

SWARNA TOLLWAY PRIVATE LIMITED

MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY THE 27TH JUNE, 2022 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 4TH FLOOR, 'C' BLOCK, TSR TOWERS, 6-3-1090, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD - 500082, TELANGANA, INDIA.

PRESENT

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| 1. | Mr. Deepak Agrawal | Authorised Representative of M/s. MAIF Investment India 3 Pte. Ltd. U/s. 113 of the Companies Act, 2013. |
| 2. | Mr. Sunil Kumar Purohit | Authorised Representative of MAIF Investment India 4 Pte. Ltd U/s. 113 of the Companies Act, 2013. |
| 3. | Mr. P.K. Raman Sai | Company Secretary. |
- At the request of the Mr. Sunil Kumar Purohit, Mr. Deepak Agrawal took the chair and conducted the Proceedings.
 - The Chairman of the Meeting informed that the Company had received Corporate Representation U/s. 113 of the Companies Act, 2013 from all the Members of the Company to hold the 21st Annual General Meeting (AGM). He also shared that all the Members' representatives nominated were present at the meeting. Accordingly, the 21st AGM was being held today. He further shared that since quorum was present, the meeting could transact the business and the meeting commence at 11.00 a.m.
 - The Chairman, shared that the Annual Report and Financial Statements for the 21st Financial Year ended 31st March 2022 that were prepared on Ind AS format, along with the Directors Report and Auditors Report, copies of which were placed on the table, were already circulated to the Members and with the consent of the Members, took the same as read.
 - He further stated that pursuant to Section 170 of the Companies Act, 2013, the Register of Directors' Shareholdings and key managerial personnel was placed on the table and remained open and accessible to the Members.
 - He also shared that since the Auditors have expressed their inability to attend the meeting due to their preoccupation, he advised Mr. Sunil Kumar Purohit, to read the report of the Auditors. Mr. Sunil Kumar Purohit read the Auditor Report.

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2022 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

Proposed by Mr. Sunil Kumar Purohit and seconded by Mr. Deepak Agrawal the following resolution was passed unanimously, as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the 21st Financial year ended 31st March 2022 and the Reports of the Auditors and Directors’ thereon as placed before the meeting be and are hereby considered and adopted.”

2. TO CONFIRM THE INTERIM DIVIDEND FOR THE YEAR 2021-2022:

Proposed by Mr. Sunil Kumar Purohit and seconded by Mr. Deepak Agrawal the following resolution was passed unanimously, as an Ordinary Resolution:

“RESOLVED THAT the first interim dividend @ Rs. 2.00 per equity share of Rs. 10/- each amounting to Rs. 54.00 Crores (inclusive of TDS Rs. 5.40 Crores) declared and paid during the Financial Year 2021-2022, out of the profits ascertained as on 31st May, 2021 to those Equity shareholders of the Company whose names appeared in the Register of Members of the Company as on 18th June, 2021, be and is hereby confirmed”.

“RESOLVED THAT the second interim dividend @ Rs. 1.50 per equity share of Rs. 10/- each amounting to Rs. 40.50 Crores (inclusive of TDS Rs. 4.05 Crores) declared and paid during the Financial Year 2021-2022, out of the profits ascertained as on 31st August, 2021 to those Equity shareholders of the Company whose names appeared in the Register of Members of the Company as on 10th September, 2021 be and is hereby confirmed”.

“RESOLVED THAT the third interim dividend @ Rs. 1.50 per equity share of Rs. 10/- each on amounting to Rs. 40.50 Crores (inclusive of TDS Rs. 4.05 Crores) declared and paid during the Financial Year 2021-2022, out of the profits ascertained as on 30th November, 2021 to those Equity shareholders of the Company whose names appeared in the Register of Members of the Company as on 10th December, 2021 be and is hereby confirmed”.

“RESOLVED THAT the Fourth interim dividend @ Rs. 0.75 per equity share of Rs. 10/- each on amounting to Rs. 20.25 Crores (inclusive of TDS Rs. 2.03 Crores) declared and paid during the Financial Year 2020-2021, out of the profits ascertained as on 31st January, 2022 to those Equity shareholders of the Company whose names appeared in the Register of Members of the Company as on 11th March, 2022 be and is hereby confirmed”.

SPECIAL BUSINESS

3. APPOINTMENT OF MR. PAVNEET SINGH SETHI (DIN NO. 07919519) TO THE OFFICE OF DIRECTOR OF THE COMPANY:

Proposed by Mr. Sunil Kumar Purohit and seconded by Mr. Deepak Agrawal the following resolution was passed unanimously, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pavneet Singh Sethi (holding DIN No. 07919519), who was appointed as an additional director of the Company by the Board of Directors effective 04.02.2022 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed to the office of Director of the Company, who shall not be liable to retire by rotation.”

4. APPOINTMENT OF MR. DEEPAK AGRAWAL (DIN NO. 09496429), TO THE OFFICE OF DIRECTOR OF THE COMPANY:

Proposed by Mr. Sunil Kumar Purohit and seconded by Mr. Deepak Agrawal the following resolution was passed unanimously, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-

enactment thereof for the time being in force), Mr. Deepak Agrawal (holding DIN No. 09496429), who was appointed as additional director of the Company by the Board of Directors effective 10.02.2022 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed to the office of Director of the Company, who shall not be liable to retire by rotation.”

5. TO RATIFY THE REMUNERATION OF M/S. MPR & ASSOCIATES, COST AUDITORS FOR F.Y. 2021-2022:

Proposed by Mr. Sunil Kumar Purohit and seconded by Mr. Deepak Agrawal the following resolution was passed unanimously, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration amounting to Rs. 25,000/- (Rupees Twenty-Five Thousand Only) plus applicable taxes along with reimbursement of actual out of pocket expenses payable for the financial year 2021-2022 to M/s. MPR & Associates, Cost Accountant (Firm Registration No. 000413), Hyderabad who were appointed as Cost Auditors by the Board of Directors of the Company (to fill the casual vacancy arising due to death of the then existing cost auditors M/s. N.V.S. Kapardhi & Associates,) to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2022, be and is hereby ratified.”

6. TO RATIFY THE REMUNERATION OF M/S. MPR & ASSOCIATES, COST AUDITORS FOR F.Y. 2022-2023:

Proposed by Mr. Sunil Kumar Purohit and seconded by Mr. Deepak Agrawal the following resolution was passed unanimously, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration amounting to Rs. 25,000/- (Rupees Twenty-Five Thousand Only) plus applicable taxes along with reimbursement of actual out of pocket expenses payable for the financial year 2022-2023 to M/s. MPR & Associates, Cost Accountant (Firm Registration No. 000413), Hyderabad who were appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2023, be and is hereby ratified.”

7. VOTE OF THANKS:

Thereupon the meeting was terminated at 11.33 a.m., with a vote of thanks to the Chair.

Date: 11/07/2022
Place: Hyderabad

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Chairman