

**Notice of 19th
Annual General
Meeting**

IRCON-SOMA TOLLWAY PRIVATE LIMITED (ISTPL)
Registered office: C-4, District Centre, Saket, New Delhi-110017
CIN No: - U74999DL2005PTC135055

Notice

Shorter Notice is hereby given that the 19th (Nineteenth) Annual General Meeting of the members of Ircon-Soma Tollway Private Limited (ISTPL) will be held on **Monday, the 09th September, 2024 at 12.00 PM through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** at the Registered Office of the Company situated at C-4, District Centre, Saket, New Delhi-110017 to transact the following business: -

ORDINARY BUSINESS:

- (1) **To receive, consider and adopt the Directors’ Report, and Audited Financial Statements of the company including the Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss for the Financial Year ended 31st March, 2024 together with the Cash Flow Statement and other Annexure thereof and the Report of the Board of Directors and Auditors thereon** and if thought fit, to pass, with or without modification(s) the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** the Financial Statements of the Company comprising the Balance Sheet as on 31st March, 2024, the Statement of Profit and Loss (including the Statement of other Comprehensive Income) for the year ended 31st March 2024, the Statement of Cash Flow for the year ended 31st March, 2024, the Statement of Changes in Equity, significant accounting polices along with the appended notes to accounts and the Auditor’s Report thereon for the Financial Year ended 31st March, 2024 together with the Reports of Directors’ along with Annexure, circulated to the members of the Company along with the Notice convening the Nineteenth Annual General Meeting of the Company and as laid before the meeting, be and are hereby received, approved and adopted.”

- (2) To declare Final Dividend on Equity Shares for the Financial Year ended 31.03.2024.

SPECIAL BUSINESS:

- (3) **To Regularize Additional Director, Mr. Yogesh Kumar Misra (DIN: 07654014)** and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution**: -

“**RESOLVED THAT** pursuant to Sections 161 of the Companies Act, 2013 and any other applicable provisions including any amendment(s) or modification(s) thereof, if any, Mr. Yogesh Kumar Misra (DIN: 07654014) who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) w.e.f. 01.02.2024, be and is hereby appointed as a Nominee Director of the Company.”

- (4) **Ratification of Remuneration of Cost Auditor for the financial year 2024-2025** and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“**RESOLVED THAT** pursuant to the provisions of section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), a remuneration of Rs.38,000/- plus GST for the Financial Year (FY) 2024-25, be and is hereby ratified to be paid to M/s Pawan Dixit & Co., Cost Accountants, appointed by the Board of Directors as the Cost Auditor of the Company for the financial year 2024-25 for audit of cost records maintained by the Company.”

**BY ORDER OF THE BOARD OF DIRECTORS
of Ircon-Soma Tollway Limited**

**Sd/-
(Shweta Chawla)
Company Secretary
FCS 11502**

**Date: 22.08.2024
Place: New Delhi**

NOTES:

1. Pursuant to the General Circular No. 09/2023 dated 25th September, 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and read with the circulars issued earlier on the subject (hereinafter collectively referred to as the “Circulars”), the AGM of the Company is being held through VC/OAVM without the physical presence of the members at a common venue and members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not be a member of the Company. Since, this AGM is being held in

- accordance with the Circular through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form is not annexed to the notice.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
 4. Body Corporate are entitled to appoint authorized representative for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM. Corporate Members are, therefore, requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their Representative to attend and vote on their behalf before or at the AGM.
 5. In Compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose emails addresses are registered with the Company.
 6. The link to attend the AGM will be shared separately via email one day before the meeting.
 7. Participation of the members through VC/OAVM will be counted for the purpose of reckoning the quorum for the AGM as per Section 103 of the Act.
 8. Facility of joining the AGM through VC will be kept open 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
 9. Members can vote during the AGM by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company and the members shall convey their assent or dissent only by sending emails to cs.istpl@irconsoma.com.
 10. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
 11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act shall be available electronically for inspection by the members during the time of AGM.
 12. Shareholders desiring any information as regards accounts or Directors' Report are requested to write to the Company one week in advance, so as to enable the management to keep the information ready.
 13. Members, who need assistance to join AGM, may contact Company Secretary of the Company, via email on cs.istpl@irconsoma.com or via telephone no. 011-26545780.
 14. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.

15. **M/S GUPTA NAYAR & CO. (ICAI FIRM REGISTRATION NO. 008376N) CHARTERED ACCOUNTANT**, WERE APPOINTED AS STATUTORY AUDITORS OF THE COMPANY AT THE 16TH ANNUAL GENERAL MEETING HELD ON 20TH JULY, 2021 TO HOLD OFFICE FROM THE CONCLUSION OF 16TH AGM TO 21TH AGM. PURSUANT TO NOTIFICATION ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ON 7TH MAY, 2018 AMENDING SECTION 139 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THERE UNDER, THE MANDATORY REQUIREMENT FOR RATIFICATION OF APPOINTMENT OF AUDITORS BY THE MEMBERS AT EVERY ANNUAL GENERAL MEETING (“AGM”) HAS BEEN OMITTED, AND HENCE THE COMPANY IS NOT PROPOSING AN ITEM ON RATIFICATION OF APPOINTMENT OF AUDITORS AT THIS AGM.

- To:
1. **All Shareholders of the Company**
 2. **All Directors of the Company**
 3. **M/s Gupta Nayar & Co., Chartered Accountants (Statutory Auditors)**
 4. **M/s Pawan Dixit & Co., Cost Accountants (Cost Auditor)**

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013– SPECIAL BUSINESS ITEM:

Item No.3:
To Regularize Additional Director, Mr. Yogesh Kumar Misra (DIN: 07654014)

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Yogesh Kumar Misra (DIN: 07654014) has been nominated by Ircon International Limited as Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing Ircon International Limited.

The Board of Directors vide their Circular Resolution No. 95, dated February 01, 2024 had approved the appointment of Mr. Yogesh Kumar Misra (DIN: 07654014) nominee of Ircon International Limited as an Additional Director of the Company w.e.f. February 01, 2024 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting but is eligible for appointment as Director subject to approval of shareholders of the Company.

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Yogesh Kumar Misra (DIN: 07654014) as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Yogesh Kumar Misra (DIN: 07654014) (whose regularization has been proposed) is interested in this resolution.

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

Item No.4:
Ratification of remuneration of Cost Auditor for the financial year 2024-25

In terms of rule 3(B)(10) read with rule 4 & 6 of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors at its meeting held on 20.08.2024 had appointed M/s Pawan Dixit & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2024-25 at a remuneration of Rs. 38,000/- plus GST to conduct cost audit of the Company as per the applicable Rules/Guidance Note, etc., or any amendments thereof.

Further in term of Section 148(3) of the Companies Act, 2013, read with rule 14 of Companies (Audit and Auditors) Rules, 2014, remuneration to be payable to the said Cost Auditor approved by the Board of Directors is placed for ratification by the shareholders.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are in any way concerned or interested, in the said resolutions.

The Board of Directors has recommended the resolution for approval of the shareholders as an Ordinary Resolution.

BY ORDER OF THE BOARD OF DIRECTORS
of Ircon-Soma Tollway Limited
Sd/-
(Shweta Chawla)
Company Secretary
FCS11502

Date: 22.08.2024
Place: New Delhi