STAKEHOLDERS EMPOWERMENT SERVICES (SES)

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Proxy Advisory Report (Addendum)

Afcons Infrastructure Ltd

ABOUT SES

Stakeholders Empowerment Services (SES) is a Proxy Advisory and Corporate Governance Research Company. SES assists investors to analyze compliance and governance practices including matters relating to sustainability, prevalent at listed entities and empower investors to undertake meaningful engagement with Investee entities.

COMPANY INFORMATION

BSE CODE: 544280

NSE SYMBOL: AFCONS

ISIN: INE101I01011

Industry: Civil Construction

Email: secretarial@afcons.com, gaurang@afcons.com

Phone: +91-22-6719 1000

Registered Office: Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar, Andheri(W), Mumbai - 400 053, India

Website: http://www.afcons.com

MEETING DETAILS

Meeting Type: AGM

Meeting mode: Video Conferencing (VC) facility or other audio-visual means (OAVM)

Meeting Date: 30th July, 2026 at 03:00 PM

Notice Date: 18th May, 2026

Notice: Click here

Annual Report: FY 2025-26

SES PA Report (Last AGM): Report

E-VOTING DETAILS

e-Voting Platform: NSDL

Cut-off Date: 23rd July, 2026

Remote E-voting:

- **Start**: 26th July, 2026
- **Ends**: 29th July, 2026

ADDENDUM REPORT RELEASE DATE: 27th July, 2026

Research Analyst: Pragati Puthran

Conflict Disclosure: SES - No | Analyst - No

ADDENDUM

There is a change in the SES recommendation on resolution no. #3 from AGAINST to FOR based on the Company's clarification and additional disclosures.

EXISTING RECOMMENDATIONS					
S. No	**Resolution**	**Type**	**SES Observation#**	**SES Rec.**	**Rationale**
3.	Re-appointment of Mr. Giridhar Rajagopalan as a Director liable to retire by rotation.	O	LC ~~+ GC~~	~~AGAINST~~	*~~Low Board meeting attendance in last 3 FYs~~*
REVISED RECOMMENDATIONS					
3.	Re-appointment of Mr. Giridhar Rajagopalan as a Director liable to retire by rotation.	O	LC	FOR	*No major concern identified*

O - Ordinary Resolution; Rec. - Recommendation
 # LC - Legally Compliant, GC - Governance Concern

BACKGROUND			
Original PA report Link	Click Here	**PA Report Release Date**	21st July, 2026
Email date received from the Company	23rd July, 2026	**Company Email forwarded as SEBI Circular**	Yes

Guide to read addendum: Company's Views: (in Blue colour) & SES Reply: (in Black colour)

SES COMMENTS TO COMPANY'S RESPONSE (RELEVANT EXCERPTS)

Company's Views:

The following facts provides factual clarification and justification on the attendance of Mr. Giridhar over the last 3 financial years:

FY 2025-26

Mr. Giridhar attended 7 out of 8 Board Meetings held during the fiscal year.

His absence from one meeting was on account of medical leave, which had been duly communicated and approved in advance. The medical leave was unavoidable and constituted a genuine reason for non-attendance.

His overall participation and contribution in the remaining meetings during FY 2025-26 have been active and constructive.

FY 2024-25

Mr. Giridhar attended 5 out of 10 Board Meetings held during the fiscal year FY 2024-25.

During FY 2024-25, the Company was engaged in its IPO process, resulting in an unusually high frequency of Board Meetings with seven meetings were convened within a two-month span between September and November 2024. Mr. Giridhar was able to attend 2 of these 7 meetings, primarily because of his medical treatment in September and November 2024, as well as his business travel for Customer/ client engagements meetings in October 2024 which overlapped with the meetings dates.

Despite his low attendance during this specific period of September to November 2024, Mr. Giridhar participated in all other Board meetings throughout the fiscal year 2024-25 and was actively involved in discussions regarding business operations and financial results.

FY 2023-24

During FY 2023-24, a total of 9 Board Meetings were convened. Mr. Giridhar Rajagopalan attended 6 meetings and due to meetings with Clients, he couldn't attend 3 meetings of the Board for which prior intimation of leave of absence was obtained.

SES Reply:

SES has identified a governance concern arising from the director's consistently low attendance at Board meetings and the absence of adequate justification for such leave.

In its response, the Company has attributed the director's absence primarily to medical treatment and business travel. SES acknowledges that attendance may not always be possible in cases of medical treatment.

It is also pertinent to note that the Companies Act, 2013 permits directors to participate in Board meetings through electronic means. Accordingly, attendance should not ordinarily be constrained by business travel or other commitments.

That said, as the Company has clarified that the primary reason for the director's absence was medical treatment, **SES considers that the governance concern has been adequately addressed.**

As a good disclosure practice, the company should state the reason for absence in the Notice or the annual report of the company.

COMPANY RESPONSE (FULL VERBATIM)

Hi Team SES

At the outset, we acknowledge the receipt of your proxy advisory report. We appreciate the time and effort your team has taken to review and come out with your Voting Recommendations w.r.t. the resolutions set out in the Notice of our upcoming Annual General Meeting scheduled on 30th July 2026 and for sharing with us the said report.

While we respect your assessment, we would like to take this opportunity to clarify on your rationale and provide our explanation and additional information of your proxy advisory report.

I. Enclosed is our response on your comments on resolution point 3

We trust the above information and clarification will provide adequate clarification with respect to the above resolution point of the Notice of the AGM.

We request you to incorporate this clarification into your Recommendation Report, allowing Investors and Stakeholders to gain insight into the Company's additional information and explanations, which will assist them in making informed voting decisions on the resolution to be discussed at the upcoming AGM on July 30, 2026.

In case you are publishing incremental voting recommendations report based on the aforesaid information / clarification provided by us, we request you to share us such supplementary voting recommendations report pertaining to our AGM resolutions.

Regards,

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Attached Document - Link

DISCLAIMER

Sources

Only publicly available data has been used while making the report. Our data sources include: BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, IPO Documents and Company Website.

Analyst Certification

The analysts involved in development of this report certify that no part of any of the research analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the research analyst(s) in this report.

CAUTIONARY STATEMENT

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

Disclaimer

While SES has made every effort, and has exercised due skill, care and diligence in compiling this report based on publicly available information, it neither guarantees its accuracy, completeness or usefulness, nor assumes any liability whatsoever for any consequence from its use. This report does not have any approval, express or implied, from any authority, nor is it required to have such approval. The users are strongly advised to exercise due diligence while using this report.

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All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

Concern terminology

C - Compliance: *The Company has not met statutory compliance requirements*

F - Fairness: *The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders*

G - Governance: *SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.*

T - Disclosures & Transparency: *The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.*

Company Information

SES Stakeholders Empowerment Services

SEBI Reg. No. INH000000016

Contact Information

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