STARWORTH INFRASTRUCTURE & CONSTRUCTION LTD.

STARWORTH INFRASTRUCTURE & CONSTRUCTION LIMITED

(CIN: U45201KA2008PLC047441)

NOTICE OF THE 17th ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of **Starworth Infrastructure & Construction Limited** will be held on Saturday, September 27, 2025 at 03:30 PM (IST) 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 – To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.

Item No. 2 – To appoint a Director in place of Mr. Nani Rusi Choksey (DIN: 00504555), Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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SPECIAL BUSINESS:

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

To fix remuneration payable to the Cost Auditor for the financial year 2024-25 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 (3) of the Companies Act, 2013 and other applicable provisions, if any, 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 2025-26, be paid remuneration of ₹ 75,000/- (Rupees Seventy-Five 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 be and are hereby authorized to do all such acts, things and deeds necessary in connection with the above resolution including filing of e-forms with the Ministry of Corporate Affairs and issuing the Certified True Copies of the resolution."

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

STARWORTH INFRASTRUCTURE & CONSTRUCTION LIMITED

Ashish Ravi Puravankara
Director
DIN: 00504524

Place: Bengaluru
Date : 07.08.2025

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself/herself and such Proxy need not be a Member of the Company.

2. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.

3. Members/Proxies are requested to kindly take note that Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting.

4. According to provisions of Section 105 of the Companies Act, 2013, ("Act") read with the applicable rules thereon, a person can act as a proxy on behalf of Shareholder not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Shareholder holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.

6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

7. Route-map to the venue of the Meeting is provided at the end of the Notice.

8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the AGM as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') is not applicable since there is no special business to be transacted.

9. The Annual Report of the Company, circulated to the shareholder of the Company, is available on the Company's website - https://www.starworthinfra.com/. Shareholders and debenture holders are requested to visit the same for more information about the Company.

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

Item No. 3: The Board of Directors of the Company ('the Board'), has 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 2025-26.

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 2025-26.

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 in item no. 3.

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

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

STARWORTH INFRASTRUCTURE & CONSTRUCTION LIMITED

Ashish Ravi Puravankara
Director
DIN: 00504524

Place: Bengaluru
Date : 07.08.2025

ATTENDANCE SLIP

I/We..R/o.. hereby record my/our presence at the 17th Annual General Meeting of the Company on **Saturday, September 27, 2025, at 03:30 P.M. (IST)** at 130/1, Ulsoor Road, Bangalore – 560042, Karnataka, India.

Folio No.:	
No. of Shares:	

Signature of shareholder(s)/proxy

Notes:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio No., No. of Shares, name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

FORM NO. MGT – 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U45201KA2008PLC047441

Name of the Company : STARWORTH INFRASTRUCTURE & CONSTRUCTION LIMITED

Registered Office : 130/1 ULSOOR ROAD BANGALORE KA 560042 IN

Name of the member (s)	:
Registered address	:
E- mail id	:
Folio No / Client Id	:
DP ID	:

I / We, being the member (s) holding _________ shares of the above-named company, hereby appoint

1. Name :

Address :

E-mail id :

Signature : .... or failing him

2. Name :

Address :

E-mail id :

Signature : ....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting held on Thursday, 26th September 2024 at 12:00 p.m. at the Registered Office of the Company at 130/1, Ulsoor Road, Bangalore - 560042 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company for the Financial Year ended March 31, 2025, the Statement of Profit & Loss Account and Cash Flow of the Company for the year ended on that date and the Reports of the Board of Directors' and Auditor's thereon;

2. To appoint a Director in place of Mr. Nani Rusi Choksey (DIN: 00504555), Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being, eligible offers himself for re-appointment.

3. To fix remuneration payable to the Cost Auditor for the financial year 2025-26.

Signed this on ____________ day of ____, 2025.

Affix

Revenue

Stamp

Signature of shareholder(s):______________________________

Signature of Proxy holder(s):______________________________

Note: Proxy form to be effective, should be submitted at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of aforesaid Annual General Meeting.

NOTES TO PROXY FORM

1. The Proxy, to be effective should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting. This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.

6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
7. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
8. The Proxyholder should prove his identity at the time of attending the meeting. A proxy form which does not state the name of the Proxy should not be considered valid.
9. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
10. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
11. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
12. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
13. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
14. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
15. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

Route map to the venue of the Annual General Meeting

Venue of AGM: 130/1, Ulsoor Road, Bangalore – 560042, Karnataka, India