

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

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

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

(c) * e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(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

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, Nanakramguda, Serilingampally

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

Ledger Folio of Transferee	<input type="text"/>
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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	5,910,000,000	0	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

1,340,155,761

(ii) Net worth of the Company

-2,145,803,532

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
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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	4	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	01643564	Director	0	
RANJANA VINAY PAR	06646483	Director	0	
SHILPA CHANDRASH	08683910	Director	0	
ABHAY PRABHAKAR	09519500	Director	0	
DEVENDRA RANJITLA	AUIPR4895C	CFO	0	
JAI PRAKASH NANDI	ADDPN9471E	CEO	0	
RISHIKA RAWAT	BQWPR4398P	Company Secretar	0	22/05/2024

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

4

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)
MITESH KAMARIYA	COWPK1475F	Company Secretary	18/04/2023	Cessation
BHUMI TRIVEDI	AWKPT2650F	Company Secretary	18/07/2023	Appointment
BHUMI TRIVEDI	AWKPT2650F	Company Secretary	24/11/2023	Cessation
RISHIKA RAWAT	BQWPR4398P	Company Secretary	20/02/2024	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
AGM	26/07/2023	7	6	99.99
EGM	26/09/2023	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2023	4	4	100
2	03/07/2023	4	4	100
3	18/07/2023	4	4	100
4	27/07/2023	4	4	100
5	30/08/2023	4	4	100
6	25/09/2023	4	4	100
7	23/10/2023	4	4	100
8	19/01/2024	4	4	100
9	20/02/2024	4	3	75
10	06/03/2024	4	4	100
11	15/03/2024	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

16

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	27/04/2023	3	3	100
2	Audit Committee	03/07/2023	3	3	100
3	Audit Committee	18/07/2023	3	3	100
4	Audit Committee	27/07/2023	3	3	100
5	Audit Committee	30/08/2023	3	3	100
6	Audit Committee	23/10/2023	3	3	100
7	Audit Committee	19/01/2024	3	3	100
8	Audit Committee	06/03/2024	3	3	100
9	Audit Committee	15/03/2024	3	3	100
10	Nomination and	03/07/2023	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	24/07/2024
								(Y/N/NA)
1	CHANDRASH	11	10	90.91	14	13	92.86	Yes
2	RANJANA VIN	11	11	100	14	14	100	Yes
3	SHILPA CHAN	11	11	100	16	16	100	Yes
4	ABHAY PRAB	11	11	100	4	4	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	87,320	87,320
2	RANJANA VINAY P	Director	0	0	0	101,480	101,480
3	SHILPA CHANDRA	Director	0	0	0	110,920	110,920
4	ABHAY PRABHAKA	Director	0	0	0	66,080	66,080
	Total		0	0	0	365,800	365,800

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

The Company has appointed CFO and CEO 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 also holds position of KMP in other wholly owned

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

Digitally signed by
Shilpa Chandrashekar
Chandrashekar
har Todankar
Date: 2024.09.18
12:42:11 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
Heta Hareesh Solanki
Solanki
Date: 2024.09.18
12:42:29 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

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

List of attachments

List of Shareholder and Debenture Holder
BM CTC Appt of Designated Person.pdf
Additional meeting.pdf
MGT 8_SYTL_23-24_Final.pdf

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

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

C. Committee Meetings

Number of Meetings held

16

Number of Meetings mentioned in E-Form MGT-7

10

Sr. No.	Type of Meetings	Date of Meeting	Total Number of Directors associated as on the date of meeting	Attendance	
				Number of Directors attended	% of attendance
11.	Nomination & Remuneration Committee	18/07/ 2023	3	3	100%
12.	Nomination & Remuneration Committee	20/02/ 2024	3	2	66.66%
13.	Stakeholders Relationship Committee	19/01/ 2024	3	3	100%
14.	Stakeholders Relationship Committee	20/02/ 2024	3	3	100%
15.	Risk Management Committee	25/09/ 2023	3	3	100%
16.	Risk Management Committee	23/03/2024	3	3	100%

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 Shareholding Structure as on 31.03.2024

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 Debentue holder as on 31.03.2024

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 Limited	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

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600
LLPIN: AAR-9997

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 March 31, 2024 (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 during the audit period;
 - 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 or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debenture/alteration or reduction of share capital/ conversion of shares/securities and issue of security certificates during the audit period; **No such event occurred during the audit period;**
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/re-appointment of directors/ appointments/ filling of casual vacancies of Key Managerial Personnel/ disclosures given by them and the remuneration paid to them, *except that the 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 appointment of director, filing of casual vacancies or retirement except retirement by rotation 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 members, financial institution other body corporate and creation and satisfaction of charges in that respect, wherever applicable. Further there were no borrowings from directors or banks or public financial institutions 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 Articles of Association pursuant to appointment of Nominee Director in the event of default. Further there was no change in the Memorandum of Association of the Company during the audit period;

**For MMJB & Associates LLP
Company Secretaries**

Digitally signed by DEEPTI

SUDHIR JOSHI

Date: 2024.09.17 13:08:25 +05'30'

Deepti Joshi

Designated Partner

FCS No.: 8167

CP No: 8968

P. R. No: 2826/2022

UDIN: F008167F001232962

Place: Mumbai

Date: September 17, 2024

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.irbinfrastrust.co.in
CIN : U45400MH2014PLC251983

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS (“BOARD”) OF SOLAPUR YEDESHI TOLLWAY LIMITED (“COMPANY”) AT ITS MEETING HELD ON JUNE 26, 2024

“RESOLVED THAT pursuant to the Companies (Management and Administration) Second Amendment Rules, 2023 and any other applicable provisions of the Companies Act, 2013 or the rules made thereunder, approval of the Board be and is hereby granted for appointment of Mr. Devendra Ranka, Chief Financial Officer and Mr. Jaiprakash Nandi, Chief Executive Officer of the Company, as the Person designated, who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company.

RESOLVED FURTHER THAT the persons designated as above be and are hereby jointly and severally authorised to provide information to the Registrar or any other authorised officer in consultation with the Chairman of the Board including but not limited to represent the Company before the registrar, prepare the responses including sign, execute amend and deliver such papers and any other documents in this regard.”

**Certified True Copy
FOR SOLAPUR YEDESHI TOLLWAY LIMITED**



Shilpa Todankar

Director

DIN: 08683910

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