

# MINUTES BOOK

## SWARNA TOLLWAY PRIVATE LIMITED

**MINUTES OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY THE 26<sup>TH</sup> JUNE, 2023 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 4<sup>TH</sup> FLOOR, 'C' BLOCK, TSR TOWERS, 6-3-1090, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD - 500082, TELANGANA, INDIA.**

### PRESENT

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.
1. At the request of Mr. Sunil Kumar Purohit, Mr. Deepak Agrawal took the chair and conducted the Proceedings.
  2. 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 22<sup>nd</sup> Annual General Meeting (AGM). He also shared that all the Members' representatives nominated were present at the meeting. Accordingly, the 22<sup>nd</sup> 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.
  3. The Chairman, shared that the Annual Report and Financial Statements for the 22<sup>nd</sup> Financial Year ended 31<sup>st</sup> March 2023 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.
  4. 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.
  5. He also shared that since the Auditors have expressed their inability to attend the meeting due to their preoccupation, as such, he advised Mr. P.K. Raman Sai, Company Secretary, to read the report of the Auditors. Mr. P.K. Raman Sai, read the Auditor Report.

### ORDINARY BUSINESS

**1. ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023 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 22<sup>nd</sup> Financial year ended 31<sup>st</sup> March 2023 and the Reports of the Auditors and Directors' thereon as placed before the meeting be and are hereby considered and adopted."

CHAIRMAN'S INITIALS

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## 2. TO CONFIRM THE INTERIM DIVIDEND FOR THE YEAR 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** the interim dividend @ Rs. 1.11 per equity share of Rs. 10/- each amounting to Rs. 29.97 Crores (inclusive of TDS Rs. 2.997 Crores) declared and paid during the Financial Year 2022-2023, out of the profits as on 30<sup>th</sup> April 2022 to those Equity shareholders of the Company whose names appear in the Register of Members of the Company as on 10<sup>th</sup> June, 2022, be and is hereby confirmed".

## SPECIAL BUSINESS

## 3. AMENDMENT OF ARTICLES OF ASSOCIATION:

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

**"RESOLVED THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby amended by inserting the following new article as follows:

**"71A.** The Trustee appointed under Trust Deed, secured or otherwise, in connection with any issue of debentures of the Company, shall pursuant to regulation 15 (1) (e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 shall have power to appoint a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the trustee in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation. A Debenture Director shall not eligible for election at that meeting."

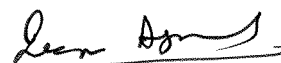
**"RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to approve, finalize, sign (digitally or otherwise), file, execute and deliver letters, forms, applications and undertakings and such other documents that may be necessary in relation to approval and adoption of the revised articles of association of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.

**"RESOLVED FURTHER THAT** all the Directors and Company Secretary be and are hereby severally authorized to certify a copy of this resolution and issue the same to the relevant persons."

## 4. TO RATIFY THE REMUNERATION OF M/S. MPR & ASSOCIATES, COST AUDITORS FOR F.Y. 2023-2024:

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

CHAIRMAN'S INITIALS



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**“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 2023-2024 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, 2024, be and is hereby ratified.”

## 5. VOTE OF THANKS:

Thereupon the meeting was terminated at 11.28 a.m., with a vote of thanks to the Chair.

Date: 27/06/2023  
Place: Hyderabad

  
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Chairman

CHAIRMAN'S INITIAL