Repayable in 20 half yearly installment starting from Jan 2027 up to 2036-37                                                                           |

14.1 (iv): The repayment schedule of the non-convertible debentures are as follows:

As at 31<sup>st</sup> March, 2026

| Nature                           | ISIN         | Rate of Interest % | Loan amount<br>(₹ in Crore) | Repayment schedule                                          |
|----------------------------------|--------------|--------------------|-----------------------------|-------------------------------------------------------------|
| Non-Convertible Debentures (NCD) | INE101I08081 | 8.40%              | 50.00                       | Bullet repayment at the end of 3 years (i.e. in FY 2028-29) |

NOTE NO. 15. TRADE PAYABLES

| (₹ in Crore)                                                                  |                                    |               |                                    |               |
|-------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
| Particulars                                                                   | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|                                                                               | Current                            | Non Current   | Current                            | Non Current   |
| Trade payables                                                                |                                    |               |                                    |               |
| (a) Total outstanding due to micro and small enterprises                      | 205.67                             | 17.27         | 177.36                             | 14.58         |
| (b) Total outstanding due to creditors other than micro and small enterprises | 3,865.32                           | 410.64        | 3,384.84                           | 419.20        |
| <b>Total</b>                                                                  | <b>4,070.99</b>                    | <b>427.91</b> | <b>3,562.20</b>                    | <b>433.78</b> |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 |                 |
| <b>Undisputed trade payables</b> |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | 81.45                                                     | 65.60            | 25.67     | 13.04     | 33.61             | <b>219.37</b>   |
| (ii) Others                      | 1,726.56                                                  | 1,821.92         | 254.17    | 180.41    | 290.95            | <b>4,274.01</b> |
| <b>Disputed trade payables</b>   |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | -                                                         | 2.04             | 0.11      | 0.03      | 1.39              | <b>3.57</b>     |
| (ii) Others                      | -                                                         | -                | -         | -         | 1.95              | <b>1.95</b>     |

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 |                 |
| <b>Undisputed trade payables</b> |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | 53.06                                                     | 82.68            | 16.15     | 6.76      | 33.29             | <b>191.94</b>   |
| (ii) Others                      | 1,266.48                                                  | 1,774.19         | 274.95    | 180.78    | 292.12            | <b>3,788.52</b> |
| <b>Disputed trade payables</b>   |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | -                                                         | -                | -         | -         | -                 | <b>-</b>        |
| (ii) Others                      | 1.21                                                      | 7.89             | 0.59      | 2.16      | 3.67              | <b>15.52</b>    |

Disclosures as required under the micro, small and medium enterprises development Act, 2006 (MSMED Act)

| (₹ in Crore)                                                                                                                                                                                                                                                                     |                                       |                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                                                                                                                                                                                                                                      | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| 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                                                                                                                                                                                                                                                | 278.63                                | 220.57                                |
| Interest due and unpaid interest                                                                                                                                                                                                                                                 | 9.09                                  | 14.62                                 |
| 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;                                                         | 5.41                                  | 6.90                                  |
| The amount of interest accrued and remaining unpaid at the end of accounting year;                                                                                                                                                                                               | 64.02                                 | 56.22                                 |
| 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. | 64.02                                 | 56.22                                 |

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 16. OTHER FINANCIAL LIABILITIES

(₹ in Crore)

| Particulars                                                                    | As at 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              |
|--------------------------------------------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
|                                                                                | Current                            | Non Current  | Current                            | Non Current  |
| (a) Capital creditors                                                          |                                    |              |                                    |              |
| (i) Total outstanding due to micro and small enterprises                       | 3.00                               | -            | 0.70                               | -            |
| (ii) Total outstanding due to creditors other than micro and small enterprises | 708.70                             | -            | 29.00                              | -            |
| (b) Employee benefit payables                                                  | 108.23                             | -            | 99.55                              | -            |
| (c) Unclaimed / unpaid dividends #                                             | 0.05                               | -            | 0.04                               | -            |
| (d) Interest accrued on advance from customers                                 | 97.09                              | -            | 35.19                              | -            |
| (e) Other payables                                                             |                                    |              |                                    |              |
| (i) Trade / security deposits received                                         | 37.01                              | -            | 43.85                              | -            |
| (ii) Amount received on invocation of bank guarantees                          | -                                  | 7.51         | -                                  | 7.51         |
| (iii) Others (includes differential interest on EXIM Bank funded projects)     | 42.67                              | 46.81        | 33.72                              | 67.33        |
| Total - Other payables                                                         | 79.68                              | 54.32        | 77.57                              | 74.84        |
| <b>Total</b>                                                                   | <b>996.75</b>                      | <b>54.32</b> | <b>242.05</b>                      | <b>74.84</b> |

# 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 31 <sup>st</sup> March, 2026 |                 | As at 31 <sup>st</sup> March, 2025 |                 |
|-------------------------|------------------------------------|-----------------|------------------------------------|-----------------|
|                         | Current                            | Non Current     | Current                            | Non Current     |
| Contract liabilities    |                                    |                 |                                    |                 |
| Amount due to customers | 279.99                             | -               | 348.75                             | -               |
| Advances from customers | 1,616.38                           | 2,141.31        | 2,103.31                           | 2,270.76        |
| <b>Total</b>            | <b>1,896.37</b>                    | <b>2,141.31</b> | <b>2,452.06</b>                    | <b>2,270.76</b> |

### NOTE NO 17.1 OTHER NON-CURRENT AND CURRENT LIABILITIES

(₹ in Crore)

| Particulars                                                                                                                            | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                                                                                                                        | Current                            | Non Current | Current                            | Non Current |
| Statutory remittances (VAT, GST, Service tax, Contributions to PF, Superannuation, ESIC, Withholding taxes, Labour welfare cess, etc.) | 122.23                             | -           | 138.95                             | -           |
| Other payables                                                                                                                         |                                    |             |                                    |             |
| Advance against sale of scrap                                                                                                          | 6.16                               | -           | 1.46                               | -           |
| Advance from subsidiaries                                                                                                              | 16.27                              | -           | 14.83                              | -           |
| <b>Total</b>                                                                                                                           | <b>144.66</b>                      | <b>-</b>    | <b>155.24</b>                      | <b>-</b>    |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 18. PROVISIONS

(₹ in Crore)

| Particulars                                                              | As at 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              |
|--------------------------------------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
|                                                                          | Current                            | Non Current  | Current                            | Non Current  |
| Provision for employee benefits: *                                       |                                    |              |                                    |              |
| Provision for leave encashment                                           | 87.44                              | -            | 61.58                              | -            |
| Provision for gratuity                                                   | 12.00                              | 70.74        | 12.00                              | 24.55        |
|                                                                          | <b>99.44</b>                       | <b>70.74</b> | <b>73.58</b>                       | <b>24.55</b> |
| Provision - Others:                                                      |                                    |              |                                    |              |
| Provision for foreseeable losses for onerous contracts (Refer note 18.1) | 49.81                              | -            | 73.86                              | -            |
| <b>Total</b>                                                             | <b>149.25</b>                      | <b>70.74</b> | <b>147.44</b>                      | <b>24.55</b> |

\* The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity.

### Note No. 18.1 - Movement in Provision for foreseeable losses for onerous contracts

(₹ in Crore)

| Particulars                          | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|--------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                      | Current                            | Non Current | Current                            | Non Current |
| Opening Balance                      | 73.86                              | -           | 77.18                              | -           |
| Add: Additions made during the year  | -                                  | -           | 39.12                              | -           |
| Less: Reversals made during the year | (24.05)                            | -           | (42.44)                            | -           |
| <b>Closing Balance</b>               | <b>49.81</b>                       | <b>-</b>    | <b>73.86</b>                       | <b>-</b>    |

### NOTE NO. 19. CURRENT TAX LIABILITIES (NET)

(₹ in Crore)

| Particulars                                           | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------|------------------------------------|------------------------------------|
|                                                       |                                    |                                    |
| Provision for tax (net of advance tax ₹ 183.28 Crore) | 75.68                              | 62.15                              |
| (As at 31 <sup>st</sup> March, 2025 ₹ 383.23 Crore)   |                                    |                                    |
| <b>Total</b>                                          | <b>75.68</b>                       | <b>62.15</b>                       |

### NOTE NO. 20. CURRENT BORROWINGS

(₹ in Crore)

| Particulars                                                       | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                   |                                    |                                    |
| (a) Current maturities of long-term debts (Refer note 20.1 below) | 243.71                             | 252.56                             |
| (b) Working capital demand loans from banks                       |                                    |                                    |
| Secured (Refer note 20.2 below)                                   | 1,678.60                           | 1,011.28                           |
| Unsecured                                                         | 50.00                              | -                                  |
| (c) Short term Loans from Bank                                    |                                    |                                    |
| Foreign Currency Loan:                                            |                                    |                                    |
| Buyers Credit                                                     |                                    |                                    |
| Secured (Refer Note 20.2 below)                                   | 64.38                              | 76.51                              |
| (d) Cash credit facility from banks                               |                                    |                                    |
| Secured (Refer note 20.2 below)                                   | 122.31                             | 52.31                              |
| (e) Commercial papers (Unsecured)                                 | 200.00                             | -                                  |
| (f) Acceptances (Refer note 20.4 below)                           | 259.67                             | 247.82                             |
| (g) From related parties (Unsecured)                              | 18.09                              | 15.27                              |
| <b>Total</b>                                                      | <b>2,636.76</b>                    | <b>1,655.75</b>                    |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### Note No. 20.1: Current maturities of long-term debts

(₹ in Crore)

| Particulars                                                          | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Equipment loans from banks (Rupee Loan) (Secured) #                  | 143.84                                | 237.76                                |
| Equipment loans from banks (Foreign Currency Loan - ECB) (Secured) # | 90.20                                 | 8.88                                  |
| Interest accrued but not due on borrowings                           | 9.67                                  | 5.92                                  |
| <b>Total</b>                                                         | <b>243.71</b>                         | <b>252.56</b>                         |

# 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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|------------------------------------------------|--------------------------|---------------------------------------|---------------------------------------|
| <b>Working capital demand loans (WCDL)</b>     |                          |                                       |                                       |
| <b>From banks:</b>                             |                          |                                       |                                       |
| State Bank of India                            | Refer note<br>20.3 below | 420.00                                | 300.00                                |
| IDBI Bank                                      |                          | 85.00                                 | 60.00                                 |
| Indian Bank                                    |                          | 30.00                                 | 38.50                                 |
| Export Import Bank of India                    |                          | 300.00                                | 300.00                                |
| Union Bank of India                            |                          | 30.00                                 | 44.54                                 |
| Bank of India                                  |                          | 55.00                                 | 30.00                                 |
| UCO Bank                                       |                          | 30.00                                 | 30.00                                 |
| Axis Bank                                      |                          | 78.00                                 | 78.00                                 |
| ICICI Bank                                     |                          | 109.00                                | 9.64                                  |
| Yes Bank                                       |                          | 0.60                                  | 0.60                                  |
| Karnataka Bank                                 |                          | 30.00                                 | 30.00                                 |
| Bank of Maharashtra                            |                          | 31.00                                 | 30.00                                 |
| Indian Overseas Bank                           |                          | 30.00                                 | 30.00                                 |
| Punjab & Sind Bank                             |                          | 30.00                                 | 30.00                                 |
| DBS Bank                                       |                          | 175.00                                | -                                     |
| HSBC Bank                                      |                          | 235.00                                | -                                     |
| Indusind Bank                                  |                          | 10.00                                 | -                                     |
|                                                |                          | <b>1,678.60</b>                       | <b>1,011.28</b>                       |
| <b>Short term Loans from Bank</b>              |                          |                                       |                                       |
| <b>Foreign Currency Loan:</b>                  |                          |                                       |                                       |
| Buyers Credit                                  |                          |                                       |                                       |
| Axis Bank                                      | Refer note<br>20.3 below | 29.33                                 | 57.76                                 |
| State Bank of India                            |                          | 35.05                                 | 5.91                                  |
| HSBC Bank                                      |                          | -                                     | 12.84                                 |
| <b>Cash credit facility and Book overdraft</b> | Refer note<br>20.3 below | 122.31                                | 52.31                                 |

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 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 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 ₹ 900 Crores with other term lenders and project specific limit 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 7.55% to 9.95% per annum (As at 31<sup>st</sup> March, 2025 interest ranging from 9.09% to 10.35% per annum). Buyers Credit carry interest ranging from @ 2.60% to 4.31% per annum (As at 31<sup>st</sup> March, 2025 interest ranging from @ 3.07% to 5.39% per annum)

### Note No. 20.4:

| Particulars                                                         | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|---------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>Carrying Amount of Financial Liabilities:</b>                    |                                       | (₹ in Crore)                          |
| Acceptances classified as borrowing in the nature of Trade Payables | 259.67                                | 247.82                                |
| <b>Payment Terms:</b>                                               |                                       | (no.of days)                          |
| Acceptances that are part of the arrangement                        | 30-180 days                           | 30-180 days                           |

## NOTE NO. 21. CURRENT TAX AND DEFERRED TAX

### (a) Income tax expense

(₹ in Crore)

| Particulars                                                                | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| <b>Current tax:</b>                                                        |                                                    |                                                    |
| in respect of current year                                                 | 198.66                                             | 275.88                                             |
| in respect of prior year                                                   | 2.20                                               | (15.93)                                            |
| <b>Deferred tax</b>                                                        |                                                    |                                                    |
| in respect of current year                                                 | (64.86)                                            | (36.78)                                            |
| <b>Income tax expense recognised in the standalone financial statement</b> | <b>136.00</b>                                      | <b>223.17</b>                                      |

### (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Crore)

| Particulars                                                                                             | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|---------------------------------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                                                         | Amount                             | Tax rate      | Amount                             | Tax rate      |
| <b>Profit before tax</b>                                                                                | 425.90                             |               | 809.30                             |               |
| Income tax using the Company's domestic tax rate                                                        | 107.19                             | 25.17%        | 203.68                             | 25.17%        |
| <b>Effect of income that is exempt from taxation</b>                                                    |                                    |               |                                    |               |
| Non-taxable income                                                                                      | (1.42)                             | -0.33%        | (2.08)                             | -0.26%        |
| Loss in respect of which deferred tax assets not recognised due to uncertainty                          | 33.79                              | 7.93%         | 4.62                               | 0.57%         |
| Disallowable expenses                                                                                   | 3.21                               | 0.75%         | 4.49                               | 0.55%         |
| Effect of tax rates differences of entities operating in other jurisdictions having different tax rates | (2.96)                             | -0.69%        | 10.16                              | 1.26%         |
| Charge / (credit) in respect of previous years                                                          | 2.20                               | 0.52%         | (15.93)                            | -1.97%        |
| Deferred Tax adjustment in respect of previous years                                                    | (9.88)                             | -2.32%        | 18.33                              | 2.26%         |
| Others                                                                                                  | 3.87                               | 0.91%         | (0.10)                             | -0.01%        |
| <b>Income tax expense recognised in the standalone financial statement</b>                              | <b>136.00</b>                      | <b>31.94%</b> | <b>223.17</b>                      | <b>27.57%</b> |

Note:

The tax rate used for the financial years 2025-2026 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 Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### (c) Movement of deferred tax

| Particulars                                                      | For the Year ended 31 <sup>st</sup> March, 2026 |                               |                   |                 |
|------------------------------------------------------------------|-------------------------------------------------|-------------------------------|-------------------|-----------------|
|                                                                  | Opening balance                                 | Recognised in Profit and Loss | Recognised in OCI | Closing balance |
| <b>Tax effect of items constituting deferred tax liabilities</b> |                                                 |                               |                   |                 |
| Right-of-use assets                                              | 26.79                                           | (4.65)                        | -                 | 22.14           |
| Arbitration awards                                               | 175.46                                          | 1.34                          | -                 | 176.80          |
|                                                                  | <b>202.25</b>                                   | <b>(3.31)</b>                 | <b>-</b>          | <b>198.94</b>   |
| <b>Tax effect of items constituting deferred tax assets</b>      |                                                 |                               |                   |                 |
| Property, plant and equipment                                    | 7.14                                            | (7.82)                        | -                 | (0.68)          |
| Employee benefits                                                | (24.70)                                         | (23.49)                       | 5.36              | (42.83)         |
| Adjustment of Ind AS 116                                         | (27.08)                                         | 4.77                          | -                 | (22.31)         |
| Expected credit loss                                             | (47.88)                                         | (31.00)                       | -                 | (78.88)         |
| Provisions                                                       | (31.26)                                         | (5.81)                        | -                 | (37.07)         |
| Others (incl.Disallowances u/s 43B(h))                           | (13.51)                                         | 1.80                          | -                 | (11.71)         |
|                                                                  | <b>(137.29)</b>                                 | <b>(61.55)</b>                | <b>5.36</b>       | <b>(193.48)</b> |
| <b>Net tax liabilities</b>                                       | <b>64.96</b>                                    | <b>(64.86)</b>                | <b>5.36</b>       | <b>5.46</b>     |

| Particulars                                                      | For the Year ended 31 <sup>st</sup> March, 2025 |                               |                   |                 |
|------------------------------------------------------------------|-------------------------------------------------|-------------------------------|-------------------|-----------------|
|                                                                  | Opening balance                                 | Recognised in Profit and Loss | Recognised in OCI | Closing balance |
| <b>Tax effect of items constituting deferred tax liabilities</b> |                                                 |                               |                   |                 |
| 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          |
|                                                                  | <b>246.61</b>                                   | <b>(37.22)</b>                | <b>-</b>          | <b>209.39</b>   |
| <b>Tax effect of items constituting deferred tax assets</b>      |                                                 |                               |                   |                 |
| 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)         |
|                                                                  | <b>(142.94)</b>                                 | <b>0.44</b>                   | <b>(1.93)</b>     | <b>(144.43)</b> |
| <b>Net tax liabilities</b>                                       | <b>103.67</b>                                   | <b>(36.78)</b>                | <b>(1.93)</b>     | <b>64.96</b>    |

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 22. REVENUE FROM OPERATIONS

| Particulars                                               | For the Year ended 31 <sup>st</sup> March, 2026 |                                                 |
|-----------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
|                                                           | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
| (a) Revenue from sale of goods (Construction Materials)   | 90.47                                           | 100.68                                          |
| (b) Construction contract revenue (Refer note 22.1 below) | 11,788.71                                       | 12,349.24                                       |
| (c) Other operating income (Refer note 22.2 below)        | 59.14                                           | 50.01                                           |
| <b>Total</b>                                              | <b>11,938.32</b>                                | <b>12,499.93</b>                                |

| Particulars                                          | For the Year ended 31 <sup>st</sup> March, 2026 |                                                 |
|------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
|                                                      | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
| <b>22.1 Construction contract revenue comprises:</b> |                                                 |                                                 |
| Construction revenue                                 | 11,788.71                                       | 12,349.24                                       |
| <b>Total</b>                                         | <b>11,788.71</b>                                | <b>12,349.24</b>                                |
| <b>22.2 Other operating income comprises:</b>        |                                                 |                                                 |
| Sale of scrap                                        | 58.38                                           | 44.14                                           |
| Others                                               | 0.76                                            | 5.87                                            |
| <b>Total</b>                                         | <b>59.14</b>                                    | <b>50.01</b>                                    |

### NOTE NO. 23. OTHER INCOME

| Particulars                                                                       | For the Year ended 31 <sup>st</sup> March, 2026 |                                                 |
|-----------------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
|                                                                                   | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
| (a) Interest income on financial assets at amortised cost (Refer note 23.1 below) | 79.30                                           | 184.45                                          |
| (b) Dividend income                                                               | 5.64                                            | -                                               |
| (c) Other non operating income (Refer note 23.2 below)                            | 285.12                                          | 282.28                                          |
| <b>Total</b>                                                                      | <b>370.06</b>                                   | <b>466.73</b>                                   |

| Particulars                                                               | For the Year ended 31 <sup>st</sup> March, 2026 |                                                 |
|---------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
|                                                                           | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
| <b>23.1 Interest income comprises:</b>                                    |                                                 |                                                 |
| Interest on arbitration awards                                            | 18.72                                           | 112.39                                          |
| Other Interest (includes interest on bank deposits,etc.)                  | 60.58                                           | 72.06                                           |
| <b>Total</b>                                                              | <b>79.30</b>                                    | <b>184.45</b>                                   |
| <b>23.2 Other non operating income comprises:</b>                         |                                                 |                                                 |
| Provision for doubtful debtors / advances no longer required written back | -                                               | 75.00                                           |
| Creditors / Excess provision written back                                 | 13.39                                           | 47.99                                           |
| Insurance claim received                                                  | 27.33                                           | 4.66                                            |
| Provision for projected loss on contract written back                     | 24.05                                           | 42.44                                           |
| Net gain on foreign currency transactions and translation                 | 184.87                                          | 50.44                                           |
| Miscellaneous income                                                      | 35.48                                           | 61.75                                           |
| <b>Total</b>                                                              | <b>285.12</b>                                   | <b>282.28</b>                                   |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 24. COST OF MATERIAL CONSUMED

| (₹ in Crore)                                                            |                                                    |                                                    |
|-------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                             | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Cost of construction materials consumed<br>(Including bought out Items) | 2,755.69                                           | 3,214.00                                           |
| <b>Total</b>                                                            | <b>2,755.69</b>                                    | <b>3,214.00</b>                                    |

NOTE NO 24.1. COST OF CONSTRUCTION

| (₹ in Crore)                   |                                                    |                                                    |
|--------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                    | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Stores and spare consumed      | 844.54                                             | 819.26                                             |
| Subcontracting expenses        | 2,214.67                                           | 2,340.88                                           |
| Equipments hire / rent charges | 651.23                                             | 667.89                                             |
| Site installation              | 406.84                                             | 256.50                                             |
| Technical consultancy          | 207.57                                             | 310.08                                             |
| Power and fuel consumed        | 439.67                                             | 488.88                                             |
| Freight and handling charges   | 282.61                                             | 345.07                                             |
| <b>Total</b>                   | <b>5,047.13</b>                                    | <b>5,228.56</b>                                    |

NOTE NO. 25. COST OF TRADED GOODS

| (₹ in Crore)           |                                                    |                                                    |
|------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars            | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Construction materials | 87.71                                              | 73.82                                              |
| <b>Total</b>           | <b>87.71</b>                                       | <b>73.82</b>                                       |

NOTE NO. 26. EMPLOYEE BENEFITS EXPENSE

| (₹ in Crore)                                |                                                    |                                                    |
|---------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                 | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Salaries, wages and bonus                   | 1,153.42                                           | 1,160.82                                           |
| Contributions to provident and other funds: |                                                    |                                                    |
| Contribution to provident fund              | 41.57                                              | 38.24                                              |
| Gratuity Expense                            | 24.71                                              | 11.88                                              |
| Other Post employment benefits              | 38.10                                              | 43.13                                              |
| Leave encashment Expense                    | 10.98                                              | 9.41                                               |
| Employee Stock Option Scheme                | 21.40                                              | -                                                  |
| Staff welfare expenses                      | 149.18                                             | 144.84                                             |
| <b>Total</b>                                | <b>1,439.36</b>                                    | <b>1,408.32</b>                                    |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 27. FINANCE COSTS

| (₹ in Crore)                                     |                                                    |                                                    |
|--------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                      | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Interest On:                                     |                                                    |                                                    |
| Bank overdrafts and loans                        | 297.14                                             | 262.50                                             |
| Advance from clients                             | 159.63                                             | 108.36                                             |
| Lease liabilities                                | 8.62                                               | 7.85                                               |
| Others                                           | 56.16                                              | 81.98                                              |
|                                                  | <b>521.55</b>                                      | <b>460.69</b>                                      |
| Other borrowing costs:                           |                                                    |                                                    |
| Bank guarantee commission including bank charges | 137.67                                             | 157.08                                             |
| Others                                           | 13.67                                              | 10.22                                              |
| <b>Total</b>                                     | <b>672.89</b>                                      | <b>627.99</b>                                      |

NOTE NO. 28. DEPRECIATION AND AMORTISATION EXPENSES

| (₹ in Crore)                                  |                                                    |                                                    |
|-----------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                   | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Depreciation on Property, plant and equipment | 388.69                                             | 439.20                                             |
| Amortisation on intangible assets             | 0.05                                               | 0.05                                               |
| Depreciation on right-of-use assets           | 63.61                                              | 49.91                                              |
| <b>Total</b>                                  | <b>452.35</b>                                      | <b>489.16</b>                                      |

NOTE NO. 29. OTHER EXPENSES

| (₹ in Crore)                                                         |                                                    |                                                    |
|----------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                          | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Water and electricity                                                | 18.16                                              | 20.60                                              |
| Rent/ Hire charges                                                   | 64.53                                              | 79.15                                              |
| Repairs and maintenance - Machinery                                  | 40.14                                              | 33.95                                              |
| Repairs and maintenance - Others                                     | 32.98                                              | 35.65                                              |
| Insurance charges                                                    | 172.46                                             | 155.93                                             |
| Rates and taxes                                                      | 92.72                                              | 85.92                                              |
| Communication                                                        | 11.86                                              | 12.79                                              |
| Travelling and conveyance                                            | 200.16                                             | 204.92                                             |
| Security charges                                                     | 98.08                                              | 99.14                                              |
| Donations and contributions                                          | 0.58                                               | 1.16                                               |
| Expenditure on corporate social responsibility (CSR) (Refer Note 33) | 4.14                                               | 2.84                                               |
| Legal and professional charges                                       | 183.07                                             | 143.24                                             |
| Payment to auditors (Refer Note 29.1 below)                          | 3.12                                               | 7.61                                               |
| Advances written off                                                 | 0.82                                               | 0.22                                               |
| Provision for Doubtful Debtors                                       | 221.48                                             | -                                                  |
| Bad / irrecoverable debtors / unbilled revenue written off           | 62.94                                              | 55.10                                              |
| Less: Adjusted against provision for bad and doubtful debts          | (50.17)                                            | (18.52)                                            |
| Expected credit loss on contract assets and trade receivables        | 88.57                                              | 75.21                                              |
| Provision for foreseeable losses for onerous contracts               | -                                                  | 39.12                                              |
| Loss on sale of Property, plant and equipment (net)                  | 23.52                                              | 4.45                                               |
| Directors sitting fees                                               | 1.18                                               | 1.02                                               |
| Miscellaneous expenses                                               | 80.50                                              | 76.01                                              |
| <b>Total</b>                                                         | <b>1,350.84</b>                                    | <b>1,115.51</b>                                    |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

Note 29.1: Details of payment to auditors

| (₹ in Crore)                                                      |                                                    |                                                    |
|-------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                       | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Auditors remuneration comprises *                                 |                                                    |                                                    |
| (a) To Joint Statutory Auditors                                   |                                                    |                                                    |
| For statutory audit (including limited review and interim audits) | 2.68                                               | 1.96                                               |
| For taxation matters                                              | 0.15                                               | 0.08                                               |
| For other services (GST, certification work)                      | 0.25                                               | 5.53                                               |
| Reimbursement of expenses                                         | 0.01                                               | 0.02                                               |
|                                                                   | 3.09                                               | 7.59                                               |
| (b) To cost auditors                                              | 0.03                                               | 0.02                                               |
|                                                                   | 0.03                                               | 0.02                                               |
| <b>Total (a + b)</b>                                              | <b>3.12</b>                                        | <b>7.61</b>                                        |

(\* Including payments made to network firms )

NOTE NO. 30: CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

| (₹ in Crore)                                                                                                                                                                                                                                                                                                                                                                            |                                       |                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                                                                                                                                                                                                                                                                                                                                             | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| <b>(i) Contingent liabilities</b>                                                                                                                                                                                                                                                                                                                                                       |                                       |                                       |
| (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.                                                                                                                                                                                                                                                                                             | 530.41                                | 563.41                                |
| ii) Royalty Claims*                                                                                                                                                                                                                                                                                                                                                                     | 483.64                                | 483.64                                |
| iii) Fine and restoration fees levied by Environmental Protection Agency, Government of Maldives for environmental damages                                                                                                                                                                                                                                                              | 42.69                                 | 38.47                                 |
| (b) Claims against the joint operations not acknowledged as debts                                                                                                                                                                                                                                                                                                                       | 171.49                                | 149.35                                |
| (c) Guarantees                                                                                                                                                                                                                                                                                                                                                                          |                                       |                                       |
| Bank guarantees given on behalf of subsidiaries and counter guaranteed by the company                                                                                                                                                                                                                                                                                                   | 5.20                                  | 4.71                                  |
| (d) Sales tax and entry tax                                                                                                                                                                                                                                                                                                                                                             |                                       |                                       |
| Represents demands raised by sales tax authorities in matters of:                                                                                                                                                                                                                                                                                                                       | 7.58                                  | 17.08                                 |
| 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.                                                                                                                                                                                                                                                                                                                 |                                       |                                       |
| (e) VAT                                                                                                                                                                                                                                                                                                                                                                                 |                                       |                                       |
| Represents partial disallowance by West Bengal VAT Authorities for the year 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                                  |

Notes Forming Part of the Standalone Financial Statements

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| (₹ in Crore)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                       |                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| (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. | 67.25                                 | 69.63                                 |
| (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.                                                                                                                                                                                                                                                                 | 72.64                                 | 67.48                                 |
| (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.                                                                                                                                                                                                                                                                                                                                                                                             | 1.50                                  | 7.80                                  |
| <b>Note:</b> 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.                                                                                                                                                                                                                                                                                                                                                  |                                       |                                       |
| <b>(ii) Commitments</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                       |                                       |
| Estimated amount of contracts remaining to be executed on capital account and not provided for                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 151.47                                | 582.20                                |
| <b>Other Commitments</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                       |                                       |
| 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.



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 31. EMPLOYEE BENEFIT PLANS

The Group has recognised following amounts in the standalone statement of profit and loss:

| Particulars               | (₹ in Crore)                          |                                       |
|---------------------------|---------------------------------------|---------------------------------------|
|                           | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Superannuation Fund       | 34.57                                 | 32.16                                 |
| Provident Fund            | 41.57                                 | 38.24                                 |
| Gratuity                  | 24.71                                 | 11.88                                 |
| Leave encashment expenses | 10.98                                 | 9.41                                  |
| <b>Total</b>              | <b>111.83</b>                         | <b>91.69</b>                          |

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 ₹ 76.14 Crore (for the year ended 31<sup>st</sup> March, 2025 ₹ 70.40 Crore) represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

b. Defined benefit plan

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.

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 dependents 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 31<sup>st</sup> March, 2026 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.

c. Details of defined benefit plan - Gratuity

The principle assumptions used for the purpose of actuarial valuation (considered for the Company)

| Particulars                       | 31 <sup>st</sup> March, 2026                                                                   | 31 <sup>st</sup> March, 2025                                                          |
|-----------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Expected Return on Plan Assets    | 7.23%                                                                                          | 6.71%                                                                                 |
| Rate of Discounting               | 7.23%                                                                                          | 6.71%                                                                                 |
| Rate of Salary Increase           | 5.00% p.a. for the next 1 years, 7.00% p.a. thereafter, starting from the 2 <sup>nd</sup> year | 8.00%                                                                                 |
| Rate of Employee Turnover         | 31 <sup>st</sup> March, 2026                                                                   | For service 4 years and below 12.00% p.a.<br>For service 5 years and above 4.00% p.a. |
|                                   | 31 <sup>st</sup> March, 2025                                                                   | For service 4 years and below 8.00% p.a.<br>For service 5 years and above 4.00% p.a.  |
| Mortality Rate During Employment* | 31 <sup>st</sup> March, 2026                                                                   | Indian Assured Lives Mortality 2012-14 (Urban)                                        |
|                                   | 31 <sup>st</sup> March, 2025                                                                   | 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.

| Particulars                                                                                        | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| <b>(i) Components of defined benefit cost</b>                                                      |                                                    |                                                    |
| Service cost:                                                                                      |                                                    |                                                    |
| Current service cost                                                                               | 12.06                                              | 9.95                                               |
| Past service cost                                                                                  | 64.52                                              | -                                                  |
| Interest cost on benefit obligation (Net)                                                          | 3.70                                               | 1.93                                               |
| <b>Total defined benefit expenses recognised in standalone statement of profit or loss</b>         | <b>80.28</b>                                       | <b>11.88</b>                                       |
| Actuarial (Gain) / Losses on Obligation For the Year                                               | (20.82)                                            | 7.56                                               |
| Return on Plan Assets, Excluding Interest Income                                                   | (0.47)                                             | 0.10                                               |
| <b>Total defined benefit expenses recognised in OCI</b>                                            | <b>(21.29)</b>                                     | <b>7.66</b>                                        |
| <b>Total defined benefit expenses recognised in standalone statement of profit or loss and OCI</b> | <b>58.99</b>                                       | <b>19.54</b>                                       |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### (ii) Net (liabilities) recognised in the Balance Sheet

| (₹ in Crore)                                           |                                                    |                                                    |
|--------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                            | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Present value of defined benefit obligation            | (158.89)                                           | (105.57)                                           |
| Fair value of plan asset                               | 76.15                                              | 69.02                                              |
| <b>Net liabilities recognised in the Balance Sheet</b> | <b>(82.74)</b>                                     | <b>(36.55)</b>                                     |

### (iii) Movements in the present value of the defined benefit obligation are as follows.

| (₹ in Crore)                                                                         |                                                    |                                                    |
|--------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                                          | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Opening defined benefit obligation                                                   | 105.57                                             | 90.53                                              |
| Current service cost                                                                 | 12.06                                              | 9.95                                               |
| Past service cost                                                                    | 64.52                                              | -                                                  |
| Interest cost                                                                        | 8.41                                               | 6.55                                               |
| Remeasurement (gains)/losses:                                                        |                                                    |                                                    |
| Actuarial (gains) / losses arising from changes in financial assumptions             | (16.23)                                            | 3.21                                               |
| Actuarial (gains) / losses arising from experience adjustments                       | (8.21)                                             | 7.69                                               |
| Actuarial (gains) / losses on obligations - due to change in demographic assumptions | 3.62                                               | (3.34)                                             |
| Benefits paid                                                                        | (10.85)                                            | (9.02)                                             |
| <b>Closing defined benefit obligation</b>                                            | <b>158.89</b>                                      | <b>105.57</b>                                      |

### (iv) Movements in the fair value of plan assets are as follows.

| (₹ in Crore)                                       |                                                    |                                                    |
|----------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                        | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Opening fair value of plan assets                  | 69.02                                              | 63.85                                              |
| Interest income                                    | 4.71                                               | 4.61                                               |
| Remeasurement gain / (loss):                       |                                                    |                                                    |
| Return on plan assets (excluding interest expense) | 0.47                                               | (0.10)                                             |
| Contributions from the employer                    | 12.80                                              | 9.68                                               |
| Benefits paid                                      | (10.85)                                            | (9.02)                                             |
| <b>Closing fair value of plan assets</b>           | <b>76.15</b>                                       | <b>69.02</b>                                       |

The Company pays premium of ₹ 12.80 Crore (Previous year ₹ 9.68 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 ₹ 9.67 Crore (increase by ₹ 11.07 Crore) (as at 31<sup>st</sup> March, 2025: decrease by ₹ 6.00 Crore (increase by ₹ 6.80 Crore)).
- 2) If the expected salary growth increases (decreases) by 1%, the defined benefit obligation would increase by ₹ 11.02 Crore (decrease by ₹ 9.80 Crore) (as at 31<sup>st</sup> March, 2025: decrease by ₹ 6.65 Crore (increase by ₹ 5.98 Crore)).
- 3) If the employee turnover increases (decreases) by one year, the defined benefit obligation would decrease by ₹ 0.10 Crore (increase by ₹ 0.08 Crore) (as at 31<sup>st</sup> March, 2025: decrease by ₹ 0.78 Crore (increase by ₹ 0.85 Crore)).

## Notes Forming Part of the Standalone Financial Statements

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### (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.

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 31<sup>st</sup> March, 2026 is 8 years (as at 31<sup>st</sup> March, 2025: 7 years).

The Company expects to make a contribution of ₹ 12.00 Crore (as at 31<sup>st</sup> March, 2025: ₹ 18.69 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                    | 31 <sup>st</sup> March, 2026 | 31 <sup>st</sup> March, 2025 |
| 1 <sup>st</sup> Following Year | 25.96                        | 14.72                        |
| 2 <sup>nd</sup> Following Year | 13.21                        | 9.68                         |
| 3 <sup>rd</sup> Following Year | 18.67                        | 11.16                        |
| 4 <sup>th</sup> Following Year | 13.69                        | 13.25                        |
| 5 <sup>th</sup> Following Year | 13.15                        | 10.20                        |
| Sum of Years 6 To 10           | 59.97                        | 40.27                        |
| Sum of Years 11 and above      | 150.31                       | 77.13                        |

### d. Compensated Absences

The liability for Compensated absences (non-funded) as at year end is ₹ 87.44 Crore (as at 31<sup>st</sup> March, 2025 ₹ 61.58 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.



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as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------|----------------------------------------------------|----------------------------------------------------|
| Basic earnings per share   | 7.88                                               | 15.94                                              |
| Diluted earnings per share | 7.88                                               | 15.94                                              |

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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Profit for the year attributable to shareholders of the Company - earnings used in calculation of basic earnings per share | 289.90                                             | 586.13                                             |
| Dividends paid on convertible non-participating preference shares                                                          | -                                                  | (0.04)                                             |
| Earnings used in the calculation of basic earnings per share                                                               | 289.90                                             | 586.09                                             |
| Earnings used in the calculation of basic earnings per share                                                               | 289.90                                             | 586.09                                             |

The weighted average number of equity shares for the purpose of basic earnings per share is as follows:

| Particulars                                                                       | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|-----------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
|                                                                                   | Number                                             | Number                                             |
| Weighted average number of shares used in calculation of basic earnings per share | 367,784,631                                        | 367,784,631                                        |

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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Profit for the year attributable to shareholders of the Company - earnings used in calculation of basic earnings per share | 289.90                                             | 586.13                                             |
| Earnings used in the calculation of diluted earnings per share                                                             | 289.90                                             | 586.13                                             |
| Earnings used in the calculation of diluted earnings per share                                                             | 289.90                                             | 586.13                                             |

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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
|                                                                                     | Number                                             | Number                                             |
| Weighted average number of shares used in calculation of diluted earnings per share | 367,784,631                                        | 367,784,631                                        |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 33. CORPORATE SOCIAL RESPONSIBILITY:

Disclosure of Corporate Social Responsibility (CSR) 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 CSR 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 rural development projects.

| Particulars                                                                      | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| (i) Gross amount required to be spent by the Company during the year:            | 4.11                                  | 4.37                                  |
| (ii) CSR expenditure incurred during the year                                    |                                       |                                       |
| (a) Construction/acquisition of any asset                                        | 0.81                                  | 0.36                                  |
| (b) On purposes other than (a) above                                             | 3.33                                  | 2.48                                  |
| (iii) Related party transactions as per Ind AS 24 in relation to CSR expenditure | -                                     | -                                     |
| (iv) Nature of CSR activities:                                                   |                                       |                                       |
| (a) Promoting education, Skill development, art, culture                         | 2.41                                  | 2.24                                  |
| (b) Promoting health care including preventive health care,etc.                  | 1.03                                  | 0.60                                  |
| (c) Others                                                                       | 0.70                                  | -                                     |

During the FY 2025-26, the Company was required to spend approx. ₹ 4.11 Crore toward CSR activities / projects against which the Company has undertaken CSR activities of approx. ₹4.14 Crore resulting in an access CSR spending of approx. ₹ 0.03 Crores. In addition, in compliance with the provision of the section 135 of the Act and the Rules made thereunder, an unspent CSR amount of ₹ 0.90 Crores pertaining to the previous year's (i.e. FY 2024-25) had been transferred to the Unspent CSR Accounts during the current financial year for being utilised on the ongoing project of Akami Foundation over the subsequent 3 Financial years. The said unspent CSR amount remained unutilised during the said FY 2025-26.

NOTE NO. 34: SEGMENT INFORMATION :

| Revenue from external customers | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|---------------------------------|---------------------------------------|---------------------------------------|
| India                           | 8,599.60                              | 8,703.26                              |
| Other Countries                 | 3,338.72                              | 3,796.67                              |
| Total                           | 11,938.32                             | 12,499.93                             |

| Particulars                                          | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|------------------------------------------------------|---------------------------------------|---------------------------------------|
| Segment Profit before tax (before exceptional items) |                                       |                                       |
| India                                                | 76.53                                 | 368.34                                |
| Other Countries                                      | 646.51                                | 703.46                                |
|                                                      | 723.04                                | 1,071.80                              |
| Add: Unallocated income                              | -                                     | -                                     |
| Less: Unallocated expenses                           | 297.14                                | 262.50                                |
| Profit before tax                                    | 425.90                                | 809.30                                |



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as at and for the Year Ended 31<sup>st</sup> March, 2026

| Segment Assets                         | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------|---------------------------------------|---------------------------------------|
| India                                  | 13,485.70                             | 12,596.17                             |
| Other Countries                        | 5,112.73                              | 4,046.98                              |
|                                        | 18,598.43                             | 16,643.15                             |
| Unallocated                            |                                       |                                       |
| Investments                            | 19.74                                 | 19.98                                 |
| Non-current tax assets                 | 62.33                                 | 12.22                                 |
| Total assets as per balance sheet      | 18,680.50                             | 16,675.35                             |
| Non-current assets                     | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| India                                  | 2,542.47                              | 2,750.10                              |
| Other Countries                        | 86.22                                 | 128.58                                |
| Total non-current assets               | 2,628.69                              | 2,878.68                              |
| Segment Liabilities                    | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| India                                  | 8,001.90                              | 7,360.71                              |
| Other Countries                        | 2,039.04                              | 2,109.79                              |
|                                        | 10,040.94                             | 9,470.50                              |
| Unallocated                            |                                       |                                       |
| Current Borrowings                     | 2,636.76                              | 1,655.75                              |
| Non-current Borrowings                 | 919.60                                | 595.24                                |
| Deferred Tax Liability                 | 5.46                                  | 64.96                                 |
| Current Tax Liability                  | 75.68                                 | 62.15                                 |
| Total liabilities as per balance sheet | 13,678.44                             | 11,848.60                             |
| Non-current liabilities                | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| India                                  | 2,538.46                              | 2,609.63                              |
| Other Countries                        | 205.35                                | 252.58                                |
| Total non-current liabilities          | 2,743.81                              | 2,862.21                              |

Information about major customers:

During the year ended 31<sup>st</sup> March, 2026, no customer individually, contributed 10% or more to the Company's revenue. (As at 31<sup>st</sup> March, 2025, revenue of ₹ 1,293.36 Crore arising from a customer in Liberia (Viz. ArcelorMittal Liberia Limited)).

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 35: RELATED PARTY DISCLOSURES

| (a) Details of related parties:                                                                | Nature of Relationship                                                                                                                                             |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shapoorji Pallonji and Company Private Limited (SPCPL)                                         | Entity having significant influence                                                                                                                                |
| Goswami Infratech Private Limited                                                              | Holding Company till 3 <sup>rd</sup> November, 2024, Entity having significant influence w.e.f. 4 <sup>th</sup> November, 2024                                     |
| Hazarat & Company Private Limited                                                              |                                                                                                                                                                    |
| 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)                                                     | Subsidiaries of the Company                                                                                                                                        |
| Afcons Overseas Singapore Pte Ltd.                                                             |                                                                                                                                                                    |
| Afcons Infra Projects Kazakhstan LLP                                                           |                                                                                                                                                                    |
| Afcons Overseas Project Gabon SARL                                                             |                                                                                                                                                                    |
| Afcons Oil & Gas Services Private Limited                                                      |                                                                                                                                                                    |
| Afcons Contracting Company                                                                     |                                                                                                                                                                    |
| Floreat Investments Services Limited                                                           |                                                                                                                                                                    |
| ESP Port Solutions Private Limited                                                             |                                                                                                                                                                    |
| Sterling & Wilson Private Limited                                                              |                                                                                                                                                                    |
| Shapoorji Pallonji Infrastructure Capital Co Private Limited                                   |                                                                                                                                                                    |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited                                       |                                                                                                                                                                    |
| Simar Port Private Limited                                                                     |                                                                                                                                                                    |
| SP Oil and Gas Malaysia SDN BHD                                                                |                                                                                                                                                                    |
| SP Port Maintenance Private Limited                                                            |                                                                                                                                                                    |
| 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                                                     |                                                                                                                                                                    |
| Sharus Steel Products Private Limited                                                          |                                                                                                                                                                    |
| Shapoorji & Pallonji Qatar, WLL                                                                |                                                                                                                                                                    |
| Afcons - SPCPL Joint Venture                                                                   |                                                                                                                                                                    |
| Renaissance Commerce Private Limited                                                           | Fellow subsidiary(s) till 3 <sup>rd</sup> November, 2024, Subsidiary of entity having significant influence over the Company w.e.f. 4 <sup>th</sup> November, 2024 |
| Hermes Commerce Private Limited                                                                |                                                                                                                                                                    |
| Transtonneltstroy Afcons Joint Venture                                                         |                                                                                                                                                                    |
| Dahej Standby Jetty Project Undertaking                                                        |                                                                                                                                                                    |
| Afcons Gunanusa Joint Venture                                                                  |                                                                                                                                                                    |
| Afcons Pauling Joint Venture                                                                   |                                                                                                                                                                    |
| Strabag AG Afcons Joint Venture                                                                |                                                                                                                                                                    |
| Afcons Sener LNG Construction Projects Private Limited                                         |                                                                                                                                                                    |
| 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, Zimbabwe                                                                     |                                                                                                                                                                    |
| Afcons Hindustan Joint Venture                                                                 |                                                                                                                                                                    |
| Mr. Shapoorji P. Mistry – Chairman (Upto 28 <sup>th</sup> August 2025)                         |                                                                                                                                                                    |
| Mr. K. Subramanian – Executive Vice Chairman                                                   |                                                                                                                                                                    |
| Mr. S. Paramasivan – Managing Director                                                         |                                                                                                                                                                    |
| Mr. Giridhar Rajagopalan - Deputy Managing Director                                            |                                                                                                                                                                    |
| Mr. Pallon S.Mistry - Non-Executive Director                                                   |                                                                                                                                                                    |
| Mr. Umesh N.Khanna - Non-Executive Director                                                    |                                                                                                                                                                    |
| Mr. Sitaram Janardan Kunte - Independent Director                                              |                                                                                                                                                                    |
| Mr. Cherag S.Balsara - Independent Director                                                    |                                                                                                                                                                    |
| Mr. Atul Sobti - Independent Director                                                          |                                                                                                                                                                    |
| Ms. Rukhshana Jina Mistry - Independent Director                                               |                                                                                                                                                                    |
| Mr. Anurag Kumar Sachan - Independent Director                                                 |                                                                                                                                                                    |
| Mr. Firoz Cyrus Mistry - Non-Executive Director (w.e.f. 25 <sup>th</sup> September 2025)       |                                                                                                                                                                    |
| Mr. Santosh Balachandran Nayar - Independent Director (w.e.f. 25 <sup>th</sup> September 2025) |                                                                                                                                                                    |

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(b) Details of transactions with related party

| Nature of Transaction          | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries | Subsidiaries of the entity having significant influence over the Company | Joint Operations | Key Management Personnel | Total      |
|--------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|--------------------------------------------------------------------------|------------------|--------------------------|------------|
|                                | Apr-Mar 26                          | Apr-Mar 26         | Apr-Mar 25                          | Apr-Mar 26   | Apr-Mar 25                                                               | Apr-Mar 26       | Apr-Mar 25               | Apr-Mar 26 |
| Managerial Remuneration paid   |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| a) Short Term Employee Benefit |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| S.Paramasivan                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | 9.13                     | 8.48       |
| K.Subramanian                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | 10.45                    | 9.75       |
| Giridhar Rajagopalan           | -                                   | -                  | -                                   | -            | -                                                                        | -                | 5.58                     | 5.34       |
| b) Post Employment Benefits    |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| S.Paramasivan                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | 2.65                     | 0.97       |
| K.Subramanian                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | 2.87                     | 1.06       |
| Giridhar Rajagopalan           | -                                   | -                  | -                                   | -            | -                                                                        | -                | 1.08                     | 0.32       |
| c) Other Long Term Benefits    |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| S.Paramasivan                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | 1.09                     | 0.44       |
| K.Subramanian                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | 1.30                     | 0.50       |
| Giridhar Rajagopalan           | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.66                     | 0.20       |
| d) Share based payments #      |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| S.Paramasivan                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | -                        | -          |
| K.Subramanian                  | -                                   | -                  | -                                   | -            | -                                                                        | -                | -                        | -          |
| Giridhar Rajagopalan           | -                                   | -                  | -                                   | -            | -                                                                        | -                | -                        | -          |
| Sitting Fees paid              |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Shapoorji P. Mistry            | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.03                     | 0.04       |
| Pallon S.Mistry                | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.06                     | -          |
| Umesh N.Khanna                 | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.23                     | 0.23       |
| Sitaram Janardan Kunte         | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.26                     | 0.23       |
| Cherag S.Balsara               | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.08                     | 0.09       |
| Atul Sobti                     | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.09                     | 0.11       |
| Rukhshana Jina Mistry          | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.23                     | 0.20       |
| Anurag Kumar Sachan            | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.11                     | 0.14       |
| Firoz Cyrus Mistry             | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.05                     | -          |
| Santosh Balachandran Nayar     | -                                   | -                  | -                                   | -            | -                                                                        | -                | 0.06                     | -          |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                             | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries |            | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |            | Total      |
|-------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|------------|------------|
|                                                                   | Apr-Mar 26                          | Apr-Mar 26         | Apr-Mar 25                          | Apr-Mar 26   | Apr-Mar 25 | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 | Apr-Mar 26               | Apr-Mar 25 | Apr-Mar 26 |
| Dividend on Equity Shares                                         |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji & Company Private Limited                      | 14.17                               | -                  | 12.52                               | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | 14.17      |
| Goswami Infotech Private Limited                                  | 23.02                               | 13.30              | -                                   | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | 23.02      |
| Floreat Investments Private Limited                               | -                                   | -                  | -                                   | -            | 6.92       | 4.04                                                                     | -          | -                | -          | -                        | -          | 6.92       |
| Hermes Commerce Private Limited                                   | -                                   | -                  | -                                   | -            | 1.01       | 1.01                                                                     | -          | -                | -          | -                        | -          | 1.01       |
| Renaissance Commerce Private Limited.                             | -                                   | -                  | -                                   | -            | 1.01       | 1.01                                                                     | -          | -                | -          | -                        | -          | 1.01       |
| K.Subramanian                                                     | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | -          | 0.02                     | -          | -          |
| S.Paramasivan                                                     | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | -          | 0.02                     | -          | -          |
| Giridhar Rajagopalan                                              | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | -          | 0.01                     | -          | -          |
| Investment                                                        |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Overseas Singapore Pte Limited.                            | -                                   | -                  | -                                   | -            | 5.73       | -                                                                        | -          | -                | -          | -                        | -          | 5.73       |
| Afcons Contracting Co                                             | -                                   | -                  | -                                   | -            | 2.06       | -                                                                        | -          | -                | -          | -                        | -          | 2.06       |
| Interest Income                                                   |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Sener LNG Construction Projects Private Limited            | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.01             | 0.21       | -                        | -          | 0.01       |
| Afcons Construction Mideast LLC                                   | -                                   | -                  | -                                   | 1.41         | 0.16       | -                                                                        | -          | -                | -          | -                        | -          | 1.41       |
| Shapoorji Pallonji & Company Private Limited                      | 2.20                                | -                  | 7.78                                | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | 2.20       |
| SP Port Maintenance Private Limited                               | -                                   | -                  | -                                   | -            | -          | 5.46                                                                     | -          | -                | -          | -                        | -          | 5.46       |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited | -                                   | -                  | -                                   | -            | -          | 11.13                                                                    | 2.74       | -                | -          | -                        | -          | 11.13      |
| Afcons Contracting Co                                             | -                                   | -                  | -                                   | 0.20         | 0.00       | -                                                                        | -          | -                | -          | -                        | -          | 0.20       |
| Income from Services charges                                      |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Construction Mideast LLC                                   | -                                   | -                  | -                                   | 0.12         | 1.18       | -                                                                        | -          | -                | -          | -                        | -          | 0.12       |
| Other Income                                                      |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Construction Mideast LLC                                   | -                                   | -                  | -                                   | 0.17         | 1.14       | -                                                                        | -          | -                | -          | -                        | -          | 0.17       |
| Transtonnlestroy-Afcons Joint Venture                             | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.03             | 0.04       | -                        | -          | 0.03       |
| Strabag-AG Afcons Joint Venture                                   | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.15             | 0.29       | -                        | -          | 0.15       |
| Shapoorji Pallonji & Company Private Limited                      | 0.12                                | -                  | 0.62                                | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | 0.12       |
| Afcons - SPCPL Joint Venture                                      | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | 4.00       | -                        | -          | -          |





Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                                    | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries |            | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |            | Total      |
|--------------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|------------|------------|
|                                                                          | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 25                          | Apr-Mar 26   | Apr-Mar 25 | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 | Apr-Mar 26               | Apr-Mar 25 | Apr-Mar 26 |
| <b>Subcontract Income</b>                                                |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Transtonneltroy-Afcons Joint Venture                                     | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.00             | 0.09       | -                        | -          | 0.00       |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited                 | -                                   | -                  | -                                   | -            | -          | 47.10                                                                    | 75.16      | -                | -          | -                        | -          | 47.10      |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited        | -                                   | -                  | -                                   | -            | -          | 106.50                                                                   | 68.34      | -                | -          | -                        | -          | 106.50     |
| Simar Port Private Limited                                               | -                                   | -                  | -                                   | -            | -          | 22.87                                                                    | 4.48       | -                | -          | -                        | -          | 22.87      |
| <b>Income from Equipment Hire</b>                                        |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Construction Mideast LLC                                          | -                                   | -                  | -                                   | -            | 4.30       | -                                                                        | -          | -                | -          | -                        | -          | -          |
| Simar Port Private Limited                                               | -                                   | -                  | -                                   | -            | -          | -                                                                        | 0.03       | -                | -          | -                        | -          | -          |
| <b>Dividend Received</b>                                                 |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Mauritius Infrastructure Limited                                  | -                                   | -                  | -                                   | 5.64         | -          | -                                                                        | -          | -                | -          | -                        | -          | 5.64       |
| <b>Distribution of Profit / (Loss) from Joint Ventures</b>               |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Iron-Afcons Joint Venture                                                | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | 0.87       | -                        | -          | -          |
| <b>Sale of Spares/Materials/Assets</b>                                   |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Transtonneltroy-Afcons Joint Venture                                     | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | 0.00       | -                        | -          | -          |
| Afcons Construction Mideast LLC                                          | -                                   | -                  | -                                   | 0.13         | 0.65       | -                                                                        | -          | -                | -          | -                        | -          | 0.13       |
| Afcons - KPTL Joint Venture                                              | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | 0.03       | -                        | -          | -          |
| <b>Advance Given</b>                                                     |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Construction Mideast LLC                                          | -                                   | -                  | -                                   | 21.81        | 20.35      | -                                                                        | -          | -                | -          | -                        | -          | 21.81      |
| Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL | -                                   | -                  | -                                   | -            | 0.43       | -                                                                        | -          | -                | -          | -                        | -          | -          |
| Transtonneltroy-Afcons Joint Venture                                     | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.40             | 0.36       | -                        | -          | 0.40       |
| Afcons Overseas Singapore Pte Limited                                    | -                                   | -                  | -                                   | 0.43         | 1.59       | -                                                                        | -          | -                | -          | -                        | -          | 0.43       |
| Hazarat & Company Private Limited                                        | -                                   | -                  | -                                   | 0.06         | 0.02       | -                                                                        | -          | -                | -          | -                        | -          | 0.06       |
| Afcons Sener LNG Construction Projects Private Limited                   | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.15             | 1.01       | -                        | -          | 0.15       |
| Afcons - KPTL Joint Venture                                              | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 5.76             | 2.24       | -                        | -          | 5.76       |
| Afcons Oil & Gas Services Private Limited                                | -                                   | -                  | -                                   | 0.01         | 0.01       | -                                                                        | -          | -                | -          | -                        | -          | 0.01       |
| Afcons Hydrocarbons Engineering Private Limited                          | -                                   | -                  | -                                   | 0.02         | 0.01       | -                                                                        | -          | -                | -          | -                        | -          | 0.02       |
| Afcons Contracting Co                                                    | -                                   | -                  | -                                   | 4.50         | 2.58       | -                                                                        | -          | -                | -          | -                        | -          | 4.50       |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                                    | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries |            | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |            | Total      |
|--------------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|------------|------------|
|                                                                          | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 25                          | Apr-Mar 26   | Apr-Mar 25 | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 | Apr-Mar 26               | Apr-Mar 25 | Apr-Mar 26 |
| <b>Advance Received back</b>                                             |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Afcons Construction Mideast LLC                                          | -                                   | -                  | -                                   | (0.83)       | (2.92)     | -                                                                        | -          | -                | -          | -                        | -          | (0.83)     |
| Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL | -                                   | -                  | -                                   | (1.44)       | (0.02)     | -                                                                        | -          | -                | -          | -                        | -          | (1.44)     |
| Transtonneltroy-Afcons Joint Venture                                     | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | (2.53)           | (0.37)     | -                        | -          | (2.53)     |
| Afcons Hydrocarbons Engineering Private Limited                          | -                                   | -                  | -                                   | (0.02)       | (0.01)     | -                                                                        | -          | -                | -          | -                        | -          | (0.02)     |
| Afcons Overseas Singapore Pte Limited.                                   | -                                   | -                  | -                                   | (2.08)       | (1.06)     | -                                                                        | -          | -                | -          | -                        | -          | (2.08)     |
| Afcons Overseas Project Gabon SARL                                       | -                                   | -                  | -                                   | (1.18)       | -          | -                                                                        | -          | -                | -          | -                        | -          | (1.18)     |
| Hazarat & Company Private Limited                                        | -                                   | -                  | -                                   | (0.06)       | (0.02)     | -                                                                        | -          | -                | -          | -                        | -          | (0.06)     |
| Afcons Sener LNG Construction Projects Private Limited                   | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | (0.11)           | (4.07)     | -                        | -          | (0.11)     |
| Afcons - KPTL Joint Venture                                              | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | (0.13)           | (4.62)     | -                        | -          | (0.13)     |
| Shapoorji Pallonji & Company Private Limited                             | (104.41)                            | -                  | (165.13)                            | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | (104.41)   |
| Strabag-AG Afcons Joint Venture                                          | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | -                | (1.80)     | -                        | -          | -          |
| <b>Acceptances Repaid</b>                                                |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji Finance Private Limited                               | -                                   | -                  | -                                   | -            | -          | 50.00                                                                    | -          | -                | -          | -                        | -          | -          |
| <b>Acceptances Availed</b>                                               |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji Finance Private Limited                               | -                                   | -                  | -                                   | -            | -          | (25.00)                                                                  | -          | -                | -          | -                        | -          | -          |
| <b>Service Charges paid</b>                                              |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| SP Oil and Gas Malaysia SDN BHD                                          | -                                   | -                  | -                                   | -            | -          | 0.01                                                                     | -          | -                | -          | -                        | -          | -          |
| <b>Interest Expenses</b>                                                 |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji Finance Private Limited                               | -                                   | -                  | -                                   | -            | -          | 2.98                                                                     | -          | -                | -          | -                        | -          | -          |
| <b>Rent Expense</b>                                                      |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Hazarat & Company Private Limited                                        | -                                   | -                  | -                                   | 0.05         | 0.02       | -                                                                        | -          | -                | -          | -                        | -          | 0.05       |
| Sharus Steel Products Private Limited                                    | -                                   | -                  | -                                   | -            | -          | 1.22                                                                     | 1.21       | -                | -          | -                        | -          | 1.22       |

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                                                 | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries | Subsidiaries of the entity having significant influence over the Company | Joint Operations | Key Management Personnel | Total      |
|---------------------------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|--------------------------------------------------------------------------|------------------|--------------------------|------------|
|                                                                                       | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 26                          | Apr-Mar 25   | Apr-Mar 26                                                               | Apr-Mar 25       | Apr-Mar 26               | Apr-Mar 25 |
| <b>Legal &amp; Professional Fees</b>                                                  |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Shapoorji Pallonji & Company Private Limited (Consultancy Services)                   | -                                   | -                  | 0.05                                | -            | -                                                                        | -                | -                        | -          |
| <b>Subcontract Expenses</b>                                                           |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Sterling & Wilson Private Limited                                                     | -                                   | -                  | -                                   | -            | 18.11                                                                    | 29.13            | -                        | 18.11      |
| <b>Travelling Expenses</b>                                                            |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Fonvol International Service Limited                                                  | -                                   | -                  | -                                   | -            | 20.65                                                                    | 21.83            | -                        | 20.65      |
| <b>Equipment Hire Charges Paid</b>                                                    |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Afcons Overseas Singapore Pte Limited.                                                | -                                   | -                  | -                                   | 4.77         | 4.57                                                                     | -                | -                        | 4.77       |
| <b>Purchase of Spares/Materials/Assets</b>                                            |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Afcons Overseas Singapore Pte Limited.                                                | -                                   | -                  | -                                   | -            | 2.62                                                                     | -                | -                        | -          |
| Transtunnelstroy-Afcons Joint Venture                                                 | -                                   | -                  | -                                   | -            | -                                                                        | 0.01             | -                        | 0.00       |
| Afcons Construction Mideast LLC                                                       | -                                   | -                  | -                                   | 0.80         | 4.18                                                                     | -                | -                        | 0.80       |
| Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.             | -                                   | -                  | -                                   | 0.11         | -                                                                        | -                | -                        | 0.11       |
| <b>SBLC Given for / (Released)</b>                                                    |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Afcons Overseas Singapore Pte Limited.                                                | -                                   | -                  | -                                   | -            | (0.71)                                                                   | -                | -                        | -          |
| <b>Details of Related Party Outstanding Balances as on 31<sup>st</sup> March 2026</b> |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| <b>Outstanding amount of guarantee given/ (taken)</b>                                 |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL              | -                                   | -                  | -                                   | 5.20         | 4.71                                                                     | -                | -                        | 5.20       |
| Afcons Construction Mideast LLC                                                       | -                                   | -                  | -                                   | 25.17        | -                                                                        | -                | -                        | 25.17      |
| <b>Outstanding Amount Loans &amp; Advances Dr/ (Cr)</b>                               |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Shapoorji Pallonji & Company Private Limited                                          | -                                   | -                  | 104.41                              | -            | -                                                                        | -                | -                        | -          |
| Afcons Construction Mideast LLC                                                       | -                                   | -                  | -                                   | 38.41        | 17.43                                                                    | -                | -                        | 38.41      |
| Transtunnelstroy-Afcons Joint Venture                                                 | -                                   | -                  | -                                   | -            | -                                                                        | 2.67             | 4.80                     | 2.67       |
| Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL              | -                                   | -                  | -                                   | (16.27)      | (14.84)                                                                  | -                | -                        | (16.27)    |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                             | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries | Subsidiaries of the entity having significant influence over the Company | Joint Operations | Key Management Personnel | Total      |
|-------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|--------------------------------------------------------------------------|------------------|--------------------------|------------|
|                                                                   | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 26                          | Apr-Mar 25   | Apr-Mar 26                                                               | Apr-Mar 25       | Apr-Mar 26               | Apr-Mar 25 |
| <b>Legal &amp; Professional Fees</b>                              |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Afcons Sener LNG Construction Projects Private Limited            | -                                   | -                  | -                                   | -            | -                                                                        | 0.62             | 0.58                     | -          |
| Afcons Overseas Project Gabon SARL                                | -                                   | -                  | -                                   | (7.58)       | (6.39)                                                                   | -                | -                        | (7.58)     |
| Afcons Overseas Singapore Pte Limited.                            | -                                   | -                  | -                                   | (10.52)      | (8.88)                                                                   | -                | -                        | (10.52)    |
| Afcons - KPTL Joint Venture                                       | -                                   | -                  | -                                   | -            | -                                                                        | 11.60            | 5.97                     | 11.60      |
| Afcons Oil & Gas Services Private Limited                         | -                                   | -                  | -                                   | 0.05         | 0.04                                                                     | -                | -                        | -          |
| Afcons Hydrocarbons Engineering Private Limited                   | -                                   | -                  | -                                   | (0.00)       | -                                                                        | -                | -                        | (0.00)     |
| Sharus Steel Products Private Limited                             | -                                   | -                  | -                                   | -            | 0.30                                                                     | -                | -                        | 0.30       |
| Afcons Contracting Co                                             | -                                   | -                  | -                                   | 7.08         | 2.58                                                                     | -                | -                        | 7.08       |
| <b>Outstanding Amount - Debtors</b>                               |                                     |                    |                                     |              |                                                                          |                  |                          |            |
| Afcons Construction Mideast LLC                                   | -                                   | -                  | -                                   | 23.00        | 19.36                                                                    | -                | -                        | 23.00      |
| Transtunnelstroy-Afcons Joint Venture                             | -                                   | -                  | -                                   | -            | -                                                                        | 3.93             | 4.01                     | 3.93       |
| Shapoorji Pallonji & Company Private Limited                      | 11.11                               | -                  | 8.77                                | -            | -                                                                        | -                | -                        | 11.11      |
| Afcons Overseas Singapore Pte Limited.                            | -                                   | -                  | -                                   | 7.59         | 7.34                                                                     | -                | -                        | 7.59       |
| Afcons Overseas Project Gabon SARL                                | -                                   | -                  | -                                   | 4.87         | 5.76                                                                     | -                | -                        | 4.87       |
| Strabag-AG Afcons Joint Venture                                   | -                                   | -                  | -                                   | -            | -                                                                        | 2.47             | 2.42                     | 2.47       |
| Afcons - KPTL Joint Venture                                       | -                                   | -                  | -                                   | -            | -                                                                        | 0.29             | 0.29                     | 0.29       |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited | -                                   | -                  | -                                   | -            | 296.17                                                                   | 251.02           | -                        | 296.17     |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited          | -                                   | -                  | -                                   | -            | 120.17                                                                   | 169.12           | -                        | 120.17     |
| Simar Port Private Limited                                        | -                                   | -                  | -                                   | -            | 25.73                                                                    | 0.20             | -                        | 25.73      |
| Sterling & Wilson Private Limited                                 | -                                   | -                  | -                                   | -            | (0.00)                                                                   | 0.02             | -                        | (0.00)     |
| SP Port Maintenance Private Limited@                              | -                                   | -                  | -                                   | -            | 57.98                                                                    | 50.45            | -                        | 57.98      |





Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                                     | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries |            | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |            | Total      |
|---------------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------|------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|------------|------------|
|                                                                           | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 25                          | Apr-Mar 26   | Apr-Mar 25 | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 | Apr-Mar 26               | Apr-Mar 25 | Apr-Mar 26 |
| <b>Outstanding Amount - Creditors</b>                                     |                                     |                    |                                     |              |            |                                                                          |            |                  |            |                          |            |            |
| Forvol International Service Limited                                      | -                                   | -                  | -                                   | -            | -          | 1.60                                                                     | 1.43       | -                | -          | -                        | -          | 1.60       |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited         | -                                   | -                  | -                                   | -            | -          | -                                                                        | 46.11      | -                | -          | -                        | -          | -          |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited                  | -                                   | -                  | -                                   | -            | -          | (0.00)                                                                   | 0.97       | -                | -          | -                        | -          | (0.00)     |
| Shapoorji Pallonji Qatar WLL                                              | -                                   | -                  | -                                   | -            | -          | (11.53)                                                                  | (10.40)    | -                | -          | -                        | -          | (11.53)    |
| Simar Port Private Limited                                                | -                                   | -                  | -                                   | -            | -          | 8.83                                                                     | 1.33       | -                | -          | -                        | -          | 8.83       |
| SP Oil and Gas Malaysia SDN BHD                                           | -                                   | -                  | -                                   | -            | -          | (0.00)                                                                   | (0.00)     | -                | -          | -                        | -          | (0.00)     |
| Shapoorji Pallonji & Company Private Limited                              | (0.00)                              | -                  | 0.04                                | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | (0.00)     |
| Sharus Steel Products Private Limited                                     | -                                   | -                  | -                                   | -            | -          | 0.32                                                                     | 0.33       | -                | -          | -                        | -          | 0.32       |
| Afcons Infrastructures Kuwait for Building/Road & Marine Contracting WLL. | -                                   | -                  | -                                   | 4.82         | 4.26       | -                                                                        | -          | -                | -          | -                        | -          | 4.82       |
| Afcons Construction Mideast LLC                                           | -                                   | -                  | -                                   | 6.59         | 4.91       | -                                                                        | -          | -                | -          | -                        | -          | 6.59       |
| Afcons Overseas Project Gabon SARL                                        | -                                   | -                  | -                                   | 19.84        | 17.56      | -                                                                        | -          | -                | -          | -                        | -          | 19.84      |
| Afcons Overseas Singapore Pte Limited.                                    | -                                   | -                  | -                                   | 90.86        | 77.90      | -                                                                        | -          | -                | -          | -                        | -          | 90.86      |
| Transtonneltroy-Afcons Joint Venture                                      | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.00             | (0.00)     | -                        | -          | 0.00       |
| Strabag-AG Afcons Joint Venture                                           | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 1.05             | 1.05       | -                        | -          | 1.05       |
| Afcons - KPTL Joint Venture                                               | -                                   | -                  | -                                   | -            | -          | -                                                                        | -          | 0.03             | 0.03       | -                        | -          | 0.03       |
| Sterling & Wilson Private Limited                                         | -                                   | -                  | -                                   | -            | -          | 3.87                                                                     | 1.75       | -                | -          | -                        | -          | 3.87       |
| Goswami Infrotech Private Limited                                         | 0.14                                | -                  | 4.67                                | -            | -          | -                                                                        | -          | -                | -          | -                        | -          | 0.14       |

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 31<sup>st</sup> March, 2026 the Company has an outstanding receivables amounting to ₹ 57.98 Crore (including 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 ₹ 57.98 Crore to SP Port Maintenance Private Ltd. vide settlement agreement dated 02<sup>nd</sup> July, 2024 between GPL and ESP.

# The company has recognised a provision of ₹ 2.22 Crore (previous year Nil) towards employee stock options granted to key managerial personnel. The said amount represent fair value of option granted. The same has not been considered as managerial remuneration for the current year as defined under section 2(78) of the Companies Act, 2013 as the options have not been vested.

Notes Forming Part of the Standalone Financial Statements

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NOTE NO. 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 had invoked arbitration in respect of the aforesaid change orders.

The Arbitration award was published on 10<sup>th</sup> March 2026, whereby most of the Claims of AGJV were rejected and the counter claims of ONGC were entirely rejected The Arbitral Tribunal (AT) has adjudicated and allowed only three claims, which collectively amount to ₹ 17,100,000/- and USD 182,617. In addition to these, the AT has permitted the Claimant's request for the release of Bank Guarantee (BG) submitted in lieu of Liquidated Damages (LD).

The award is not acceptable to the JV and accordingly the JV is in the process of filing appeal against the same. However, as a matter of abundance caution, AGJV has made a provision for doubtful debtors for ₹124.12 Crores.

NOTE NO. 37. TRANSTONNELSTROY AFCONS JOINT VENTURE (TAJV)

The Transtonneltroy 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 Financial Year 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 01<sup>st</sup> 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, 2025: ₹ 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, which was rejected by Arbitration Tribunal on a unanimous order passed on 02<sup>nd</sup> Aug 2024 and 16<sup>th</sup> Aug 2024. Also, in the same orders, effective date for issuance of Taking over certificate and issuance of Performance certificate by CMRL for both the packages were prescribed.

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 March 31, 2025: ₹ 120.81 Crore) and interest on arbitration award of ₹ 30.63 Crore (as at March 31, 2025: ₹ 30.63 Crore) has been recognized 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 March 31, 2025: ₹ 79.28 Crore) received against such award has been recognized as "Other Non-current Liabilities -Contract Liabilities- Advances from customers". During the previous year single bench of High court has passed judgment on June 21,2024 and January 31,2025, 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. The matter didn't reach for hearing and is yet to be listed.

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 March 31, 2025: ₹ 659.87 Crore) recognized towards such variations/ claims in 'Amounts due from customers under construction contracts' as non-current assets, an amount of ₹ 120.81 Crore (as at March 31, 2025: ₹ 120.81 Crore) towards the arbitration award recognized as 'Non-current Trade Receivables', an amount of ₹ 30.63 Crore (as at March 31, 2025: ₹ 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 March 31, 2025: ₹ 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 recognized 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 NO. 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 the year 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 22<sup>nd</sup> 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 17<sup>th</sup> August, 2026.

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 31<sup>st</sup> March, 2025 : ₹ 79.28 Crore) disclosed as 'Other Receivables' and the 'amount due from customer under construction contract' of ₹ 11.10 Crore (as at 31<sup>st</sup> March, 2025: ₹ 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.



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### NOTE NO. 39.

- (a) The Company has been legally advised that outstanding interest free advances aggregating to ₹ 689.41 Crore (as at 31<sup>st</sup> March, 2025 ₹ 894.68 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 NO. 40. CHENAB BRIDGE PROJECT UNDERTAKING ("CBPU")

Konkan Railway Corporation Limited ("KRCL") had issued a contract for the construction of Steel Arch Bridge across the river Chenab on 24<sup>th</sup> August. 2004.The project was completed on 3<sup>rd</sup> August. 2023. The Company has raised claims towards reimbursement of additional expenses on account of extended stay, categorisation of excavation works, compensation due to loss of productivity, expenses incurred due to a change in alignment, etc., in terms of the provisions of the contract, which the management believes are attributable to the client. These claims are in various stages of arbitration and the High Court. In December 2025, the company has received a favourable arbitration award for one of its claims amounting to ₹ 243.53 Crore.

The company has recorded revenue from operations amounting to ₹165.62 crore, and balance amount of ₹77.91 crore is adjusted from contract assets. The balance amount of ₹115.00 crore is shown 'Contract assets - Non-current assets.

Total amount of ₹243.53 crore is considered as Current-trade Receivables. Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims carried out by the management, after considering the current facts and status of proceedings in arbitration and High Court as of date, which is supported by legal opinion, the management is confident of getting a favourable judgement and recover amount recorded in books as 'Contract assets - Non-current assets' and 'Current-trade Receivables' related to this project. However, considering that the proceedings in arbitration and High Court are ongoing, the duration and outcome is uncertain.

### NOTE NO. 41.

The Company had executed project awarded by the Board of Trustees of the port of Mumbai (MbPT) for Modernization 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 Harbor. 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 favor 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.

### NOTE NO. 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 Etawah (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 31<sup>st</sup> March, 2025 ₹ 221.96 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.



Notes Forming Part of the Standalone Financial Statements

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NOTE NO. 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 ₹ 1,259.08 Crore (as at 31<sup>st</sup> March, 2025 : ₹ 1,163.45 Crore) (including interest on arbitration awards ₹ 266.08 Crore (as at 31<sup>st</sup> March, 2025 : ₹ 303.41 Crore)) which is a part of Trade Receivables shown under note 5 and Other Financial Assets under note 7 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 recognized 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 NO. 44.

An EPC Contract was entered into between Afcons Infrastructure Ltd ("Afcons" or "the Company") and Societe Autoroutiere du Gabon ("SAG") on 10<sup>th</sup> September, 2020 for the rehabilitation and upgrading of the 2-lane national road in Gabon.

However, due to of several circumstances, not attributable to Afcons, the timelines under the EPC Contract and subsequent amendments were adversely impacted, resulting in delays in the completion of the Contract works. Consequently, disputes arose between the parties in relation to delays, alleged non-conformities, penalties, and other matters. Accordingly, the Company is currently involved in the arbitration proceeding against SAG under ICC Arbitration.

Further, SAG has invoked the Performance Bond and Advance Payment Guarantee, amounting to EUR 17.84 million, and terminated the EPC Contract vide its purported termination notice dated 18<sup>th</sup> February, 2026. The Company has disputed such actions and maintains that the termination is wrongful, contrary to the contractual framework, and not attributable to any qualifying breach on the part of the Company.

In addition, pursuant to the purported termination, the Company has notified further claims against SAG, including recovery of outstanding payments for work performed, demobilisation and termination costs, reimbursement of losses arising from encashment of guarantees, loss of profit on the balance works, release of retention amounts and other associated damages.

Based on legal advice received and the materials presently available, the management believes that the Company has a reasonably strong and well-founded case, supported by contractual provisions, contemporaneous project records and expert analyses. However, the outcome of the arbitration proceedings is subject to the final determination of the Arbitral Tribunal, including the assessment of evidence, merits of the claims and counterclaims, and quantification of amounts. However, the Company is making applicable ECL provision as per the requirements of IND-AS.

NOTE NO. 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 NO. 46.

As on 31<sup>st</sup> March, 2026, an amount of ₹ 578.88 Crore (as at 31<sup>st</sup> March, 2025 ₹ 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 ₹ 32,500 Crore across India. Further, the Company has initiated Arbitration towards variations and Time related claims with respect to various projects and management expects favorable awards in these claims/ arbitration. Considering the facts as mentioned above, there is no doubt about the utilization of the GST input credit balance against the future liabilities and the same is considered good.

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NOTE NO. 47.

On 21<sup>st</sup> November, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety. Health and Working Conditions Code, 2020 (collectively "new Labour Codes") - consolidating 29 existing labour laws.

In accordance with the new Labour Codes, the Company has currently estimated the incremental impact on retiral benefits to be ₹ 76.51 crore. Considering material regulatory-driven and non-recurring nature of this impact, this has been presented under "Exceptional Items" in the standalone financial results. The Company continues to monitor developments on the Rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and will continue to assess the accounting implications, basis such developments / guidance.

NOTE NO. 48. 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 NO. 49: 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 31 <sup>st</sup> March, 2026 (₹ in Crore) | Balance as on 31 <sup>st</sup> March, 2025 (₹ in Crore) | Relationship with the struck off company |
|----------------------------------------|------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|------------------------------------------|
| Hal Water Vatika Pvt. Ltd.             | Payables                                       | -                                                       | #                                                       | Not a Related Party                      |
| Celestial Vision Limited               | Payables                                       | 1.10                                                    | 1.00                                                    | Not a Related Party                      |
| Hbc Infratech Pvt. Ltd.                | Payables                                       | #                                                       | #                                                       | Not a Related Party                      |
| Wavenet Infratel Private Limited       | Payables                                       | -                                                       | -                                                       | Not a Related Party                      |
| Aamdthane Private Limited              | Payables                                       | 0.06                                                    | -                                                       | Not a Related Party                      |
| BC To AD Hyperlink Limited             | Payables                                       | #                                                       | -                                                       | Not a Related Party                      |
| Gulba Topographical Surveyors Pvt.Ltd. | Payables                                       | 0.01                                                    | -                                                       | Not a Related Party                      |



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The Company has following outstanding balances as on March 31 2026, 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 31 <sup>st</sup> March, 2026 (₹ in Crore) | Balance as on 31 <sup>st</sup> March, 2025 (₹ in Crore) | Relationship with the struck off company |
|--------------------------------------------------------|------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|------------------------------------------|
| 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 Privatelimite                     | 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.

## Notes Forming Part of the Standalone Financial Statements

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### (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.

### (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:

- 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 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:

- 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

### (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 NO. 50. FINANCIAL INSTRUMENTS

### 50.1 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.



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### 50.1.1 Gearing ratio

The gearing ratio at end of the reporting year is as follows.

(₹ in Crore)

| Particulars                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|------------------------------|---------------------------------------|---------------------------------------|
| Debt (Refer note i)          | 3,556.36                              | 2,250.99                              |
| Cash and bank balances       | (751.31)                              | (637.43)                              |
| Net debt                     | <b>2,805.05</b>                       | <b>1,613.56</b>                       |
| Total Equity (Refer note ii) | 5,002.06                              | 4,826.75                              |
| Net debt to equity ratio     | <b>0.56</b>                           | <b>0.33</b>                           |

- (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.

### 50.2 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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|---------------------------------------|---------------------------------------|---------------------------------------|
| <b>Financial assets</b>               |                                       |                                       |
| Measured at amortised cost            |                                       |                                       |
| (a) Trade receivables                 | 3,917.40                              | 3,364.64                              |
| (b) Cash and cash equivalents         | 262.32                                | 316.23                                |
| (c) Bank balance other than (b) above | 488.99                                | 321.20                                |
| (d) Loans                             | 60.44                                 | 31.40                                 |
| (e) Other financial assets            | 637.16                                | 649.67                                |
| Measured at FVTOCI                    |                                       |                                       |
| (a) Investments in equity instruments | 0.54                                  | 0.78                                  |
| <b>Total Financial Assets</b>         | <b>5,366.85</b>                       | <b>4,683.92</b>                       |
| <b>Financial liabilities</b>          |                                       |                                       |
| Measured at amortised cost            |                                       |                                       |
| (a) Borrowings                        | 3,556.36                              | 2,250.99                              |
| (b) Trade payables                    | 4,498.90                              | 3,995.98                              |
| (c) Other financial liabilities       | 1,051.07                              | 316.89                                |
| <b>Total Financial Liabilities</b>    | <b>9,106.33</b>                       | <b>6,563.86</b>                       |

### 50.3 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.

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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.

### 50.4 Market risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

### 50.5 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 (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

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:

(₹ in Crore)

| Particulars   | Liabilities                              |              | Assets                                   |              |
|---------------|------------------------------------------|--------------|------------------------------------------|--------------|
|               | As at 31 <sup>st</sup> March, 2026       |              | As at 31 <sup>st</sup> March, 2026       |              |
|               | Amount in foreign<br>currency (in Crore) | (₹ in Crore) | Amount in foreign<br>currency (in Crore) | (₹ in Crore) |
| AED Currency  | 0.28                                     | 7.34         | 0.09                                     | 2.30         |
| BDT Currency  | 585.11                                   | 458.32       | 859.45                                   | 673.21       |
| BTN Currency  | 0.04                                     | 0.04         | -                                        | -            |
| CHF Currency  | -                                        | 0.04         | -                                        | -            |
| EURO Currency | 6.32                                     | 692.85       | 0.27                                     | 30.04        |
| GBP Currency  | -                                        | 0.09         | -                                        | -            |
| GHS Currency  | 18.47                                    | 159.98       | 77.11                                    | 667.76       |
| KWD Currency  | 0.18                                     | 55.10        | 0.20                                     | 61.59        |
| MRU Currency  | 19.91                                    | 47.32        | 7.31                                     | 17.37        |
| MUR Currency  | 18.94                                    | 38.26        | 69.42                                    | 140.25       |
| MVR Currency  | 110.21                                   | 677.75       | 234.11                                   | 1,439.74     |
| MZN Currency  | 28.72                                    | 43.06        | 122.81                                   | 184.13       |
| OMR Currency  | -                                        | 0.05         | -                                        | -            |
| RWF Currency  | 2,596.40                                 | 169.29       | 1,155.64                                 | 75.35        |
| TZS Currency  | 13,260.53                                | 490.64       | 6,287.83                                 | 232.65       |
| USD Currency  | 11.89                                    | 1,127.34     | 15.91                                    | 1,508.46     |
| XAF Currency  | 1,653.62                                 | 276.49       | 4,339.10                                 | 725.50       |
| XOF Currency  | 70.28                                    | 11.75        | 227.96                                   | 38.12        |

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| Previous Year |                                       | (₹ in Crore) |                                       |              |  |
|---------------|---------------------------------------|--------------|---------------------------------------|--------------|--|
| Particulars   | Liabilities                           |              | Assets                                |              |  |
|               | As at 31 <sup>st</sup> March, 2025    |              | As at 31 <sup>st</sup> 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         |  |

### 50.5.1 Foreign currency sensitivity analysis

The Company is mainly exposed to the currency of USD, EURO, BDT, GHS, XAF, MUR, MZN, TZS 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.



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| Particulars                     | USD Currency Impact                   |           | Euro Currency Impact |           | BDT Currency Impact |           |
|---------------------------------|---------------------------------------|-----------|----------------------|-----------|---------------------|-----------|
|                                 | 2025-2026                             | 2024-2025 | 2025-2026            | 2024-2025 | 2025-2026           | 2024-2025 |
|                                 | Impact on profit or loss for the year |           |                      |           |                     |           |
| Increase in exchange rate by 5% | 19.06                                 | (2.00)    | (33.14)              | 3.08      | 10.74               | 6.56      |
| Decrease in exchange rate by 5% | (19.06)                               | 2.00      | 33.14                | (3.08)    | (10.74)             | (6.56)    |

| Particulars                     | GHS currency impact                   |           | XAF currency impact |           | MUR currency impact |           |
|---------------------------------|---------------------------------------|-----------|---------------------|-----------|---------------------|-----------|
|                                 | 2025-2026                             | 2024-2025 | 2025-2026           | 2024-2025 | 2025-2026           | 2024-2025 |
|                                 | Impact on profit or loss for the year |           |                     |           |                     |           |
| Increase in exchange rate by 5% | 25.39                                 | 22.68     | 22.45               | 1.94      | 5.10                | 6.84      |
| Decrease in exchange rate by 5% | (25.39)                               | (22.68)   | (22.45)             | (1.94)    | (5.10)              | (6.84)    |

| Particulars                     | MZN currency impact                   |           | TZS currency impact |           | MVR currency impact |           |
|---------------------------------|---------------------------------------|-----------|---------------------|-----------|---------------------|-----------|
|                                 | 2025-2026                             | 2024-2025 | 2025-2026           | 2024-2025 | 2025-2026           | 2024-2025 |
|                                 | Impact on profit or loss for the year |           |                     |           |                     |           |
| Increase in exchange rate by 5% | 7.05                                  | 4.49      | (12.90)             | (0.11)    | 38.10               | 23.90     |
| Decrease in exchange rate by 5% | (7.05)                                | (4.49)    | 12.90               | 0.11      | (38.10)             | (23.90)   |

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.

### 50.5.2 Derivative financial instruments

There are no derivative financial instruments outstanding at the end of the reporting year.

### 50.6 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:

| Particulars                | (₹ in Crore)                                    |                                                 |
|----------------------------|-------------------------------------------------|-------------------------------------------------|
|                            | For the year ended 31 <sup>st</sup> March, 2026 | For the year ended 31 <sup>st</sup> March, 2025 |
| Borrowing at Fixed Rate    | 2,424.96                                        | 1,387.92                                        |
| Borrowing at Floating Rate | 1,103.64                                        | 841.88                                          |
| <b>Total Borrowings</b>    | <b>3,528.60</b>                                 | <b>2,229.80</b>                                 |



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50.6.1 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 31<sup>st</sup> March, 2026 would decrease/increase by ₹ 5.52 Crore (31<sup>st</sup> March, 2025: decrease/increase by ₹ 4.21 Crore). This is mainly attributable to the company's exposure to interest rates on its variable rate borrowings.

50.7 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.

50.7.1 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 31<sup>st</sup> March, 2026 would increase / decrease by ₹ 0.01 Crore (31<sup>st</sup> March, 2025: decrease/increase by ₹ 0.01 Crore) as a result of the changes in fair value of equity investments measured at FVTOCI.

50.8 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 fulfil its obligations.

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- (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 Company's customer profile includes public sector enterprises, state owned companies and large private corporates. Accordingly, the Company's customer credit risk is low. The Company's average project execution cycle is around 24 to 48 months. Monthly progress payments have a credit period ranging from 45 to 60 days and Retention money to be released at the end of the project. In some cases, retentions are released / substituted with bond / guarantees. The Company has a detailed review mechanism of overdue customer receivables at various levels within the organisation to ensure proper attention and focus for realisation.

- (i) The Company is making provisions on trade receivables and contract assets based on Expected Credit Loss (ECL) model. The movement of ECL is disclosed in Note 5.1.(A) and 8.1.

50.9 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.

50.9.1 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           |
| <b>31<sup>st</sup> March, 2026</b> |                                              |                 |                 |              |                 |
| Borrowings (including Interest)    | 7.85%                                        | 2,694.31        | 973.45          | 54.68        | <b>3,722.44</b> |
| Trade payables                     |                                              | 4,070.99        | 427.91          | -            | <b>4,498.90</b> |
| Other financial liabilities        |                                              | 996.75          | 54.32           | -            | <b>1,051.07</b> |
|                                    |                                              | <b>7,762.05</b> | <b>1,455.68</b> | <b>54.68</b> | <b>9,272.41</b> |
| <b>31<sup>st</sup> March, 2025</b> |                                              |                 |                 |              |                 |
| Borrowings (including Interest)    | 9.21%                                        | 1,718.38        | 640.33          | 45.28        | <b>2,403.99</b> |
| Trade payables                     |                                              | 3,562.20        | 433.78          | -            | <b>3,995.98</b> |
| Other financial liabilities        |                                              | 242.05          | 74.84           | -            | <b>316.89</b>   |
|                                    |                                              | <b>5,522.63</b> | <b>1,148.95</b> | <b>45.28</b> | <b>6,716.86</b> |

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 52 (iii).



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50.10 Fair value measurements

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

50.10.1 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).

| Financial assets / financial liabilities                          | Fair value                         |                                    | Fair value hierarchy | Valuation technique(s) and key input(s)                                                                  |
|-------------------------------------------------------------------|------------------------------------|------------------------------------|----------------------|----------------------------------------------------------------------------------------------------------|
|                                                                   | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |                      |                                                                                                          |
|                                                                   |                                    |                                    |                      |                                                                                                          |
| Investments in equity instruments at FVTOCI (quoted) (see note 1) | 0.54                               | 0.78                               | 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.

50.10.2 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

| Particulars                                   | As at 31 <sup>st</sup> March, 2026 |            | As at 31 <sup>st</sup> March, 2025 |            |
|-----------------------------------------------|------------------------------------|------------|------------------------------------|------------|
|                                               | Carrying amount                    | Fair value | Carrying amount                    | Fair value |
| Financial liabilities                         |                                    |            |                                    |            |
| Financial liabilities held at amortised cost: | 1,153.64                           | 1,153.64   | 841.88                             | 841.88     |
| - Borrowings                                  | 1,153.64                           | 1,153.64   | 841.88                             | 841.88     |

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NOTE NO 51. 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 31<sup>st</sup> March, 2026 recognised in the standalone statement of profit & loss

| Particulars                     | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|---------------------------------|------------------------------------|------------------------------------|
|                                 |                                    |                                    |
| Segment revenue                 |                                    |                                    |
| India                           | 8,599.60                           | 8,703.26                           |
| Outside India                   | 3,338.72                           | 3,796.67                           |
| Revenue from external customers | 11,938.32                          | 12,499.93                          |
| Timing of revenue recognition   |                                    |                                    |
| At a point in time              | 149.61                             | 150.69                             |
| Over time                       | 11,788.71                          | 12,349.24                          |
|                                 | 11,938.32                          | 12,499.93                          |

(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 ₹ 34,354.45 Crore (as at 31<sup>st</sup> March, 2025 ₹ 39,538.36 Crore). Management expects that about 40% of the transaction price allocated to unsatisfied contracts as of 31<sup>st</sup> March, 2026 will be recognized 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:

| Particulars                    | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|--------------------------------|------------------------------------|------------------------------------|
|                                |                                    |                                    |
| Revenue as per contract price  | 11,938.32                          | 12,499.93                          |
| Adjustments for:               |                                    |                                    |
| Payments on behalf of customer | -                                  | -                                  |
| Revenue from Operations        | 11,938.32                          | 12,499.93                          |

(iv) Significant changes to Contract Asset and Contract Liability from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2026

| Particulars                                                      | Contract Assets | Contract Liabilities |
|------------------------------------------------------------------|-----------------|----------------------|
|                                                                  |                 |                      |
| Contract assets / liabilities as at 1 <sup>st</sup> April, 2024  | 5,029.34        | 4,400.25             |
| Changes in Contract Asset / Liabilities*                         | 1,909.05        | 322.57               |
| Contract assets / liabilities as at 31 <sup>st</sup> March, 2025 | 6,938.39        | 4,722.82             |
| Contract assets / liabilities as at 1 <sup>st</sup> April, 2025  | 6,938.39        | 4,722.82             |
| Changes in Contract Asset / Liabilities*                         | 634.54          | (685.14)             |
| Contract assets / liabilities as at 31 <sup>st</sup> March, 2026 | 7,572.93        | 4,037.68             |

\*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



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Contract assets and contract liabilities net position assessed on a contract by contract basis as at 31<sup>st</sup> March, 2026 and its classification into current and non current for respective years.

(₹ in Crore)

| Particulars          | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|----------------------|------------------------------------|-------------|------------------------------------|-------------|
|                      | Current                            | Non Current | Current                            | Non Current |
| Contract Assets      | 4,749.56                           | 1,104.81    | 4,249.83                           | 770.45      |
| Contract Liabilities | 896.52                             | 1,454.96    | 1,056.96                           | 1,776.90    |

- (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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|---------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>Contracts in progress at the end of the reporting year:</b>                  |                                       |                                       |
| Construction cost incurred plus recognised profits less recognised loss to date | 51,790.91                             | 54,766.77                             |
| Less : Progress billings                                                        | 44,497.97                             | 48,177.13                             |
|                                                                                 | <b>7,292.94</b>                       | <b>6,589.64</b>                       |
| <b>Recognised and included in the financial statements as amounts due :</b>     |                                       |                                       |
| - from customers under construction contracts                                   | 7,572.93                              | 6,938.39                              |
| - to customers under construction contracts                                     | (279.99)                              | (348.75)                              |
|                                                                                 | <b>7,292.94</b>                       | <b>6,589.64</b>                       |

- (vii) The Company recognised revenue amounting to ₹ 342.04 Crore in the current reporting year (Previous year ₹ 536.77 Crore) that was included in the contract liability as of 1<sup>st</sup> April, 2025.

### NOTE NO.52 - 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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|-------------|----------|---------------------------------------|---------------------------------------|
| Land        | 3.D      | 57.02                                 | 61.42                                 |
| Building    | 3.D.     | 30.94                                 | 45.01                                 |

##### b. Lease Liabilities

(₹ in Crore)

| Particulars | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|-------------|---------------------------------------|---------------------------------------|
| Current     | 39.11                                 | 49.30                                 |
| Non-current | 49.53                                 | 58.28                                 |

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### (ii) Amounts recognised in the statement of profit and loss

(₹ in Crore)

| Particulars                                                                                                               | Note No. | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|---------------------------------------------------------------------------------------------------------------------------|----------|----------------------------------------------------|----------------------------------------------------|
| Expense relating to short-term leases (included in equipment hire / rent charges and other expenses)**                    | 29       | 73.67                                              | 72.77                                              |
| Expense relating to leases of low-value assets that are not shown above as short-term leases (included in other expenses) | 29       | 0.54                                               | 0.40                                               |
| Interest on lease liability                                                                                               | 27       | 8.62                                               | 7.85                                               |
| Depreciation during the year                                                                                              | 28       | 63.61                                              | 49.91                                              |
| <b>Total</b>                                                                                                              |          | <b>146.44</b>                                      | <b>130.93</b>                                      |

\*\* 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 ₹ 73.67 Crores (as at 31<sup>st</sup> March, 2025 ₹ 72.77 Crores) However, the total of rent and hire charges included in Note 24.1 and Note 29 stands at ₹ 715.76 Crores (as at 31<sup>st</sup> March, 2025 ₹ 747.04 Crores), the differential of ₹ 642.09 Crores (as at 31<sup>st</sup> March, 2025 ₹ 674.27 Crores) is on account of hire charges of the assets which are unidentified assets under Ind AS 116.

### (iii) Maturities of lease liabilities as at 31<sup>st</sup> March, 2026

(₹ in Crore)

| Particulars       | Upto 1 year | 1-5 years | 5 and More years | Total |
|-------------------|-------------|-----------|------------------|-------|
| Lease liabilities | 39.11       | 49.53     | -                | 88.64 |

### Maturities of lease liabilities as at 31<sup>st</sup> 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 |

### (iv) Total cash outflow for leases for the year ended 31<sup>st</sup> March, 2026 is ₹ 72.69 Crore (As at 31<sup>st</sup> March, 2025 ₹ 56.93 Crore)

Amount recognised in cashflow statement

(₹ in Crore)

| Particulars                                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------|---------------------------------------|---------------------------------------|
| Payment of lease liabilities during the year | 64.05                                 | 49.08                                 |
| Finance cost paid during the year            | 8.62                                  | 7.85                                  |



## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### (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.

## NOTE NO.53 - EMPLOYEE SHARE OPTION SCHEME EXPENSES

### A Employees Stock Option Plan (ESOP 2025)

The Company instituted an Employee Stock Option Plan 2025 ("ESOP 2025") for certain employees which provides for a grant of 18,389,232 options (each option convertible into shares) to employees. The Company has made grant of total 10,281,931 options as below:

| Grant date   | No of Options     |
|--------------|-------------------|
| 12-Dec-25    | 10,171,230        |
| 4-Feb-26     | 110,701           |
| <b>Total</b> | <b>10,281,931</b> |

### 1 General terms and conditions of ESOP 2025

- The Option granted under the ESOP 2025 would Vest not earlier than the minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 5 (Five) years from the date of Grant.
- The Vesting of Options for each Eligible Employee under the ESOP 2025 is on the basis of company and individual performance and other eligibility criteria.
- The Exercise Period for Vested Options shall be a maximum of 5 (Five) years commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the Committee at the time of Grant.
- Method of settlement is through issuance of Equity shares of the Company.

## Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 2 The number and weighted average exercise price of stock options are as follows:

| Description                                            | 2025-2026            |                                     | 2024-2025            |                                     |
|--------------------------------------------------------|----------------------|-------------------------------------|----------------------|-------------------------------------|
|                                                        | No. of stock options | Weighted average exercise price (₹) | No. of stock options | Weighted average exercise price (₹) |
| Outstanding at the beginning of the year               | -                    | -                                   | -                    | -                                   |
| Exercisable at the beginning of the year               | -                    | -                                   | -                    | -                                   |
| Granted during the year                                | 10,281,931           | 320.46                              | -                    | -                                   |
| Forfeited during the year                              | -                    | -                                   | -                    | -                                   |
| Exercised during the year                              | -                    | -                                   | -                    | -                                   |
| Vested during the year                                 | -                    | -                                   | -                    | -                                   |
| Expired during the period                              | -                    | -                                   | -                    | -                                   |
| Transferred during the period                          | -                    | -                                   | -                    | -                                   |
| Outstanding at the end of the year                     | 10,281,931           | 320.46                              | -                    | -                                   |
| Exercisable at the end of the year                     | -                    | -                                   | -                    | -                                   |
| Weighted average remaining contractual life (in years) | 7.61 years           | -                                   | -                    | -                                   |

### 3 Valuation of ESOP Scheme

The fair value of the options granted during the year has been calculated using the Black-Scholes Option Pricing Model using the following significant assumptions and inputs:

| Particulars                                                                                                                                                                                       | Assumptions and inputs                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| (i) Weighted average share price (INR per share)                                                                                                                                                  | 399.73                                                                                                                                   |
| (ii) Weighted average exercise price (INR per share)                                                                                                                                              | 320.46                                                                                                                                   |
| (iii) Dividend yield                                                                                                                                                                              | 0.87% - 1.04%                                                                                                                            |
| (iv) Expected Life of options granted (vesting and exercise price in years)                                                                                                                       | 3.50 - 7.50 years                                                                                                                        |
| (v) Average risk free interest rate                                                                                                                                                               | 6.00% - 6.67%                                                                                                                            |
| (vi) Expected Volatility                                                                                                                                                                          | 32.49% - 35.49%                                                                                                                          |
| (vii) Fair value of option per equity share                                                                                                                                                       | 132.58-214.95                                                                                                                            |
| (viii) Method used to determine expected volatility                                                                                                                                               | The historical volatility of the peer company's share price over the expected life has been considered to determine expected volatility. |
| (ix) The expected life used in the model has been adjusted based on the management's best estimates for the effects of non-transferability, exercise restrictions and behavioural considerations. |                                                                                                                                          |

### B Effect of employee stock option plan on the Statement of Profit and Loss and on its financial position:

| Particulars                                                                 | (₹ in Crore)                |                             |
|-----------------------------------------------------------------------------|-----------------------------|-----------------------------|
|                                                                             | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2025 |
| Total employee compensation cost pertaining to Employee Stock Option Scheme | 21.40                       | -                           |
| Share-based payments reserve account                                        | 21.40                       | -                           |



Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO.54: FINANCIAL RATIOS

(₹ in Crore)

| Ratio                               | Numerator                                                                                                        | Denominator                                                      | Current year | Previous year | % Variance | Reason for variance    |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|--------------|---------------|------------|------------------------|
| a) Current Ratio                    | Current assets                                                                                                   | Current liabilities                                              | 1.26         | 1.32          | -4.55%     |                        |
| b) Debt-equity ratio                | Total debt                                                                                                       | Total equity                                                     | 0.71         | 0.47          | 51.91%     | Increase in Borrowings |
| c) Debt service coverage ratio      | Profit after tax + Depreciation and amortisation expense + Finance cost + Exceptional items                      | Debt service (Principal repayment of debt+Interest on debt)      | 1.74         | 2.22          | -21.62%    |                        |
| d) Return on equity ratio           | Net profit after tax reduced by preference dividend                                                              | Average shareholders equity                                      | 5.90%        | 14.84%        | -60.24%    | Decrease in net profit |
| e) Inventory turnover ratio         | Cost of construction materials consumed + Stores and spares + power and fuel + Cost of traded goods              | Average inventory                                                | 4.17         | 3.55          | 17.46%     |                        |
| f) Trade receivables turnover ratio | Revenue from Operations                                                                                          | Average trade receivable                                         | 3.12         | 3.55          | -12.11%    |                        |
| g) Trade payables turnover ratio    | Cost of construction materials consumed +Cost of Construction+ Operating expenses (excluding certain expenses**) | Average trade payable                                            | 2.12         | 2.16          | -1.85%     |                        |
| h) Net capital turnover ratio       | Revenue from Operations                                                                                          | Working capital (Current Assets - Current Liabilities)           | 4.64         | 4.66          | -0.43%     |                        |
| i) Net profit ratio                 | Net profit                                                                                                       | Revenue from Operations                                          | 2.43%        | 4.69%         | -48.19%    | Decrease in profit     |
| j) Return on capital employed       | Earnings before interest and tax                                                                                 | Average Capital employed (i.e. Sum of Total Equity + Total Debt) | 0.13         | 0.20          | -34.39%    | Decrease in profit     |
| k) Return on investment             | Earnings before interest and tax                                                                                 | Average total assets                                             | 0.06         | 0.08          | -22.67%    |                        |

\*\* Certain 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.

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO.55.

As of 31<sup>st</sup> March, 2026 the Company has an outstanding receivables amounting to ₹ 108.65 Crore (including interest of ₹ 15.88 Crore) (outstanding as on 31<sup>st</sup> March, 2025 ₹ 95.51 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 20<sup>th</sup> July, 2022 between SP Juhi and SP Solar, which got subsequently merged with Shapoorji Pallonji Infrastructure Capital Company Private Limited.

NOTE NO.56.

During the previous year, the Company has completed an Initial Public Offering ('IPO') aggregating to ₹ 5,430.00 Crore comprising of 117,327,139 equity shares. The issue comprised of Fresh issue of 27,046,362 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 510,592 equity shares allotted under employee reservation and ₹ 453/- per share on 26,535,770 equity shares allotted to others) and Offer for Sale ("OFS") of 90,280,777 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 4<sup>th</sup> November, 2024.

The Company's share of total offer expenses are ₹ 35.37 Crore. The details of IPO proceeds ₹1,214.63 Crore (net of IPO expenses of ₹ 35.37 Crore) which were utilised as at 31<sup>st</sup> March, 2026 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 31 <sup>st</sup> March, 2026 | Unutilised amount upto 31 <sup>st</sup> March, 2026 |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------------|-----------------------------------------------------|
| a. Capital Expenditure towards purchase of construction equipments                                                         | 80.00                                       | 80.00                                             | -                                                   |
| 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                                            | -                                                   |
| <b>Total utilisation (a+b+c+d)</b>                                                                                         | <b>1,214.63</b>                             | <b>1,214.63</b>                                   | <b>-</b>                                            |

\*\* During the previous year, 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.



NOTE NO. 57.

During the previous year, the Income Tax Department (“the Department”) conducted a Survey (“the Survey”) under Section 133A of the Income Tax Act on the Company. 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. 58.

The standalone financial statement is approved and adopted by the Board of Directors in it's meeting held on 18<sup>th</sup> May, 2026.

For and on behalf of the Board of Directors

**Subramanian Krishnamurthy**  
Executive Chairman  
Din:00047592

**Ramesh Kumar Jha**  
Chief Financial Officer

**Srinivasan Paramasivan**  
Managing Director  
Din:00058445

**Gaurang Parekh**  
Company Secretary  
Membership No. F-8764

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

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, 2026 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 of 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 15 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 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, 2026 and their consolidated profit, their consolidated other 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

(i) We draw attention to Note no. 40 of the Consolidated Financial Statement, 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 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 and trade receivable, are considered as good and recoverable. However, considering that the proceedings in arbitration and High Court are ongoing, the duration and outcome is uncertain.

(ii) 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 Statement, which describes the uncertainties relating to the outcome of the 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



Independent Auditor's Report (Contd.)

trade receivable including interest on trade receivables as per arbitration award, are considered as good and recoverable. However, considering that the 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 summarised as Note 37 to the Consolidated Financial Statement.

(iii) 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 recoverable. 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 summarised as Note 38 to the Consolidated Financial Statement.

Our report is not modified in respect of 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.      | <b>Estimation of contract cost and revenue recognition – Construction Contract Revenue</b><br><br>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. | <p>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:</p> <ul style="list-style-type: none"><li>• 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.</li><li>• Assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 “Revenue from Contracts with Customers”.</li><li>• We selected sample of contracts with customer and performed the following procedures:</li></ul> |

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| 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 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.<br><br>Refer to Note No. 1.B.3 and 22 to the Consolidated Financial Statements                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <ul style="list-style-type: none"><li>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.</li><li>b. For costs incurred to date, we verified relevant supporting documents and performed cut off procedures.</li><li>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.</li><li>d. Evaluated the reasonableness of key assumptions included in estimated total contract costs:<ul style="list-style-type: none"><li>- 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.</li><li>- Evaluated reasonableness of management's judgements and assumptions by using past trends and comparing the movement in estimated total contracts costs from previous periods.</li></ul></li></ul> <ul style="list-style-type: none"><li>• Assessed the adequacy of presentation and related disclosures in the consolidated financial statements.</li></ul> |
| 2.      | <b>Recoverability of Non-Current Contract Assets and non-current trade receivables</b><br><br>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 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.<br><br>Refer to Note No. 1.B.3, 5 and 8 to the Consolidated Financial Statements | <p>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. 31<sup>st</sup> March, 2026 and the date when the financial statements are approved by the Parent's Board of Directors included the following amongst others:</p> <ul style="list-style-type: none"><li>• 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. 31<sup>st</sup> March, 2026 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.</li><li>• We selected sample of contract assets with corresponding trade receivables and performed the following procedures:</li></ul>                                                                                                         |



Independent Auditor's Report (Contd.)

| Sr. No. | Key Audit Matter | Auditor's Response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         |                  | <ul style="list-style-type: none"><li>- We verified the contractual terms and collection history</li><li>- We verified evidence supporting the execution of work for which the contract assets were recognized</li><li>- We inquired for reasons for the delays in recovery of invoices and the basis on which recoverability of the contract assets was assessed.</li><li>- We have also assessed the impact on the allowance for expected credit losses</li><li>- We assessed for the adjusting events after the reporting date i.e. 31<sup>st</sup> March, 2026 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.</li></ul> <ul style="list-style-type: none"><li>• 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.</li></ul> |

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

Independent Auditor's Report (Contd.)

Act for safeguarding the assets of the Group 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



## Independent Auditor's Report (Contd.)

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 15 joint operations included in the standalone financial statements of the companies included in the Group whose financial statements reflect total assets of ₹ 2,068.37 crore as at 31st March, 2026 and total revenue of ₹ 889.22 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 7 subsidiaries, whose financial statements reflect total assets of ₹ 980.09 crore as at 31st March, 2026 total revenues of ₹ 15.71 crore and net cash (outflows) amounting to ₹ (0.61) 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 5 subsidiaries, whose financial statements reflect total assets of ₹ 51.58 crore as at 31st March, 2026, total revenues of ₹ 0.27 crore and net cash (outflows) amounting to ₹ (3.56) crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial

## Independent Auditor's Report (Contd.)

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, 2026 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, 2026 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, joint operation 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



## Independent Auditor's Report (Contd.)

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, 43 and 44 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 joint operation company incorporated in India.

- iv) (a) The respective Managements of the Parent and its subsidiaries and one of its joint 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 joint 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 joint 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 joint 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 joint 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 joint 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 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 joint 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

## Independent Auditor's Report (Contd.)

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 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 12.6 to the consolidated financial statements, the Board of Directors of the Parent whose financial statements have been audited under the Act, have proposed 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 joint 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 joint operation company which are incorporated in India whose financial statements have been audited under the Act, the Parent,

**For DELOITTE HASKINS & SELLS LLP**

Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Nilesh Shah**

Partner  
Membership No. 049660  
UDIN: 26049660AEDJWQ6231

**Place:** Mumbai

**Date:** 18<sup>th</sup> May, 2026

its subsidiary companies and one of its joint 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, 2026 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 and joint operation company 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 HDS & Associates LLP**

Chartered Accountants  
Firm Registration No. W-100144

**Suresh K. Joshi**

Partner  
Membership No. 030035  
UDIN: 26030035MJQTXQ3830

**Place:** Mumbai

**Date:** 18<sup>th</sup> May, 2026



# 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, 2026, 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

## Annexure “A” to the Independent Auditor’s Report (Contd.)

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.

## For DELOITTE HASKINS & SELLS LLP

Chartered Accountants  
(Firm’s Registration No. 117366W/W-100018)

## Nilesh Shah

Partner  
Membership No. 049660  
UDIN: 26049660AEDJWQ6231

Place: Mumbai

Date: 18<sup>th</sup> May, 2026

## 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, 2026, 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 HDS & Associates LLP

Chartered Accountants  
Firm Registration No. W-100144

## Suresh K. Joshi

Partner  
Membership No. 030035  
UDIN: 26030035MJQTXQ3830

Place: Mumbai

Date: 18<sup>th</sup> May, 2026

# Consolidated Balance Sheet

as at 31<sup>st</sup> March, 2026

(₹ in Crore)

| Sr. No.  | Particulars                                                                   | Note No. | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|----------|-------------------------------------------------------------------------------|----------|------------------------------------|------------------------------------|
| <b>A</b> | <b>ASSETS</b>                                                                 |          |                                    |                                    |
| <b>1</b> | <b>Non-current assets</b>                                                     |          |                                    |                                    |
|          | (a) Property, plant and equipment                                             | 3.A      | 2,410.37                           | 2,630.86                           |
|          | (b) Capital work-in-progress                                                  | 3.B      | 901.01                             | 32.85                              |
|          | (c) Right-of-use assets                                                       | 3.E      | 87.96                              | 106.43                             |
|          | (d) Goodwill                                                                  | 3.C      | 0.14                               | 0.14                               |
|          | (e) Intangible assets                                                         | 3.D      | 0.50                               | 0.55                               |
|          | (f) Financial assets                                                          |          |                                    |                                    |
|          | (i) Investments                                                               | 4        | 0.54                               | 0.78                               |
|          | (ii) Trade receivables                                                        | 5        | 606.57                             | 678.91                             |
|          | (iii) Other financial assets                                                  | 7        | 429.20                             | 441.93                             |
|          | (g) Contract assets                                                           | 8        | 1,497.04                           | 1,646.58                           |
|          | (h) Non current tax assets (net)                                              | 11       | 62.33                              | 12.22                              |
|          | (i) Other non-current assets                                                  | 8.2      | 181.25                             | 212.00                             |
|          | <b>Total non-current assets</b>                                               |          | <b>6,176.91</b>                    | <b>5,763.25</b>                    |
| <b>2</b> | <b>Current assets</b>                                                         |          |                                    |                                    |
|          | (a) Inventories                                                               | 9        | 1,016.57                           | 1,010.22                           |
|          | (b) Financial assets                                                          |          |                                    |                                    |
|          | (i) Trade receivables                                                         | 5        | 3,431.52                           | 2,779.32                           |
|          | (ii) Cash and cash equivalents                                                | 10       | 385.70                             | 440.17                             |
|          | (iii) Bank balances other than (ii) above                                     | 10.1     | 500.19                             | 330.39                             |
|          | (iv) Loans                                                                    | 6        | 67.93                              | 57.18                              |
|          | (v) Other financial assets                                                    | 7        | 209.54                             | 209.30                             |
|          | (c) Contract assets                                                           | 8        | 6,234.46                           | 5,449.18                           |
|          | (d) Other current assets                                                      | 8.2      | 1,108.06                           | 1,080.21                           |
|          | <b>Total current assets</b>                                                   |          | <b>12,953.97</b>                   | <b>11,355.97</b>                   |
|          | <b>Total assets (1+2)</b>                                                     |          | <b>19,130.88</b>                   | <b>17,119.22</b>                   |
| <b>B</b> | <b>EQUITY AND LIABILITIES</b>                                                 |          |                                    |                                    |
| <b>1</b> | <b>Equity</b>                                                                 |          |                                    |                                    |
|          | (a) Equity share capital                                                      | 12.A     | 367.78                             | 367.78                             |
|          | (b) Other equity                                                              | 13       | 5,082.02                           | 4,892.74                           |
|          | Equity attributable to the owners of the Company                              |          | <b>5,449.80</b>                    | <b>5,260.52</b>                    |
|          | Non controlling interests                                                     |          | 0.78                               | 1.54                               |
|          | <b>Total Equity</b>                                                           |          | <b>5,450.58</b>                    | <b>5,262.06</b>                    |
| <b>2</b> | <b>Liabilities</b>                                                            |          |                                    |                                    |
|          | <b>(A) Non-current liabilities</b>                                            |          |                                    |                                    |
|          | (a) Financial liabilities                                                     |          |                                    |                                    |
|          | (i) Borrowings                                                                | 14       | 919.60                             | 595.24                             |
|          | (ii) Lease Liabilities                                                        | 52       | 49.53                              | 58.28                              |
|          | (iii) Trade payables                                                          | 15       |                                    |                                    |
|          | (a) Total outstanding due to micro and small enterprises                      |          | 17.27                              | 14.58                              |
|          | (b) Total outstanding due to creditors other than micro and small enterprises |          | 410.64                             | 419.20                             |
|          | (iv) Other financial liabilities                                              | 16       | 54.32                              | 74.84                              |
|          | (b) Contract liabilities                                                      | 17       | 2,141.31                           | 2,270.76                           |
|          | (c) Provisions                                                                | 18       | 70.74                              | 24.55                              |
|          | (d) Deferred tax liabilities (net)                                            | 21       | 5.46                               | 64.96                              |
|          | <b>Total non-current liabilities</b>                                          |          | <b>3,668.87</b>                    | <b>3,522.41</b>                    |
|          | <b>(B) Current liabilities</b>                                                |          |                                    |                                    |
|          | (a) Financial liabilities                                                     |          |                                    |                                    |
|          | (i) Borrowings                                                                | 20       | 2,618.67                           | 1,640.48                           |
|          | (ii) Lease Liabilities                                                        | 52       | 39.11                              | 49.30                              |
|          | (iii) Trade payables                                                          | 15       |                                    |                                    |
|          | (a) Total outstanding due to micro and small enterprises                      |          | 205.67                             | 177.36                             |
|          | (b) Total outstanding due to creditors other than micro and small enterprises |          | 3,837.10                           | 3,363.99                           |
|          | (iv) Other financial liabilities                                              | 16       | 1,002.93                           | 246.37                             |
|          | (b) Contract liabilities                                                      | 17       | 1,952.69                           | 2,503.23                           |
|          | (c) Provisions                                                                | 18       | 149.25                             | 147.44                             |
|          | (d) Current tax liabilities (net)                                             | 19       | 75.68                              | 62.15                              |
|          | (e) Other current liabilities                                                 | 17.1     | 130.33                             | 144.43                             |
|          | <b>Total current liabilities</b>                                              |          | <b>10,011.43</b>                   | <b>8,334.75</b>                    |
|          | <b>Total liabilities (A+B)</b>                                                |          | <b>13,680.30</b>                   | <b>11,857.16</b>                   |
|          | <b>Total equity and liabilities (1+2)</b>                                     |          | <b>19,130.88</b>                   | <b>17,119.22</b>                   |

See accompanying notes 1 to 58 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

Place: Mumbai

Date: 18<sup>th</sup> May, 2026**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 Chairman

Din:00047592

**Ramesh Kumar Jha**

Chief Financial Officer

Place: Mumbai

Date: 18<sup>th</sup> May, 2026**Srinivasan Paramasivan**

Managing Director

Din:00058445

**Gaurang Parekh**

Company Secretary

Membership No. F-8764



# Consolidated Statement of Profit and Loss

For the Year Ended 31<sup>st</sup> March, 2026

(₹ in Crore)

| Sr. No.   | Particulars                                                                             | Note No. | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
|-----------|-----------------------------------------------------------------------------------------|----------|-------------------------------------------------|-------------------------------------------------|
| <b>1</b>  | Revenue from operations                                                                 | 22       | 11,948.38                                       | 12,548.42                                       |
| <b>2</b>  | Other income (net)                                                                      | 23       | 373.72                                          | 474.35                                          |
| <b>3</b>  | <b>Total income ( 1 + 2 )</b>                                                           |          | <b>12,322.10</b>                                | <b>13,022.77</b>                                |
| <b>4</b>  | <b>Expenses</b>                                                                         |          |                                                 |                                                 |
|           | (a) Cost of material consumed                                                           | 24       | 2,845.17                                        | 3,290.14                                        |
|           | (b) Cost of construction                                                                | 24.1     | 5,046.17                                        | 5,246.06                                        |
|           | (c) Employee benefits expense                                                           | 25       | 1,451.72                                        | 1,435.11                                        |
|           | (d) Finance costs                                                                       | 26       | 673.61                                          | 629.20                                          |
|           | (e) Depreciation and amortisation expenses                                              | 27       | 453.92                                          | 491.10                                          |
|           | (f) Other expenses                                                                      | 28       | 1,388.21                                        | 1,221.15                                        |
|           | <b>Total expenses</b>                                                                   |          | <b>11,858.80</b>                                | <b>12,312.76</b>                                |
| <b>5</b>  | <b>Profit for the year before exceptional Items and tax (3 - 4 )</b>                    |          | <b>463.30</b>                                   | <b>710.01</b>                                   |
| <b>6</b>  | Exceptional Items                                                                       | 47       | 76.51                                           | -                                               |
| <b>7</b>  | <b>Profit for the year before tax (5 - 6 )</b>                                          |          | <b>386.79</b>                                   | <b>710.01</b>                                   |
| <b>8</b>  | <b>Tax expense:</b>                                                                     | 21       |                                                 |                                                 |
|           | (a) Current tax                                                                         |          | 198.71                                          | 275.93                                          |
|           | (b) Deferred tax - (Credit) / Charge                                                    |          | (64.86)                                         | (36.78)                                         |
|           | (c) Tax expense relating to earlier year (net)                                          |          | 2.20                                            | (15.93)                                         |
|           | <b>Total tax expense</b>                                                                |          | <b>136.05</b>                                   | <b>223.22</b>                                   |
| <b>9</b>  | <b>Net profit after tax and exceptional items (7 - 8)</b>                               |          | <b>250.74</b>                                   | <b>486.79</b>                                   |
| <b>10</b> | <b>Other comprehensive income (OCI)</b>                                                 |          |                                                 |                                                 |
|           | <b>A) Items that will not be reclassified to statement of profit or loss</b>            |          |                                                 |                                                 |
|           | (a) Changes in fair value of equity investment measured at FVTOCI (net of tax)          |          | (0.23)                                          | 0.01                                            |
|           | (b) Remeasurements of defined benefit plans (net of tax)                                |          | 15.94                                           | (5.74)                                          |
|           | <b>B) Items that may be reclassified to statement of profit or loss</b>                 |          |                                                 |                                                 |
|           | (a) Exchange differences on translating the financial statements of a foreign operation |          | (7.38)                                          | (4.02)                                          |
|           | <b>Other Comprehensive Income / (loss) (A+B)</b>                                        |          | <b>8.33</b>                                     | <b>(9.75)</b>                                   |
| <b>11</b> | <b>Total comprehensive income for the year (9 + 10 )</b>                                |          | <b>259.07</b>                                   | <b>477.04</b>                                   |
|           | <b>Profit for the year attributable to:</b>                                             |          |                                                 |                                                 |
|           | - Owners of the Company                                                                 |          | 251.50                                          | 486.81                                          |
|           | - Non-controlling interest                                                              |          | (0.76)                                          | (0.02)                                          |
|           |                                                                                         |          | <b>250.74</b>                                   | <b>486.79</b>                                   |
|           | <b>Other comprehensive income / (loss) for the year attributable to:</b>                |          |                                                 |                                                 |
|           | - Owners of the Company                                                                 |          | 8.33                                            | (9.75)                                          |
|           | - Non-controlling interest                                                              |          | -                                               | -                                               |
|           |                                                                                         |          | <b>8.33</b>                                     | <b>(9.75)</b>                                   |
|           | <b>Total comprehensive income / (loss) for the year attributable to:</b>                |          |                                                 |                                                 |
|           | - Owners of the Company                                                                 |          | 259.83                                          | 477.06                                          |
|           | - Non-controlling interest                                                              |          | (0.76)                                          | (0.02)                                          |
|           |                                                                                         |          | <b>259.07</b>                                   | <b>477.04</b>                                   |
| <b>12</b> | <b>Earnings per share (Face value of ₹ 10 each) (annualised)</b>                        |          |                                                 |                                                 |
|           | (a) Basic earnings per share (₹ )                                                       |          | 6.82                                            | 13.24                                           |
|           | (b) Diluted earnings per share (₹ )                                                     |          | 6.82                                            | 13.24                                           |

See accompanying notes 1 to 58 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

Place: Mumbai

Date: 18<sup>th</sup> May, 2026**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 Chairman

Din:00047592

**Ramesh Kumar Jha**

Chief Financial Officer

Place: Mumbai

Date: 18<sup>th</sup> May, 2026**Srinivasan Paramasivan**

Managing Director

Din:00058445

**Gaurang Parekh**

Company Secretary

Membership No. F-8764



Consolidated Statement of Change in Equity

For the Year Ended 31<sup>st</sup> March, 2026

A) EQUITY SHARE CAPITAL

| Particulars                                     | (₹ in Crore) |
|-------------------------------------------------|--------------|
| Balance as at 1 <sup>st</sup> April, 2024       | 340.74       |
| Changes in equity share capital during the year | 27.04        |
| Balance as at 31 <sup>st</sup> March, 2025      | 367.78       |
| Changes in equity share capital during the year | -            |
| Balance as at 31 <sup>st</sup> March, 2026      | 367.78       |

B) OTHER EQUITY

| 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 | Share-based payments 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 1 <sup>st</sup> 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                    | -                   | -                          | 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 31 <sup>st</sup> 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    |
| Balance as at 1 <sup>st</sup> April, 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    |
| Profit for the year                                         | -                   | -                          | -                          | -                     | -                            | -               | 251.50            | -                                                                                   | -                                                     | 251.50             | (0.76)                   | 250.74      |
| Other comprehensive income for the year (Net of Income tax) | -                   | -                          | -                          | -                     | -                            | -               | 15.94             | (7.38)                                                                              | (0.23)                                                | 8.33               | -                        | 8.33        |
| ESOP costs recognised during the year                       | -                   | -                          | -                          | -                     | 21.40                        | -               | -                 | -                                                                                   | -                                                     | 21.40              | -                        | 21.40       |
| Total comprehensive income for the year                     | 0.84                | 0.13                       | 1,384.35                   | 8.00                  | 21.40                        | 65.75           | 3,586.21          | 87.57                                                                               | 19.72                                                 | 5,173.97           | 0.78                     | 5,174.75    |
| Dividend                                                    | -                   | -                          | -                          | -                     | -                            | -               | (91.95)           | -                                                                                   | -                                                     | (91.95)            | -                        | (91.95)     |
| Balance as at 31 <sup>st</sup> March, 2026                  | 0.84                | 0.13                       | 1,384.35                   | 8.00                  | 21.40                        | 65.75           | 3,494.26          | 87.57                                                                               | 19.72                                                 | 5,082.02           | 0.78                     | 5,082.80    |

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: 18<sup>th</sup> May, 2026

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 Chairman  
Din:00047592

Srinivasan Paramasivan  
Managing Director  
Din:00058445

Ramesh Kumar Jha  
Chief Financial Officer

Gaurang Parekh  
Company Secretary  
Membership No. F-8764

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

Consolidated Statement of Cash Flow

For the Year Ended 31<sup>st</sup> March, 2026

| Particulars                                                              | (₹ in Crore) | For the Year ended 31 <sup>st</sup> March, 2026 | For the Year ended 31 <sup>st</sup> March, 2025 |
|--------------------------------------------------------------------------|--------------|-------------------------------------------------|-------------------------------------------------|
| Cash flow from operating activities                                      |              |                                                 |                                                 |
| Profit before tax                                                        |              | 386.79                                          | 710.01                                          |
| Adjustments for :                                                        |              |                                                 |                                                 |
| Depreciation and amortisation expense                                    |              | 453.92                                          | 491.10                                          |
| Loss on property, plant and equipment sold/scrapped (net)                |              | 23.61                                           | 5.19                                            |
| Interest income recognised in statement of profit or (loss)              |              | (80.11)                                         | (186.80)                                        |
| Insurance claim received                                                 |              | (11.96)                                         | (4.66)                                          |
| Finance costs                                                            |              | 673.61                                          | 629.20                                          |
| Advances written off                                                     |              | 9.95                                            | 0.22                                            |
| Bad debts/unbilled revenue and sundry debit balances written off (net)   |              | 12.77                                           | 36.58                                           |
| Provision for doubtful debtors / advance no longer required written back |              | -                                               | (75.00)                                         |
| Provision for expected credit loss                                       |              | 88.57                                           | 122.53                                          |
| Creditors / excess provision written back                                |              | (15.89)                                         | (48.11)                                         |
| Provision for Doubtful Debtors                                           |              | 233.14                                          | -                                               |
| Provision for projected losses on contract (net)                         |              | (24.05)                                         | (3.32)                                          |
| Net foreign exchange difference                                          |              | (48.15)                                         | (46.01)                                         |
| Operating profit before working capital changes                          |              | 1,702.20                                        | 1,630.93                                        |
| (Increase) / decrease trade receivables (including retention monies)     |              | (680.11)                                        | 156.58                                          |
| (Increase) / decrease in inventories                                     |              | (6.35)                                          | 616.34                                          |
| (Increase) in contract assets                                            |              | (635.74)                                        | (1,949.33)                                      |
| (Increase) / decrease in financial assets                                |              | (38.20)                                         | 180.15                                          |
| (Increase) in other assets                                               |              | (8.64)                                          | (77.42)                                         |
| Increase / (decrease) in trade payable                                   |              | 519.64                                          | (732.20)                                        |
| Increase / (decrease) in contract liabilities                            |              | (642.95)                                        | 369.09                                          |
| Increase / (decrease) in financial liabilities                           |              | 54.04                                           | (75.21)                                         |
| Increase / (decrease) in other liabilities                               |              | (14.10)                                         | 58.08                                           |
| (Decrease) in provisions                                                 |              | (139.79)                                        | (68.89)                                         |
| Cash generated from operations                                           |              | 110.00                                          | 108.12                                          |
| (Payment) of Income Tax                                                  |              | (237.49)                                        | (240.32)                                        |
| Net Cash flow (used in) operating activities                             |              | (127.49)                                        | (132.20)                                        |
| Cash flow from investing activities                                      |              |                                                 |                                                 |
| Payments for property, plant and equipment                               |              | (371.79)                                        | (344.49)                                        |
| Proceeds from sale of property, plant and equipment                      |              | 7.86                                            | 6.47                                            |
| Investment in other bank balance redeemed                                |              | 251.61                                          | 174.23                                          |
| Investment in other bank balance (made)                                  |              | (418.80)                                        | (245.29)                                        |
| Interest received                                                        |              | 117.44                                          | 273.07                                          |
| Insurance claim received                                                 |              | 11.96                                           | 4.66                                            |
| Net Cash flow (used in) investing activities                             |              | (401.72)                                        | (131.35)                                        |
| Cash flow from financing activities                                      |              |                                                 |                                                 |
| Proceeds from long-term borrowings                                       |              | 771.50                                          | 227.42                                          |
| Repayment of long-term borrowings                                        |              | (447.14)                                        | (229.87)                                        |
| Proceeds / (Repayment) from short-term borrowings - net                  |              | 974.44                                          | (219.02)                                        |
| Finance costs paid                                                       |              | (669.86)                                        | (627.02)                                        |
| Proceeds from Initial Public Offer                                       |              | -                                               | 1,250.00                                        |
| IPO Expenses                                                             |              | -                                               | (30.12)                                         |
| Principal element of lease payments (net)                                |              | (64.07)                                         | (49.08)                                         |
| Dividend paid on equity shares                                           |              | (91.95)                                         | (32.33)                                         |
| Dividend paid on preference shares                                       |              | -                                               | (0.04)                                          |
| Net Cash flow generated from financing activities                        |              | 472.92                                          | 289.94                                          |
| Net increase / (decrease) in cash and cash equivalents                   |              | (56.29)                                         | 26.39                                           |
| Cash and cash equivalents at the beginning of the year                   |              | 440.17                                          | 413.26                                          |
| Effects of exchange rate changes on cash and cash equivalents            |              | 1.82                                            | 0.52                                            |
| Cash and cash equivalents at the end of the year                         |              | 385.70                                          | 440.17                                          |
| Non-Cash financing and investing activities                              |              |                                                 |                                                 |
| Acquisition of Right-of-use assets                                       |              | 47.86                                           | 92.16                                           |

Notes

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 31<sup>st</sup> March, 2026

## Net debt reconciliation

| Particulars                      | (₹ in Crore)                          |                                       |
|----------------------------------|---------------------------------------|---------------------------------------|
|                                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Cash and Cash equivalent         | 385.70                                | 440.17                                |
| Liquid investments               | 500.19                                | 330.39                                |
| Lease liabilities                | (88.64)                               | (107.58)                              |
| Current / Non-current borrowings | (3,538.27)                            | (2,235.72)                            |
| <b>Net Debt</b>                  | <b>(2,741.02)</b>                     | <b>(1,572.74)</b>                     |

| Particulars                                       | Other assets                |                      | Liabilities from financing activities |                                          | Total             |
|---------------------------------------------------|-----------------------------|----------------------|---------------------------------------|------------------------------------------|-------------------|
|                                                   | Cash and cash<br>equivalent | Liquid<br>investment | Lease liabilities                     | Borrowings<br>(Including<br>Acceptances) |                   |
| <b>Net Debt as on 1<sup>st</sup> April, 2024</b>  | <b>413.26</b>               | <b>253.00</b>        | <b>(68.23)</b>                        | <b>(2,455.01)</b>                        | <b>(1,856.98)</b> |
| Cash flows                                        | 26.39                       | 77.39                | -                                     | 221.47                                   | <b>325.25</b>     |
| Acquisitions - leases (net)                       | -                           | -                    | (88.49)                               | -                                        | <b>(88.49)</b>    |
| Lease payments                                    | -                           | -                    | 49.08                                 | -                                        | <b>49.08</b>      |
| Foreign exchange adjustments                      | 0.52                        | -                    | 0.06                                  | -                                        | <b>0.58</b>       |
| Interest expense                                  | -                           | -                    | (7.85)                                | (344.48)                                 | <b>(352.33)</b>   |
| Interest paid                                     | -                           | -                    | 7.85                                  | 342.30                                   | <b>350.15</b>     |
| <b>Net Debt as on 31<sup>st</sup> March, 2025</b> | <b>440.17</b>               | <b>330.39</b>        | <b>(107.58)</b>                       | <b>(2,235.72)</b>                        | <b>(1,572.74)</b> |
| Cash flows                                        | (56.29)                     | 169.80               | -                                     | (1,298.80)                               | <b>(1,185.29)</b> |
| Acquisitions - leases (net)                       | -                           | -                    | (45.19)                               | -                                        | <b>(45.19)</b>    |
| Lease payments                                    | -                           | -                    | 64.07                                 | -                                        | <b>64.07</b>      |
| Foreign exchange adjustments                      | 1.82                        | -                    | 0.06                                  | -                                        | <b>1.88</b>       |
| Interest expense                                  | -                           | -                    | (8.62)                                | (353.30)                                 | <b>(361.92)</b>   |
| Interest paid                                     | -                           | -                    | 8.62                                  | 349.55                                   | <b>358.17</b>     |
| <b>Net Debt as on 31<sup>st</sup> March, 2026</b> | <b>385.70</b>               | <b>500.19</b>        | <b>(88.64)</b>                        | <b>(3,538.27)</b>                        | <b>(2,741.02)</b> |

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: 18<sup>th</sup> May, 2026

**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 Chairman  
Din:00047592

**Ramesh Kumar Jha**  
Chief Financial Officer

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

**Srinivasan Paramasivan**  
Managing Director  
Din:00058445

**Gaurang Parekh**  
Company Secretary  
Membership No. F-8764

# Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

## 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 12<sup>th</sup> January, 2024. Upon conversion of convertible preference shares, Goswami Infratech Private Limited was the Parent Company w.e.f 13<sup>th</sup> January, 2024 till 03<sup>rd</sup> November 2024. On 4<sup>th</sup> 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 previous 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.

## Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

## New and amended Standards:

The Group has applied the below amendments to the Ind ASs that are effective for an annual periods that begins on or after 1<sup>st</sup> April 2025.

## Amendments to Ind AS 21 – The Effects of changes in foreign exchange rates titled Lack of Exchangeability

The amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not. The adoption of this amendment did not have any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

## Amendments to Ind AS 1- Presentation of Financial Statements

The amendments affect only the presentation of liabilities as current or non-current in the Balance sheet and not the amount or timing of recognition of any asset, liability, income or expenses.

The amendments clarify that the classification of liabilities as current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

Further, the amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date). However, the amendments do not affect classification where there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, until the annual periods beginning prior to 1<sup>st</sup> April 2026.

The amendments also specify that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The amendment does not have an impact on the consolidated financial statements of the group.

## Amendments to Ind AS 7- Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures

The amendments clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist finance statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendment does not have an impact on the consolidated financial statements of the group.



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### Amendments to Ind AS 12 - Income Taxes

The amendments clarify that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation of Economic Co-operation and Development (OECD), including tax law that implements qualified domestic minimum top-up taxes described in those rules.

The amendments introduce a temporary exception to the accounting requirements for deferred taxes in Ind AS 12, so that an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes.

Following the amendments, the group is required to disclose that it has applied the exception and to disclose separately its current tax expense (income) related to Pillar Two income taxes.

The amendment does not have an impact on the consolidated financial statements of the group.

### Standards issued but not yet effective:

The following new and revised Ind AS have been issued and are effective from 1<sup>st</sup> April, 2026.

### Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period

Ind AS 10 has been amended to remove the previous treatment under which a lender's post reporting date waiver—granted before the financial statements were approved for issue—of a breach of a material covenant in a long term loan arrangement that occurred on or before the end of the reporting period, resulting in the liability becoming payable on demand at the reporting date, was regarded as an adjusting event.

For annual reporting periods beginning on or after 1st April 2026, any breach of a covenant—whether material or immaterial—occurring on or before the reporting date will, in accordance with Ind AS 1, require the related liability to be classified as current, unless the lender has granted a waiver of the breach on or before the reporting date and has agreed not to demand repayment for at least 12 months after the reporting date as a consequence of the breach. Such a waiver shall be treated as an adjusting event.

The amendments are effective for annual reporting periods beginning on or after 1st April 2026 retrospectively in accordance with Ind AS 8.

The group does not expect this amendment to have any material impact in its consolidated financial statements.

### 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;

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 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

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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.



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 judgment. 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



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 mobilization 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 (INR), 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).

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### (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 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

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 recognized 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 recognized 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 recognized 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 recognized 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 recognized 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.



## Notes Forming Part of the Consolidated Financial Statements

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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 4 years.

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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



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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):

- 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.

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### 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 50.8 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



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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.



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### 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 50.8 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.

### 1.B.23 Share-based payments

#### Share-based payment transactions of the Company

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 53.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity-settled employee benefits reserves.

## 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.

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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 recognized 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 recognized 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 ₹ 4,038.09 Crores (as at March 31, 2025: ₹ 3,458.23 Crores). 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.

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### 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 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 recognized 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 realization 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:

- Its assets, including its share of any assets held jointly;
- Its liabilities, including its share of any liabilities incurred jointly;
- Its revenue from the sale of the output arising from the joint operation;
- Its share of the revenue from the sale of the output by the joint operation and
- 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 1<sup>st</sup> April, 2026.



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### 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 **                                                | 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 year Parent Company has acquired balance 0.99% shares of Afcons overseas Singapore Pte Limited from Afcons Mauritius Infrastructure Limited.

#Subsidiary of Afcons Mauritius Infrastructure Limited.

\*\*During the previous year, Afcons has invested upto the stake of 90% shares of Afcons Contracting Company LLC, which was formed on 1<sup>st</sup> August, 2024.

%Subsidiary of Afcons Overseas Singapore Pte Limited.

### 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%                     |
| Transtonnellostroy 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%                      |
| 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%                     |

Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO:  
3.A. PROPERTY, PLANT AND EQUIPMENT

| Particulars                     | Gross carrying value                         |           |           | Depreciation                                     |                                              |                              | Net carrying value<br>(₹ in Crore)               |
|---------------------------------|----------------------------------------------|-----------|-----------|--------------------------------------------------|----------------------------------------------|------------------------------|--------------------------------------------------|
|                                 | Balance as at<br>1 <sup>st</sup> April, 2025 | Additions | Disposals | Balance as at<br>31 <sup>st</sup> March,<br>2026 | Balance as at<br>1 <sup>st</sup> April, 2025 | Depreciation<br>for the year | Balance as at<br>31 <sup>st</sup> March,<br>2026 |
| (a) Freehold land               | 204.47                                       | -         | -         | 204.47                                           | -                                            | -                            | 204.47                                           |
| (b) Buildings                   | 52.39                                        | -         | -         | 52.39                                            | 23.88                                        | 1.03                         | 24.91                                            |
| (c) Plant and equipment         | 3,875.84                                     | 109.77    | (103.34)  | 3,882.27                                         | 2,098.83                                     | 245.75                       | 2,268.75                                         |
| (d) Furniture and fixtures      | 91.17                                        | 12.12     | (6.13)    | 97.16                                            | 40.84                                        | 8.08                         | 45.49                                            |
| (e) Vehicles                    | 69.10                                        | 0.66      | (2.55)    | 67.21                                            | 32.31                                        | 6.39                         | 36.84                                            |
| (f) Office equipments           | 69.60                                        | 9.34      | (4.28)    | 74.66                                            | 51.68                                        | 7.46                         | 55.19                                            |
| (g) Leasehold improvements      | 2.79                                         | -         | -         | 2.79                                             | 2.79                                         | -                            | 2.79                                             |
| (h) Floating equipments         | 399.14                                       | 1.14      | -         | 400.28                                           | 157.86                                       | 25.45                        | 183.31                                           |
| (i) Laboratory equipments       | 4.25                                         | -         | -         | 4.25                                             | 1.76                                         | 0.19                         | 1.95                                             |
| (j) Shuttering materials        | 656.08                                       | 37.56     | (7.12)    | 686.52                                           | 518.40                                       | 47.89                        | 559.15                                           |
| (k) Accessories and attachments | 302.47                                       | 30.65     | (2.50)    | 330.62                                           | 168.09                                       | 48.02                        | 213.87                                           |
| Total                           | 5,727.30                                     | 201.24    | (125.92)  | 5,802.62                                         | 3,096.44                                     | 390.26                       | 3,392.25                                         |
|                                 |                                              |           |           |                                                  |                                              |                              | 2,410.37                                         |

Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Particulars                     | Gross carrying value                         |           |           | Depreciation                                     |                                              |                              | Net carrying value<br>(₹ in Crore)               |
|---------------------------------|----------------------------------------------|-----------|-----------|--------------------------------------------------|----------------------------------------------|------------------------------|--------------------------------------------------|
|                                 | Balance as at<br>1 <sup>st</sup> April, 2024 | Additions | Disposals | Balance as at<br>31 <sup>st</sup> March,<br>2025 | Balance as at<br>1 <sup>st</sup> April, 2024 | Depreciation<br>for the year | Balance as at<br>31 <sup>st</sup> March,<br>2025 |
| (a) Freehold land               | 204.47                                       | -         | -         | 204.47                                           | -                                            | -                            | 204.47                                           |
| (b) Buildings                   | 52.39                                        | -         | -         | 52.39                                            | 22.84                                        | 1.04                         | 23.88                                            |
| (c) Plant and equipment         | 3,651.31                                     | 249.42    | (24.89)   | 3,875.84                                         | 1,819.50                                     | 295.63                       | 2,098.83                                         |
| (d) Furniture and fixtures      | 84.14                                        | 8.29      | (1.26)    | 91.17                                            | 33.86                                        | 7.60                         | 40.84                                            |
| (e) Vehicles                    | 59.88                                        | 11.69     | (2.47)    | 69.10                                            | 27.04                                        | 5.78                         | 32.31                                            |
| (f) Office equipments           | 66.74                                        | 6.69      | (3.83)    | 69.60                                            | 47.02                                        | 8.02                         | 51.68                                            |
| (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                                           |
| (i) Laboratory equipments       | 4.16                                         | 0.09      | -         | 4.25                                             | 1.58                                         | 0.18                         | 1.76                                             |
| (j) Shuttering materials        | 613.96                                       | 42.29     | (0.17)    | 656.08                                           | 459.65                                       | 58.92                        | 518.40                                           |
| (k) Accessories and attachments | 255.76                                       | 46.71     | -         | 302.47                                           | 130.75                                       | 37.34                        | 168.09                                           |
| Total                           | 5,391.40                                     | 368.52    | (32.62)   | 5,727.30                                         | 2,676.26                                     | 441.14                       | 3,096.44                                         |
|                                 |                                              |           |           |                                                  |                                              |                              | 2,630.86                                         |

Notes:

Freehold land with a carrying amount of ₹ 203.00 Crore (As at 31<sup>st</sup> March, 2025 ₹ 203.00 Crore) has been secured by equitable mortgage with consortium banks. Refer Note No. 14 and 20. Buildings carrying amount of ₹ 27.48 Crore (As at 31<sup>st</sup> March, 2025 ₹ 28.50 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 ₹ 1,976.54 Crore (As at 31<sup>st</sup> March, 2025 ₹ 2,185.93 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 Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

3.B. CAPITAL WORK-IN-PROGRESS:

Capital Work-in-Progress - Movement

| (₹ in Crore)                      |                                       |                                       |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Particulars                       | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Opening Balance                   | 32.85                                 | 43.07                                 |
| Add: Additions during the year    | 870.19                                | 32.68                                 |
| Less: Capitalised during the year | (2.03)                                | (42.90)                               |
| Closing Balance                   | 901.01                                | 32.85                                 |

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            | 868.21                         | 32.80       | -           | -                 | 901.01 |
| Projects temporarily suspended | -                              | -           | -           | -                 | -      |

| (₹ in Crore)                   |                  |             |             |                   |       |
|--------------------------------|------------------|-------------|-------------|-------------------|-------|
| Previous Year                  | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| CWIP                           |                  |             |             |                   |       |
| Project in progress            | 32.85            | -           | -           | -                 | 32.85 |
| 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.

3.C. GOODWILL

| Cost or deemed cost                             | Balance as at<br>31 <sup>st</sup> March, 2026 | Balance as at<br>31 <sup>st</sup> March, 2025 |
|-------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| 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 31<sup>st</sup> March, 2026

3.D. INTANGIBLE ASSETS

| (₹ in Crore)                 |                                              |           |           |                                               |                                              |                           |           |                                               |                                               |
|------------------------------|----------------------------------------------|-----------|-----------|-----------------------------------------------|----------------------------------------------|---------------------------|-----------|-----------------------------------------------|-----------------------------------------------|
| Particulars                  | Gross carrying value                         |           |           |                                               | Amortisation                                 |                           |           |                                               | Net carrying value                            |
|                              | Balance as at<br>1 <sup>st</sup> April, 2025 | Additions | Disposals | Balance as at<br>31 <sup>st</sup> March, 2026 | Balance as at<br>1 <sup>st</sup> April, 2025 | Amortisation for the year | Disposals | Balance as at<br>31 <sup>st</sup> March, 2026 | Balance as at<br>31 <sup>st</sup> March, 2026 |
| Computer software - acquired | 13.22                                        | -         | -         | 13.22                                         | 12.67                                        | 0.05                      | -         | 12.72                                         | 0.50                                          |
| Total                        | 13.22                                        | -         | -         | 13.22                                         | 12.67                                        | 0.05                      | -         | 12.72                                         | 0.50                                          |

| (₹ in Crore)                 |                                              |           |           |                                               |                                              |                           |           |                                               |                                               |
|------------------------------|----------------------------------------------|-----------|-----------|-----------------------------------------------|----------------------------------------------|---------------------------|-----------|-----------------------------------------------|-----------------------------------------------|
| Particulars                  | Gross carrying value                         |           |           |                                               | Amortisation                                 |                           |           |                                               | Net carrying value                            |
|                              | Balance as at<br>1 <sup>st</sup> April, 2024 | Additions | Disposals | Balance as at<br>31 <sup>st</sup> March, 2025 | Balance as at<br>1 <sup>st</sup> April, 2024 | Amortisation for the year | Disposals | Balance as at<br>31 <sup>st</sup> March, 2025 | Balance as at<br>31 <sup>st</sup> 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                                          |

3.E. RIGHT-OF-USE ASSET

| (₹ in Crore) |                                              |           |                                          |                                               |                                              |                           |                           |                                               |                                               |
|--------------|----------------------------------------------|-----------|------------------------------------------|-----------------------------------------------|----------------------------------------------|---------------------------|---------------------------|-----------------------------------------------|-----------------------------------------------|
| Particulars  | Gross carrying value                         |           |                                          |                                               | Depreciation                                 |                           |                           |                                               | Net carrying value                            |
|              | Balance as at<br>1 <sup>st</sup> April, 2025 | Additions | Deletions due to discontinued agreements | Balance as at<br>31 <sup>st</sup> March, 2026 | Balance as at<br>1 <sup>st</sup> April, 2025 | Depreciation for the year | Depreciation on deletions | Balance as at<br>31 <sup>st</sup> March, 2026 | Balance as at<br>31 <sup>st</sup> March, 2026 |
| Land         | 162.29                                       | 37.43     | (0.66)                                   | 199.06                                        | 100.87                                       | 41.52                     | (0.35)                    | 142.04                                        | 57.02                                         |
| Buildings    | 152.91                                       | 10.43     | (5.02)                                   | 158.32                                        | 107.90                                       | 22.09                     | (2.61)                    | 127.38                                        | 30.94                                         |
| Total        | 315.20                                       | 47.86     | (5.68)                                   | 357.38                                        | 208.77                                       | 63.61                     | (2.96)                    | 269.42                                        | 87.96                                         |

| (₹ in Crore) |                                              |           |                                          |                                               |                                              |                           |                           |                                               |                                               |
|--------------|----------------------------------------------|-----------|------------------------------------------|-----------------------------------------------|----------------------------------------------|---------------------------|---------------------------|-----------------------------------------------|-----------------------------------------------|
| Particulars  | Gross carrying value                         |           |                                          |                                               | Depreciation                                 |                           |                           |                                               | Net carrying value                            |
|              | Balance as at<br>1 <sup>st</sup> April, 2024 | Additions | Deletions due to discontinued agreements | Balance as at<br>31 <sup>st</sup> March, 2025 | Balance as at<br>1 <sup>st</sup> April, 2024 | Depreciation for the year | Depreciation on deletions | Balance as at<br>31 <sup>st</sup> March, 2025 | Balance as at<br>31 <sup>st</sup> 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                                        |

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 31<sup>st</sup> March, 2026

### NOTE NO. 4. NON-CURRENT INVESTMENTS

| Particulars                                                                                                       | Face Value | As at<br>31 <sup>st</sup> March, 2026 |                        | As at<br>31 <sup>st</sup> March, 2025 |                        |
|-------------------------------------------------------------------------------------------------------------------|------------|---------------------------------------|------------------------|---------------------------------------|------------------------|
|                                                                                                                   |            | Quantity                              | Amount<br>(₹ in Crore) | Quantity                              | Amount<br>(₹ 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                                | 0.48                   | 40,072                                | 0.69                   |
| Hindustan Construction Company Limited                                                                            | ₹ 1        | 3,099                                 | #                      | 2,000                                 | 0.01                   |
| Simplex Infrastructures Limited                                                                                   | ₹ 2        | 500                                   | 0.01                   | 500                                   | 0.02                   |
| ITD Cementation India Limited                                                                                     | ₹ 1        | 1,000                                 | 0.05                   | 1,000                                 | 0.06                   |
| Gammon India Limited                                                                                              | ₹ 2        | 250                                   | #                      | 250                                   | #                      |
| Total aggregate quoted investments                                                                                |            |                                       | 0.54                   |                                       | 0.78                   |
| 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                                                                                                 |            |                                       | 0.54                   |                                       | 0.78                   |
|                                                                                                                   |            |                                       |                        |                                       |                        |
| Aggregate carrying amount of quoted investments                                                                   |            |                                       | 0.30                   |                                       | 0.30                   |
| Aggregate market value of quoted investments                                                                      |            |                                       | 0.54                   |                                       | 0.78                   |
| Aggregate carrying amount of unquoted investments                                                                 |            |                                       | #                      |                                       | #                      |

### Category-wise other investments - as per Ind-AS 109 classification:

| Particulars                                             | As at                        |                              |
|---------------------------------------------------------|------------------------------|------------------------------|
|                                                         | 31 <sup>st</sup> March, 2026 | 31 <sup>st</sup> March, 2025 |
| Financial assets measured at FVTPL                      | -                            | -                            |
| Financial assets carried at FVTOCI - equity instruments | 0.54                         | 0.78                         |
| Financial assets carried at amortised cost              | -                            | -                            |
|                                                         | <b>0.54</b>                  | <b>0.78</b>                  |

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 5. TRADE RECEIVABLES

| (₹ in Crore)                                                                             |                                    |               |                                    |               |
|------------------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
| Particulars                                                                              | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|                                                                                          | Current                            | Non Current   | Current                            | Non Current   |
| <b>From Customers:</b>                                                                   |                                    |               |                                    |               |
| a) Unsecured, Considered good (including retention monies)                               | 3,085.02                           | 532.05        | 2,426.58                           | 603.94        |
| b) Having Significant increase in credit risk                                            | 78.42                              | 180.84        | 45.72                              | 87.83         |
| c) Credit impaired                                                                       | -                                  | -             | -                                  | -             |
|                                                                                          | <b>3,163.44</b>                    | <b>712.89</b> | <b>2,472.30</b>                    | <b>691.77</b> |
| <b>Less: Allowance for bad and doubtful receivables (expected credit loss allowance)</b> | 78.42                              | 180.84        | 45.72                              | 87.83         |
|                                                                                          | <b>3,085.02</b>                    | <b>532.05</b> | <b>2,426.58</b>                    | <b>603.94</b> |
| <b>From Related parties (Refer Note 34)</b>                                              |                                    |               |                                    |               |
| a) Unsecured, Considered good (including retention monies)                               | 346.50                             | 74.52         | 352.74                             | 74.97         |
| b) Having Significant increase in credit risk                                            | 12.32                              | 10.12         | 3.32                               | 9.67          |
| c) Credit impaired                                                                       | -                                  | -             | -                                  | -             |
|                                                                                          | <b>358.82</b>                      | <b>84.64</b>  | <b>356.06</b>                      | <b>84.64</b>  |
| <b>Less: Allowance for bad and doubtful receivables (expected credit loss allowance)</b> | 12.32                              | 10.12         | 3.32                               | 9.67          |
|                                                                                          | <b>346.50</b>                      | <b>74.52</b>  | <b>352.74</b>                      | <b>74.97</b>  |
| <b>Total</b>                                                                             | <b>3,431.52</b>                    | <b>606.57</b> | <b>2,779.32</b>                    | <b>678.91</b> |

### Note No.5.1.A. - Movement in allowance for bad and doubtful receivables (expected credit loss allowance)

| Particulars                                      | As at        |               |
|--------------------------------------------------|--------------|---------------|
|                                                  | Current      | Non Current   |
| (₹ in Crore)                                     |              |               |
| <b>Balance as at 1<sup>st</sup> April, 2024</b>  | -            | 101.81        |
| Add: Created during the year                     | 49.04        | 18.16         |
| Less: Released during the year                   | -            | (22.47)       |
| <b>Balance as at 31<sup>st</sup> March, 2025</b> | <b>49.04</b> | <b>97.50</b>  |
| Add: Created during the year                     | 41.70        | 143.63        |
| Less: Released during the year                   | -            | (50.17)       |
| <b>Balance as at 31<sup>st</sup> March, 2026</b> | <b>90.74</b> | <b>190.96</b> |

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 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 |                 |
| <b>Undisputed Trade Receivables</b>                               |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 1,144.01                                                   | 609.89             | 102.33            | 584.99    | 179.00    | 216.30            | <b>2,836.52</b> |
| (ii) Which have significant increase in credit risk (Current)     | 26.59                                                      | 6.16               | 4.11              | 29.99     | 14.99     | 2.90              | <b>84.74</b>    |
| (iii) Considered good (Non-Current)                               | 14.12                                                      | 2.33               | 4.26              | 1.29      | 96.69     | 98.69             | <b>217.38</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | 0.14                                                       | 0.03               | 0.04              | 0.01      | 12.86     | 0.91              | <b>13.99</b>    |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Disputed Trade Receivables</b>                                 |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 0.06                                                       | 267.85             | 32.49             | 100.05    | 86.00     | 108.55            | <b>595.00</b>   |
| (ii) Which have significant increase in credit risk (Current)     | -                                                          | 2.71               | 0.33              | 1.01      | 0.87      | 1.08              | <b>6.00</b>     |
| (iii) Considered good (Non-Current)                               | -                                                          | -                  | -                 | 6.11      | 14.53     | 368.55            | <b>389.19</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | -                                                          | -                  | -                 | 0.06      | 0.14      | 176.77            | <b>176.97</b>   |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Sub-total - Trade Receivables</b>                              |                                                            |                    |                   |           |           |                   | <b>4,319.79</b> |
| Less: Allowance for expected credit loss                          |                                                            |                    |                   |           |           |                   | <b>(281.70)</b> |
| <b>Total</b>                                                      |                                                            |                    |                   |           |           |                   | <b>4,038.09</b> |

### 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 |                 |
| <b>Undisputed Trade Receivables</b>                               |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 922.59                                                     | 867.37             | 115.25            | 204.85    | 172.45    | 30.13             | <b>2,312.64</b> |
| (ii) Which have significant increase in credit risk (Current)     | 15.30                                                      | 23.42              | 1.16              | 1.62      | 1.66      | 1.11              | <b>44.27</b>    |
| (iii) Considered good (Non-Current)                               | 173.74                                                     | 0.12               | -                 | 3.58      | -         | 79.91             | <b>257.35</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | 1.75                                                       | -                  | -                 | 0.01      | -         | 18.66             | <b>20.42</b>    |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Disputed Trade Receivables</b>                                 |                                                            |                    |                   |           |           |                   |                 |
| (i) Considered good (Current)                                     | 0.06                                                       | 15.97              | 84.07             | 86.01     | 85.14     | 195.43            | <b>466.68</b>   |
| (ii) Which have significant increase in credit risk (Current)     | -                                                          | 0.16               | 0.85              | 0.87      | 0.86      | 2.03              | <b>4.77</b>     |
| (iii) Considered good (Non-Current)                               | -                                                          | -                  | -                 | 5.97      | -         | 415.59            | <b>421.56</b>   |
| (iv) Which have significant increase in credit risk (Non-Current) | -                                                          | -                  | -                 | 0.06      | -         | 77.02             | <b>77.08</b>    |
| (v) Credit impaired                                               | -                                                          | -                  | -                 | -         | -         | -                 | -               |
| <b>Sub-total - Trade Receivables</b>                              |                                                            |                    |                   |           |           |                   | <b>3,604.77</b> |
| Less: Allowance for expected credit loss                          |                                                            |                    |                   |           |           |                   | <b>(146.54)</b> |
| <b>Total</b>                                                      |                                                            |                    |                   |           |           |                   | <b>3,458.23</b> |



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 6. LOANS

(₹ in Crore)

| Particulars                                                                  | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|------------------------------------------------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                                                              | Current                            | Non Current | Current                            | Non Current |
| <b>Loans to related parties (unsecured, considered good) (Refer Note 34)</b> |                                    |             |                                    |             |
| To Subsidiaries of entity having significant influence over the Company *    | 53.03                              | -           | 45.83                              | -           |
| To Joint operations # (net of Group share)                                   | 14.90                              | -           | 11.35                              | -           |
| <b>Total</b>                                                                 | <b>67.93</b>                       | <b>-</b>    | <b>57.18</b>                       | <b>-</b>    |

These financial assets are carried at amortised cost.

\* Loan given to S P Engineering Services Pte Ltd as Interest bearing loan at SOFR + 2% towards working capital requirement repayable on demand. Maximum Outstanding of loan as on 31<sup>st</sup> March, 2026 is ₹ 53.03 Crore (as on 31<sup>st</sup> March, 2025 ₹ 45.83 Crore).

# Includes 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):

(₹ in Crore)

| Particulars                           | As at 31 <sup>st</sup> March, 2026 |                                                          | As at 31 <sup>st</sup> March, 2025 |                                                          |
|---------------------------------------|------------------------------------|----------------------------------------------------------|------------------------------------|----------------------------------------------------------|
|                                       | 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 |
| <b>a) Amounts repayable on demand</b> |                                    |                                                          |                                    |                                                          |
| - Promoters                           | -                                  | 0.00%                                                    | -                                  | 0.00%                                                    |
| - Directors                           | -                                  | 0.00%                                                    | -                                  | 0.00%                                                    |
| - Key managerial personnel            | -                                  | 0.00%                                                    | -                                  | 0.00%                                                    |
| - Other related party                 | 67.93                              | 100.00%                                                  | 57.18                              | 100.00%                                                  |

### NOTE NO. 7. OTHER FINANCIAL ASSETS

(₹ in Crore)

| Particulars                                                                                                                                            | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                                                                                                        | Current                            | Non Current   | Current                            | Non Current   |
| (a) Interest on trade receivables as per arbitration awards (Including from related parties (Non-current) ₹ 56.28 Crore) (Previous year ₹ 56.28 Crore) | 43.64                              | 222.44        | 84.58                              | 218.83        |
| (b) Deposits (unsecured, considered good)                                                                                                              |                                    |               |                                    |               |
| (i) Security deposits                                                                                                                                  | 15.07                              | 72.42         | 11.74                              | 86.65         |
| (ii) Other deposits                                                                                                                                    | 1.53                               | 2.74          | 1.16                               | 2.24          |
|                                                                                                                                                        | <b>16.60</b>                       | <b>75.16</b>  | <b>12.90</b>                       | <b>88.89</b>  |
| (c) Advance to vendor recoverable in cash                                                                                                              | -                                  | -             | 104.41                             | -             |
| (d) Other loans and advances (doubtful)                                                                                                                | -                                  | 0.16          | -                                  | 0.16          |
| Less: provision for other doubtful loans and advances                                                                                                  | -                                  | 0.16          | -                                  | 0.16          |
|                                                                                                                                                        | <b>-</b>                           | <b>-</b>      | <b>-</b>                           | <b>-</b>      |
| (e) Bank deposits having maturity of more than 12 months (given towards margin money / under lien)                                                     | -                                  | 26.80         | -                                  | 29.41         |
| (f) Others (includes Custom duty receivable, Encashment of Bank guarantee, etc.)                                                                       | 149.30                             | 104.80        | 7.41                               | 104.80        |
| <b>Total</b>                                                                                                                                           | <b>209.54</b>                      | <b>429.20</b> | <b>209.30</b>                      | <b>441.93</b> |



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 8. CONTRACT ASSETS

(₹ in Crore)

| Particulars                                            | As at 31 <sup>st</sup> March, 2026 |                 | As at 31 <sup>st</sup> March, 2025 |                 |
|--------------------------------------------------------|------------------------------------|-----------------|------------------------------------|-----------------|
|                                                        | Current                            | Non Current     | Current                            | Non Current     |
| Contract assets                                        |                                    |                 |                                    |                 |
| Amounts due from customer under construction contracts |                                    |                 |                                    |                 |
| Unsecured, considered good                             | 6,234.46                           | 1,497.04        | 5,449.18                           | 1,646.58        |
| Doubtful                                               | 52.36                              | 231.18          | 98.45                              | 42.73           |
|                                                        | <b>6,286.82</b>                    | <b>1,728.22</b> | <b>5,547.63</b>                    | <b>1,689.31</b> |
| Less: Allowance for expected credit losses             | 52.36                              | 231.18          | 98.45                              | 42.73           |
| <b>Total</b>                                           | <b>6,234.46</b>                    | <b>1,497.04</b> | <b>5,449.18</b>                    | <b>1,646.58</b> |

#### Note No. 8.1 - Movement in expected credit loss allowance

(₹ in Crore)

| Particulars                                                           | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |              |
|-----------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|--------------|
|                                                                       | Current                            | Non Current   | Current                            | Non Current  |
| Opening balance for loss allowance                                    | 98.45                              | 42.73         | -                                  | 63.38        |
| Add: Loss allowance assessed for the current period (net of reversal) | (46.09)                            | 188.45        | 98.45                              | 29.16        |
| Less: Reversal of loss allowance on account of debts written-off      | -                                  | -             | -                                  | (49.81)      |
| <b>Closing balance for loss allowance</b>                             | <b>52.36</b>                       | <b>231.18</b> | <b>98.45</b>                       | <b>42.73</b> |

### NOTE NO 8.2 OTHER NON-CURRENT AND CURRENT ASSETS

(₹ in Crore)

| Particulars                                                      | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                  | Current                            | Non Current   | Current                            | Non Current   |
| (a) Capital advances                                             | -                                  | 11.46         | -                                  | 27.07         |
| (b) Pre-paid expenses                                            | 94.16                              | 35.41         | 80.81                              | 33.82         |
| (c) Balances with government authorities                         |                                    |               |                                    |               |
| (i) GST / VAT credit receivable                                  | 654.02                             | 103.91        | 635.84                             | 120.64        |
| (ii) Service tax credit receivable                               | -                                  | 30.47         | -                                  | 30.47         |
|                                                                  | <b>654.02</b>                      | <b>134.38</b> | <b>635.84</b>                      | <b>151.11</b> |
| (d) Others                                                       |                                    |               |                                    |               |
| (i) Advance to vendors and others (include related parties)      | 238.69                             | -             | 227.16                             | -             |
| (ii) Other receivables (includes sale of materials, scrap, etc.) | 119.54                             | -             | 134.03                             | -             |
| (iii) Advances to employees                                      | 1.65                               | -             | 2.37                               | -             |
|                                                                  | <b>359.88</b>                      | <b>-</b>      | <b>363.56</b>                      | <b>-</b>      |
| <b>Total</b>                                                     | <b>1,108.06</b>                    | <b>181.25</b> | <b>1,080.21</b>                    | <b>212.00</b> |

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 9. INVENTORIES - AT LOWER OF COST OR NET REALISABLE VALUE

(₹ in Crore)

| Particulars                 | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|-----------------------------|------------------------------------|------------------------------------|
|                             |                                    |                                    |
| Construction materials      |                                    |                                    |
| Steel                       | 446.21                             | 377.04                             |
| Cement                      | 7.08                               | 10.03                              |
| Aggregate                   | 81.14                              | 62.44                              |
| Other construction material | 135.71                             | 272.18                             |
|                             | <b>670.14</b>                      | <b>721.69</b>                      |
| Stores and spares           | 346.43                             | 288.53                             |
|                             | <b>346.43</b>                      | <b>288.53</b>                      |
| <b>Total</b>                | <b>1,016.57</b>                    | <b>1,010.22</b>                    |

### NOTE NO. 10. CASH AND CASH EQUIVALENTS

(₹ in Crore)

| Particulars                                                  | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|--------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                              |                                    |                                    |
| Balances with banks                                          | 282.92                             | 306.90                             |
| Fixed deposits with original maturity for less than 3 months | 100.00                             | 131.24                             |
| Cash on hand                                                 | 2.78                               | 2.03                               |
| <b>Total</b>                                                 | <b>385.70</b>                      | <b>440.17</b>                      |

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the period.

### NOTE NO 10.1. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Crore)

| Particulars                                                                                      | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|--------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                                                  |                                    |                                    |
| Earmarked balance with banks                                                                     |                                    |                                    |
| - Unpaid dividend accounts                                                                       | 0.05                               | 0.04                               |
| - Balances held as margin money or security against borrowings, guarantees and other commitments | 63.07                              | 113.50                             |
| - Other earmarked accounts / escrow account                                                      | 2.28                               | 2.30                               |
| Deposits having maturity of more than 3 months but less than 12 months                           | 434.79                             | 214.55                             |
| <b>Total</b>                                                                                     | <b>500.19</b>                      | <b>330.39</b>                      |

### NOTE NO 11. NON CURRENT TAX ASSETS (NET)

(₹ in Crore)

| Particulars                                                                                                 | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                                                             |                                    |                                    |
| Advance income tax (net of provisions ₹ 358.29 Crore)<br>(As at 31 <sup>st</sup> March, 2025 ₹ 95.61 Crore) | 62.33                              | 12.22                              |
| <b>Total</b>                                                                                                | <b>62.33</b>                       | <b>12.22</b>                       |



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 12. SHARE CAPITAL

#### 12.(A). Share capital

| Particulars                                                  | As at 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              |
|--------------------------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
|                                                              | Number of shares                   | (₹ in Crore) | Number of shares                   | (₹ in Crore) |
| <b>1. Authorized:</b>                                        |                                    |              |                                    |              |
| Equity Share capital of ₹ 10 each                            | 1,000,000,000                      | 1,000.00     | 1,000,000,000                      | 1,000.00     |
| Preference shares of ₹ 10 each.                              | 750,000,000                        | 750.00       | 750,000,000                        | 750.00       |
| <b>2. Issued, subscribed and fully paid up:</b>              |                                    |              |                                    |              |
| Equity shares of ₹ 10 each. (Refer note 12.1 and 12.3 below) | 367,784,631                        | 367.78       | 367,784,631                        | 367.78       |

#### 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.

#### 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 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              | Percentage Change in shareholding during the year |
|----------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|---------------------------------------------------|
|                                              | Number of shares held              | % holding    | Number of shares held              | % holding    |                                                   |
| <b>Equity shares</b>                         |                                    |              |                                    |              |                                                   |
| <b>Promoters:</b>                            |                                    |              |                                    |              |                                                   |
| Goswami Infratech Private Limited            | 92,072,053                         | 25.03        | 92,072,053                         | 25.03        | -                                                 |
| Shapoorji Pallonji & Company Private Limited | 56,681,410                         | 15.41        | 56,681,410                         | 15.41        | -                                                 |
| Floreat Investments Private Limited**        | 27,667,944                         | 7.52         | 27,667,944                         | 7.52         | -                                                 |
|                                              | <b>176,421,407</b>                 | <b>47.97</b> | <b>176,421,407</b>                 | <b>47.97</b> |                                                   |

\*\* wholly owned subsidiary of Shapoorji Pallonji & Company Private Limited

The Board of Directors via Circular Resolution approved on 31<sup>st</sup> July 2024 has identified Shapoorji Pallonji Mistry, Firoz Cyrus Mistry and Zahan Cyrus Mistry as additional promoters of the Company with effect from 31<sup>st</sup> July 2024. None of the said additional promoters holds any shares of the Company as on the 31<sup>st</sup> March, 2026.

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 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)  |
| <b>Equity shares outstanding as at 1<sup>st</sup> April, 2024</b>           | <b>340,738,269</b>                   | <b>340.74</b> |
| Changes in equity share capital during the year due to Initial Public Offer | 27,046,362                           | 27.04         |
| <b>Equity shares outstanding as at 31<sup>st</sup> March, 2025</b>          | <b>367,784,631</b>                   | <b>367.78</b> |
| <b>Equity shares outstanding as at 1<sup>st</sup> April, 2025</b>           | <b>367,784,631</b>                   | <b>367.78</b> |
| Changes in equity share capital during the year                             | -                                    | -             |
| <b>Equity shares outstanding as at 31<sup>st</sup> March, 2026</b>          | <b>367,784,631</b>                   | <b>367.78</b> |

#### Note No 12.4.

For the period of Five years immediately preceding the date as at which the Balance Sheet is prepared:

- Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash: Nil
- Aggregate number and class of shares allotted as fully paid up by way of bonus shares: Nil
- Aggregate number and class of shares bought back: Nil

#### Note No 12.5.

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 12.6.

The Board at its meeting held on 18<sup>th</sup> May, 2026, has recommended a dividend of ₹ 2.00 per share on equity share of ₹ 10 each (20%) subject to approval of members of the company at the forthcoming Annual General Meeting.

### NOTE NO. 13. OTHER EQUITY

| Particulars                                                             | (₹ in Crore)                       |                                    |
|-------------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                         | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
| Capital reserve                                                         | 0.84                               | 0.84                               |
| Capital redemption reserve                                              | 0.13                               | 0.13                               |
| Securities premium reserve                                              | 1,384.35                           | 1,384.35                           |
| Share-based payments reserve                                            | 21.40                              | -                                  |
| Contingency reserve                                                     | 8.00                               | 8.00                               |
| General reserve                                                         | 65.75                              | 65.75                              |
| Foreign exchange translation reserve through other comprehensive income | 87.57                              | 94.95                              |
| Retained earnings                                                       | 3,494.26                           | 3,318.77                           |
| Reserve for equity instruments through other comprehensive income       | 19.72                              | 19.95                              |
| <b>Total</b>                                                            | <b>5,082.02</b>                    | <b>4,892.74</b>                    |



Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

Movement in other equity

| (₹ in Crore)                                                                                         |                                       |                                       |
|------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                                                          | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| <b>(a) Capital reserve</b>                                                                           |                                       |                                       |
| Opening balance                                                                                      | 0.84                                  | 0.84                                  |
| Closing balance                                                                                      | <b>0.84</b>                           | <b>0.84</b>                           |
| <b>(b) Capital redemption reserve</b>                                                                |                                       |                                       |
| Opening balance                                                                                      | 0.13                                  | 0.13                                  |
| Closing balance                                                                                      | <b>0.13</b>                           | <b>0.13</b>                           |
| <b>(c) Securities premium account</b>                                                                |                                       |                                       |
| Opening balance                                                                                      | 1,384.35                              | 191.51                                |
| Add : Premium on shares issued during the year                                                       | -                                     | 1,222.96                              |
| Less: IPO Expenses                                                                                   | -                                     | (30.12)                               |
| Closing balance                                                                                      | <b>1,384.35</b>                       | <b>1,384.35</b>                       |
| <b>(d) Share-based payments reserve</b>                                                              |                                       |                                       |
| Opening balance                                                                                      | -                                     | -                                     |
| Add : ESOP costs recognised during the year                                                          | 21.40                                 | -                                     |
| Closing balance                                                                                      | <b>21.40</b>                          | <b>-</b>                              |
| <b>(e) Contingencies reserve</b>                                                                     |                                       |                                       |
| Opening balance                                                                                      | 8.00                                  | 8.00                                  |
| Closing balance                                                                                      | <b>8.00</b>                           | <b>8.00</b>                           |
| <b>(f) General reserve</b>                                                                           |                                       |                                       |
| Opening balance                                                                                      | 65.75                                 | 65.75                                 |
| Closing balance                                                                                      | <b>65.75</b>                          | <b>65.75</b>                          |
| <b>(g) Foreign currency translation reserve</b>                                                      |                                       |                                       |
| Opening balance                                                                                      | 94.95                                 | 98.97                                 |
| Add : Effect of foreign exchange rate variations during the year                                     | (7.38)                                | (4.02)                                |
| Closing balance                                                                                      | <b>87.57</b>                          | <b>94.95</b>                          |
| <b>(h) Retained earnings</b>                                                                         |                                       |                                       |
| Opening balance                                                                                      | 3,318.77                              | 2,870.07                              |
| Add: Profit for the year                                                                             | 251.50                                | 486.81                                |
| Add: Other items classified to other comprehensive income                                            | 15.94                                 | (5.74)                                |
| Less: Appropriations                                                                                 |                                       |                                       |
| Dividend on equity shares<br>(₹ 2.50 per share for F.Y. 2024-25) (₹ 2.50 per share for F.Y. 2023-24) | (91.95)                               | (32.33)                               |
| Dividend on preference shares (₹ Nil) (Previous year ₹ 0.001 per share)                              | -                                     | (0.04)                                |
| Closing balance                                                                                      | <b>3,494.26</b>                       | <b>3,318.77</b>                       |
| <b>(i) Reserve for equity instruments through other comprehensive income</b>                         |                                       |                                       |
| Opening balance                                                                                      | 19.95                                 | 19.94                                 |
| Add: Net fair value gain/(loss) on investments in equity instruments measured at FVTOCI              | (0.23)                                | 0.01                                  |
| Closing balance                                                                                      | <b>19.72</b>                          | <b>19.95</b>                          |
| <b>Total</b>                                                                                         | <b>5,082.02</b>                       | <b>4,892.74</b>                       |

Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 Reserve

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 utilized 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.

Share-based payments reserve

The share-based payments reserve is used to recognise the value of equity settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 53 for further details of these plans.

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 derecognized.



Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO. 14. NON CURRENT BORROWINGS

| (₹ in Crore)                                       |                                       |                                       |
|----------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                        | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| <b>Measured at amortised cost</b>                  |                                       |                                       |
| (a) Equipment loan (Secured) (Refer note 14.1.(i)) |                                       |                                       |
| From banks                                         |                                       |                                       |
| Rupee loan                                         | 367.12                                | 450.51                                |
| Foreign Currency Loan (ECB)                        | 502.48                                | 144.73                                |
| (b) Debentures                                     |                                       |                                       |
| Unsecured (Refer note 14.1.(ii))                   | 50.00                                 | -                                     |
| <b>Total</b>                                       | <b>919.60</b>                         | <b>595.24</b>                         |

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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|                                                                              |                       | <b>Secured</b>                        | <b>Secured</b>                        |
| <b>(i) Equipment loan from banks</b>                                         |                       |                                       |                                       |
| <b>Rupee loan:</b>                                                           |                       |                                       |                                       |
| ICICI Bank                                                                   | Refer note 14.1 (iii) | 195.00                                | -                                     |
| SBM Bank                                                                     |                       | -                                     | 66.67                                 |
| Indian Bank                                                                  |                       | 47.67                                 | 75.26                                 |
| Export Import Bank of India                                                  |                       | 90.22                                 | 152.49                                |
| Punjab National Bank                                                         |                       | -                                     | 79.98                                 |
| Bank of Baroda                                                               |                       | -                                     | 36.17                                 |
| Union Bank of India                                                          |                       | 34.23                                 | 39.94                                 |
| <b>Foreign Currency loan:</b>                                                |                       |                                       |                                       |
| HSBC (ECB)                                                                   |                       | 429.60                                | 112.98                                |
| LBBW Germany                                                                 |                       | 72.88                                 | 31.75                                 |
| <b>Total - Equipment loan</b>                                                |                       | <b>869.60</b>                         | <b>595.24</b>                         |
| <b>(ii) Unsecured, redeemable, listed, non-convertible debentures (NCDs)</b> |                       |                                       |                                       |
| ISIN - INE101I08081                                                          | Refer note 14.1 (iv)  | 50.00                                 | -                                     |
| <b>Total Non-Convertible Debentures</b>                                      |                       | <b>50.00</b>                          | <b>-</b>                              |
| <b>Total long-term borrowings from banks</b>                                 |                       | <b>919.60</b>                         | <b>595.24</b>                         |

Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

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 31<sup>st</sup> March, 2026

| Nature                | Bank name                   | Rate of Interest %               | Loan amount<br>(₹ in Crore) | Repayment schedule                                                                                                                                     |
|-----------------------|-----------------------------|----------------------------------|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Rupee Loan            | ICICI Bank                  | 8.70%                            | 195.00                      | Loan 1 - 24 Quarterly installments of ₹ 4.17 Crore starting from Dec 2025<br>Loan 2 - 20 Quarterly installments of ₹ 7.50 Crore starting from Jun 2026 |
|                       | Indian Bank                 | Loan 1 & Loan 2- 10.10%          | 47.67                       | Loan 1 - Quarterly installment of ₹ 2.50 Crores upto 2028-29<br>Loan 2 - Quarterly installment of ₹ 4.39 Crores upto 2028-29                           |
|                       | Export Import Bank of India | Loan 1 - 8.80%<br>Loan 2 - 9.25% | 90.22                       | Each monthly installment of ₹ 3.70 crores upto 2026-27 for Loan 1 and ₹ 3.03 Crores for Loan 2 upto 2029-30                                            |
|                       | Union Bank of India         | 8.60%                            | 34.23                       | Repayable in 72 equal monthly installments (EMI Basis) up to 2030-31                                                                                   |
| Foreign Currency Loan | HSBC (ECB)                  | 6M Euribor + 193 bps i.e. 4.08%  | 429.60                      | Repayable in 9 half yearly installment starting from Nov 2025 up to 2030-31                                                                            |
|                       | LBBW Germany                | 6M Euribor + 115 bps i.e. 3.29%  | 72.88                       | Repayable in 20 half yearly installment starting from Jan 2027 up to 2036-37                                                                           |

14.1 (iv): The repayment schedule of the non-convertible debentures are as follows:

As at 31<sup>st</sup> March, 2026

| Nature                           | ISIN         | Rate of Interest % | Loan amount<br>(₹ in Crore) | Repayment schedule                                          |
|----------------------------------|--------------|--------------------|-----------------------------|-------------------------------------------------------------|
| Non-Convertible Debentures (NCD) | INE101I08081 | 8.40%              | 50.00                       | Bullet Repayment at the end of 3 year (i.e. in F.Y.2028-29) |

NOTE NO. 15. TRADE PAYABLES

| (₹ in Crore)                                                                  |                                    |               |                                    |               |
|-------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
| Particulars                                                                   | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|                                                                               | Current                            | Non Current   | Current                            | Non Current   |
| Trade payables                                                                |                                    |               |                                    |               |
| (a) Total outstanding due to micro and small enterprises                      | 205.67                             | 17.27         | 177.36                             | 14.58         |
| (b) Total outstanding due to creditors other than micro and small enterprises | 3,837.10                           | 410.64        | 3,363.99                           | 419.20        |
| <b>Total</b>                                                                  | <b>4,042.77</b>                    | <b>427.91</b> | <b>3,541.35</b>                    | <b>433.78</b> |

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### 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 |                 |
| <b>Undisputed trade payables</b> |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | 81.45                                                     | 65.60            | 25.67     | 13.04     | 33.61             | <b>219.37</b>   |
| (ii) Others                      | 1,743.17                                                  | 1,726.23         | 263.24    | 225.74    | 287.41            | <b>4,245.79</b> |
| <b>Disputed trade payables</b>   |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | -                                                         | 2.04             | 0.11      | 0.03      | 1.39              | <b>3.57</b>     |
| (ii) Others                      | -                                                         | -                | -         | -         | 1.95              | <b>1.95</b>     |

### 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 |                 |
| <b>Undisputed trade payables</b> |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | 53.06                                                     | 82.68            | 16.15     | 6.76      | 33.29             | <b>191.94</b>   |
| (ii) Others                      | 1,262.79                                                  | 1,797.37         | 284.62    | 131.90    | 290.99            | <b>3,767.67</b> |
| <b>Disputed trade payables</b>   |                                                           |                  |           |           |                   |                 |
| (i) Micro and small enterprises  | -                                                         | -                | -         | -         | -                 | <b>-</b>        |
| (ii) Others                      | 1.21                                                      | 7.89             | 0.59      | 2.16      | 3.67              | <b>15.52</b>    |

### Disclosures as required under the micro, small and medium enterprises development Act, 2006 (MSMED Act)

(₹ in Crore)

| Particulars                                                                                                                                                                                                                                                                      | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
| 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                                                                                                                                                                                                                                                | 278.63                             | 220.57                             |
| Interest due and unpaid interest                                                                                                                                                                                                                                                 | 9.09                               | 14.62                              |
| 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;                                                         | 5.41                               | 6.90                               |
| The amount of interest accrued and remaining unpaid at the end of accounting year;                                                                                                                                                                                               | 64.02                              | 56.22                              |
| 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. | 64.02                              | 56.22                              |



## Notes Forming Part of the Consolidated Financial Statements

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### NOTE NO. 16. OTHER FINANCIAL LIABILITIES

(₹ in Crore)

| Particulars                                                                    | As at 31 <sup>st</sup> March, 2026 |              | As at 31 <sup>st</sup> March, 2025 |              |
|--------------------------------------------------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
|                                                                                | Current                            | Non Current  | Current                            | Non Current  |
| (a) Capital creditors                                                          |                                    |              |                                    |              |
| (i) Total outstanding due to micro and small enterprises                       | 3.00                               | -            | 0.70                               | -            |
| (ii) Total outstanding due to creditors other than micro and small enterprises | 708.70                             | -            | 29.00                              | -            |
| (b) Employee benefit payables                                                  | 114.38                             | -            | 103.85                             | -            |
| (c) Unclaimed / unpaid dividends #                                             | 0.05                               | -            | 0.04                               | -            |
| (d) Interest accrued on advance from customers                                 | 97.09                              | -            | 35.19                              | -            |
| (e) Other payables                                                             |                                    |              |                                    |              |
| (i) Trade / security deposits received                                         | 37.01                              | -            | 43.85                              | -            |
| (ii) Amount received on invocation of bank guarantees                          | -                                  | 7.51         | -                                  | 7.51         |
| (iii) Others (includes differential interest on EXIM Bank funded projects)     | 42.70                              | 46.81        | 33.74                              | 67.33        |
| Total - Other payables                                                         | <b>79.71</b>                       | <b>54.32</b> | <b>77.59</b>                       | <b>74.84</b> |
| <b>Total</b>                                                                   | <b>1,002.93</b>                    | <b>54.32</b> | <b>246.37</b>                      | <b>74.84</b> |

#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 31 <sup>st</sup> March, 2026 |                 | As at 31 <sup>st</sup> March, 2025 |                 |
|-------------------------|------------------------------------|-----------------|------------------------------------|-----------------|
|                         | Current                            | Non Current     | Current                            | Non Current     |
| Contract liabilities    |                                    |                 |                                    |                 |
| Amount due to customers | 279.99                             | -               | 348.75                             | -               |
| Advances from customers | 1,672.70                           | 2,141.31        | 2,154.48                           | 2,270.76        |
| <b>Total</b>            | <b>1,952.69</b>                    | <b>2,141.31</b> | <b>2,503.23</b>                    | <b>2,270.76</b> |

### NOTE NO 17.1 OTHER NON-CURRENT AND CURRENT LIABILITIES

(₹ in Crore)

| Particulars                                                                                                                            | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                                                                                                                        | Current                            | Non Current | Current                            | Non Current |
| Statutory remittances (VAT, GST, Service tax, Contributions to PF, Superannuation, ESIC, Withholding taxes, Labour welfare cess, etc.) | 124.17                             | -           | 142.97                             | -           |
| Other payables                                                                                                                         |                                    |             |                                    |             |
| Advance against sale of scrap                                                                                                          | 6.16                               | -           | 1.46                               | -           |
| <b>Total</b>                                                                                                                           | <b>130.33</b>                      | <b>-</b>    | <b>144.43</b>                      | <b>-</b>    |



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NOTE NO. 18. PROVISIONS

| Particulars                                                              | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|--------------------------------------------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                                                          | Current                            | Non Current | Current                            | Non Current |
| Provision for employee benefits: *                                       |                                    |             |                                    |             |
| Provision for leave encashment                                           | 87.44                              | -           | 61.58                              | -           |
| Provision for gratuity                                                   | 12.00                              | 70.74       | 12.00                              | 24.55       |
|                                                                          | 99.44                              | 70.74       | 73.58                              | 24.55       |
| Provision - Others:                                                      |                                    |             |                                    |             |
| Provision for foreseeable losses for onerous contracts (Refer note 18.1) | 49.81                              | -           | 73.86                              | -           |
| Total                                                                    | 149.25                             | 70.74       | 147.44                             | 24.55       |

\* The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity.

Note No. 18.1 - Movement in Provision for foreseeable losses for onerous contracts

| Particulars                          | As at 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|--------------------------------------|------------------------------------|-------------|------------------------------------|-------------|
|                                      | Current                            | Non Current | Current                            | Non Current |
| Opening Balance                      | 73.86                              | -           | 77.18                              | -           |
| Add: Additions made during the year  | -                                  | -           | 39.12                              | -           |
| Less: Reversals made during the year | (24.05)                            | -           | (42.44)                            | -           |
| Closing Balance                      | 49.81                              | -           | 73.86                              | -           |

NOTE NO. 19. CURRENT TAX LIABILITIES (NET)

| Particulars                                                                                                 | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                                                             | 31 <sup>st</sup> March, 2026       | 31 <sup>st</sup> March, 2025       |
| Provision for tax (net of advance tax ₹ 183.28 Crore)<br>As at 31 <sup>st</sup> March, 2025 ₹ 383.23 Crore) | 75.68                              | 62.15                              |
| Total                                                                                                       | 75.68                              | 62.15                              |

NOTE NO. 20. CURRENT BORROWINGS

| Particulars                                                       | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                   | 31 <sup>st</sup> March, 2026       | 31 <sup>st</sup> March, 2025       |
| (a) Current maturities of long-term debts (Refer note 20.1 below) | 243.71                             | 252.56                             |
| (b) Working capital demand loans from banks                       |                                    |                                    |
| Secured (Refer note 20.2 below)                                   | 1,678.60                           | 1,011.28                           |
| Unsecured                                                         | 50.00                              | -                                  |
| (c) Short term Loans from Bank                                    |                                    |                                    |
| Foreign Currency Loan:                                            |                                    |                                    |
| Buyers Credit                                                     |                                    |                                    |
| Secured (Refer Note 20.2 below)                                   | 64.38                              | 76.51                              |
| (d) Cash credit facility from banks                               |                                    |                                    |
| Secured (Refer note 20.2 below)                                   | 122.31                             | 52.31                              |
| (e) Commercial papers (Unsecured)                                 | 200.00                             | -                                  |
| (f) Acceptances (Refer note 20.4 below)                           | 259.67                             | 247.82                             |
| Total                                                             | 2,618.67                           | 1,640.48                           |

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as at and for the Year Ended 31<sup>st</sup> March, 2026

Note No. 20.1: Current maturities of long-term debts

| Particulars                                                          | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------|------------------------------------|------------------------------------|
|                                                                      | 31 <sup>st</sup> March, 2026       | 31 <sup>st</sup> March, 2025       |
| Equipment loans from banks (Rupee Loan) (Secured) #                  | 143.84                             | 237.76                             |
| Equipment loans from banks (Foreign Currency Loan - ECB) (Secured) # | 90.20                              | 8.88                               |
| Interest accrued but not due on borrowings                           | 9.67                               | 5.92                               |
| Total                                                                | 243.71                             | 252.56                             |

# 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 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |
| <b>Working capital demand loans (WCDL)</b>     |                       |                                    |                                    |
| <b>From banks:</b>                             |                       |                                    |                                    |
| State Bank of India                            | Refer note 20.3 below | 420.00                             | 300.00                             |
| IDBI Bank                                      |                       | 85.00                              | 60.00                              |
| Indian Bank                                    |                       | 30.00                              | 38.50                              |
| Export Import Bank of India                    |                       | 300.00                             | 300.00                             |
| Union Bank of India                            |                       | 30.00                              | 44.54                              |
| Bank of India                                  |                       | 55.00                              | 30.00                              |
| UCO Bank                                       |                       | 30.00                              | 30.00                              |
| Axis Bank                                      |                       | 78.00                              | 78.00                              |
| ICICI Bank                                     |                       | 109.00                             | 9.64                               |
| Yes Bank                                       |                       | 0.60                               | 0.60                               |
| Karnataka Bank                                 |                       | 30.00                              | 30.00                              |
| Bank of Maharashtra                            |                       | 31.00                              | 30.00                              |
| Indian Overseas Bank                           |                       | 30.00                              | 30.00                              |
| Punjab & Sind Bank                             |                       | 30.00                              | 30.00                              |
| DBS Bank                                       |                       | 175.00                             | -                                  |
| HSBC Bank                                      |                       | 235.00                             | -                                  |
| Indusind Bank                                  |                       | 10.00                              | -                                  |
|                                                |                       | <b>1,678.60</b>                    | <b>1,011.28</b>                    |
| <b>Short term Loans from Bank</b>              |                       |                                    |                                    |
| <b>Foreign Currency Loan:</b>                  |                       |                                    |                                    |
| Buyers Credit                                  | Refer note 20.3 below |                                    |                                    |
| Axis Bank                                      |                       | 29.33                              | 57.76                              |
| State Bank of India                            |                       | 35.05                              | 5.91                               |
| HSBC Bank                                      |                       | -                                  | 12.84                              |
| <b>Cash credit facility and Book overdraft</b> | Refer note 20.3 below | 122.31                             | 52.31                              |

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 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 ₹ 900 Crores with other term lenders and project specific limit 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 @7.55% to 9.95% per annum (As at 31<sup>st</sup> March, 2025 interest ranging from @9.09% to 10.35% per annum). Buyers Credit carry interest ranging from @2.60% to 4.31% per annum (As at 31<sup>st</sup> March, 2025 interest ranging from @3.07% to 5.39% per annum)



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as at and for the Year Ended 31<sup>st</sup> March, 2026

### Note No. 20.4:

| Particulars                                                         | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|---------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>Carrying Amount of Financial Liabilities:</b>                    |                                       | (₹ in Crore)                          |
| Acceptances classified as borrowing in the nature of Trade Payables | 259.67                                | 247.82                                |
| <b>Payment Terms:</b>                                               |                                       | (no. of days)                         |
| Acceptances that are part of the arrangement                        | 30-180 days                           | 30-180 days                           |

### NOTE NO. 21. CURRENT TAX AND DEFERRED TAX

#### (a) Income tax expense

(₹ in Crore)

| Particulars                                                                | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| <b>Current tax:</b>                                                        |                                                    |                                                    |
| in respect of current year                                                 | 198.71                                             | 275.93                                             |
| in respect of prior year                                                   | 2.20                                               | (15.93)                                            |
| <b>Deferred tax</b>                                                        |                                                    |                                                    |
| in respect of current year                                                 | (64.86)                                            | (36.78)                                            |
| <b>Income tax expense recognised in the standalone financial statement</b> | <b>136.05</b>                                      | <b>223.22</b>                                      |

#### (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Crore)

| Particulars                                                                                             | As at 31 <sup>st</sup> March, 2026 |               | As at 31 <sup>st</sup> March, 2025 |               |
|---------------------------------------------------------------------------------------------------------|------------------------------------|---------------|------------------------------------|---------------|
|                                                                                                         | Amount                             | Tax rate      | Amount                             | Tax rate      |
| <b>Profit before tax</b>                                                                                | 386.79                             |               | 710.01                             |               |
| Income tax using the Company's domestic tax rate #                                                      | 97.35                              | 25.17%        | 178.70                             | 25.17%        |
| <b>Effect of tax rates in foreign jurisdictions</b>                                                     |                                    |               |                                    |               |
| Non-taxable income                                                                                      | (1.42)                             | -0.37%        | (1.44)                             | -0.20%        |
| Loss in respect of which deferred tax assets not recognised due to uncertainty                          | 42.61                              | 11.02%        | 29.70                              | 4.18%         |
| Disallowable expenses                                                                                   | 3.21                               | 0.83%         | 4.49                               | 0.63%         |
| Effect of tax rates differences of entities operating in other jurisdictions having different tax rates | (2.96)                             | -0.77%        | 10.17                              | 1.43%         |
| Charge / (credit) in respect of previous years                                                          | 2.20                               | 0.57%         | (15.93)                            | -2.24%        |
| DTL adjustment in respect of previous years                                                             | (9.88)                             | -2.55%        | 18.33                              | 2.58%         |
| Others                                                                                                  | 4.94                               | 1.28%         | (0.80)                             | -0.11%        |
| <b>Income tax expenses recognised in the consolidated financial statement</b>                           | <b>136.05</b>                      | <b>35.17%</b> | <b>223.22</b>                      | <b>31.44%</b> |

Note:

# The tax rate used for the financial years 2025-26 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.

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### (c) Movement of deferred tax

(₹ in Crore)

| Particulars                                                      | For the Year ended 31 <sup>st</sup> March, 2026 |                               |                   |                 |
|------------------------------------------------------------------|-------------------------------------------------|-------------------------------|-------------------|-----------------|
|                                                                  | Opening balance                                 | Recognised in Profit and Loss | Recognised in OCI | Closing balance |
| <b>Tax effect of items constituting deferred tax liabilities</b> |                                                 |                               |                   |                 |
| Right-of-use assets                                              | 26.79                                           | (4.65)                        | -                 | 22.14           |
| Arbitration awards                                               | 175.46                                          | 1.34                          | -                 | 176.80          |
|                                                                  | <b>202.25</b>                                   | <b>(3.31)</b>                 | <b>-</b>          | <b>198.94</b>   |
| <b>Tax effect of items constituting deferred tax assets</b>      |                                                 |                               |                   |                 |
| Property, plant and equipment                                    | 7.14                                            | (7.82)                        | -                 | (0.68)          |
| Employee benefits                                                | (24.70)                                         | (23.49)                       | 5.36              | (42.83)         |
| Adjustment of Ind AS 116                                         | (27.08)                                         | 4.77                          | -                 | (22.31)         |
| Expected credit loss                                             | (47.88)                                         | (31.00)                       | -                 | (78.88)         |
| Provisions                                                       | (31.26)                                         | (5.81)                        | -                 | (37.07)         |
| Others (incl. Disallowances u/s 43B(h))                          | (13.51)                                         | 1.80                          | -                 | (11.71)         |
|                                                                  | <b>(137.29)</b>                                 | <b>(61.55)</b>                | <b>5.36</b>       | <b>(193.48)</b> |
| <b>Net tax liabilities</b>                                       | <b>64.96</b>                                    | <b>(64.86)</b>                | <b>5.36</b>       | <b>5.46</b>     |

(₹ in Crore)

| Particulars                                                      | For the Year ended 31 <sup>st</sup> March, 2025 |                               |                   |                 |
|------------------------------------------------------------------|-------------------------------------------------|-------------------------------|-------------------|-----------------|
|                                                                  | Opening balance                                 | Recognised in Profit and Loss | Recognised in OCI | Closing balance |
| <b>Tax effect of items constituting deferred tax liabilities</b> |                                                 |                               |                   |                 |
| 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          |
|                                                                  | <b>246.61</b>                                   | <b>(37.22)</b>                | <b>-</b>          | <b>209.39</b>   |
| <b>Tax effect of items constituting deferred tax assets</b>      |                                                 |                               |                   |                 |
| 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)         |
|                                                                  | <b>(142.94)</b>                                 | <b>0.44</b>                   | <b>(1.93)</b>     | <b>(144.43)</b> |
| <b>Net tax liabilities</b>                                       | <b>103.67</b>                                   | <b>(36.78)</b>                | <b>(1.93)</b>     | <b>64.96</b>    |

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO. 22. REVENUE FROM OPERATIONS

| (₹ in Crore)                                              |                                                    |                                                    |
|-----------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                               | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| (a) Revenue from sale of goods (Construction Materials)   | 92.19                                              | 100.05                                             |
| (b) Construction contract revenue (Refer note 22.1 below) | 11,795.83                                          | 12,403.71                                          |
| (c) Other operating income (Refer note 22.2 below)        | 60.36                                              | 44.66                                              |
| <b>Total</b>                                              | <b>11,948.38</b>                                   | <b>12,548.42</b>                                   |

| (₹ in Crore)                                         |                                                    |                                                    |
|------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                          | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| <b>22.1 Construction contract revenue comprises:</b> |                                                    |                                                    |
| Construction revenue                                 | 11,795.83                                          | 12,403.71                                          |
| <b>Total</b>                                         | <b>11,795.83</b>                                   | <b>12,403.71</b>                                   |
| <b>22.2 Other operating income comprises:</b>        |                                                    |                                                    |
| Sale of scrap                                        | 59.72                                              | 44.27                                              |
| Others                                               | 0.64                                               | 0.39                                               |
| <b>Total</b>                                         | <b>60.36</b>                                       | <b>44.66</b>                                       |

### NOTE NO. 23. OTHER INCOME

| (₹ in Crore)                                                                      |                                                    |                                                    |
|-----------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                                       | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| (a) Interest income on financial assets at amortised cost (Refer note 23.1 below) | 80.11                                              | 186.80                                             |
| (b) Other non operating income (Refer note 23.2 below)                            | 293.61                                             | 287.55                                             |
| <b>Total</b>                                                                      | <b>373.72</b>                                      | <b>474.35</b>                                      |

| (₹ in Crore)                                                              |                                                    |                                                    |
|---------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                               | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| <b>23.1 Interest income comprises:</b>                                    |                                                    |                                                    |
| Interest on arbitration awards                                            | 18.72                                              | 112.39                                             |
| Other Interest (includes interest on bank deposits, etc.)                 | 61.39                                              | 74.41                                              |
| <b>Total</b>                                                              | <b>80.11</b>                                       | <b>186.80</b>                                      |
| <b>23.2 Other non operating income comprises:</b>                         |                                                    |                                                    |
| Provision for doubtful debtors / advances no longer required written back | -                                                  | 75.00                                              |
| Creditors / Excess provision written back                                 | 15.89                                              | 48.11                                              |
| Insurance claim received                                                  | 27.50                                              | 4.66                                               |
| Provision for projected loss on contract written back                     | 24.05                                              | 42.44                                              |
| Net gain on foreign currency transactions and translation                 | 190.86                                             | 54.18                                              |
| Miscellaneous income                                                      | 35.31                                              | 63.16                                              |
| <b>Total</b>                                                              | <b>293.61</b>                                      | <b>287.55</b>                                      |



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### NOTE NO. 24. COST OF MATERIAL CONSUMED

| (₹ in Crore)                                                         |                                                    |                                                    |
|----------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                          | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Cost of construction materials consumed (Including bought out Items) | 2,845.17                                           | 3,290.14                                           |
| <b>Total</b>                                                         | <b>2,845.17</b>                                    | <b>3,290.14</b>                                    |

### NOTE NO 24.1. COST OF CONSTRUCTION

| (₹ in Crore)                   |                                                    |                                                    |
|--------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                    | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Stores and spare consumed      | 844.56                                             | 820.56                                             |
| Subcontracting expenses        | 2,216.39                                           | 2,351.18                                           |
| Equipments hire / rent charges | 647.98                                             | 666.01                                             |
| Site installation              | 406.88                                             | 257.08                                             |
| Technical consultancy          | 207.57                                             | 310.14                                             |
| Power and fuel consumed        | 440.14                                             | 491.28                                             |
| Freight and handling charges   | 282.65                                             | 349.81                                             |
| <b>Total</b>                   | <b>5,046.17</b>                                    | <b>5,246.06</b>                                    |

### NOTE NO 25. EMPLOYEE BENEFITS EXPENSE

| (₹ in Crore)                                |                                                    |                                                    |
|---------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                 | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Salaries, wages and bonus                   | 1,165.03                                           | 1,183.33                                           |
| Contributions to provident and other funds: |                                                    |                                                    |
| Contribution to provident fund              | 41.57                                              | 38.24                                              |
| Gratuity Expense                            | 24.71                                              | 11.88                                              |
| Other Post employment benefits              | 38.10                                              | 43.13                                              |
| Leave encashment Expense                    | 10.98                                              | 9.41                                               |
| Employee Stock Option Scheme                | 21.40                                              | -                                                  |
| Staff welfare expenses                      | 149.93                                             | 149.12                                             |
| <b>Total</b>                                | <b>1,451.72</b>                                    | <b>1,435.11</b>                                    |

### NOTE NO. 26. FINANCE COSTS

| (₹ in Crore)                                     |                                                    |                                                    |
|--------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                      | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Interest On:                                     |                                                    |                                                    |
| Bank overdrafts and loans                        | 297.14                                             | 262.50                                             |
| Advance from clients                             | 159.63                                             | 108.36                                             |
| Lease liabilities                                | 8.62                                               | 7.85                                               |
| Others                                           | 56.16                                              | 81.98                                              |
|                                                  | <b>521.55</b>                                      | <b>460.69</b>                                      |
| Other borrowing costs:                           |                                                    |                                                    |
| Bank guarantee commission including bank charges | 138.39                                             | 158.29                                             |
| Others                                           | 13.67                                              | 10.22                                              |
| <b>Total</b>                                     | <b>673.61</b>                                      | <b>629.20</b>                                      |



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NOTE NO. 27. DEPRECIATION AND AMORTISATION EXPENSES

| (₹ in Crore)                                  |                                                    |                                                    |
|-----------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                   | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Depreciation on Property, plant and equipment | 390.26                                             | 441.14                                             |
| Amortisation on intangible assets             | 0.05                                               | 0.05                                               |
| Depreciation on right-of-use assets           | 63.61                                              | 49.91                                              |
| <b>Total</b>                                  | <b>453.92</b>                                      | <b>491.10</b>                                      |

NOTE NO. 28. OTHER EXPENSES

| (₹ in Crore)                                                         |                                                    |                                                    |
|----------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                          | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Water and electricity                                                | 18.41                                              | 21.32                                              |
| Rent / Hire charges                                                  | 69.94                                              | 81.64                                              |
| Repairs and maintenance - Machinery                                  | 40.14                                              | 34.04                                              |
| Repairs and maintenance - Others                                     | 33.66                                              | 36.09                                              |
| Insurance charges                                                    | 172.85                                             | 156.64                                             |
| Rates and taxes                                                      | 92.74                                              | 86.00                                              |
| Communication                                                        | 12.07                                              | 13.25                                              |
| Travelling and conveyance                                            | 200.76                                             | 206.61                                             |
| Security charges                                                     | 98.47                                              | 100.56                                             |
| Donations and contributions                                          | 0.58                                               | 1.16                                               |
| Expenditure on corporate social responsibility (CSR) (Refer Note 33) | 4.14                                               | 2.84                                               |
| Legal and professional charges                                       | 191.06                                             | 158.63                                             |
| Payment to auditors (Refer Note 28.1 below)                          | 3.12                                               | 7.61                                               |
| Advances written off                                                 | 9.95                                               | 0.22                                               |
| Provision for Doubtful Debtors                                       | 233.14                                             | -                                                  |
| Bad / irrecoverable debtors / unbilled revenue written off           | 62.94                                              | 55.10                                              |
| Less: Adjusted against provision for bad and doubtful debts          | (50.17)                                            | (18.52)                                            |
| Expected credit loss on contract assets and trade receivables        | 88.57                                              | 122.53                                             |
| Provision for foreseeable losses for onerous contracts               | -                                                  | 39.12                                              |
| Impairment loss on financial assets                                  | -                                                  | 32.58                                              |
| Loss on sale of Property, plant and equipment (net)                  | 23.61                                              | 5.19                                               |
| Directors sitting fees                                               | 1.18                                               | 1.02                                               |
| Miscellaneous expenses                                               | 81.05                                              | 77.52                                              |
| <b>Total</b>                                                         | <b>1,388.21</b>                                    | <b>1,221.15</b>                                    |

Note 28.1: Details of payment to auditors

| (₹ in Crore)                                                      |                                                    |                                                    |
|-------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                       | For the Year ended<br>31 <sup>st</sup> March, 2026 | For the Year ended<br>31 <sup>st</sup> March, 2025 |
| Auditors remuneration comprises *                                 |                                                    |                                                    |
| (a) To Joint Statutory Auditors                                   |                                                    |                                                    |
| For statutory audit (including limited review and interim audits) | 2.68                                               | 1.96                                               |
| For taxation matters                                              | 0.15                                               | 0.08                                               |
| For other services (GST, certification work)                      | 0.25                                               | 5.53                                               |
| Reimbursement of expenses                                         | 0.01                                               | 0.02                                               |
|                                                                   | <b>3.09</b>                                        | <b>7.59</b>                                        |
| (b) To cost auditors                                              | 0.03                                               | 0.02                                               |
|                                                                   | <b>0.03</b>                                        | <b>0.02</b>                                        |
| <b>Total (a + b)</b>                                              | <b>3.12</b>                                        | <b>7.61</b>                                        |

(\* Including payments made to network firms )

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NOTE 29: CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

| (₹ in Crore)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                       |                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| <b>(i) Contingent liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                       |                                       |
| (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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 530.41                                | 563.41                                |
| ii) Royalty Claims*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 483.64                                | 483.64                                |
| iii) Fine and restoration fees levied by Environmental Protection Agency, Government of Maldives for environmental damages                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 42.69                                 | 38.47                                 |
| (b) Labour guarantee issued on behalf of Subsidiary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 0.03                                  | 0.03                                  |
| (c) Claims against the joint operations not acknowledged as debts                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 171.49                                | 149.35                                |
| (d) Sales tax and entry tax                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |                                       |
| Represents demands raised by sales tax authorities in matters of:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 7.58                                  | 17.08                                 |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                       |                                       |
| (e) VAT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                       |                                       |
| Represents partial disallowance by West Bengal VAT Authorities for the year 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 Group is confident that the case will be successfully contested.                                                                                                                                                                                                                                                                                                     | -                                     | 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. | 67.25                                 | 69.63                                 |
| (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 Group is confident that the cases will be successfully contested.                                                                                                                                                                                                                                                             | 72.64                                 | 67.48                                 |



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| (₹ in Crore)                                                                                                                                                                                                                                                                                                                                  |                                       |                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                                                                                                                                                                                                                                                                                                   | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| (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.                                           | 1.50                                  | 7.80                                  |
| <b>Note:-</b> 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) <b>Commitments</b>                                                                                                                                                                                                                                                                                                                       |                                       |                                       |
| Estimated amount of contracts remaining to be executed on capital account and not provided for                                                                                                                                                                                                                                                | 151.47                                | 582.20                                |
| <b>Other Commitments</b>                                                                                                                                                                                                                                                                                                                      |                                       |                                       |
| The Parent 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.

### 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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Superannuation Fund       | 34.57                                 | 32.16                                 |
| Provident Fund            | 41.57                                 | 38.24                                 |
| Gratuity                  | 24.71                                 | 11.88                                 |
| Leave encashment expenses | 10.98                                 | 9.41                                  |
| <b>Total</b>              | <b>111.83</b>                         | <b>91.69</b>                          |

#### 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 ₹ 76.14 Crore (for the year ended 31<sup>st</sup> March, 2025 ₹ 70.40 Crore) represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

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#### b. Defined benefit plan

##### 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 dependents 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 31<sup>st</sup> March, 2026 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.

#### c. Details of defined benefit plan - Gratuity

The principle assumptions used for the purpose of actuarial valuation (considered for the Group)

| Particulars                       | 31 <sup>st</sup> March, 2026                                                                   | 31 <sup>st</sup> March, 2025                                                          |
|-----------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Expected Return on Plan Assets    | 7.23%                                                                                          | 6.71%                                                                                 |
| Rate of Discounting               | 7.23%                                                                                          | 6.71%                                                                                 |
| Rate of Salary Increase           | 5.00% p.a. for the next 1 years, 7.00% p.a. thereafter, starting from the 2 <sup>nd</sup> year | 8.00%                                                                                 |
| Rate of Employee Turnover         | 31 <sup>st</sup> March, 2026                                                                   | For service 4 years and below 12.00% p.a.<br>For service 5 years and above 4.00% p.a. |
|                                   | 31 <sup>st</sup> March, 2025                                                                   | For service 4 years and below 8.00% p.a.<br>For service 5 years and above 4.00% p.a.  |
| Mortality Rate During Employment* | 31 <sup>st</sup> March, 2026                                                                   | Indian Assured Lives Mortality 2012-14 (Urban)                                        |
|                                   | 31 <sup>st</sup> March, 2025                                                                   | Indian Assured Lives Mortality 2012-14 (Urban)                                        |

\*Based on India's standard mortality table with modification to reflect expected changes in mortality.



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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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| <b>(i) Components of defined benefit cost</b>                                                        |                                                    |                                                    |
| Service cost:                                                                                        |                                                    |                                                    |
| Current service cost                                                                                 | 12.06                                              | 9.95                                               |
| Past service cost                                                                                    | 64.52                                              | -                                                  |
| Interest cost on benefit obligation (Net)                                                            | 3.70                                               | 1.93                                               |
| <b>Total defined benefit expenses recognised in consolidated statement of profit or loss</b>         | <b>80.28</b>                                       | <b>11.88</b>                                       |
| Actuarial (gains) / losses on Obligation For the Year                                                | (20.82)                                            | 7.56                                               |
| Return on Plan Assets, Excluding Interest Income                                                     | (0.47)                                             | 0.10                                               |
| <b>Total defined benefit expenses recognised in OCI</b>                                              | <b>(21.29)</b>                                     | <b>7.66</b>                                        |
| <b>Total defined benefit expenses recognised in consolidated statement of profit or loss and OCI</b> | <b>58.99</b>                                       | <b>19.54</b>                                       |

### (ii) Net (liabilities) recognised in the Balance Sheet

| (₹ in Crore)                                           |                                                    |                                                    |
|--------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                            | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Present value of defined benefit obligation            | (158.89)                                           | (105.57)                                           |
| Fair value of plan asset                               | 76.15                                              | 69.02                                              |
| <b>Net liabilities recognised in the Balance Sheet</b> | <b>(82.74)</b>                                     | <b>(36.55)</b>                                     |

### (iii) Movements in the present value of the defined benefit obligation are as follows.

| (₹ in Crore)                                                                         |                                                    |                                                    |
|--------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                                                          | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Opening defined benefit obligation                                                   | 105.57                                             | 90.53                                              |
| Current service cost                                                                 | 12.06                                              | 9.95                                               |
| Past service cost                                                                    | 64.52                                              | -                                                  |
| Interest cost                                                                        | 8.41                                               | 6.55                                               |
| Remeasurement (gains)/losses:                                                        |                                                    |                                                    |
| Actuarial (gains) / losses arising from changes in financial assumptions             | (16.23)                                            | 3.21                                               |
| Actuarial (gains) / losses arising from experience adjustments                       | (8.21)                                             | 7.69                                               |
| Actuarial (gains) / losses on obligations - due to change in demographic assumptions | 3.62                                               | (3.34)                                             |
| Benefits paid                                                                        | (10.85)                                            | (9.02)                                             |
| <b>Closing defined benefit obligation</b>                                            | <b>158.89</b>                                      | <b>105.57</b>                                      |

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### (iv) Movements in the fair value of plan assets are as follows.

| (₹ in Crore)                                       |                                                    |                                                    |
|----------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
| Particulars                                        | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Opening fair value of plan assets                  | 69.02                                              | 63.85                                              |
| Interest income                                    | 4.71                                               | 4.61                                               |
| Remeasurement gain / (loss):                       |                                                    |                                                    |
| Return on plan assets (excluding interest expense) | 0.47                                               | (0.10)                                             |
| Contributions from the employer                    | 12.80                                              | 9.68                                               |
| Benefits paid                                      | (10.85)                                            | (9.02)                                             |
| <b>Closing fair value of plan assets</b>           | <b>76.15</b>                                       | <b>69.02</b>                                       |

The Company pays premium of ₹ 12.80 Crore (Previous period ₹ 9.68 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 ₹ 9.67 Crore (increase by ₹11.07 Crore) (as at 31<sup>st</sup> March, 2025: decrease by ₹ 6.00 Crore (increase by ₹ 6.80 Crore)).
- 2) If the expected salary growth increases (decreases) by 1%, the defined benefit obligation would increase by ₹ 11.02 Crore (decrease by ₹ 9.80 Crore) (as at 31<sup>st</sup> March, 2025: decrease by ₹ 6.65 Crore (increase by ₹ 5.98 Crore)).
- 3) If the employee turnover increases (decreases) by one year, the defined benefit obligation would decrease by ₹ 0.10 Crore (increase by ₹ 0.08 Crore) (as at 31<sup>st</sup> March, 2025: decrease by ₹ 0.78 Crore (increase by ₹ 0.85 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 31<sup>st</sup> March, 2026 is 8 years (as at 31<sup>st</sup> March, 2025: 7 years).

The Group expects to make a contribution of ₹ 12.00 Crore (as at 31<sup>st</sup> March, 2025: ₹ 18.69 Crore) to the defined benefit plans during the next financial year.



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(vii) Maturity profile of defined benefit obligation:

Projected benefits payable in future years from the date of reporting

| (₹ in Crore)                   |                              |                              |
|--------------------------------|------------------------------|------------------------------|
| Particulars                    | 31 <sup>st</sup> March, 2026 | 31 <sup>st</sup> March, 2025 |
| 1 <sup>st</sup> Following Year | 25.96                        | 14.72                        |
| 2 <sup>nd</sup> Following Year | 13.21                        | 9.68                         |
| 3 <sup>rd</sup> Following Year | 18.67                        | 11.16                        |
| 4 <sup>th</sup> Following Year | 13.69                        | 13.25                        |
| 5 <sup>th</sup> Following Year | 13.15                        | 10.20                        |
| Sum of Years 6 To 10           | 59.97                        | 40.27                        |
| Sum of Years 11 and above      | 150.31                       | 77.13                        |

d. Compensated Absences

The liability for Compensated absences (non-funded) as at year end is ₹ 87.44 Crore (as at 31<sup>st</sup> March, 2025 ₹ 61.58 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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|----------------------------|----------------------------------------------------|----------------------------------------------------|
| Basic earnings per share   | 6.82                                               | 13.24                                              |
| Diluted earnings per share | 6.82                                               | 13.24                                              |

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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Profit for the year attributable to shareholders of the Group - earnings used in calculation of basic earning per share | 250.74                                             | 486.79                                             |
| Dividends paid on convertible non-participating preference shares                                                       | -                                                  | (0.04)                                             |
| Earnings used in the calculation of basic earnings per share                                                            | 250.74                                             | 486.75                                             |
| Earnings used in the calculation of basic earnings per share                                                            | 250.74                                             | 486.75                                             |

The weighted average number of equity shares for the purpose of basic earnings per share is as follows:

| Particulars                                                                       | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|-----------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
|                                                                                   | Number                                             | Number                                             |
| Weighted average number of shares used in calculation of basic earnings per share | 367,784,631                                        | 367,784,631                                        |

Notes Forming Part of the Consolidated Financial Statements

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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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
| Profit for the year attributable to shareholders of the Group - earnings used in calculation of basic earning per share | 250.74                                             | 486.79                                             |
| Earnings used in the calculation of diluted earnings per share                                                          | 250.74                                             | 486.79                                             |
| Earnings used in the calculation of diluted earnings per share                                                          | 250.74                                             | 486.79                                             |

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<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|-------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------|
|                                                                                     | Number                                             | Number                                             |
| Weighted average number of shares used in calculation of diluted earnings per share | 367,784,631                                        | 367,784,631                                        |

NOTE NO. 32: SEGMENT INFORMATION :

| (₹ in Crore)                    |                                       |                                       |
|---------------------------------|---------------------------------------|---------------------------------------|
| Revenue from external customers | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| India                           | 8,599.36                              | 8,697.13                              |
| Other Countries                 | 3,349.02                              | 3,851.29                              |
| Total                           | 11,948.38                             | 12,548.42                             |

| Particulars                                          | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|------------------------------------------------------|---------------------------------------|---------------------------------------|
| Segment Profit before tax (before exceptional items) |                                       |                                       |
| India                                                | 74.73                                 | 367.89                                |
| Other Countries                                      | 609.20                                | 604.62                                |
|                                                      | 683.93                                | 972.51                                |
| Add: Unallocated income                              | -                                     | -                                     |
| Less: Unallocated expenses                           | 297.14                                | 262.50                                |
| Profit before tax                                    | 386.79                                | 710.01                                |

| Segment Assets                    | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| India                             | 13,408.62                             | 12,547.43                             |
| Other Countries                   | 5,659.39                              | 4,558.79                              |
|                                   | 19,068.01                             | 17,106.22                             |
| Unallocated                       |                                       |                                       |
| Investments                       | 0.54                                  | 0.78                                  |
| Non-current tax assets            | 62.33                                 | 12.22                                 |
| Total assets as per balance sheet | 19,130.88                             | 17,119.22                             |

| Non-current assets       | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|--------------------------|---------------------------------------|---------------------------------------|
| India                    | 2,542.47                              | 2,750.10                              |
| Other Countries          | 171.59                                | 229.32                                |
| Total non-current assets | 2,714.06                              | 2,979.42                              |



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| Segment Liabilities                    | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------|---------------------------------------|---------------------------------------|
| India                                  | 7,863.53                              | 7,545.96                              |
| Other Countries                        | 2,197.36                              | 1,948.37                              |
|                                        | 10,060.89                             | 9,494.33                              |
| Unallocated                            |                                       |                                       |
| Current Borrowings                     | 2,618.67                              | 1,640.48                              |
| Non-current Borrowings                 | 919.60                                | 595.24                                |
| Deferred Tax Liability                 | 5.46                                  | 64.96                                 |
| Current Tax Liability                  | 75.68                                 | 62.15                                 |
| Total liabilities as per balance sheet | 13,680.30                             | 11,857.16                             |

| Non-current liabilities       | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|-------------------------------|---------------------------------------|---------------------------------------|
| India                         | 2,538.46                              | 2,609.63                              |
| Other Countries               | 205.35                                | 252.58                                |
| Total non-current liabilities | 2,743.81                              | 2,862.21                              |

Information about major customers:

During the year ended 31<sup>st</sup> March, 2026, no customer individually, contributed 10% or more to the Company's revenue. (As at 31<sup>st</sup> March, 2025, revenue of ₹ 1,293.36 Crore arising from a customer in Liberia (Viz. ArcelorMittal Liberia Limited)).

NOTE NO. 33. CORPORATE SOCIAL RESPONSIBILITY:

Disclosure of Corporate Social Responsibility (CSR) 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 CSR 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 rural development project.

| Particulars                                                                      | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| (i) Gross amount required to be spent by the Group during the year:              | 4.11                                  | 4.37                                  |
| (ii) CSR expenditure incurred during the year                                    |                                       |                                       |
| (a) Construction/acquisition of any asset                                        | 0.81                                  | 0.36                                  |
| (b) On purposes other than (a) above                                             | 3.33                                  | 2.48                                  |
| (iii) Related party transactions as per Ind AS 24 in relation to CSR expenditure | -                                     | -                                     |
| (iv) Nature of CSR activities:                                                   |                                       |                                       |
| (a) Promoting education, art, culture                                            | 2.41                                  | 2.24                                  |
| (b) Promoting health care including preventive health care,etc.                  | 1.03                                  | 0.60                                  |
| (c) Others                                                                       | 0.70                                  | -                                     |

During the FY 2025-26, the Company was required to spend approx. ₹ 4.11 Crore toward CSR activities / projects against which the Company has undertaken CSR activities of approx. ₹4.14 Crore resulting in an access CSR spending of approx. ₹ 0.03 Crores. In addition, in compliance with the provision of the section 135 of the Act and the Rules made thereunder, an unspent CSR amount of ₹ 0.90 Crores pertaining to the previous year's (i.e. FY 2024-25) had been transferred to the Unspent CSR Accounts during the current financial year for being utilised on the ongoing project of Akami Foundation over the subsequent 3 Financial years. The said unspent CSR amount remained unutilised during the said FY 2025-26.

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NOTE NO. 34: RELATED PARTY DISCLOSURES

| (a) Details of related parties:                                                                | Nature of Relationship                                                                                                                                             |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shapoorji Pallonji and Company Private Limited (SPCPL)                                         | Entity having significant influence                                                                                                                                |
| Goswami Infratech Private Limited                                                              | Holding Company till 3 <sup>rd</sup> November, 2024, Entity having significant influence w.e.f. 4 <sup>th</sup> November, 2024                                     |
| Hazarat & Company Private Limited                                                              |                                                                                                                                                                    |
| 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)                                                     | Subsidiaries of the Company                                                                                                                                        |
| Afcons Overseas Singapore Pte Ltd.                                                             |                                                                                                                                                                    |
| Afcons Infra Projects Kazakhstan LLP                                                           |                                                                                                                                                                    |
| Afcons Overseas Project Gabon SARL                                                             |                                                                                                                                                                    |
| Afcons Oil & Gas Services Private Limited                                                      |                                                                                                                                                                    |
| Afcons Contracting Company                                                                     |                                                                                                                                                                    |
| Floreat Investments Services Limited                                                           |                                                                                                                                                                    |
| ESP Port Solutions Private Limited                                                             |                                                                                                                                                                    |
| Sterling & Wilson Private Limited                                                              |                                                                                                                                                                    |
| Shapoorji Pallonji Infrastructure Capital Co Private Limited                                   |                                                                                                                                                                    |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited                                       |                                                                                                                                                                    |
| Simar Port Private Limited                                                                     |                                                                                                                                                                    |
| SP Oil and Gas Malaysia SDN BHD                                                                |                                                                                                                                                                    |
| SP Port Maintenance Private Limited                                                            | Subsidiaries of entity having significant influence over the Company                                                                                               |
| 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                                                     |                                                                                                                                                                    |
| Sharus Steel Products Private Limited                                                          |                                                                                                                                                                    |
| SP Engineering Service Pte Ltd.                                                                |                                                                                                                                                                    |
| Shapoorji & Pallonji Qatar, WLL                                                                |                                                                                                                                                                    |
| Afcons - SPCPL Joint Venture                                                                   |                                                                                                                                                                    |
| Renaissance Commerce Private Limited                                                           | Fellow subsidiary(s) till 3 <sup>rd</sup> November, 2024, Subsidiary of entity having significant influence over the Company w.e.f. 4 <sup>th</sup> November, 2024 |
| Hermes Commerce Private Limited                                                                |                                                                                                                                                                    |
| Transtonneltroy Afcons Joint Venture                                                           |                                                                                                                                                                    |
| Dahej Standby Jetty Project Undertaking                                                        |                                                                                                                                                                    |
| Afcons Gunanusa Joint Venture                                                                  |                                                                                                                                                                    |
| Afcons Pauling Joint Venture                                                                   |                                                                                                                                                                    |
| Strabag AG Afcons Joint Venture                                                                |                                                                                                                                                                    |
| Afcons Sener LNG Construction Projects Private Limited                                         |                                                                                                                                                                    |
| Afcons Sibmost Joint Venture                                                                   |                                                                                                                                                                    |
| Afcons Vijeta PES Joint Venture                                                                | Joint Operations                                                                                                                                                   |
| 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, Zimbabwe                                                                     |                                                                                                                                                                    |
| Afcons Hindustan Joint Venture                                                                 |                                                                                                                                                                    |
| Mr. Shapoorji P. Mistry – Chairman (Upto 28 <sup>th</sup> August 2025)                         |                                                                                                                                                                    |
| Mr. K. Subramanian – Executive Vice Chairman                                                   |                                                                                                                                                                    |
| Mr. S. Paramasivan – Managing Director                                                         |                                                                                                                                                                    |
| Mr. Giridhar Rajagopalan - Deputy Managing Director                                            |                                                                                                                                                                    |
| Mr. Pallon S.Mistry - Non-Executive Director                                                   |                                                                                                                                                                    |
| Mr. Umesh N.Khanna - Non-Executive Director                                                    |                                                                                                                                                                    |
| Mr. Sitaram Janardan Kunte - Independent Director                                              | Key Management Personnel                                                                                                                                           |
| Mr. Cherag S.Balsara - Independent Director                                                    |                                                                                                                                                                    |
| Mr. Atul Sobti - Independent Director                                                          |                                                                                                                                                                    |
| Ms. Rukhshana Jina Mistry - Independent Director                                               |                                                                                                                                                                    |
| Mr. Anurag Kumar Sachan - Independent Director                                                 |                                                                                                                                                                    |
| Mr. Firoz Cyrus Mistry - Non-Executive Director (w.e.f. 25 <sup>th</sup> September 2025)       |                                                                                                                                                                    |
| Mr. Santosh Balachandran Nayar - Independent Director (w.e.f. 25 <sup>th</sup> September 2025) |                                                                                                                                                                    |



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(b) Details of related party transactions

| Nature of Transaction          | Entity having significant influence |            | Holding Company(s) | Entity having significant influence |            | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |            | Total      |            |
|--------------------------------|-------------------------------------|------------|--------------------|-------------------------------------|------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|------------|------------|------------|
|                                | Apr-Mar 26                          | Apr-Mar 25 |                    | Apr-Mar 25                          | Apr-Mar 26 | Apr-Mar 25                                                               | Apr-Mar 26 | Apr-Mar 25       | Apr-Mar 26 | Apr-Mar 25               | Apr-Mar 26 | Apr-Mar 25 | Apr-Mar 26 |
| Managerial Remuneration paid   |                                     |            |                    |                                     |            |                                                                          |            |                  |            |                          |            |            |            |
| a) Short Term Employee Benefit |                                     |            |                    |                                     |            |                                                                          |            |                  |            |                          |            |            |            |
| S.Paramasivan                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 9.13                     | 8.48       | 9.13       | 8.48       |
| K.Subramanian                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 10.45                    | 9.75       | 10.45      | 9.75       |
| Giridhar Rajagopalan           | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 5.58                     | 5.34       | 5.58       | 5.34       |
| b) Post Employment Benefits    |                                     |            |                    |                                     |            |                                                                          |            |                  |            |                          |            |            |            |
| S.Paramasivan                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 2.65                     | 0.97       | 2.65       | 0.97       |
| K.Subramanian                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 2.87                     | 1.06       | 2.87       | 1.06       |
| Giridhar Rajagopalan           | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 1.08                     | 0.32       | 1.08       | 0.32       |
| c) Other Long Term Benefits    |                                     |            |                    |                                     |            |                                                                          |            |                  |            |                          |            |            |            |
| S.Paramasivan                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 1.09                     | 0.44       | 1.09       | 0.44       |
| K.Subramanian                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 1.30                     | 0.50       | 1.30       | 0.50       |
| Giridhar Rajagopalan           | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.66                     | 0.20       | 0.66       | 0.20       |
| d) Share based payments        |                                     |            |                    |                                     |            |                                                                          |            |                  |            |                          |            |            |            |
| S.Paramasivan                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | -                        | -          | -          | -          |
| K.Subramanian                  | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | -                        | -          | -          | -          |
| Giridhar Rajagopalan           | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | -                        | -          | -          | -          |
| Sitting Fees paid              |                                     |            |                    |                                     |            |                                                                          |            |                  |            |                          |            |            |            |
| Shapoorji P. Mistry            | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.03                     | 0.04       | 0.03       | 0.04       |
| Pallon S.Mistry                | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.06                     | -          | 0.06       | -          |
| Umesh N.Khanna                 | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.23                     | 0.23       | 0.23       | 0.23       |
| Sitaram Janardan Kunte         | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.26                     | 0.23       | 0.26       | 0.23       |
| Cherag S.Balsara               | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.08                     | 0.09       | 0.08       | 0.09       |
| Atul Sobti                     | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.09                     | 0.11       | 0.09       | 0.11       |
| Rukshana Jina Mistry           | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.23                     | 0.20       | 0.23       | 0.20       |
| Anurag Kumar Sachan            | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.11                     | 0.14       | 0.11       | 0.14       |
| Firoz Cyrus Mistry             | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.05                     | -          | 0.05       | -          |
| Santosh Balachandran Nayar     | -                                   | -          | -                  | -                                   | -          | -                                                                        | -          | -                | -          | 0.06                     | -          | 0.06       | -          |

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| Nature of Transaction                                             | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |        | Total |
|-------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|--------|-------|
|                                                                   | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 25                          | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 | Apr-Mar 26               |        |       |
| Dividend on Equity Shares                                         |                                     |                    |                                     |                                                                          |            |                  |            |                          |        |       |
| Shapoorji Pallonji & Company Private Limited                      | 14.17                               | -                  | 12.52                               | -                                                                        | -          | -                | -          | -                        | 14.17  | 12.52 |
| Goswami Infrotech Private Limited                                 | 23.02                               | 13.30              | -                                   | -                                                                        | -          | -                | -          | -                        | 23.02  | 13.30 |
| Floreat Investments Private Limited                               | -                                   | -                  | -                                   | 6.92                                                                     | 4.04       | -                | -          | -                        | 6.92   | 4.04  |
| Hermes Commerce Private Limited                                   | -                                   | -                  | -                                   | 1.01                                                                     | 1.01       | -                | -          | -                        | 1.01   | 1.01  |
| Renaissance Commerce Private Limited.                             | -                                   | -                  | -                                   | 1.01                                                                     | 1.01       | -                | -          | -                        | 1.01   | 1.01  |
| K.Subramanian                                                     | -                                   | -                  | -                                   | -                                                                        | -          | -                | -          | 0.02                     | -      | 0.02  |
| S.Paramasivan                                                     | -                                   | -                  | -                                   | -                                                                        | -          | -                | -          | 0.02                     | -      | 0.02  |
| Giridhar Rajagopalan                                              | -                                   | -                  | -                                   | -                                                                        | -          | -                | -          | 0.01                     | -      | 0.01  |
| Interest Income                                                   |                                     |                    |                                     |                                                                          |            |                  |            |                          |        |       |
| Afcons Sener LNG Construction Projects Private Limited            | -                                   | -                  | -                                   | -                                                                        | -          | 0.01             | 0.21       | -                        | 0.01   | 0.21  |
| S P Engineering Services Pte Limited                              | -                                   | -                  | -                                   | 2.19                                                                     | 2.18       | -                | -          | -                        | 2.19   | 2.18  |
| Shapoorji Pallonji & Company Private Limited                      | 2.20                                | -                  | 7.78                                | -                                                                        | -          | -                | -          | -                        | 2.20   | 7.78  |
| SP Port Maintenance Private Limited                               | -                                   | -                  | -                                   | 5.76                                                                     | 5.46       | -                | -          | -                        | 5.76   | 5.46  |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited | -                                   | -                  | -                                   | 11.13                                                                    | 2.74       | -                | -          | -                        | 11.13  | 2.74  |
| Other Income                                                      |                                     |                    |                                     |                                                                          |            |                  |            |                          |        |       |
| Transtonneltroy-Afcons Joint Venture                              | -                                   | -                  | -                                   | -                                                                        | -          | 0.03             | 0.04       | -                        | 0.03   | 0.04  |
| Strabag-AG Afcons Joint Venture                                   | -                                   | -                  | -                                   | -                                                                        | -          | 0.15             | 0.29       | -                        | 0.15   | 0.29  |
| Shapoorji Pallonji & Company Private Limited                      | 0.12                                | -                  | 0.62                                | -                                                                        | -          | -                | -          | -                        | 0.12   | 0.62  |
| Afcons - SPCPL Joint Venture                                      | -                                   | -                  | -                                   | -                                                                        | -          | -                | 4.00       | -                        | -      | 4.00  |
| Subcontract Income                                                |                                     |                    |                                     |                                                                          |            |                  |            |                          |        |       |
| Transtonneltroy-Afcons Joint Venture                              | -                                   | -                  | -                                   | -                                                                        | -          | 0.00             | 0.09       | -                        | 0.00   | 0.09  |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited          | -                                   | -                  | -                                   | 47.10                                                                    | 75.16      | -                | -          | -                        | 47.10  | 75.16 |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited | -                                   | -                  | -                                   | 106.50                                                                   | 68.34      | -                | -          | -                        | 106.50 | 68.34 |
| Simar Port Private Limited                                        | -                                   | -                  | -                                   | 22.87                                                                    | 4.48       | -                | -          | -                        | 22.87  | 4.48  |



Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                  | Entity having significant influence | Holding Company(s) | Entity having significant influence |            | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel | Total    |
|--------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|----------|
|                                                        |                                     |                    | Apr-Mar 26                          | Apr-Mar 25 | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 |                          |          |
| (₹ in Crore)                                           |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Income from Equipment Hire                             |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Simar Port Private Limited                             | -                                   | -                  | -                                   | 0.03       | -                                                                        | -          | -                | -          | -                        | 0.03     |
| Distribution of Profit / (Loss) from Joint Ventures    |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Icon-Afcons Joint Venture                              | -                                   | -                  | -                                   | -          | -                                                                        | -          | 0.87             | -          | -                        | 0.87     |
| Sale of Spares/Materials/Assets                        |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Transtonneltroy-Afcons Joint Venture                   | -                                   | -                  | -                                   | -          | -                                                                        | -          | 0.00             | -          | -                        | 0.00     |
| Afcons - KPTL Joint Venture                            | -                                   | -                  | -                                   | -          | -                                                                        | -          | 0.03             | -          | -                        | 0.03     |
| Advance Given                                          |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Transtonneltroy-Afcons Joint Venture                   | -                                   | -                  | -                                   | -          | -                                                                        | 0.40       | 0.36             | -          | -                        | 0.40     |
| Afcons Sener LNG Construction Projects Private Limited | -                                   | -                  | -                                   | -          | -                                                                        | 0.15       | 1.01             | -          | -                        | 0.15     |
| Afcons - KPTL Joint Venture                            | -                                   | -                  | -                                   | -          | -                                                                        | 5.76       | 2.24             | -          | -                        | 5.76     |
| S P Engineering Services Pte Limited                   | -                                   | -                  | -                                   | 2.19       | 2.18                                                                     | -          | -                | -          | -                        | 2.19     |
| Advance Received back                                  |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Transtonneltroy-Afcons Joint Venture                   | -                                   | -                  | -                                   | -          | -                                                                        | (2.53)     | (0.37)           | -          | -                        | (2.53)   |
| Afcons Sener LNG Construction Projects Private Limited | -                                   | -                  | -                                   | -          | -                                                                        | (0.11)     | (4.07)           | -          | -                        | (0.11)   |
| Afcons - KPTL Joint Venture                            | -                                   | -                  | -                                   | -          | -                                                                        | (0.13)     | (4.62)           | -          | -                        | (0.13)   |
| Shapoorji Pallonji & Company Private Limited           | (104.41)                            | -                  | (165.13)                            | -          | -                                                                        | -          | -                | -          | -                        | (104.41) |
| Strabag-AG Afcons Joint Venture                        | -                                   | -                  | -                                   | -          | -                                                                        | -          | (1.80)           | -          | -                        | (1.80)   |
| Acceptances Repaid                                     |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Shapoorji Pallonji Finance Private Limited             | -                                   | -                  | -                                   | 50.00      | -                                                                        | -          | -                | -          | -                        | 50.00    |
| Acceptances Availed                                    |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| Shapoorji Pallonji Finance Private Limited             | -                                   | -                  | -                                   | (25.00)    | -                                                                        | -          | -                | -          | -                        | (25.00)  |
| Service Charges paid                                   |                                     |                    |                                     |            |                                                                          |            |                  |            |                          |          |
| SP Oil and Gas Malaysia SDN BHD                        | -                                   | -                  | -                                   | 0.01       | -                                                                        | -          | -                | -          | -                        | 0.01     |

Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                               | Entity having significant influence | Holding Company(s) | Entity having significant influence | Subsidiaries of the entity having significant influence over the Company |            | Joint Operations |            | Key Management Personnel |            | Total      |
|---------------------------------------------------------------------|-------------------------------------|--------------------|-------------------------------------|--------------------------------------------------------------------------|------------|------------------|------------|--------------------------|------------|------------|
|                                                                     | Apr-Mar 26                          | Apr-Mar 25         | Apr-Mar 25                          | Apr-Mar 26                                                               | Apr-Mar 25 | Apr-Mar 26       | Apr-Mar 25 | Apr-Mar 26               | Apr-Mar 25 | Apr-Mar 26 |
| (₹ in Crore)                                                        |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Interest Expenses                                                   |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji Finance Private Limited                          | -                                   | -                  | -                                   | -                                                                        | 2.98       | -                | -          | -                        | -          | -          |
| Rent Expense                                                        |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Sharus Steel Products Private Limited                               | -                                   | -                  | -                                   | 1.22                                                                     | 1.21       | -                | -          | -                        | -          | 1.22       |
| Legal & Professional Fees                                           |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji & Company Private Limited (Consultancy Services) | -                                   | -                  | 0.42                                | -                                                                        | -          | -                | -          | -                        | -          | -          |
| Subcontract Expenses                                                |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Sterling & Wilson Private Limited                                   | -                                   | -                  | -                                   | 18.11                                                                    | 29.13      | -                | -          | -                        | -          | 18.11      |
| Travelling Expenses                                                 |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Forvol International Service Limited                                | -                                   | -                  | -                                   | 20.65                                                                    | 21.85      | -                | -          | -                        | -          | 20.65      |
| Purchase of Spares/Materials/Assets                                 |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Transtonnelstroy-Afcons Joint Venture                               | -                                   | -                  | -                                   | -                                                                        | -          | 0.00             | 0.01       | -                        | -          | 0.00       |
| Details of Related Party Outstanding Balances as on 31 March 2026   |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Outstanding Amount Loans & Advances Dr/ (Cr)                        |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Shapoorji Pallonji & Company Private Limited                        | -                                   | -                  | 104.41                              | -                                                                        | -          | -                | -          | -                        | -          | -          |
| Transtonnelstroy-Afcons Joint Venture                               | -                                   | -                  | -                                   | -                                                                        | -          | 2.67             | 4.80       | -                        | -          | 2.67       |
| Afcons Sener LNG Construction Projects Private Limited              | -                                   | -                  | -                                   | -                                                                        | -          | 0.62             | 0.58       | -                        | -          | 0.62       |
| Afcons - KPTL Joint Venture                                         | -                                   | -                  | -                                   | -                                                                        | -          | 11.60            | 5.97       | -                        | -          | 11.60      |
| S P Engineering Services Pte Limited                                | -                                   | -                  | -                                   | 53.04                                                                    | 45.83      | -                | -          | -                        | -          | 53.04      |
| Sharus Steel Products Private Limited                               | -                                   | -                  | -                                   | 0.30                                                                     | 0.30       | -                | -          | -                        | -          | 0.30       |
| Outstanding Amount - Debtors                                        |                                     |                    |                                     |                                                                          |            |                  |            |                          |            |            |
| Transtonnelstroy-Afcons Joint Venture                               | -                                   | -                  | -                                   | -                                                                        | -          | 3.93             | 4.01       | -                        | -          | 3.93       |
| Shapoorji Pallonji & Company Private Limited                        | 11.11                               | -                  | 8.77                                | -                                                                        | -          | -                | -          | -                        | -          | 11.11      |
| Strabag-AG Afcons Joint Venture                                     | -                                   | -                  | -                                   | -                                                                        | -          | 2.47             | 2.42       | -                        | -          | 2.47       |
| Afcons - KPTL Joint Venture                                         | -                                   | -                  | -                                   | -                                                                        | -          | 0.29             | 0.29       | -                        | -          | 0.29       |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited   | -                                   | -                  | -                                   | 296.17                                                                   | 251.02     | -                | -          | -                        | -          | 296.17     |

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

| Nature of Transaction                                             | Entity having significant influence |   | Holding Company(s) |      | Entity having significant influence |         | Subsidiaries of the entity having significant influence over the Company |   | Joint Operations |        | Key Management Personnel |   | Total      |         |
|-------------------------------------------------------------------|-------------------------------------|---|--------------------|------|-------------------------------------|---------|--------------------------------------------------------------------------|---|------------------|--------|--------------------------|---|------------|---------|
|                                                                   | Apr-Mar 26                          |   | Apr-Mar 25         |      | Apr-Mar 26                          |         | Apr-Mar 25                                                               |   | Apr-Mar 26       |        | Apr-Mar 25               |   | Apr-Mar 26 |         |
|                                                                   | Apr-Mar 26                          |   | Apr-Mar 25         |      | Apr-Mar 26                          |         | Apr-Mar 25                                                               |   | Apr-Mar 26       |        | Apr-Mar 25               |   | Apr-Mar 26 |         |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited          | -                                   | - | -                  | -    | 120.17                              | 169.12  | -                                                                        | - | -                | -      | -                        | - | 120.17     | 169.12  |
| Simar Port Private Limited                                        | -                                   | - | -                  | -    | 25.73                               | 0.20    | -                                                                        | - | -                | -      | -                        | - | 25.73      | 0.20    |
| Sterling & Wilson Private Limited                                 | -                                   | - | -                  | -    | (0.00)                              | 0.02    | -                                                                        | - | -                | -      | -                        | - | (0.00)     | 0.02    |
| SP Port Maintenance Private Limited @                             | -                                   | - | -                  | -    | 57.98                               | 50.45   | -                                                                        | - | -                | -      | -                        | - | 57.98      | 50.45   |
| <b>Outstanding Amount - Creditors</b>                             |                                     |   |                    |      |                                     |         |                                                                          |   |                  |        |                          |   |            |         |
| Forvol International Service Limited                              | -                                   | - | -                  | -    | 1.60                                | 1.43    | -                                                                        | - | -                | -      | -                        | - | 1.60       | 1.43    |
| Shapoorji Pallonji Infrastructure Capital Company Private Limited | -                                   | - | -                  | -    | -                                   | 46.11   | -                                                                        | - | -                | -      | -                        | - | -          | 46.11   |
| Shapoorji Pallonji Pandoh Takoli Highway Private Limited          | -                                   | - | -                  | -    | (0.00)                              | 0.97    | -                                                                        | - | -                | -      | -                        | - | (0.00)     | 0.97    |
| Shapoorji Pallonji Qatar WLL                                      | -                                   | - | -                  | -    | (11.53)                             | (10.40) | -                                                                        | - | -                | -      | -                        | - | (11.53)    | (10.40) |
| Simar Port Private Limited                                        | -                                   | - | -                  | -    | 8.83                                | 1.33    | -                                                                        | - | -                | -      | -                        | - | 8.83       | 1.33    |
| SP Oil and Gas Malaysia SDN BHD                                   | -                                   | - | -                  | -    | (0.00)                              | (0.00)  | -                                                                        | - | -                | -      | -                        | - | (0.00)     | (0.00)  |
| Shapoorji Pallonji & Company Private Limited                      | (0.00)                              | - | -                  | 0.04 | -                                   | -       | -                                                                        | - | -                | -      | -                        | - | (0.00)     | 0.04    |
| Sharus Steel Products Private Limited                             | -                                   | - | -                  | -    | 0.32                                | 0.33    | -                                                                        | - | -                | -      | -                        | - | 0.32       | 0.33    |
| Transtonneltroy-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   | -                        | - | 0.03       | 0.03    |
| Sterling & Wilson Private Limited                                 | -                                   | - | -                  | -    | 3.87                                | 1.75    | -                                                                        | - | -                | -      | -                        | - | 3.87       | 1.75    |
| Goswami Infrotech Private Limited                                 | -                                   | - | -                  | -    | 0.14                                | 4.67    | -                                                                        | - | -                | -      | -                        | - | 0.14       | 4.67    |

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 31<sup>st</sup> March, 2026 the Company has an outstanding receivables amounting to ₹ 57.98 Crore (including 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 ₹ 57.98 Crore to SP Port Maintenance Private Ltd. vide settlement agreement dated 02<sup>nd</sup> July, 2024 between GPL and ESP.

#The Company has recognised a provision of ₹ 2.22 Crore (previous year Nil) towards employee stock options granted to key managerial personnel. The said amount represent fair value of option granted. The same has not been considered as managerial remuneration for the current year as defined under section 2(78) of the Companies Act, 2013 as the options have not been vested.



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

## 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) |
| <b>Parent : Afcons Infrastructure Ltd.</b>                                                 | 91.24%         | 4,973.09                                               | 147.76%             | 370.49                              | 188.60%             | 15.71                                           | 149.07%             | 386.20                                          |                     |
| <b>Subsidiaries :</b>                                                                      |                |                                                        |                     |                                     |                     |                                                 |                     |                                                 |                     |
| <b>Indian:</b>                                                                             |                |                                                        |                     |                                     |                     |                                                 |                     |                                                 |                     |
| 1) Hazarat & Company Pvt.Ltd.                                                              | 100%           | 0.00%                                                  | 0.04                | 0.00%                               | -                   | 0.00%                                           | -                   | 0.00%                                           | -                   |
| 2) Afcons Corrosion Protection Pvt. Ltd.                                                   | 100%           | 0.04%                                                  | 2.14                | 0.04%                               | 0.09                | 0.00%                                           | -                   | 0.03%                                           | 0.09                |
| 3) Afcons Hydrocarbons Engineering Private Limited                                         | 100%           | 0.03%                                                  | 1.57                | 0.02%                               | 0.05                | 0.00%                                           | -                   | 0.02%                                           | 0.05                |
| 4) Afcons Oil & Gas Service Pvt.Ltd.                                                       | 100%           | 0.00%                                                  | (0.05)              | 0.00%                               | (0.01)              | 0.00%                                           | -                   | 0.00%                                           | (0.01)              |
| <b>Foreign:</b>                                                                            |                |                                                        |                     |                                     |                     |                                                 |                     |                                                 |                     |
| 1) Afcons Construction Mideast LLC                                                         | 100%           | -3.42%                                                 | (186.61)            | -8.93%                              | (22.40)             | -210.92%                                        | (17.57)             | -15.43%                                         | (39.97)             |
| 2) Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL             | 49%            | 0.38%                                                  | 20.64               | -0.20%                              | (0.49)              | 24.73%                                          | 2.06                | 0.61%                                           | 1.57                |
| 3) Afcons Gulf International Project Services FZE                                          | 100%           | 0.08%                                                  | 4.45                | 0.08%                               | 0.19                | 0.00%                                           | -                   | 0.07%                                           | 0.19                |
| 4) Afcons Mauritius Infrastructure Ltd.                                                    | 100%           | 0.27%                                                  | 14.65               | 0.86%                               | 2.15                | 0.00%                                           | -                   | 0.83%                                           | 2.15                |
| 5) Afcons Overseas Singapore Pte Ltd.                                                      | 100%           | 10.95%                                                 | 596.99              | -2.20%                              | (5.52)              | 776.95%                                         | 64.72               | 22.85%                                          | 59.20               |
| 6) Afcons Infra Projects Kazakhstan LLP                                                    | 100%           | -0.04%                                                 | (1.92)              | -0.08%                              | (0.21)              | 0.12%                                           | 0.01                | -0.08%                                          | (0.20)              |
| 7) Afcons Contracting Co. Saudi Arabia                                                     | 90%            | -0.10%                                                 | (5.46)              | -2.97%                              | (7.44)              | -3.48%                                          | (0.29)              | -2.98%                                          | (7.73)              |
| 8) Afcons Overseas Project Gabon SARL                                                      | 100%           | 0.40%                                                  | 22.07               | 0.04%                               | 0.09                | 41.30%                                          | 3.44                | 1.36%                                           | 3.53                |
| <b>Minority interests in all subsidiaries</b>                                              |                | 0.01%                                                  | 0.78                | -0.01%                              | (0.02)              | 0.00%                                           | -                   | -0.01%                                          | (0.02)              |
| <b>Joint Operations</b>                                                                    |                |                                                        |                     |                                     |                     |                                                 |                     |                                                 |                     |
| <b>Indian</b>                                                                              |                |                                                        |                     |                                     |                     |                                                 |                     |                                                 |                     |
| 1) Afcons Gunanusa Joint Venture                                                           | 100%           | -3.21%                                                 | (174.76)            | -50.60%                             | (126.87)            | 0.00%                                           | -                   | -48.97%                                         | (126.87)            |
| 2) Transtonneltroy Afcons Joint Venture                                                    | 99%            | 0.96%                                                  | 52.58               | 34.39%                              | 86.22               | 0.00%                                           | -                   | 33.28%                                          | 86.22               |
| 3) Dahej Standby Jetty Project Undertaking                                                 | 100%           | 0.01%                                                  | 0.31                | -0.28%                              | (0.69)              | 0.00%                                           | -                   | -0.27%                                          | (0.69)              |
| 4) Afcons Pauling Joint Venture                                                            | 100%           | 0.00%                                                  | -                   | 0.00%                               | -                   | 0.00%                                           | -                   | 0.00%                                           | -                   |
| 5) Strabag AG Afcons Joint Venture                                                         | 40%            | 0.92%                                                  | 50.21               | -0.18%                              | (0.44)              | 0.00%                                           | -                   | -0.17%                                          | (0.44)              |
| 6) Afcons Sener LNG Construction Projects Pvt.Ltd.                                         | 49%            | -0.35%                                                 | (18.87)             | -0.10%                              | (0.24)              | 0.00%                                           | -                   | -0.09%                                          | (0.24)              |
| 7) Afcons Sibmost Joint Venture                                                            | 100%           | 1.48%                                                  | 80.65               | 1.78%                               | 4.47                | 0.00%                                           | -                   | 1.73%                                           | 4.47                |
| 8) Afcons Vijeta PES Joint Venture                                                         | 100%           | -0.16%                                                 | (8.94)              | -3.17%                              | (7.94)              | 0.00%                                           | -                   | -3.06%                                          | (7.94)              |
| 9) Afcons SMC Joint Venture                                                                | 100%           | 0.00%                                                  | 0.02                | 0.01%                               | 0.02                | 0.00%                                           | -                   | 0.01%                                           | 0.02                |
| 10) Afcons Vijeta Joint Venture                                                            | 100%           | -0.01%                                                 | (0.69)              | -0.28%                              | (0.70)              | 0.00%                                           | -                   | -0.27%                                          | (0.70)              |
| 11) Afcons JAL Joint Venture                                                               | 100%           | -0.03%                                                 | (1.84)              | -0.80%                              | (2.01)              | 0.00%                                           | -                   | -0.78%                                          | (2.01)              |
| 12) Afcons KPTL Joint Venture                                                              | 51%            | 0.60%                                                  | 32.87               | 0.63%                               | 1.59                | 31.57%                                          | 2.63                | 1.63%                                           | 4.22                |
| 13) Afcons Infrastructure Limited & Vijeta Projects and Infrastructures Ltd. Joint Venture | 100%           | 0.16%                                                  | 8.86                | 11.95%                              | 29.97               | -543.94%                                        | (45.31)             | -5.92%                                          | (15.34)             |
| 14) Afcons - Vijeta J V                                                                    | 100%           | -0.07%                                                 | (3.72)              | -2.44%                              | (6.11)              | -204.92%                                        | (17.07)             | -8.95%                                          | (23.18)             |
| 15) Afcons - Hindustan Joint Venture                                                       | 100%           | 0.23%                                                  | 12.29               | 2.75%                               | 6.89                | 0.00%                                           | -                   | 2.66%                                           | 6.89                |
| <b>Inter-company eliminations and consolidation adjustments</b>                            |                | -0.38%                                                 | (20.77)             | -28.07%                             | (70.39)             | 0.00%                                           | -                   | -27.17%                                         | (70.39)             |
| <b>Total</b>                                                                               | <b>100.00%</b> | <b>5,450.58</b>                                        | <b>100.00%</b>      | <b>250.74</b>                       | <b>100.00%</b>      | <b>8.33</b>                                     | <b>100.00%</b>      | <b>259.07</b>                                   |                     |

Refer note 2 (a &amp; b) for principal activity



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### NOTE NO. 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 had invoked arbitration in respect of the aforesaid change orders.

The Arbitration award was published on 10<sup>th</sup> March 2026, whereby most of the Claims of AGJV were rejected and the counter claims of ONGC were entirely rejected. The Arbitral Tribunal (AT) has adjudicated and allowed only three claims, which collectively amount to ₹ 17,100,000/- and USD 182,617. In addition to these, the AT has permitted the Claimant's request for the release of Bank Guarantee (BG) submitted in lieu of Liquidated Damages (LD).

The award is not acceptable to the JV and accordingly the JV is in the process of filing appeal against the same. However, as a matter of abundance caution, AGJV has made a provision for doubtful debtors for ₹ 124.12 Crores.

### NOTE NO. 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 Financial Year 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 01<sup>st</sup> 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 TTA JV 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, 2025: ₹ 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, which was rejected by Arbitration Tribunal on a unanimous order passed on 02<sup>nd</sup> Aug 2024 and 16<sup>th</sup> Aug 2024. Also, in the same orders, effective date for issuance of Taking over certificate and issuance of Performance certificate by CMRL for both the packages were prescribed.

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 March 31, 2025: ₹ 120.81 Crore) and interest on arbitration award of ₹ 30.63 Crore (as at March 31, 2025: ₹ 30.63 Crore) has been recognized 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 March 31, 2025: ₹ 79.28 Crore) received against such award has been recognized as "Other Non-current Liabilities -Contract Liabilities- Advances from customers". During the previous year single bench of High court has passed judgment on June 21, 2024 and January 31, 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. The matter didn't reach for hearing and is yet to be listed.

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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 March 31, 2025: ₹ 659.87 Crore) recognized towards such variations/ claims in 'Amounts due from customers under construction contracts' as non-current assets, an amount of ₹ 120.81 Crore (as at March 31, 2025: ₹ 120.81 Crore) towards the arbitration award recognized as 'Non-current Trade Receivables', an amount of ₹ 30.63 Crore (as at March 31, 2025: ₹ 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 March 31, 2025: ₹ 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 recognized 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 NO. 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 the year 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 22<sup>nd</sup> 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 17<sup>th</sup> August, 2026.

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 31<sup>st</sup> March, 2025 : ₹ 79.28 Crore) disclosed as 'Other Receivables' and the 'amount due from customer under construction contract' of ₹ 11.10 Crore (as at 31<sup>st</sup> March, 2025: ₹ 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 NO. 39.

- The Parent Company has been legally advised that outstanding interest free advances aggregating to ₹ 689.41 Crore (as at 31<sup>st</sup> March, 2025 ₹ 894.68 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.
- 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.



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### NOTE NO. 40. CHENAB BRIDGE PROJECT UNDERTAKING ("CBPU")

Konkan Railway Corporation Limited ("KRCL") had issued a contract for the construction of Steel Arch Bridge across the river Chenab on 24<sup>th</sup> August, 2004.

The project was completed on 3<sup>rd</sup> August, 2023. The Company has raised claims towards reimbursement of additional expenses on account of extended stay, categorisation of excavation works, compensation due to loss of productivity, expenses incurred due to a change in alignment, etc., in terms of the provisions of the contract which the management believes are attributable to the client. These claims are in various stages of arbitration and the High Court. During the previous quarter, the group has received a favourable arbitration award for one of its claims amounting to ₹243.53 crore.

The group has recorded revenue from operations amounting to ₹165.62 crore, and balance amount of ₹77.91 crore is adjusted from contract assets. The balance amount of ₹115 crore is shown as 'Contract assets - Non-current assets'.

Total amount of ₹243.53 crore is considered as Current-trade Receivables. Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims carried out by the management, after considering the current facts and status of proceedings in arbitration and High Court as of date, which is supported by legal opinion, the management is confident of getting a favourable judgement and recover amount recorded in books as 'Contract assets - Non-current assets' and 'Current-trade Receivables' related to this project. However, considering that the proceedings in arbitration and High Court are ongoing, the duration and outcome is uncertain.

### NOTE NO. 41.

The Group had executed project awarded by the Board of Trustees of the port of Mumbai (MbPT) for Modernization 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 Harbor. 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 favor 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.

### NOTE NO. 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 Etawah (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 31<sup>st</sup> March, 2025 ₹ 221.96 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.

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### NOTE NO. 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".
- (b) The Group has a total net receivable of ₹ 1,259.08 Crore (as at 31<sup>st</sup> March, 2025 : ₹ 1,163.45 Crore) (including interest on arbitration awards ₹ 266.08 Crore (as at 31<sup>st</sup> March, 2025 : ₹ 303.41 Crore)) which is a part of Trade Receivables shown under note 5 and Other Financial Assets under Note 7 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 recognized 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.

### NOTE NO. 44.

An EPC Contract was entered into between Afcons Infrastructure Ltd ("Afcons" or "the Company") and Societe Autoroutiere du Gabon ("SAG") on 10 September 2020 for the rehabilitation and upgrading of the 2-lane national road in Gabon.

However, due to of several circumstances, not attributable to Afcons, the timelines under the EPC Contract and subsequent amendments were adversely impacted, resulting in delays in the completion of the Contract works. Consequently, disputes arose between the parties in relation to delays, alleged non-conformities, penalties, and other matters. Accordingly, the Company is currently involved in the arbitration proceeding against SAG under ICC Arbitration.

Further, SAG has invoked the Performance Bond and Advance Payment Guarantee, amounting to EUR 17.84 million, and terminated the EPC Contract vide its purported termination notice dated 18 February 2026. The Company has disputed such actions and maintains that the termination is wrongful, contrary to the contractual framework, and not attributable to any qualifying breach on the part of the Company.

In addition, pursuant to the purported termination, the Company has notified further claims against SAG, including recovery of outstanding payments for work performed, demobilisation and termination costs, reimbursement of losses arising from encashment of guarantees, loss of profit on the balance works, release of retention amounts and other associated damages.

Based on legal advice received and the materials presently available, the management believes that the Company has a reasonably strong and well-founded case, supported by contractual provisions, contemporaneous project records and expert analyses. However, the outcome of the arbitration proceedings is subject to the final determination of the Arbitral Tribunal, including the assessment of evidence, merits of the claims and counterclaims, and quantification of amounts. However, the Company is making applicable ECL provision as per the requirements of IND-AS.

### NOTE NO. 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.

### NOTE NO. 46.

As on 31<sup>st</sup> March, 2026, an amount of ₹ 578.88 Crore (as at 31<sup>st</sup> March, 2025 ₹ 558.02 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 ₹ 32,500 Crore across India. Further, the Company has initiated Arbitration towards variations and Time related claims with respect to various projects and management expects favorable awards in these claims/ arbitration. Considering the facts as mentioned above, there is no doubt about the utilization of the GST input credit balance against the future liabilities and the same is considered good.



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NOTE NO. 47.

On 21<sup>st</sup> November, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety. Health and Working Conditions Code, 2020 (collectively "new Labour Codes") - consolidating 29 existing labour laws.

In accordance with the new Labour Codes, the Company has currently estimated the incremental impact on retiral benefits to be ₹ 76.51 crore. Considering material regulatory-driven and non-recurring nature of this impact, this has been presented under "Exceptional Items" in the standalone financial results. The Company continues to monitor developments on the Rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and will continue to assess the accounting implications, basis such developments / guidance.

NOTE NO. 48. 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.

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.

e) Afcons Contracting Company

Material uncertainty related to going concern:

The auditor of subsidiary "Afcons Contracting Company" 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. 49: 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.

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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 31 <sup>st</sup> March, 2026<br>(₹ in Crore) | Balance as on 31 <sup>st</sup> March, 2025<br>(₹ in Crore) | Relationship with the struck off company |
|----------------------------------------|------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|------------------------------------------|
| Hal Water Vatika Pvt. Ltd.             | Payables                                       | -                                                          | #                                                          | Not a Related Party                      |
| Celestial Vision Limited               | Payables                                       | 1.10                                                       | 1.00                                                       | Not a Related Party                      |
| Hbc Infratech Pvt. Ltd.                | Payables                                       | #                                                          | #                                                          | Not a Related Party                      |
| Wavenet Infratel Private Limited       | Payables                                       | -                                                          | -                                                          | Not a Related Party                      |
| Aamdthane Private Limited              | Payables                                       | 0.06                                                       | -                                                          | Not a Related Party                      |
| BC To AD Hyperlink Limited             | Payables                                       | #                                                          | -                                                          | Not a Related Party                      |
| Gulba Topographical Surveyors Pvt.Ltd. | Payables                                       | 0.01                                                       | -                                                          | Not a Related Party                      |

The Group has following outstanding balances as on March 31 2026, 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 31 <sup>st</sup> March, 2026<br>(₹ in Crore) | Balance as on 31 <sup>st</sup> March, 2025<br>(₹ in Crore) | Relationship with the struck off company |
|--------------------------------------------------------|------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|------------------------------------------|
| 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 Privatelimite                     | 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.



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(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.

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.

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NOTE NO. 50. FINANCIAL INSTRUMENTS

50.1 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.

50.1.1 Gearing ratio

The gearing ratio at end of the reporting year is as follows.

| (₹ in Crore)                 |                                       |                                       |
|------------------------------|---------------------------------------|---------------------------------------|
| Particulars                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| Debt (Refer note i)          | 3,538.27                              | 2,235.72                              |
| Cash and bank balances       | (885.89)                              | (770.56)                              |
| Net debt                     | 2,652.38                              | 1,465.16                              |
| Total equity (Refer note ii) | 5,450.58                              | 5,262.06                              |
| Net debt to equity ratio     | 0.49                                  | 0.28                                  |

- (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.

50.2 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 Jointly Controlled Operations, which are carried at cost.

| (₹ in Crore)                          |                                       |                                       |
|---------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                           | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
| <b>Financial assets</b>               |                                       |                                       |
| Measured at amortised cost            |                                       |                                       |
| (a) Cash and cash equivalents         | 385.70                                | 440.17                                |
| (b) Bank balance other than (a) above | 500.19                                | 330.39                                |
| (c) Trade receivables                 | 4,038.09                              | 3,458.23                              |
| (d) Loans                             | 67.93                                 | 57.18                                 |
| (e) Other financial assets            | 638.74                                | 651.23                                |
| Measured at FVTOCI                    |                                       |                                       |
| (a) Investments in equity instruments | 0.54                                  | 0.78                                  |
| <b>Total financial assets</b>         | <b>5,631.19</b>                       | <b>4,937.98</b>                       |
| <b>Financial liabilities</b>          |                                       |                                       |
| Measured at amortised cost            |                                       |                                       |
| (a) Borrowings                        | 3,538.27                              | 2,235.72                              |
| (b) Trade payables                    | 4,470.68                              | 3,975.13                              |
| (c) Other financial liabilities       | 1,057.25                              | 321.21                                |
| <b>Total financial liabilities</b>    | <b>9,066.20</b>                       | <b>6,532.06</b>                       |



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50.3 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.

50.4 Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

50.5 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 (INR). 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:

| Particulars   | Liabilities                           |              | Assets                                |              |
|---------------|---------------------------------------|--------------|---------------------------------------|--------------|
|               | As at 31 <sup>st</sup> March, 2026    |              | As at 31 <sup>st</sup> March, 2026    |              |
|               | Amount in foreign currency (in Crore) | (₹ in Crore) | Amount in foreign currency (in Crore) | (₹ in Crore) |
| AED Currency  | 0.28                                  | 7.34         | 0.09                                  | 2.30         |
| BDT Currency  | 585.11                                | 458.32       | 859.45                                | 673.21       |
| BTN Currency  | 0.04                                  | 0.04         | -                                     | -            |
| CHF Currency  | -                                     | 0.04         | -                                     | -            |
| EURO Currency | 6.32                                  | 692.85       | 0.27                                  | 30.04        |
| GBP Currency  | -                                     | 0.09         | -                                     | -            |
| GHS Currency  | 18.47                                 | 159.98       | 77.11                                 | 667.76       |
| KWD Currency  | 0.18                                  | 55.10        | 0.20                                  | 61.59        |
| MRU Currency  | 19.91                                 | 47.32        | 7.31                                  | 17.37        |
| MUR Currency  | 18.94                                 | 38.26        | 69.42                                 | 140.25       |
| MVR Currency  | 110.21                                | 677.75       | 234.11                                | 1,439.74     |
| MZN Currency  | 28.72                                 | 43.06        | 122.81                                | 184.13       |
| OMR Currency  | -                                     | 0.05         | -                                     | -            |
| RWF Currency  | 2,596.40                              | 169.29       | 1,155.64                              | 75.35        |
| TZS Currency  | 13,260.53                             | 490.64       | 6,287.83                              | 232.65       |
| USD Currency  | 11.89                                 | 1,127.34     | 15.91                                 | 1,508.46     |
| XAF Currency  | 1,653.62                              | 276.49       | 4,339.10                              | 725.50       |
| XOF Currency  | 70.28                                 | 11.75        | 227.96                                | 38.12        |

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Previous year

| Particulars   | Liabilities                           |              | Assets                                |              |
|---------------|---------------------------------------|--------------|---------------------------------------|--------------|
|               | As at 31 <sup>st</sup> March, 2025    |              | As at 31 <sup>st</sup> 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         |

50.5.1 Foreign currency sensitivity analysis

The Group is mainly exposed to the currency of USD, EURO, BDT, GHS, XAF, MUR, MZN, TZS 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.



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| Particulars                     | USD Currency Impact                   |           | Euro Currency Impact |           | BDT Currency Impact |           |
|---------------------------------|---------------------------------------|-----------|----------------------|-----------|---------------------|-----------|
|                                 | 2025-2026                             | 2024-2025 | 2025-2026            | 2024-2025 | 2025-2026           | 2024-2025 |
|                                 | Impact on profit or loss for the year |           |                      |           |                     |           |
| Increase in exchange rate by 5% | 19.06                                 | (2.00)    | (33.14)              | 3.08      | 10.74               | 6.56      |
| Decrease in exchange rate by 5% | (19.06)                               | 2.00      | 33.14                | (3.08)    | (10.74)             | (6.56)    |

| Particulars                     | GHS currency impact                   |           | XAF currency impact |           | MUR currency impact |           |
|---------------------------------|---------------------------------------|-----------|---------------------|-----------|---------------------|-----------|
|                                 | 2025-2026                             | 2024-2025 | 2025-2026           | 2024-2025 | 2025-2026           | 2024-2025 |
|                                 | Impact on profit or loss for the year |           |                     |           |                     |           |
| Increase in exchange rate by 5% | 25.39                                 | 22.68     | 22.45               | 1.94      | 5.10                | 6.84      |
| Decrease in exchange rate by 5% | (25.39)                               | (22.68)   | (22.45)             | (1.94)    | (5.10)              | (6.84)    |

| Particulars                     | MZN currency impact                   |           | TZS currency impact |           | MVR currency impact |           |
|---------------------------------|---------------------------------------|-----------|---------------------|-----------|---------------------|-----------|
|                                 | 2025-2026                             | 2024-2025 | 2025-2026           | 2024-2025 | 2025-2026           | 2024-2025 |
|                                 | Impact on profit or loss for the year |           |                     |           |                     |           |
| Increase in exchange rate by 5% | 7.05                                  | 4.49      | (12.90)             | (0.11)    | 38.10               | 23.90     |
| Decrease in exchange rate by 5% | (7.05)                                | (4.49)    | 12.90               | 0.11      | (38.10)             | (23.90)   |

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.

50.5.2 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.

50.6 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:

| Particulars                | For the year ended 31 <sup>st</sup> March, 2026 |  | For the year ended 31 <sup>st</sup> March, 2025 |  |
|----------------------------|-------------------------------------------------|--|-------------------------------------------------|--|
|                            |                                                 |  |                                                 |  |
| Borrowing at Fixed Rate    | 2,424.96                                        |  | 1,387.92                                        |  |
| Borrowing at Floating Rate | 1,103.64                                        |  | 841.88                                          |  |
| Total Borrowings           | 3,528.60                                        |  | 2,229.80                                        |  |

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50.6.1 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 31<sup>st</sup> March, 2026 would decrease/increase by ₹ 5.52 Crore (31<sup>st</sup> March, 2025: decrease/increase by ₹ 4.21 Crore). This is mainly attributable to the company’s exposure to interest rates on its variable rate borrowings.

50.7 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.

50.7.1 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 31<sup>st</sup> March, 2026 would increase / decrease by ₹ 0.01 Crore (31<sup>st</sup> March, 2025: decrease/increase by ₹ 0.01 Crore) as a result of the changes in fair value of equity investments measured at FVTOCI.

50.8 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



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The Group's customer profile includes public sector enterprises, state owned companies and large private corporates. Accordingly, the Group's customer credit risk is low. The Group's average project execution cycle is around 24 to 48 months. Monthly progress payments have a credit period ranging from 45 to 60 days and Retention money to be released at the end of the project. In some cases, retentions are released / substituted with bond / guarantees. The Group has a detailed review mechanism of overdue customer receivables at various levels within the organisation to ensure proper attention and focus for realisation.

- (i) The Group is making provisions on trade receivables and contract assets based on Expected Credit Loss (ECL) model. The movement of ECL is disclosed in Note 5.1.(A) and 8.1.

50.9 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.

50.9.1 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.

| (₹ in Crore)                       |                                              |                 |                 |              |                 |
|------------------------------------|----------------------------------------------|-----------------|-----------------|--------------|-----------------|
| Particulars                        | Weighted average effective interest rate (%) | Upto 1 year     | 1 to 5 years    | 5+years      | Total           |
| <b>31<sup>st</sup> March, 2026</b> |                                              |                 |                 |              |                 |
| Borrowings (including Interest)    | 7.85%                                        | 2,676.22        | 973.45          | 54.68        | <b>3,704.35</b> |
| Trade payables                     |                                              | 4,042.77        | 427.91          | -            | <b>4,470.68</b> |
| Other financial liabilities        |                                              | 1,002.93        | 54.32           | -            | <b>1,057.25</b> |
|                                    |                                              | <b>7,721.92</b> | <b>1,455.68</b> | <b>54.68</b> | <b>9,232.28</b> |
| <b>31<sup>st</sup> March, 2025</b> |                                              |                 |                 |              |                 |
| Borrowings (including Interest)    | 9.21%                                        | 1,703.11        | 640.33          | 45.28        | <b>2,388.72</b> |
| Trade payables                     |                                              | 3,541.35        | 433.78          | -            | <b>3,975.13</b> |
| Other financial liabilities        |                                              | 246.37          | 74.84           | -            | <b>321.21</b>   |
|                                    |                                              | <b>5,490.83</b> | <b>1,148.95</b> | <b>45.28</b> | <b>6,685.06</b> |

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 52 (iii).

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50.10 Fair value measurements

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

50.10.1 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                         |                                    | Fair value hierarchy | Valuation technique(s) and key input(s)                                                                  |
|-------------------------------------------------------------------|------------------------------------|------------------------------------|----------------------|----------------------------------------------------------------------------------------------------------|
|                                                                   | As at 31 <sup>st</sup> March, 2026 | As at 31 <sup>st</sup> March, 2025 |                      |                                                                                                          |
| Investments in equity instruments at FVTOCI (quoted) (see note 1) | 0.54                               | 0.78                               | 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.

50.10.2 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 31 <sup>st</sup> March, 2026 |                 | As at 31 <sup>st</sup> March, 2025 |               |
|-----------------------------------------------|------------------------------------|-----------------|------------------------------------|---------------|
|                                               | Carrying amount                    | Fair value      | Carrying amount                    | Fair value    |
| <b>Financial liabilities</b>                  |                                    |                 |                                    |               |
| Financial liabilities held at amortised cost: | <b>1,153.64</b>                    | <b>1,153.64</b> | <b>841.88</b>                      | <b>841.88</b> |
| - Borrowings                                  | 1,153.64                           | 1,153.64        | 841.88                             | 841.88        |



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### NOTE NO 51. 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 31<sup>st</sup> March, 2026 recognised in the consolidated statement of profit & loss

(₹ in Crore)

| Particulars                            | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------|---------------------------------------|---------------------------------------|
| <b>Segment revenue</b>                 |                                       |                                       |
| India                                  | 8,599.36                              | 8,697.13                              |
| Outside India                          | 3,349.02                              | 3,851.29                              |
| <b>Revenue from external customers</b> | <b>11,948.38</b>                      | <b>12,548.42</b>                      |
| <b>Timing of revenue recognition</b>   |                                       |                                       |
| At a point in time                     | 152.55                                | 144.71                                |
| Over time                              | 11,795.83                             | 12,403.71                             |
|                                        | <b>11,948.38</b>                      | <b>12,548.42</b>                      |

#### (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 ₹ 34,678.31 Crores (as at 31<sup>st</sup> March, 2025 ₹ 39,816.62 Crores). Management expects that about 40% of the transaction price allocated to unsatisfied contracts as of 31<sup>st</sup> March, 2026 will be recognized 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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|--------------------------------|---------------------------------------|---------------------------------------|
| Revenue as per contract price  | 11,948.38                             | 12,548.42                             |
| Adjustments for:               |                                       |                                       |
| Payments on behalf of customer | -                                     | -                                     |
| Revenue from Operations        | <b>11,948.38</b>                      | <b>12,548.42</b>                      |

#### (iv) Significant changes to Contract Asset and Contract Liability from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2026

(₹ in Crore)

| Particulars                                                            | Contract Assets | Contract Liabilities |
|------------------------------------------------------------------------|-----------------|----------------------|
| Contract assets / liabilities as at 1 <sup>st</sup> April, 2024        | 5,225.40        | 4,449.45             |
| Changes in Contract Asset / Liabilities*                               | 1,870.36        | 324.54               |
| <b>Contract assets / liabilities as at 31<sup>st</sup> March, 2025</b> | <b>7,095.76</b> | <b>4,773.99</b>      |
| Contract assets / liabilities as at 1 <sup>st</sup> April, 2025        | 7,095.76        | 4,773.99             |
| Changes in Contract Asset / Liabilities*                               | 635.74          | (679.99)             |
| <b>Contract assets / liabilities as at 31<sup>st</sup> March, 2026</b> | <b>7,731.50</b> | <b>4,094.00</b>      |

\* 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

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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 31 <sup>st</sup> March, 2026 |             | As at 31 <sup>st</sup> March, 2025 |             |
|----------------------|------------------------------------|-------------|------------------------------------|-------------|
|                      | Current                            | Non Current | Current                            | Non Current |
| Contract Assets      | 4,767.50                           | 1,221.49    | 4,268.54                           | 887.10      |
| Contract Liabilities | 896.52                             | 1,454.96    | 1,056.96                           | 1,776.90    |

- (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.

#### (vi) Contracts assets and liabilities balance

(₹ in Crore)

| Particulars                                                                              | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>Contracts in progress at the end of the reporting year:</b>                           |                                       |                                       |
| Construction cost incurred plus recognised profits less recognised loss to date          | 52,472.31                             | 55,336.85                             |
| Less : Progress billings                                                                 | 45,020.80                             | 48,589.84                             |
|                                                                                          | <b>7,451.51</b>                       | <b>6,747.01</b>                       |
| <b>Recognised and included in the consolidated financial statements as amounts due :</b> |                                       |                                       |
| - from customers under construction contracts                                            | 7,731.50                              | 7,095.76                              |
| - to customers under construction contracts                                              | (279.99)                              | (348.75)                              |
|                                                                                          | <b>7,451.51</b>                       | <b>6,747.01</b>                       |

- (vii) The Group recognised revenue amounting to ₹ 342.04 crores in the current reporting year (Previous year ₹ 536.77 crores) that was included in the contract liability as of 1<sup>st</sup> April, 2025.

### NOTE NO.52 - 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<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|-------------|----------|---------------------------------------|---------------------------------------|
| Land        | 3.D.     | 57.02                                 | 61.42                                 |
| Building    | 3.D.     | 30.94                                 | 45.01                                 |

##### b. Lease Liabilities

(₹ in Crore)

| Particulars | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|-------------|---------------------------------------|---------------------------------------|
| Current     | 39.11                                 | 49.30                                 |
| Non-current | 49.53                                 | 58.28                                 |



## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### (ii) Amounts recognised in the statement of profit and loss

(₹ in Crore)

| Particulars                                                                                                                  | Note No. | For the year ended<br>31 <sup>st</sup> March, 2026 | For the year ended<br>31 <sup>st</sup> March, 2025 |
|------------------------------------------------------------------------------------------------------------------------------|----------|----------------------------------------------------|----------------------------------------------------|
| Expense relating to short-term leases<br>(included in equipment hire / rent charges and other expenses)**                    | 28       | 73.67                                              | 72.77                                              |
| Expense relating to leases of low-value assets that are not<br>shown above as short-term leases (included in other expenses) | 28       | 0.54                                               | 0.40                                               |
| Interest on lease liability                                                                                                  | 26       | 8.62                                               | 7.85                                               |
| Depreciation during the year                                                                                                 | 27       | 63.61                                              | 49.91                                              |
| <b>Total</b>                                                                                                                 |          | <b>146.44</b>                                      | <b>130.93</b>                                      |

\*\* 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 ₹ 73.67 Crores (as at 31<sup>st</sup> March, 2025 ₹ 72.77 Crores) However, the total of rent and hire charges included in Note 24.1 and Note 28 stands at ₹ 717.92 Crores (as at 31<sup>st</sup> March, 2025 ₹ 747.65 Crores), the differential of ₹ 644.25 Crores (as at 31<sup>st</sup> March, 2025 ₹ 674.88 Crores) is on account of hire charges of the assets which are unidentified assets under Ind AS 116.

### (iii) Maturities of lease liabilities as at 31<sup>st</sup> March, 2026

(₹ in Crore)

| Particulars       | Upto 1 year | 1-5 years | 5 and More years | Total |
|-------------------|-------------|-----------|------------------|-------|
| Lease liabilities | 39.11       | 49.53     | -                | 88.64 |

### Maturities of lease liabilities as at 31<sup>st</sup> 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 |

### (iv) Total cash outflow for leases for the year ended 31<sup>st</sup> March, 2026 is ₹ 72.69 Crore (As at 31<sup>st</sup> March, 2025 ₹ 56.93 Crore)

Amount recognised in cashflow statement

(₹ in Crore)

| Particulars                                  | As at<br>31 <sup>st</sup> March, 2026 | As at<br>31 <sup>st</sup> March, 2025 |
|----------------------------------------------|---------------------------------------|---------------------------------------|
| Payment of lease liabilities during the year | 64.05                                 | 49.08                                 |
| Finance cost paid during the year            | 8.62                                  | 7.85                                  |

### (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.

## Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

### NOTE NO.53 - EMPLOYEE SHARE OPTION SCHEME EXPENSES

#### A Employees Stock Option Plan (ESOP 2025)

The Group instituted an Employee Stock Option Plan 2025 ("ESOP 2025") for certain employees which provides for a grant of 18,389,232 options (each option convertible into shares) to employees. The Company has made grant of total 10,281,931 options as below:

| Grant date   | No of Options     |
|--------------|-------------------|
| 12-Dec-25    | 10,171,230        |
| 4-Feb-26     | 110,701           |
| <b>Total</b> | <b>10,281,931</b> |

#### 1 General terms and conditions of ESOP 2025

- The Option granted under the ESOP 2025 would Vest not earlier than the minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 5 (Five) years from the date of Grant.
- The Vesting of Options for each Eligible Employee under the ESOP 2025 is on the basis of Group and individual performance and other eligibility criteria.
- The Exercise Period for Vested Options shall be a maximum of 5 (Five) years commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the Committee at the time of Grant.
- Method of settlement is through issuance of Equity shares of the Group.

#### 2 The number and weighted average exercise price of stock options are as follows:

| Description                                               | 2025-2026               |                                        | 2024-2025               |                                        |
|-----------------------------------------------------------|-------------------------|----------------------------------------|-------------------------|----------------------------------------|
|                                                           | No. of stock<br>options | Weighted average<br>exercise price (₹) | No. of stock<br>options | Weighted average<br>exercise price (₹) |
| Outstanding at the beginning of the year                  | -                       | -                                      | -                       | -                                      |
| Exercisable at the beginning of the year                  | -                       | -                                      | -                       | -                                      |
| Granted during the year                                   | 10,281,931              | 320.46                                 | -                       | -                                      |
| Forfeited during the year                                 | -                       | -                                      | -                       | -                                      |
| Exercised during the year                                 | -                       | -                                      | -                       | -                                      |
| Vested during the year                                    | -                       | -                                      | -                       | -                                      |
| Expired during the period                                 | -                       | -                                      | -                       | -                                      |
| Transferred during the period                             | -                       | -                                      | -                       | -                                      |
| Outstanding at the end of the year                        | 10,281,931              | 320.46                                 | -                       | -                                      |
| Exercisable at the end of the year                        | -                       | -                                      | -                       | -                                      |
| Weighted average remaining contractual<br>life (in years) | 7.61 years              |                                        | -                       | -                                      |



Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

3 Valuation of ESOP Scheme

The fair value of the options granted during the year has been calculated using the Black-Scholes Option Pricing Model using the following significant assumptions and inputs:

| Particulars                                                                                                                                                                                       | Assumptions and inputs                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| (i) Weighted average share price (INR per share)                                                                                                                                                  | 399.73                                                                                                                                   |
| (ii) Weighted average exercise price (INR per share)                                                                                                                                              | 320.46                                                                                                                                   |
| (iii) Dividend yield                                                                                                                                                                              | 0.87% - 1.04%                                                                                                                            |
| (iv) Expected Life of options granted (vesting and exercise price in years)                                                                                                                       | 3.50 - 7.50 years                                                                                                                        |
| (v) Average risk free interest rate                                                                                                                                                               | 6.00% - 6.67%                                                                                                                            |
| (vi) Expected Volatility                                                                                                                                                                          | 32.49% - 35.49%                                                                                                                          |
| (vii) Fair value of option per equity share                                                                                                                                                       | 132.58 - 214.95                                                                                                                          |
| (viii) Method used to determine expected volatility                                                                                                                                               | The historical volatility of the peer company's share price over the expected life has been considered to determine expected volatility. |
| (ix) The expected life used in the model has been adjusted based on the management's best estimates for the effects of non-transferability, exercise restrictions and behavioural considerations. |                                                                                                                                          |

B Effect of employee stock option plan on the Statement of Profit and Loss and on its financial position:

(₹ in Crore)

| Particulars                                                                 | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2025 |
|-----------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Total employee compensation cost pertaining to Employee Stock Option Scheme | 21.40                       | -                           |
| Share-based payments reserve account                                        | 21.40                       | -                           |

NOTE NO.54. - 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 31 <sup>st</sup> March, 2026                                                   | As at 31 <sup>st</sup> March, 2025 | As at 31 <sup>st</sup> March, 2026                  | As at 31 <sup>st</sup> March, 2025 | As at 31 <sup>st</sup> March, 2026   | As at 31 <sup>st</sup> March, 2025 | As at 31 <sup>st</sup> March, 2026         | As at 31 <sup>st</sup> March, 2025 |
| Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL | Infrastructure       | Kuwait                                                 | 3%                                                                                   | 3%                                 | (0.02)                                              | (0.02)                             | 1.52                                 | 1.54                               | -                                          | -                                  |
| Afcons Contracting Company                                                  | Infrastructure       | Saudi Arabia                                           | 10%                                                                                  | 10%                                | (0.74)                                              | 0.00                               | (0.74)                               | -                                  | -                                          | -                                  |
| Total                                                                       |                      |                                                        |                                                                                      |                                    | (0.76)                                              | (0.02)                             | 0.78                                 | 1.54                               | -                                          | -                                  |

NOTE NO.55.

As of 31<sup>st</sup> March, 2026 the Company has an outstanding receivables amounting to ₹ 108.65 Crore (including interest of ₹ 15.88 Crore) (outstanding as on 31<sup>st</sup> March, 2025 ₹ 95.51 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 20<sup>th</sup> July, 2022 between SP Juhi and SP Solar, which got subsequently merged with Shapoorji Pallonji Infrastructure Capital Company Private Limited.

Notes Forming Part of the Consolidated Financial Statements

as at and for the Year Ended 31<sup>st</sup> March, 2026

NOTE NO.56.

During the previous year, the Company has completed an Initial Public Offering ('IPO') aggregating to ₹ 5,430.00 Crore comprising of 117,327,139 equity shares. The issue comprised of Fresh issue of 27,046,362 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 510,592 equity shares allotted under employee reservation and ₹ 453/- per share on 26,535,770 equity shares allotted to others) and Offer for Sale ("OFS") of 90,280,777 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 4<sup>th</sup> November, 2024.

The Company's share of total offer expenses are ₹ 35.37 Crore. The details of IPO proceeds ₹1,214.63 Crore (net of IPO expenses of ₹ 35.37 Crore) which were utilised as at 31<sup>st</sup> March, 2026 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 31 <sup>st</sup> March, 2026 | Unutilised amount upto 31 <sup>st</sup> March, 2026 |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------------|-----------------------------------------------------|
| a. Capital Expenditure towards purchase of construction equipments                                                         | 80.00                                       | 80.00                                             | -                                                   |
| 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                                    | 1,214.63                                          | -                                                   |

\*\* During the previous year, 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.

NOTE NO. 57.

During the previous year, the Income Tax Department ("the Department") conducted a Survey ("the Survey") under Section 133A of the Income Tax Act on the Company. 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. 58.

The consolidated financial statement is approved and adopted by the Board of Directors in it's meeting held on 18<sup>th</sup> May, 2026.

For and on behalf of the Board of Directors

|                                                                        |                                                                     |
|------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>Subramanian Krishnamurthy</b><br>Executive Chairman<br>Din:00047592 | <b>Srinivasan Paramasivan</b><br>Managing Director<br>Din:00058445  |
| <b>Ramesh Kumar Jha</b><br>Chief Financial Officer                     | <b>Gaurang Parekh</b><br>Company Secretary<br>Membership No. F-8764 |

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

(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.

| 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                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | -                | 0.20          | (0.16)               | 0.04         | 0.04              | -                                                                     | -            | 0.05                | -                             | -                         | -                                    | -                        | -                 |
| 2                     | Afcons Corrosion Protection Private Limited                                  | India                    | INR                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | -                | 0.08          | 2.06                 | 2.15         | 2.15              | -                                                                     | -            | 0.14                | 0.12                          | (0.03)                    | 0.09                                 | -                        | -                 |
| 3                     | Afcons Hydrocarbons Engineering Private Limited                              | India                    | INR                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | -                | 0.10          | 1.47                 | 1.58         | 1.58              | -                                                                     | -            | 0.08                | 0.07                          | (0.02)                    | 0.05                                 | -                        | -                 |
| 4                     | Afcons Oil & Gas Services Private Limited                                    | India                    | INR                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | -                | 0.01          | (0.06)               | 0.01         | 0.01              | -                                                                     | -            | -                   | (0.01)                        | -                         | (0.01)                               | -                        | -                 |
| 5                     | Afcons Construction Mideast LLC                                              | Dubai, UAE               | AED                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | 25.81            | 0.77          | (187.02)             | 354.10       | 354.10            | -                                                                     | -            | 15.72               | (24.00)                       | -                         | (24.00)                              | -                        | -                 |
| 6                     | Afcons Gulf International Projects Services FZE#                             | Fujairah                 | AED                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | 25.81            | 2.58          | 1.87                 | 4.46         | 4.46              | -                                                                     | -            | 0.01                | (0.26)                        | -                         | (0.26)                               | -                        | -                 |
| 7                     | Afcons Infrastructures Kuwait for Building, Roads and Marine Contracting WLL | Kuwait                   | KWD                | 1 <sup>st</sup> Jan 2025<br>31 <sup>st</sup> Dec 2025     | 49%        | 292.05           | 3.50          | 16.55                | 20.36        | 20.36             | -                                                                     | -            | 0.43                | (0.45)                        | -                         | (0.45)                               | -                        | -                 |
| 8                     | Afcons Mauritius Infrastructure Limited                                      | Mauritius                | EURO               | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | 109.59           | 12.06         | 3.15                 | 15.26        | 15.26             | -                                                                     | -            | 0.18                | (0.51)                        | -                         | (0.51)                               | -                        | -                 |
| 9                     | Afcons Overseas Singapore Pte Ltd.                                           | Singapore                | SGD                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | 73.77            | 0.37          | 596.57               | 617.28       | 617.28            | -                                                                     | -            | 21.76               | (5.52)                        | -                         | (5.52)                               | -                        | -                 |
| 10                    | Afcons Infra Projects Kazakhstan LLP#§                                       | Kazakhstan               | KZT                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 100%       | 0.20             | 0.01          | (1.93)               | 0.03         | 0.03              | -                                                                     | -            | -                   | (0.21)                        | -                         | (0.21)                               | -                        | -                 |
| 11                    | Afcons Contracting Company                                                   | Saudi Arabia             | SAR                | 1 <sup>st</sup> April 2025<br>31 <sup>st</sup> March 2026 | 90%        | 25.27            | 2.53          | (7.99)               | 2.00         | 2.00              | -                                                                     | -            | -                   | (7.98)                        | -                         | (7.98)                               | -                        | -                 |
| 12                    | Afcons Overseas Project Gabon SARL #                                         | Gabon                    | XAF                | 1 <sup>st</sup> Jan 2025<br>31 <sup>st</sup> Dec 2025     | 100%       | 0.16             | 0.02          | 21.02                | 26.99        | 26.99             | -                                                                     | -            | 0.15                | (0.17)                        | -                         | (0.17)                               | -                        | -                 |

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 31<sup>st</sup> December 2025 / 31<sup>st</sup> March 2026.  
3) The above statement does not include 28 controlled trust as the same is not as subsidiaries /associates/ joint venture company under Companies Act 2013.  
# Step down subsidiary  
§ In the process of winding up

PART "B" ASSOCIATES/ JOINT VENTURE (JOINT OPERATION OR "JO")

| Sr. No. | Name of Associates / Joint Operations                                                | Afcons KPTL JV              | Afcons Sener LNG Construction Projects Pvt. Ltd. | Afcons Gunanusa Joint Venture | Transstomelstroy Afcons Joint Venture | Dahej Standby Jetty Project Undertaking | Afcons Srimost Joint Venture | Afcons Pailing Joint Venture* | Afcons Vijeta PES JV        | Afcons SMC JV               | Afcons Vijeta JV            | Afcons JAL JV               | Afcons Infrastructure Ltd and Vijeta Projects and Infrastructures Ltd JV | Afcons Vijeta JV*           | Afcons Hindustan JV         |
|---------|--------------------------------------------------------------------------------------|-----------------------------|--------------------------------------------------|-------------------------------|---------------------------------------|-----------------------------------------|------------------------------|-------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|--------------------------------------------------------------------------|-----------------------------|-----------------------------|
|         |                                                                                      |                             |                                                  |                               |                                       |                                         |                              |                               |                             |                             |                             |                             |                                                                          |                             |                             |
|         |                                                                                      | 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                                                                     | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2026                      | 31 <sup>st</sup> March 2026   | 31 <sup>st</sup> March 2026           | 31 <sup>st</sup> March 2026             | 31 <sup>st</sup> March 2026  | 31 <sup>st</sup> March 2026   | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2026                                              | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2026 |
| 2       | Shares of Associate / Joint operations held by the company on the year end           |                             |                                                  |                               |                                       |                                         |                              |                               |                             |                             |                             |                             |                                                                          |                             |                             |
|         | No.                                                                                  | -                           | -                                                | -                             | -                                     | -                                       | -                            | -                             | -                           | -                           | -                           | -                           | -                                                                        | -                           | -                           |
|         | Amount of Investment in Joint operations                                             | -                           | 4,900                                            | -                             | -                                     | -                                       | -                            | -                             | -                           | -                           | -                           | -                           | -                                                                        | -                           | -                           |
|         | Extend of Holding %                                                                  | 51%                         | 49%                                              | 100%                          | 99%                                   | 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                         |
| 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                         |
| 5       | Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Crs) | 32.87                       | 50.21                                            | (174.76)                      | 52.58                                 | 0.31                                    | 80.65                        | -                             | (8.94)                      | 0.02                        | (0.69)                      | (1.84)                      | 8.86                                                                     | (3.73)                      | 12.29                       |
| 6       | Profit / Loss for the year (₹ in Crs)                                                |                             |                                                  |                               |                                       |                                         |                              |                               |                             |                             |                             |                             |                                                                          |                             |                             |
|         | i. Considered in Consolidation                                                       | 1.59                        | (0.44)                                           | (126.87)                      | 86.22                                 | (0.69)                                  | 4.47                         | -                             | (7.94)                      | 0.02                        | (0.70)                      | (2.01)                      | 29.97                                                                    | (6.11)                      | 6.89                        |
|         | 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.  
\* Afcons Vijeta JV is executing project in Zimbabwe.  
# The Board of Directors of the Company approved winding-up of Afcons Pailing Joint Venture on 27<sup>th</sup> March, 2026.

For and on behalf of the Board of Directors

Subramanian Krishnamurthy

Executive Chairman  
DIN: 00047592

Place: Mumbai  
Date: 18<sup>th</sup> May, 2026

Srinivasan Paramasivan

Managing Director  
DIN: 00058445

Ramesh Kumar Jha

Chief Financial Officer

Gaurang Parekh

Company Secretary  
M. No. F-8764





#### **REGISTERED OFFICE**

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