

STARWORTH INFRASTRUCTURE & CONSTRUCTION LIMITED

Registered Office: 130/1, Ulsoor Road, Bengaluru – 560 042.

CIN: U45201KA2008PLC047441

NOTICE OF THE 12th ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the Members of **Starworth Infrastructure & Construction Limited** will be held on **31st December, 2020 at 1.20 p.m** at the Registered Office of the Company at 130/1, Ulsoor Road, Bengaluru – 560 042 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Accounts

To consider and adopt the Audited Financial Statements of the Company for the financial year ended **31.03.2020** and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Nani R. Choksey (DIN: 00504555) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – To fix remuneration payable to Cost Auditor

To fix remuneration payable to the Cost Auditor for the financial year 2020-21 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. GNV & Associates, Cost Accountants, (Firm Registration No. 000150), who were appointed by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2020-21, be paid remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus taxes as applicable and re-imbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4 – Appointment of Mr. Porus Behram Irani (DIN: 00385891) as a Non-Executive Independent Director of the Company

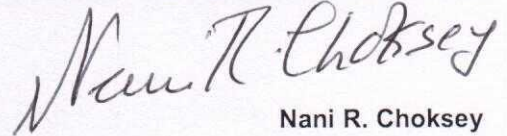
To appoint Mr. Porus Behram Irani (DIN: 00385891) who was appointed as Additional Director of the Company on 31.03.2020, as a Non-Executive Independent Director for the second term of the company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Porus Behram Irani (DIN: 00385891), who holds office as a Non-Executive Independent Director upto the conclusion of the 12th Annual General Meeting, and who is eligible for appointment be and is hereby appointed as Non-Executive

Independent Director of the Company for a second term of 5 years, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 (five) consecutive years up to 30.03.2025 or conclusion of the 17th Annual General Meeting whichever is earlier.”

RESOLVED FURTHER THAT Mr. Ashish Ravi Puravankara, Mr. Nani R. Choksey, Mr. Rajkumar Pillai, Directors be and are hereby severally authorized to do all such acts, deeds and things as may be necessary in relation to give effect to the aforesaid resolution for appointment including providing certified true copies of the resolution.”

By Order of the Board of Directors
For Starworth Infrastructure & Construction Limited



Nani R. Choksey
Director
DIN: 00504555

Place : Bengaluru
Date : 09.09.2020

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IS ANNEXED HERewith
3. M/S. S R BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, FRN 101049W/ E300004, WERE APPOINTED BY THE MEMBERS, AS STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM THE CONCLUSION OF THE 9TH AGM HELD ON AUGUST 28, 2017 TILL THE CONCLUSION OF 14TH AGM TO BE HELD IN THE YEAR 2022, SUBJECT TO RATIFICATION OF THEIR APPOINTMENT BY THE MEMBERS AT EVERY ANNUAL GENERAL MEETING (AGM). PURSUANT TO THE AMENDMENT OF THE ACT, VIDE NOTIFICATION BY THE MINISTRY OF CORPORATE AFFAIRS, DATED MAY 7, 2018, THE REQUIREMENT OF RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITORS AT EVERY AGM HAS CEASED. HENCE A RESOLUTION FOR THE RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS HAS NOT BEEN PROPOSED.
4. THIS NOTICE IS ISSUED IN TERMS OF THE GENERAL CIRCULAR DATED 08.09.2020 ISSUED BY THE REGISTRAR OF COMPANIES, BANGALORE.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 3: The Board of Directors of the Company ('the Board'), have appointed M/s. GNV & Associates, Cost Accountants, to conduct the audit of the cost records maintained by the Company in respect of Construction Industry for the financial year 2020-21.

According to Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditor has to be approved by the members of the Company. Hence approval is being sought for the remuneration to be paid for the financial year 2020-21.

None of the directors /key managerial personnel or any of their relatives, is / are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 3.

The Board of Directors recommends passing of the Ordinary Resolution set out in item No.3 of the notice.

ITEM NO. 4: According to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 regarding the appointment and tenure of the Independent Directors, Independent Directors shall be appointed for not more than two terms of 5 (Five) years each and they shall not be liable to retire by rotation. The Board vide its resolution passed on 12.02.2020, appointed Mr. Porus Behram Irani (DIN: 00385891) as an Additional Director on the Board of Directors of the Company under Section 161(1), in the capacity as Non-Executive Independent Director (NEID) for the second term of 5 years with effect from 31.03.2020.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Porus Behram Irani (DIN: 00385891), being eligible, offers himself for appointment and it is proposed to appoint him as Non-Executive Independent Director (NEID) for a term as mentioned in the resolution and pursuant to Section 152(5) of the Companies Act, 2013 read with Schedule IV to the said Act.

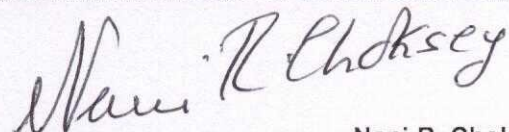
Mr. Porus Behram Irani has over 25 years of working experience in various domains including Sales, Human Resources, Finance, Business operations having multiple parameters and measurements especially in business environments where internal resources and infrastructure are limited and where margins are constraints due the very nature of the business. People management and Strategic planning & thinking are his strengths. Brand creation, profitability enhancement, cost optimisation are other areas that Mr. Irani can meaningfully contribute to.

Mr. Porus Behram Irani (DIN: 00385891), Independent Director of the Company, has given a declaration under Section 149(7) of the Companies Act, 2013 to the Board that he meets the criteria of independence as provided under Section 149(6) of the said Act. In the opinion of the Board of Directors of the Company, Mr. Porus Behram Irani, Independent Director, fulfils the conditions specified in the said Act and the Rules made thereunder, and he is independent of the management. Further, Mr. Irani, Independent Director is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Non-Executive Independent Director (NEID).

Except Mr. Porus Behram Irani (DIN: 00385891), none of the directors /key managerial personnel or any of their relatives, is / are directly or indirectly concerned or interested, financially or otherwise, in this resolution set out at item No. 4.

The Board of Directors recommends passing of the Special Resolution set out in item No. 4 of the notice.

**By Order of the Board of Directors
For Starworth Infrastructure & Construction Limited**



Place: Bengaluru
Date : 09.09.2020

Nani R. Choksey
Director
DIN: 00504555