

STARWORTH INFRASTRUCTURE & CONSTRUCTION LIMITED
Registered Office: 130/1, Ulsoor Road, Bengaluru – 560 042.
CIN: U45201KA2008PLC047441

NOTICE OF THE 14th ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the Members of **Starworth Infrastructure & Construction Limited** will be held on **Monday, September 26, 2022 at 4.45 p.m** at the Registered Office of the Company at 130/1, Ulsoor Road, Bengaluru – 560 042 to transact the following business at short notice:

ORDINARY BUSINESS:

Item No. 1 – To adopt the Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended **31.03.2022** and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – To re-appoint, 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.

Item No. 3 – To re-appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded to appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, bearing Firm Registration No. 101049W / E300004 as Statutory Auditors of the Company for a period of five years

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, and read with the Companies (Audit and Auditors) Rules, 2014 made thereunder, M/s S R Batliboi & Associates LLP, Chartered Accountants, FRN 101049W / E300004 be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five years starting from the financial year 2022 and they shall hold office from the conclusion of the forthcoming 14th Annual General Meeting (AGM) to be held in the year 2022 until the conclusion of 19th AGM i.e for the financial year 2027 on such remuneration as maybe mutually agreed upon plus reimbursement of tax, travelling and out of pocket expenses.

“**RESOLVED FURTHER THAT** Mr. Ashish Ravi Puravankara, Mr. Nani R. Choksey, Mr. K. Satyanarayana, Directors, be and are hereby authorized to do all such acts, deeds and things as maybe required to give effect to the resolution including filing of respective forms with the Registrar of Companies.”

SPECIAL BUSINESS:

Item No. 4 – To fix remuneration payable to Cost Auditor

To fix remuneration payable to the Cost Auditor for the financial year 2022-23 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 2022-23, be paid remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus taxes as applicable and re-imbusement of out-of-pocket expenses incurred by them in connection with the aforesaid audit.

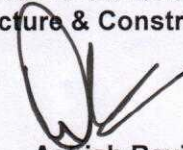
“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5: To appoint Mr. K. Satyanarayana (DIN: 07160142) as a Director of the Company

To appoint Mr. K. Satyanarayana, who was appointed as an Additional Director of the company on 18.12.2021, as the Director 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 Sections 152 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. K. Satyanarayana (DIN: 07160142)**, who was appointed as an Additional Director by the Board of Directors of the Company on December 18, 2021, under Section 161(1) of the Companies Act, 2013, who vacates his office at the Annual General Meeting, be and is hereby appointed as Director of the Company, whose term shall be subject to retirement by rotation as per the Companies Act, 2013.”

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



Ashish Ravi Puravankara
Director
DIN: 00504524

Place : Bengaluru
Date : 08.09.2022

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

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

Item No. 4: 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 2022-23.

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 2022-23.

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. 4.

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

Item No. 5: Mr. K. Satyanarayana (DIN: 07160142) was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 on 18.12.2021 and will hold office up to the ensuing Annual General Meeting ('AGM') of the Company.

The details of Directorships held by Mr. K. Satyanarayana are stated below:

Sl No.	Names of the Company	Nature of Interest	Date of appointment
1.	*TEIL Projects Limited	Director	24.04.2015
2.	Starworth Infrastructure & Construction Limited	Managing Director	18.12.2021

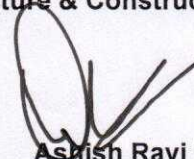
**Under liquidation*

Mr. K. Satyanarayana, was appointed as the Managing Director of the Company at the meeting of the Board of Directors held on 18.12.2022 and the same was approved by the members at the Extra Ordinary General Meeting held on 17.03.2022.

Except the Director being appointed none of the Directors/ Key Managerial Personnel or their relatives are directly or indirectly concerned or interested financially or otherwise, in this resolution set out at item No.4.

The Board of Directors recommend the resolution for approval by the members as Ordinary Resolution.

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



Ashish Ravi Puravankara
Director
DIN: 00504524

Place: Bengaluru
Date : 08.09.2022