

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45400MH2014PLC251983

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAUCS1433Q

(ii) (a) Name of the company

SOLAPUR YEDESHI TOLLWAY L

(b) Registered office address

Off No-11th Floor/1101 Hiranandani Knowledge Park,
Technology Street,Hill Side Avenue, Powai
Mumbai
Mumbai City
Maharashtra
400076

(c) *e-mail ID of the company

irbinfrastructuretrust@irb.co.in

(d) *Telephone number with STD code

02267336400

(e) Website

(iii) Date of Incorporation

10/01/2014

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|-----------------------------------|------------------------------|
| 1 | F | Construction | F2 | Roads, railways, Utility projects | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
| 1 | | | | |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 98,250,000 | 98,250,000 | 98,250,000 | 98,250,000 |
| Total amount of equity shares (in Rupees) | 982,500,000 | 982,500,000 | 982,500,000 | 982,500,000 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 98,250,000 | 98,250,000 | 98,250,000 | 98,250,000 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 982,500,000 | 982,500,000 | 982,500,000 | 982,500,000 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|------------|----------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 0 | 98,250,000 | 98250000 | 982,500,000 | 982,500,000 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|--|---|------------|----------|-------------|-------------|---|
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify <input type="text"/> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <input type="text"/> | | | | | | |
| At the end of the year | 0 | 98,250,000 | 98250000 | 982,500,000 | 982,500,000 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify <input type="text"/> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <input type="text"/> | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|----------------------|--|----------------------|
| Date of the previous annual general meeting | | <input type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input type="text"/> | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|---------------|
| Non-convertible debentures | 5,910 | 1000000 | 5,910,000,000 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 5,910,000,000 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 5,910,000,000 | 0 | 5,910,000,000 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,281,669,943

(ii) Net worth of the Company

-1,301,211,056

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 6 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-----|---|---|
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others Trust | 98,249,994 | 100 | 0 | |
| | Total | 98,250,000 | 100 | 0 | 0 |

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |

| | | | | | |
|--|--------------|---|---|---|---|
| | Total | 0 | 0 | 0 | 0 |
|--|--------------|---|---|---|---|

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 7 | 7 |
| Members (other than promoters) | 0 | 0 |
| Debenture holders | 0 | 4 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 0 | 4 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 0 | 4 | 0 | 4 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|---------------------|------------|------------------|--------------------------------|--|
| CHANDRASHEKHAR S | 01643564 | Director | 0 | |
| RANJANA VINAY PAR/A | 06646483 | Director | 0 | |
| SHILPA CHANDRASHE | 08683910 | Director | 0 | |
| ABHAY PRABHAKAR F | 09519500 | Director | 0 | |
| DEVENDRA RANJITLA | AUIPR4895C | CFO | 0 | |
| JAI PRAKASH NANDI | ADDPN9471E | CEO | 0 | |
| MITESH KAMARIYA | COWPK1475F | Company Secretar | 0 | 18/04/2023 |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|---------------------|------------|--|---|--|
| ABHAY PRABHAKAR F | 09519500 | Director | 22/06/2022 | Change in designation |
| RANJANA VINAY PAR/A | 06646483 | Director | 22/06/2022 | Change in designation |
| JAI PRAKASH NANDI | ADDPN9471E | CEO | 10/11/2022 | Appointment |
| DEVENDRA RANJITLA | AUIPR4895C | CFO | 10/11/2022 | Appointment |
| MITESH KAMARIYA | COWPK1475F | Company Secretar | 01/12/2022 | Appointment |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETI | 22/06/2022 | 7 | 7 | 100 |
| EXTRA ORDINARY GENE | 02/08/2022 | 7 | 7 | 100 |

B. BOARD MEETINGS

*Number of meetings held

13

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 04/05/2022 | 4 | 3 | 75 |
| 2 | 01/08/2022 | 4 | 4 | 100 |
| 3 | 10/08/2022 | 4 | 4 | 100 |
| 4 | 07/09/2022 | 4 | 4 | 100 |
| 5 | 08/09/2022 | 4 | 4 | 100 |
| 6 | 21/09/2022 | 4 | 3 | 75 |
| 7 | 04/10/2022 | 4 | 4 | 100 |
| 8 | 17/10/2022 | 4 | 4 | 100 |
| 9 | 10/11/2022 | 4 | 4 | 100 |
| 10 | 01/12/2022 | 4 | 4 | 100 |
| 11 | 24/01/2023 | 4 | 4 | 100 |
| 12 | 20/03/2023 | 4 | 4 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

13

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 04/05/2022 | 3 | 2 | 66.67 |
| 2 | Nomination and Remuneration | 04/05/2022 | 3 | 2 | 66.67 |
| 3 | Audit Committee | 01/08/2022 | 3 | 3 | 100 |
| 4 | Audit Committee | 17/10/2022 | 3 | 3 | 100 |
| 5 | Audit Committee | 10/11/2022 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration | 10/11/2022 | 3 | 3 | 100 |
| 7 | Nomination and Remuneration | 01/12/2022 | 3 | 3 | 100 |
| 8 | Audit Committee | 24/01/2023 | 3 | 3 | 100 |

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 9 | Risk Manager | 24/01/2023 | 3 | 3 | 100 |
| 10 | Stakeholders F | 24/01/2023 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 26/07/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | CHANDRASH | 13 | 11 | 84.62 | 13 | 10 | 76.92 | Yes |
| 2 | RANJANA VIN | 13 | 13 | 100 | 10 | 10 | 100 | Yes |
| 3 | SHILPA CHAN | 13 | 13 | 100 | 13 | 13 | 100 | Yes |
| 4 | ABHAY PRAB | 13 | 13 | 100 | 3 | 3 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|---------------------------|--------|--------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|---------------------------|--------|--------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/Sweat equity | Others | Total Amount |
|--------|---------------|-------------|--------------|------------|---------------------------|--------|--------------|
| 1 | CHANDRASHEKHA | Director | 0 | 0 | 0 | 74,340 | 74,340 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|---------|-----------------|
| 2 | RANJANA VINAY P | Director | 0 | 0 | 0 | 81,420 | 81,420 |
| 3 | SHILPA CHANDRA | Director | 0 | 0 | 0 | 88,500 | 88,500 |
| 4 | ABHAY PRABHAKA | Director | 0 | 0 | 0 | 53,100 | 53,100 |
| | Total | | 0 | 0 | 0 | 297,360 | 297,360 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

Company has appointed CFO, CEO and CS w.e.f. 10/11/2022 pursuant to Section 203 (1) of the Companies Act, 2013 read with Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014. CEO and CFO appointed holds position of KMP in other project companies of

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Deepti Joshi

Whether associate or fellow

Associate Fellow

Certificate of practice number

8968

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Shilpa
Chandrashek
har Todankar
Digitally signed by
Shilpa Chandrashekhar
Todankar
Date: 2023.09.22
20:04:19 +05'30'

DIN of the director

08683910

To be digitally signed by

Bhumi Kirit
Trivedi
Digitally signed by
Bhumi Kirit Trivedi
Date: 2023.09.22
20:05:00 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

58034

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

| |
|---------------|
| Attach |
| Attach |
| Attach |
| Attach |

List of attachments

| |
|---|
| List of Shareholders and Debentures SYT Additional meeting SYTL.pdf MGT 8_SY Tollway_March 2023.pdf |
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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Solapur Yedeshi Tollway Limited

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.
Tel: 91 - 22 - 6640 4220 / 4880 4200 ■ Fax: 91 - 22 - 2857 3441 ■ e-mail: info@irb.co.in
irbinfrastructuretrust@irb.co.in ■ www.irb.co.in ■ www.irbinfratrust.co.in
CIN : U45400MH2014PLC251983



Solapur Yedeshi Tollway Limited Shareholding Structure as on 31.03.2023

| Name of shareholder | No. of equity shares | % of issued capital |
|--|----------------------|---------------------|
| Equity Shares of face value of Rs. 10 each | | |
| IRB Infrastructure Trust [#] | 98,249,994 | 99.99 |
| Mr. Dhananjay K. Joshi (Nominee of IRB Infrastructure Trust) | 1 | Less Than 0.01 |
| Mr. Shailesh Joshi (Nominee of IRB Infrastructure Trust) | 1 | Less Than 0.01 |
| Mr. Mahesh Kavthekar (Nominee of IRB Infrastructure Trust) | 1 | Less Than 0.01 |
| Mr. Nikhil Maniar (Nominee of IRB Infrastructure Trust) | 1 | Less Than 0.01 |
| Mrs. Arati Taskar (Nominee of IRB Infrastructure Trust) | 1 | Less Than 0.01 |
| Mrs. Anushree Joshi (Nominee of IRB Infrastructure Trust) | 1 | Less Than 0.01 |
| Total | 98,250,000 | 100.00 |

[#] shares held by IDBI Trusteeship Services Limited as Registered Owner for and on behalf of IRB Infrastructure Trust, the Beneficial Owner.

For Solapur Yedeshi Tollway Limited

Shilpa Todankar

Director

DIN: 08683910

Address: 408 Ganeshkunj CHS, Maheshwari Nagar
Kondivita, Andheri (East) Mumbai 400059

Solapur Yedeshi Tollway Limited

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.
Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 2857 3441 • e-mail: info@irb.co.in
irbinfrastructuretrust@irb.co.in • www.irb.co.in • www.irbinfratrust.co.in
CIN : U45400MH2014PLC251983



Solapur Yedeshi Tollway Limited

List of Debenture Holders as on 31.03.2023

| Name of Debenture-holder | Rate of Interest | No. of Debentures |
|---|------------------|-------------------|
| Secured Rated Listed Redeemable Non -convertible debenture ISIN - INE441Q07011 | | - |
| Aseem Infrastructure Finance Limited | 8.65 % | 3100 |
| Aditya Birla Finance Ltd | 8.65 % | 1500 |
| Larsen and Toubro Limited | 8.65 % | 310 |
| Total | - | 4910 |

| Name of Debenture-holder | Rate of Interest | No. of Debentures |
|---|------------------|-------------------|
| Secured Rated Listed Redeemable Non -convertible debenture ISIN - INE441Q07029 | | - |
| India Infrastructure Finance Company Limited | 8.75 % | 1000 |
| Total | - | 1000 |

For Solapur Yedeshi Tollway Limited

Shilpa Todankar

Director

DIN: 08683910

**Address: 408 Ganeshkunj CHS, Maheshwari Nagar
Kondivita, Andheri (East) Mumbai 400059**

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022- 21678100

Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **Solapur Yedeshi Tollway Limited** (hereinafter called the "Company") as required to be maintained under the Companies Act, 2013 (hereinafter called the "Act") and the rules made thereunder for the Financial Year ended on 31st March, 2023 (hereinafter referred as "audit period"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year, the Company has complied with provisions of the Act and Rules made there under, in respect of:
1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns with the Registrar of Companies and Central Government within/beyond the prescribed time. No forms were required to be filed with the Regional Director, the Tribunal, Court or other authorities;
 4. calling/convening/holding meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. Further, no resolution was required to be passed through postal ballot during the audit period;
 5. closure of Register of Members / Security holders, as the case may be. **No such event occurred during the audit period;**
 6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act. **No such event occurred during the audit period;**

7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue and allotment of 5,910 Senior, Secured, Redeemable, Listed, Rated, Non-convertible Debentures of ₹ 10 Lakh each in various tranches on private placement basis in demat form. Further there was no instance of transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/securities and issue of share certificates in all instances.
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. **No such event occurred during the audit period;**
10. declaration/payment of dividend; transfer to unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act. **No such event occurred during the audit period;**
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) of Section 134 of the Act;
12. constitution, appointment of Key Managerial Personnel and disclosures given by them and the remuneration paid to them, *except following the Company has appointed Chief Financial Officer (CFO), Chief Executive Officer (CEO) and Company Secretary (CS) w.e.f. November 10, 2022 pursuant to provision of Section 203 (1) of the Act. The Company has informed that adequate fine has been paid with BSE limited (BSE) in this regard and it has not received further communication from BSE. CFO and CEO appointed also holds the position of Key Managerial Personnel in other project companies of IRB Infrastructure Trust (the Holding Entity).* Further, there is no instance of new appointment of director or retirement in the Company during the audit period;
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act. **No such event occurred during the audit period;**
14. approval required to be taken from other authorities. Further no approval was required to be taken from Central Government, Tribunal, Regional Director, Registrar, under the various provisions of the Act. **No such event occurred during the audit period;**
15. acceptance/renewal/repayment of deposits. **No such event occurred during the audit period;**
16. borrowings from financial institutions, other body corporate and creation and satisfaction of charges in that respect. Further there were no borrowings from directors, members or banks and there was no requirement for modification of charge during the audit period;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **Not applicable being an Infrastructure Company except 186 (1) of the Act which is in compliance;**
18. alteration in provisions of its Memorandum and/ or Articles of Association. **No such event occurred during the audit period;**

**For MMJB & Associates LLP
Company Secretaries**

DEEPTI
SUDHIR JOSHI

Digitally signed by
DEEPTI SUDHIR JOSHI
Date: 2023.09.22
17:52:58 +05'30'

**Deepti Joshi
Designated Partner**

FCS No.: 8167

CP No: 8968

P. R. No: 2826/2022

UDIN: F008167E001061197

**Place: Mumbai
Date: 22.09.2023**

Solapur Yedeshi Tollway Limited

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 2857 3441 • e-mail: info@irb.co.in

irbinfrastructuretrust@irb.co.in • www.irb.co.in • www.irbinfratrust.co.in

CIN : U45400MH2014PLC251983



SOLAPUR YEDESHI TOLLWAY LIMITED

IX. MEETINGS OF MEMBERS / CLASS OF MEMBERS / BOARD / COMMITTEES OF THE BOARD OF DIRECTORS

B. Board Meetings

Number of Meetings held

13

Number of Meetings mentioned in E-Form MGT-7

12

| Sr. No. | Date of Meeting | Total Number of Directors associated as on the date of meeting | Attendance | |
|---------|-----------------|--|------------------------------|-----------------|
| | | | Number of Directors attended | % of attendance |
| 13. | 31/03/2023 | 4 | 4 | 100 |

C. Committee Meetings

Number of Meetings held

13

Number of Meetings mentioned in E-Form MGT-7

10

| Sr. No. | Type of meeting | Date of Meeting | Total Number of members as on the date of meeting | Attendance | |
|---------|---------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 11. | Audit Committee Meeting | 20/03/2023 | 3 | 3 | 100 |
| 12. | Audit Committee Meeting | 31/03/2023 | 3 | 3 | 100 |
| 13. | Risk Management Committee | 31/03/2023 | 3 | 3 | 100 |

For Solapur Yedeshi Tollway Limited

Shilpa Todankar

Director

DIN: 08683910