

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

NOTICE OF THE 9th ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of the Members of **Starworth Infrastructure & Construction Limited** will be held on **Monday, the August 28, 2017 at 4.30 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 **31.03.2017** and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of Mr. Nani R. Choksey as a Director

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 – Appointment of Statutory Auditors

To appoint Statutory Auditors of the company and to fix their remuneration and in this regard to pass the following resolution with or without modification(s) as an **ORDINARY RESOLUTION:**

“**RESOLVED 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 and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. S R Batliboi & Associates LLP, Chartered Accountants (FRN 101049W/ E300004), be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Walker Chandiook & Co LLP, to hold office for a term of five years, from the conclusion of 9th Annual General Meeting (AGM) until the conclusion of 14th AGM of the Company to be held during the year 2022, subject to ratification of their appointment by members at every AGM.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the statutory auditors and the Board of Directors.”

SPECIAL BUSINESS:

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

To fix remuneration payable to the Cost Auditor for the financial year 2017-18 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

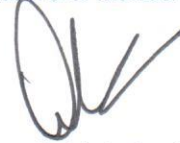
“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014



(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 2017-18, 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."

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



Ashish Ravi Puravankara
Director
DIN: 00504524

Place : Bengaluru
Date : 04.08.2017

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:

1. ITEM NO. 4

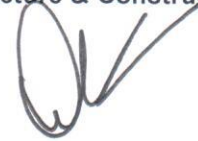
The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, approved the Appointment and Remuneration of M/s. GNV & Associates, Cost Accountants, to conduct the audit of the cost records maintained by the Company in respect of Construction Industry for the financial year 2017-18.

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 2017-18.

None of the directors /key managerial personnel, 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.

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



**Ashish Ravi Puravankara
Director
DIN: 00504524**

**Place : Bengaluru
Date : 04.08.2017**