

# 18<sup>TH</sup> ANNUAL REPORT

## FY 2022-23



**IRCON-SOMA TOLLWAY PRIVATE LIMITED (ISTPL)**

**(A Joint Venture Company of Ircon International Limited, Soma Enterprise Limited  
and Soma Tollways Private Limited)**



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## About ISTPL



**IRCON-SOMA TOLLWAY PRIVATE LIMITED (ISTPL)** A joint venture company named 'Ircon-Soma Tollway Private Limited' (ISTPL) was incorporated on 19th April 2005, with 50% equity participation by both Ircon International Limited (IRCON) and Soma Tollway Private Limited (STPL) (a Construction Company in Private sector). Out of the 12,77,40,000 total shares, 6,38,69,999 shares STPL and 1 share held by Soma Enterprises Limited (SOMA), holding company of STPL. The balance 6,38,70,000 share are held Ircon International limited (IRCON). The business of the company is executing BOT project for four laning of Pimpalgaon-Dhule section of NH-3 from km 380 to km 265 in Maharashtra for NHAI and Operation & Maintenance of the same.

The construction of the subject BOT project got completed in 2010-11 and accordingly ISTPL is earning revenue from the Tolling on the entire stretch of 118.158 km.

The entire project is now under operation & maintenance phase to provide safe and comfortable journey to the road users.

# BOARD OF DIRECTORS



Mr. Devendra Kumar Sharma  
(Chairman)



Mr. Masood Ahmad  
(Director)



Mr. Ankineedu Maganti  
(Director)



Mr. Rajeev Kalra  
(Director)



**Key Managerial Personnel**

**Chief Financial Officer (CFO)**

Mr. Harish Satyawali upto  
26.03.2023

Mr. Nilkar Umakanth  
(Appointed w.e.f. 27.03.2023)

**Chief Operating Officer (COO)**

Mr. Yemmani Krishna Mohan  
upto 05.04.2023

Mr. D. Srinivas  
(Appointed w.e.f. 05.04.2023)

**Company Secretary (CS)**

Ms. Shweta Chawla



**JV Partners**

**Ircon International Limited (IRCON)  
Soma Enterprise Limited (SOMA)  
Soma Tollways Private Limited(STPL)**



**Auditors**

**Statutory Auditor**

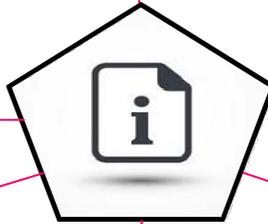
M/s Gupta Nayar & Co.

**Cost Auditor**

M/s Pawan Dixit & Co.

**Internal Auditor**

M/s Sunil B Ghule & Associates



**Banker(s)**

**Punjab National Bank, LCB**  
Branch- Hyderabad

**State Bank of India,**  
Commercial Branch- New  
Delhi

**HDFC Bank-** New Delhi

**Punjab National Bank-**  
Nashik



**Contact Details**

**Company Secretary**

Email id: [cs.istpl@irconsoma.com](mailto:cs.istpl@irconsoma.com)  
Tel: 011-26545780



**Registered Office**

C-4, District Centre,  
Saket, New Delhi-  
11001

## Chairman's Address



*Dear Shareholders,*

I am delighted to welcome you all on the occasion of Eighteenth (18th) Annual General Meeting of your Company. Thanks to all of you for making it convenient to attend this meeting. It gives me immense pleasure to present before you all the 18<sup>th</sup> Annual Report of your Company including the Ind-AS Audited Financial Statements, Boards Report, Auditor's Report for the financial year ended 31st March 2023. With your permission, I shall take them as read.

### **Brief about the Project**

As you are aware, the Company's main object was to undertake the project for Improvement, Operation and Maintenance, Rehabilitation and Strengthening of Existing 2-Lane Road and Widening to 4-Lane Highway of NH-3 (Pimpalgaon-Dhule section) in the State of Maharashtra on Build, Operate & Transfer (BOT) Basis. The total length of the road is 118.16 km.

The Company has successfully implemented the project in 2010. The entire project (toll) road is being operated & maintained to provide safe and comfortable journey to the road users.

### **Financial Performance**

During the year under review, the total income of the company from operations for the financial year under review has been reported at Rs.280.76 crore as against Rs. 243.23 crore for the previous financial year. The income from operations has increased by 15.43%.

The profit before tax (PBT) for the year ended March 31, 2023 has been reported at Rs.145.22 crore in comparison to Rs. 102.19 crore in year 2021-22. The PBT has increased by 42.10% primarily due to increase in the toll revenue. The profit after tax (PAT) accordingly stands at Rs.119.66 crores due to payment of minimum alternate tax (MAT).

The Company has been availing tax holiday under Section 80IA of the Income Tax Act, 1961 since 2015-16, which is for 10 years and 2022-23 being Seventh year. The Earning per share has also increased to Rs. 9.37 per share as compared to previous year which was at Rs. 6.95.

### **Acknowledgement**

I take this opportunity to thank on behalf of Board of Directors, the gratitude for the valuable assistance and co-operation extended to the Company by the promoter companies and shareholders i.e Ircon International Limited (IRCON), Soma Enterprise Limited (SOMA) and Soma Tollways Private Limited (STPL), Auditors of the Company.

Sd/-  
D. K. Sharma  
(Chairman)

**Notice of 18<sup>th</sup>**  
**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 18th (Eighteenth) Annual General Meeting** of the members of Ircon-Soma Tollway Private Limited (ISTPL) will be held on **Thursday, the 31.08.2023, at 3.30 p.m.** 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 Audited Financial Statements of the company including the Balance Sheet as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2023 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 Balance Sheet as on March 31<sup>st</sup>, 2023, and the Statement of Profit & Loss as at that date together with the Reports of Directors’ along with Annexure and Auditors’ Report thereon, circulated to the members of the Company along with the Notice convening the Eighteenth Annual General Meeting of the Company, be and is hereby received, considered and adopted.”

### **SPECIAL BUSINESS:**

- (2) To Regularize Additional Director, Mr. Devendra Kumar Sharma (D. K. Sharma) (DIN: 08556821) 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. Devendra Kumar Sharma (DIN: 08556821) who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) w.e.f. 10.10.2022, be and is hereby appointed as a Nominee Director of the Company.”

- (3) To Regularize Additional Director, Mr. Ankineedu Maganti (DIN: 00029900) 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. Ankineedu Maganti (DIN: 00029900) who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) w.e.f. 15.03.2023, be and is hereby appointed as a Nominee Director of the Company.”

- (4) Ratification of Remuneration of Cost Auditor for the financial year 2023-2024 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 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, 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 2023-24 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: 25.08.2023**

**Place: New Delhi**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

As per the provisions of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Proxies in order to be effective must be received at the Registered Office of the Company at C-4, District Centre, Saket, New Delhi-10017 at least 48 hours before the commencement of the meeting. A blank Proxy Form is enclosed.
3. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided

that not less than 3 days of notice in writing of the intention to inspect is given to the Company.

5. Voting to be by show of hands in the first instance. Every member present in person shall have only one vote on a show of hands. Only when a poll is demanded under section 109, every such member shall have one vote for every share held by him/her.
6. To support the 'Green Initiative', the Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. Two members (shareholders) of the Company personally present throughout the meeting is the Quorum.
8. Route map including prominent landmark for easy location of the Registered Office (venue of the meeting) is provided at the end of notice.
9. A form of Attendance slip is annexed with this notice
10. Relevant documents referred to in the accompanying notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days during business hours up to the date of Annual General Meeting.
11. The Statutory Registers which should be kept open for inspection of members under the Companies Act, 2013 are available for such inspection by the Members at the Annual General Meeting.
12. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.
13. **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.2:**

**To Regularize Additional Director, Mr. Devendra Kumar Sharma (DIN: 08556821)**

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Devendra Kumar Sharma (DIN: 08556821) 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. 82, dated October 17, 2022 had approved the appointment of Mr. Devendra Kumar Sharma (DIN: 08556821) nominee of Ircon International Limited as an Additional Director of the Company w.e.f. 10.10.2022 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. Devendra Kumar Sharma (DIN: 08556821) as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Devendra Kumar Sharma (DIN: 08556821) (whose regularization has been proposed) is interested in this resolution.

**Item No.3:**

**To Regularize Additional Director, Mr. Ankineedu Maganti (DIN: 00029900)**

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Ankineedu Maganti (DIN: 00029900) has been nominated by Soma Tollways Private Limited as Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing Soma Tollways Private Limited.

The Board of Directors vide their Circular Resolution No. 86, dated March 15, 2023 had approved the appointment of Mr. Ankineedu Maganti (DIN: 00029900) nominee of Soma Enterprise Limited as an Additional Director of the Company w.e.f. 15.03.2023 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. Ankineedu Maganti (DIN: 00029900), as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Ankineedu Maganti (DIN: 00029900) (whose regularization has been proposed) is interested in this resolution.

**Item No.4:****Ratification of remuneration of Cost Auditor for the financial year 2023-24**

In accordance with the provisions of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors at its meeting held on 31.07.2023 had appointed M/s Pawan Dixit & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2023-24 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.

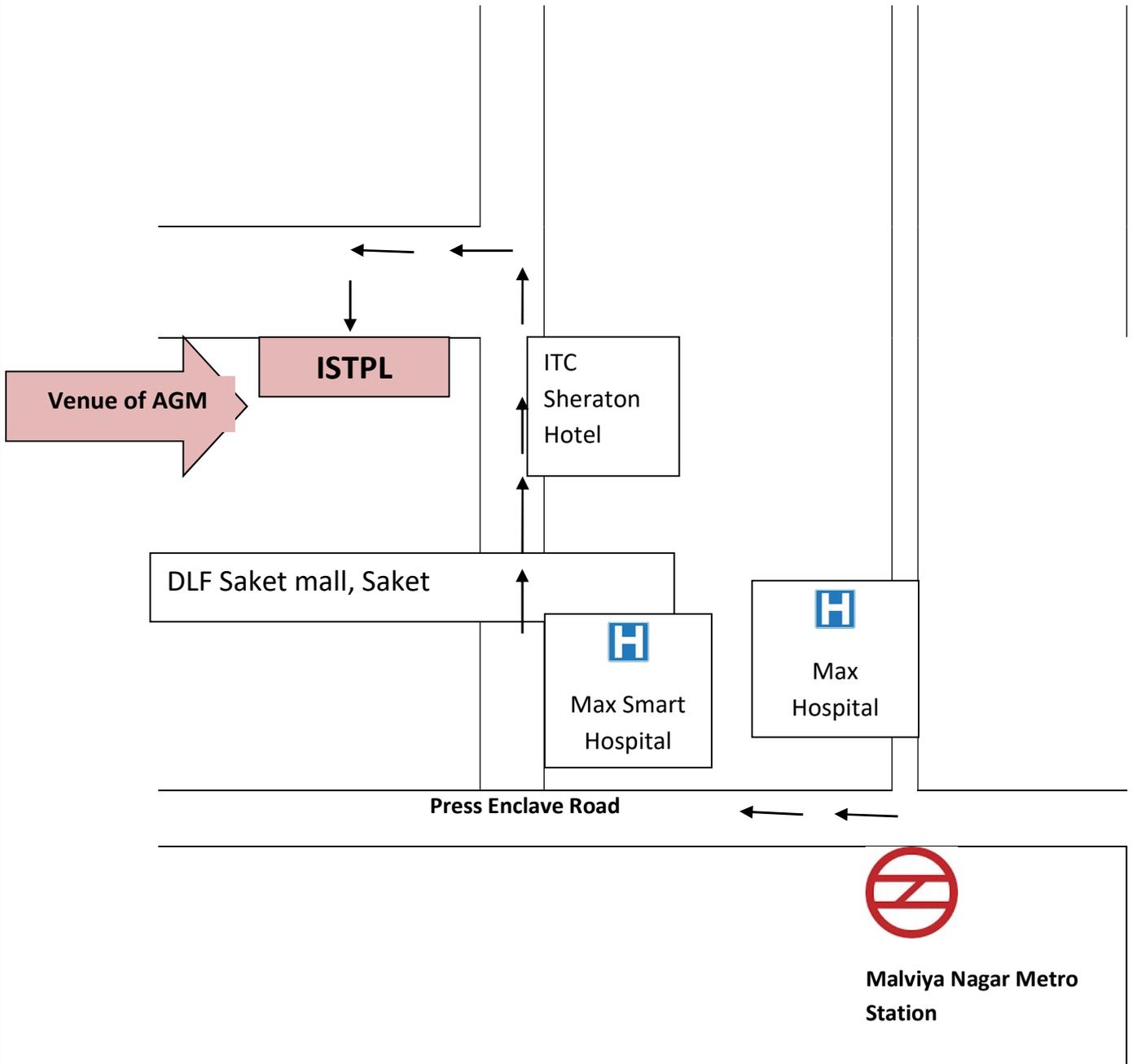
**BY ORDER OF THE BOARD OF DIRECTORS  
of Ircon-Soma Tollway Limited**

**Sd/-  
(Shweta Chawla)  
Company Secretary  
FCS11502**

**Date: 25.08.2023  
Place: New Delhi**

# Route Map

IRCON-SOMA TOLLWAY PRIVATE LIMITED  
C-4, District Centre, Saket, New Delhi – 110017



**IRCON-SOMA TOLLWAY PRIVATE LIMITED**

CIN: U74999DL2005PTC135055

Plot No. C-4 District Centre, Saket, New Delhi – 110017

**Form No. MGT 11 – PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                           |   |       |
|---------------------------|---|-------|
| <b>Name of the member</b> | : | _____ |
| <b>Registered address</b> | : | _____ |
| <b>E-mail Id</b>          | : | _____ |
| <b>Folio No</b>           | : | _____ |

I, being the member holding \_\_\_\_\_ shares of Ircon-Soma Tollway Private Limited (ISTPL), hereby appoint:

1. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

or failing him / her

2. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

or failing him / her

3. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

as my proxy to attend and vote (on a poll) for me and on my behalf at the 18<sup>th</sup> Annual General Meeting of the company, to be held on Thursday, the 31<sup>st</sup> day of August, 2023 at 03.30 P.M. at Registered Office of ISTPL or at any adjournment thereof in respect of such resolutions as are indicated below:

| Res. No. | Description  | For | Against |
|----------|--|-----|---------|
| 1.       | Adoption of Financial Statements, Board and Auditors' Report for the Financial Year 2022-23. |     |         |
| 2.       | To Regularize Additional Director, Mr. Devendra Kumar Sharma (D. K. Sharma) (DIN: 08556821)  |     |         |
| 3.       | To Regularize Additional Director, Mr. Ankineedu Maganti (DIN: 00029900)                     |     |         |
| 4.       | Ratification of Remuneration of Cost Auditor for the financial year 2023-2024                |     |         |

Signed this ..... day of..... 2023.

Signature of Shareholder: .....


**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**IRCON-SOMA TOLLWAY PRIVATE LIMITED****CIN: U74999DL2005PTC135055**

Plot No. C-4, District Centre, Saket, New Delhi - 110017

Phone: 011-26545780, Email: cs.istpl@irconsoma.com, Website: www.irconsoma.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

|   |
|---|
| Name of the Member: .....                           |
| Registered address: .....                           |
| E-mail Id: .....Folio No. /DP ID & Client ID: ..... |

I/We, being the member (s) of ..... shares of the above named company, hereby record my/our presence at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 31<sup>st</sup> day of August, 2023 at 03.30 P.M. at Plot No. C-4, District Centre, Saket, New Delhi - 110017 and at any adjournment thereof.

Signature of the Member.....

**NOTES:**

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

**Directors’  
Report  
FY: 2022-23**

**DIRECTORS' REPORT (2022-23)**

To,  
**The Members,**  
**Ircon-Soma Tollway Private Limited,**  
**New Delhi**

We have pleasure in presenting the 18th (Eighteenth) Annual Report on the business and operations of the Company together with Audited Statements of Accounts of the Company for the year ended on March 31, 2023.

**PRESENT STATUS**

A joint venture company named 'Ircon-Soma Tollway Private Limited' (ISTPL) was incorporated on 19<sup>th</sup> April 2005, with 50% equity participation by both Ircon International Limited (IRCON) and Soma Tollway Private Limited (STPL) (a Construction Company in Private sector). Out of the 12,77,40,000 total shares, 6,38,69,999 shares STPL and 1 share held by Soma Enterprises Limited (SOMA), holding company of STPL. The balance 6,38,70,000 share are held Ircon International limited (IRCON). The business of the company is executing BOT project for four Laning of Pimpalgaon-Dhule section of NH-3 from km 380 to km 265 in Maharashtra for NHAI and Operation & Maintenance of the same.

The construction of the subject BOT project got completed in 2010-11 and accordingly ISTPL is earning revenue from the Tolling on the entire stretch of 118.158 km.

The entire project is now under operation & maintenance phase to provide safe and comfortable journey to the road users.

**FINANCIAL HIGHLIGHTS**

The Company has prepared the financial statements for the year ended 31st March, 2023 as per Ind AS (Indian Accounting Standards). During the year under review the financial position of the company is as follows:

|         |                          | (in ₹ crores) |         |
|---------|--------------------------|---------------|---------|
| Sl. No. | Particulars              | 2022-23       | 2021-22 |
| 1       | Authorized Share Capital | 130.00        | 130.00  |
| 2       | Subscribed Share Capital | 127.74        | 127.74  |
| 3       | Reserves & Surplus       | 34.72         | 53.06   |
| 4       | Revenue from Operations  | 280.76        | 243.23  |
| 5       | Other Income             | 11.21         | 9.14    |
| 6       | Total Income             | 291.98        | 252.37  |
| 7       | Total Expenditure        | 146.76        | 150.19  |
| 8       | Profit Before Tax        | 145.22        | 102.19  |
| 9.      | Profit After Tax         | 119.66        | 88.80   |
| 10.     | Earnings Per Share       | 9.37          | 6.95    |

## **OPERATIONAL PERFORMANCE**

During the year under review, the total income of the company from operations for the financial year under review has been reported at Rs.280.76 crore as against Rs. 243.23 crore for the previous financial year. The income from operations has increased by 15.43%.

The profit before tax (PBT) for the year ended March 31, 2023 has been reported at Rs.145.22 crore in comparison to Rs. 102.19 crore in year 2021-22. The PBT has increased by 42.10% primarily due to increase in the toll revenue. The profit after tax (PAT) accordingly stands at Rs.119.66 crores due to payment of minimum alternate tax (MAT).

The Company has been availing tax holiday under Section 80IA of the Income Tax Act, 1961 since 2015-16, which is for 10 years and 2022-23 being Seventh year. The Earning per share has also increased to Rs. 9.37 per share as compared to previous year which was at Rs. 6.95.

## **TRANSFER TO RESERVES**

“Your Directors have proposed not to transfer any sum to the General Reserve.”

## **DIVIDEND**

For the Financial Year 2022-23, the Board of Directors have declared Interim Dividend for an amount of Rs. 54 crores and Rs. 32 crores out of Surplus profit available with the company as on 30.09.2022 and 31.12.2022 respectively. The said interim dividend was paid in equal proportion to both the Shareholders.

## **DEPOSITS**

No deposits have been taken during the period under review.

## **STATUTORY AUDITORS**

In compliance with the provisions of the Companies (Audit and Auditors) Rules, 2014 M/s Gupta Nayar & Co., Chartered Accountants were appointed as Statutory Auditors in the 16th Annual General Meeting (AGM) of the Company held on 20.07.2021, to hold the office from the conclusion of 16th AGM till the conclusion of the 21st AGM of the Company.

However, 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.

There were no qualifications, reservation or adverse remark in the Auditors’ Report on the accounts of the Company for financial year 2022-23.

**COST AUDITOR**

The Board of Directors have appointed M/s. Pawan Dixit & Co., Cost Accountants, as Cost Auditor of the Company for the financial year 2022-23 for conducting the audit of cost records maintained by the Company as per the applicable Rules / Guidance Note, etc.

**INTERNAL AUDITOR**

The Board of Directors appointed M/s. D.S. Sonawane & Associates, Chartered Accountants as Internal Auditors for the financial year 2022-23, to conduct the Internal Audit of the Company.

**SHARE CAPITAL**

The Authorised Share Capital of the Company is Rs.130 crores and the issued, subscribed and paid up share capital is Rs.127.74 crore.

During the financial year 2017-18, Soma Enterprise Limited (SOMA) have transferred 6,38,69,999 equity shares out of total 6,38,70,000 equity shares held by them in Ircon Soma Tollway Private Limited (ISTPL) to its subsidiary company i.e. Soma Tollways Private Limited (STPL).

**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

The Company is engaged in the single business segment of BOT project at Dhule-Pimpalgaon. Also, the Company is carrying its business in one geographical segment only.

Therefore, there was no Change in the nature of the business of the Company during the year under review.

**MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD'S REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**ANNUAL RETURN**

A copy of Annual Return as required under Section 92(3) and Section 134(3)(a) of the Act has been placed on the Company's website. The web-link as required under the Act is as under: -

<http://www.irconsoma.com/annual-return.html>

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange inflow or Outflow during the year under review.

### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company has no Subsidiary. During the year, no company has become or ceased as subsidiary/Joint-venture/Associate of the company.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As per Section 135 of Companies Act, 2013, every company having net worth of Rs. 500 crore or more or turnover of Rs. 1000 crore or more or net profit of Rs. 5 crore or more during the immediate preceding Financial Year. It is required to spend in every Financial Year at least 2% of average net profit of the company made during the immediate three preceding Financial Year.

In compliance with the requirement of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy and Report on CSR activities carried out during the financial year ended 31.03.2023 in the format as prescribed under rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**In financial year 2020-21**, the CSR amount of Rs. 51,06,360/- was allocated to Providing Semi-Automatic Unit for Production of Dignity Kits and installation of vending machine in the Schools of Ramban, District in J&K. However, that said amount couldn't be spent and remained unspent. Thereafter, the Board declared the activity as "Ongoing Project" and transferred the amount to the Unspent CSR Account.

As the communication received from DC, Ramban the amount of Rs. 25,00,000/- was transferred for execution of project. As the confirmation received from DC, Ramban that the given amount was still unutilized and requesting for change in CSR project has been necessitated in view of the earlier project

With reference to the letter received requesting to replace the CSR Activity for providing Semi-Automatic Unit for Production of Dignity Kits and installation of vending machine in the Schools of Ramban by “Purchase of diagnostic medical equipment urgently required in the Health Institution, District of Ramban” in the interest of public at large and patient care. The same was recommended by the CSR Committee and approved by the Board of Directors in their respective meetings.

The CSR activity for an amount of Rs. 51,00,515/- with regard to purchase of diagnostic medical equipment and DG set in the Health institution in Ramban, Jammu & Kashmir has been completed. The fund was given in three tranches i.e. Rs. 25,00,000/-, Rs.21,51,515/- and Rs. 4,49,000/-. However, the allocated amount was Rs. 51,06,360/. The amount of Rs. 5,845/- was left with us. As per the provisions of Companies Act, 2013 and rules made thereunder, the remaining amount was also transferred to activities mentioned under Schedule VII of the Companies Act, 2013 i.e. Clean Ganga fund dated 11/08/2023.

**In financial year 2022-23**, On review of the status of CSR Activities, the amount of Rs. 1,54,28,718/- was utilised out of sanctioned budget of Rs. 1,61,32,207/- and Rs. 7,03,489/- remains unspent due to no response on the limited tenders received. It has been spent as approved by the CSR Committee & the Board to transfer of unspent amount of Rs. 7,03,489/- to Clean Ganga fund dated 07/08/2023.

The Annual Report on CSR Activities is also attached as an **Annexure-A**.

In compliance with Section 135 of the Companies Act 2013 and the Certificate under Rule 4 of Companies (CSR) Rules, 2014, The Board of a company shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect. The copy of certificate enclosed as an **Annexure-B**.

## **DIRECTORS**

- **Composition of the Board**

The Company’s management is headed by four non-retiring and non-executive Directors and hold the position as respective nominee(s) of Joint Venture partners i.e. Ircon International Limited (IRCON), Soma Enterprise Limited (SOMA) and Soma Tollways Private Limited (STPL).

| <b>S. No.</b> | <b>Director</b>  | <b>Date of Appointment</b> | <b>DIN</b> |
|---------------|--|----------------------------|------------|
| 1.            | Mr. Devendra Kumar Sharma, Chairman (nominee of IRCON) | 10.10.2022                 | 08556821   |
| 2.            | Mr. Masood Ahmad, Nominee Director                     | 01.10.2021                 | 09008553   |

|    |  |            |          |
|----|--|------------|----------|
|    | (nominee of IRCON)   |            |          |
| 3. | Mr. Ankineedu Maganti, Nominee Director<br>(nominee of SOMA) | 15.03.2023 | 00029900 |
| 4. | Mr. Rajeev Kalra, Nominee Director<br>(nominee of STPL)      | 28.03.2022 | 00833789 |

- **Key Managerial Personnel**

| S. No. | Key Managerial Personnel  | PAN No.    |
|--------|---|------------|
| 1.     | Mr. Harish Satyawali<br>Chief Financial Officer<br>(Designated as KMP upto. 26.03.2023) | ANTPS4518F |
| 2.     | Mr. Nilkar Umakanth<br>Chief Financial Officer<br>(Designated as KMP w.e.f. 27.03.2023) | AIJPK9944N |
| 3.     | Ms. Shweta Chawla,<br>Company Secretary<br>(Designated KMP w.e.f. 04.04.2019)           | AOKPC7900H |

- **Changes in Directors and Key Managerial Personnel**

During the period under review, Mr. Devendra Kumar Sharma (DIN- 08556821), nominee of Ircon International Limited (IRCON), has been appointed as Additional Director/ Chairaman w.e.f. 10.10.2022 and Mr. Ankineedu Maganti (DIN-00029900), nominee of Soma Enterprise Limited (SOMA) appointed as an Additional Director w.e.f 15.03.2023. Mr. Harish Satyawali has resigned from the post of Chief Financial Officer w.e.f. 26.03.2023.

Mr. Ashok Kumar Goyal (DIN-05308809), nominee of Ircon International Limited (IRCON), resigned w.e.f. 10.10.2022, however nomination withdrawn by IRCON from the Board of ISTPL consequent upon his attaining the age of superannuation.

Mr. Pradeep Kumar Katyal (DIN-08576256), nominee of Soma Enterprise Limited (SOMA) ceased to be a nominee director w.e.f. 15.03.2023 on nomination withdrawn by SOMA.

Appointment of Mr. Masood Ahmad (DIN-09008553) and Mr. Rajeev Kalra has been regularised in the 17<sup>th</sup> Annual General Meeting held on 08<sup>th</sup> July, 2022.

- **Declaration by an Independent Director(s) and re-appointment, if any:** The Company is not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- **Formal Annual Evaluation by the Board on its own performance:** Not Applicable.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND GENERAL MEETINGS**

During financial year 2022-23, the Board of the Company has met 9 times i.e. on 11.05.2022, 13.06.2022, 20.07.2022, 07.11.2022, 14.12.2022, 23.01.2023, 01.03.2023, 03.03.2023 and 23.03.2023

Leave of absence was granted in terms of section 167(1) (b) of the Companies Act 2013

Number of the Board meetings attended by the Directors during the financial year 2022-23 is as follows:

| <b>Name of the Director</b>                   | <b>Number of the Board meetings attended</b> |
|---|--|
| Mr. Ashok Kumar Goyal (upto 10.10.2022)       | 3/3  |
| Mr. Devendra Kumar Sharma (w.e.f. 10.10.2022) | 6/6  |
| Mr. Pradeep Kumar Katyal (upto 15.03.2023)    | 7/8  |
| Mr. Ankineedu Maganti (w.e.f. 15.03.2023)     | 1/1  |
| Mr. Rajeev Kalra                              | 8/9  |
| Mr. Masood Ahmad                              | 8/9  |

The Seventeenth Annual General Meeting of the Company was held on 08.07.2022.

No Extra Ordinary General Meetings were held during 2022-23.

**BOARD COMMITTEES**

The Committee was re-constituted by the Board of Directors via circular resolution passed dated 17.10.2022 and 15.03.2023. The composition of the committee is:

| <b>Name</b>                                | <b>Designation</b>         |
|--|----------------------------|
| Mr. A. K. Goyal (upto 10.10.2022)          | Chairman                   |
| Mr. D. K. Sharma (w.e.f. 10.10.2022)       | Chairman                   |
| Mr. Masood Ahmad                           | Nominee Director as Member |
| Mr. Pradeep Kumar Katyal (upto 15.03.2023) | Nominee Director as Member |
| Mr. Ankineedu Maganti (w.e.f. 15.03.2023)  | Nominee Director as Member |

Two meetings of the CSR Committee have been held during the financial year 2022-23 on 13.06.2022 and 07.11.2022.

Number of the CSR Committee Meetings attended by the Members during the financial year 2022-23 is as follows:

| <b>Name of the Member</b> | <b>Number of the CSR Committee meetings attended</b> |
|---------------------------|--|
| Mr. Ashok Kumar Goyal     | 1/1  |
| Mr. Devendra Kumar Sharma | 1/1  |
| Mr. Pradeep Kumar Katyal  | 2/2  |

|                       |     |
|-----------------------|-----|
| Mr. Masood Ahmad      | 2/2 |
| Mr. Ankineedu Maganti | 0/0 |

**PARTICULARS OF EMPLOYEES**

There is no employee who has drawn a remuneration of Rs.60 Lakhs or more per annum or Rs.5 Lakh or more per month during the year 2022-23 in terms of Section 134(3) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During 2022-23, the Company did not grant any loan or provide any guarantee or made investment as per the provisions of Section 186 of the Companies Act, 2013.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188**

As per exemptions to a Private Company issued by Ministry of Corporate Affairs vide its Notification dated 05.06.2015, any contract or arrangement by a private company with its holding, subsidiary or an associate company shall not be treated as a related party transaction and will not require approval under Section 188 of the Companies Act, 2013.

**INTERNAL CONTROL SYSTEMS**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate commensurate with its size and complexity. Your Company believes that these internal control systems provide a reasonable assurance that the Company's transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of the Company are adequately safeguarded against significant misuse or loss.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013 READ WITH RULES THEREUNDER:**

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

**SECRETARIAL STANDARDS**

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

### **HUMAN RESOURCES:**

Your Company treats its “human resources” as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

### **SEGMENT-WISE PERFORMANCE:**

The Company is into single reportable segment only.

### **RISK MANAGEMENT**

The Board does not foresee any major threat/risk to the business of the Company.

### **APPLICATION/PROCEEDING PENDING UNDER INSOLVENCY & BANKRUPTCY CODE, 2016**

There are no proceeding initiated/pending against the Company under the Insolvency & Bankruptcy Code, 2016 which materially impact the business of the Company.

### **MAINTENANCE OF COST RECORDS**

The provisions related to maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 are applicable on the company and the company duly maintained the same.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

#### **(Pursuant to Section 134 (3)(c) of the Companies Act, 2013**

In accordance with section 134 (5) of the Companies Act 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **ACKNOWLEDGEMENTS**

Your Directors wish to place on record their gratitude for the valuable assistance and co-operation extended to the Company by the Ircon International Limited (IRCON), Soma Enterprise Limited (SOMA), Soma Tollway Private Limited (STPL), Lenders, Business Associates, Auditors of the Company and the valued Client of the Company-National Highways Authority of India. They also wish to place on record their appreciation for the loyal and devoted services rendered by all the categories of employees.

**For and on behalf of the Board of Directors  
Of Ircon-Soma Tollway Private Limited**

**Sd/-  
(Ankineedu Maganti)  
Additional Director  
(DIN: 00029900)**

**Sd/-  
(Masood Ahmad)  
Director  
(DIN: 09008553)**

**Place: New Delhi  
Date: 31.07.2023**

**ANNUAL REPORT ON CSR ACTIVITIES (2022-23)**
**1. Brief outline on CSR Policy of the Company.**

Your Company is having a policy on CSR in line with the requirements of the Companies Act, 2013. The objective of CSR policy is to strive for economic development that positively impacts the society at large with minimum resource footprint and to promote a comprehensive and integrated development through social and economic transformation.

**2. Composition of CSR Committee:**

| S. No. | Name of Director                          | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|--------|---|--------------------------------------|--|--|
| 1.     | Mr. A. K. Goyal (upto. 10.10.2022)        | Chairman                             | 2  | 1  |
| 2.     | Mr. D. K. Sharma (w.e.f. 10.10.2022)      | Chairman                             | 2  | 1  |
| 3.     | Mr. Pradeep Kumar Katyal upto 15.03.2023  | Nominee Director, Member             | 2  | 2  |
| 4.     | Mr. Masood Ahmad                          | Director, Member                     | 2  | 2  |
| 5.     | Mr. Ankineedu Maganti (w.e.f. 15.03.2023) | Additional Director, member          | 0  | 0  |

**3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.:**

<http://www.irconsoma.com/csr.html>

**4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).:**

NA

**5. (a) Average net profit of the company as per section 135(5). : Rs. 80,66,10,366/-.**

**(b) Two percent of average net profit of the company as per section 135(5) : Rs.1,61,32,207/-**

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : Nil**

**(d) Amount required to be set off for the financial year, if any : Nil**

**(e) Total CSR obligation for the financial year (5b+5c+5d). : Rs. 1,61,32,207/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).: Rs. 1,54,28,718/-

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: NIL

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. Rs. 1,54,28,718/-

(e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year. (in Rs.) | Amount Unspent (in Rs.)  |                   |  |            |                   |
|---|--|-------------------|--|------------|-------------------|
|   | Total Amount transferred to Unspent CSR Account as per section 135(6). |                   | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). |            |                   |
|   | Amount.  | Date of transfer. | Name of the Fund   | Amount.    | Date of transfer. |
| 1,54,28,718/-                                       | -  | -                 | Clean Ganga  | 7,03,489/- | 07.08.2023        |

\*The budget for the FY 22-23 was allocated of Rs. 1,61,32,207/- and Rs. 1,54,28,718/- was utilized. Thus, Rs. 7,03,489/- remains unspent. The same was transferred to Clean Ganga Fund.

(g) Excess amount for set off, if any: NA

| Sl. No. | Particular  | Amount (in Rs.) |
|---------|---|-----------------|
| (i)     | Two percent of average net profit of the company as per section 135(5)                                      | --              |
| (ii)    | Total amount spent for the Financial Year   | --              |
| (iii)   | Excess amount spent for the financial year [(ii)-(i)]   | --              |
| (iv)    | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | --              |
| (v)     | Amount available for set off in succeeding financial years [(iii)-(iv)]                                     | --              |

7. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sl. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) | Amount spent in the reporting Financial Year (in Rs.). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. |                 |                   | Amount remaining to be spent in succeeding financial years. (in Rs.) |
|---------|---------------------------|--|--|--|-----------------|-------------------|--|
|         |                           |  |  | Name of the Fund   | Amount (in Rs). | Date of transfer. |  |
| 1.      | 2021-2022                 | --   | --   | --   | --              | --                | --   |
| 2.      | 2020-2021                 | 51,06,360/-  | 51,00,515/-  | Clean Ganga Fund   | 5,845/-         | 11.08.2023        | NIL  |
| 3.      | 2019-2020                 | --   | --   | --   | --              | --                | --   |
|         | <b>TOTAL</b>              | <b>51,06,360/-</b>   | <b>51,00,515/-</b>                                     |  | <b>5,845/-</b>  | <b>11.08.2023</b> | <b>NIL</b>   |

\*Note: - Rs.5,845/- was remains unspent and the same was transferred to Clean Ganga Fund

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

- YES  
 NO

If Yes, enter the number of Capital assets created/ acquired \_\_\_\_\_

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or asset(s) | Date of Creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |      |                    |
|---------|---|--------------------------------------|------------------|----------------------------|---|------|--------------------|
|         |   |                                      |                  |                            | CSR Registration Number, if Applicable                            | Name | Registered address |
|         |   |                                      |                  |                            |   |      |                    |
|         |   |                                      |                  |                            |   |      |                    |
|         |   |                                      |                  |                            |   |      |                    |

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.:** Rs. 7,03,489/- remains unspent due to no response on the limited tenders received. However, the same was transferred to Clean Ganga Fund dated 07.08.2023.

|   |   |   |  |
|---|---|---|--|
| <b>Sd/-<br/>Nilkar Umakanth<br/>(Chief Financial Officer)</b> | <b>Sd/-<br/>Ankineedu Maganti<br/>(Additional Director)<br/>DIN: 00029900</b> | <b>Sd/-<br/>D. K. Sharma<br/>(Chairman CSR Committee)<br/>DIN: 08556821</b> | <b>N.A.</b><br>[Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable). |
|---|---|---|--|

In the said rules, after annexure-II, following e-form shall be inserted, namely: **Vatsalya Foundation**



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES

Dated : 07-06-2021

NOTE - THIS LETTER IS ONLY AN APPROVAL FOR REGISTRATION OF THE ENTITIES FOR UNDERTAKING CSR ACTIVITIES.

To,  
VATSALYA FOUNDATION , A1-30, JAY RANCHOD SOCIETY,,BEHIND  
SWAMINARAYAN TEMPLE,,VADODARA,GJ24,GJ,390015

PAN : AABTV3833H

**Subject:** In Reference to Registration of Entities for undertaking CSR activities

**Reference:** Your application dated 07-06-2021 (SRN-T21783964)

Sir/Madam,

With reference to the above, it is informed that the entity has been registered for undertaking CSR activities and the Registration number is CSR00007982. Please refer the registration number for any further communication.

Registrar of Companies

**Note:** The corresponding form has been approved and this letter has been digitally signed through a system generated digital signature.

**CERTIFICATE UNDER RULE 4 OF CSR RULES 2014**

**The Board of Directors of  
Ircan-Soma Tollway Private Limited  
C-4, District Centre, Saket,  
New Delhi-110017**

**Subject: Certificate under Rule 4 of CSR Rules 2014**

This is to certify that sum of Rs. 51,00,515/-and Rs. 1,54,28,718/- respectively disbursed towards Corporate Social Responsibility (CSR) activities for the financial Year 2020-21 and 2022-23. It is further certified that the amount has been utilized for the purpose and in the manner as approved by Board in their 95th and 97th meeting held on 13.06.2022 and 07.11.2022 in compliance with Section 135 of the Companies Act 2013 and the Companies (CSR) Rules, 2014.

**The details of CSR Expenditure in the Financial Year 2020-21 are as follows: -**

| S. No | Description   | Location                | Unit | Qty | Approved Amount    | Amount Spent       | Remarks   |
|-------|---|-------------------------|------|-----|--------------------|--------------------|---|
| 1     | Purchase of diagnostic medical equipment and DG set in the Health institution | Ramban, Jammu & Kashmir | No.  | 1   | 51,06,360/-        | 51,00,515/-        | 5,845/- (Amount transferred to Clean Ganga Fund dated 11.08.2023) |
|       | <b>Total</b>  |                         |      |     | <b>51,06,360/-</b> | <b>51,00,515/-</b> | <b>5,845/-</b>  |

*\*Note: The CSR work for providing Semi-automatic Unit for production of Dignity Kits and installation of Vending Machines in Schools of Ramban district in the UT of J&K was declared as ongoing activity. However, the said activity was replaced by new CSR activity as the DC, Ramban shown unwillingness for providing and installation of vending machine. Therefore, the new CSR activity was approved and amount was spent on purchase of medical equipment.*

**The details of CSR Expenditure in the Financial Year 2022-23 are as follows: -**

| Sl. No. | Description  | Location  | Unit | Qty          | Rate/Unit (Rs.) | Amount (Rs.) | Amount spent | Remarks   |
|---------|--|---|------|--------------|-----------------|--------------|--------------|-----------|
| 1       | Providing Street lights with solar lamps and solar power backup system | Primary Health Centre in Chandwad and Malegaon Taluka, Nashik District, Maharashtra | No.  | 14 Locations | 99,92,555       | 99,92,555    | 97,86,503/-  | Completed |
| 2       | Providing equipment for open/green Gym                                 | School and Collage Garden, Dhule  | No.  | 1            | 9,84,710        | 9,84,710     | 9,82,350/-   | Completed |
| 3       | Providing Employment to rural women and their livelihood               | Nandurbar District, Maharashtra   | No.  | 1            | 6,33,541        | 6,33,541     | 6,33,541     | Completed |
|         |  | Gadchiroli, Maharashtra   | No.  | 1            | 6,68,541        | 6,70,503     | 6,70,503     | Completed |

|   |   |   |      |   |                      |             |             |                              |
|---|---|---|------|---|----------------------|-------------|-------------|------------------------------|
| 4   | Providing & fixing paver block Zilla Parisad School playground  | Village Bahaduri, Taluka, Chandwad                      | No.  | 1 | 14,13,544/-          | 14,13,544/- | 21,29,574/- | Rs. 31,28,821/- was utilized |
|   | Construction of wall compound at school   |   | No.  | 1 | 16,83,587/-          | 16,83,587/- | 8,88,624/-  |                              |
|   | Repair of Class room building of School   |   | No.  | 1 | 2,87,409/-           | 2,87,409/-  | 1,10,623/-  |                              |
| 5   | Solar roof top system with solar modules, solar inverters, solar structure installation & commissioning of 3 KW | Gram Panchayat Bahaduri, Taluka, Chandwad, Nashik       | Nos. | 3 | 1,00,000/-           | 3,54,000/-  | -           | Not completed                |
| 6   | Solar roof top system with solar modules, solar inverters, solar structure installation & commissioning of 5 KW | Zilla Parisad School Bahaduri, Taluka, Chandwad, Nashik | Nos. | 5 | 1,00,000/-           | 5,90,000/-  | -           |                              |
| 7   | Solar high mast system with solar panel   | Gram Panchayat Village area                             | Nos. | 2 | 1,00,000/-           | 2,36,000/-  | -           |                              |
| 8   | Providing & fixing the RO plant with water cooler   | Malegaon Taluka, Dhule District                         | No.  | 1 | 2,30,690             | 2,30,690/-  | 2,77,000/-  | Completed                    |
| <b>TOTAL PROPOSED EXPENDITURE (including GST)</b> |   |   |      |   | <b>1,70,76,539/-</b> |             |             |                              |
| <b>TOTAL EXPENDITURE (including GST)</b>          |   |   |      |   | <b>1,54,28,718/-</b> |             |             |                              |

*\*Note: The activities mentioned in serial no. 1, 2, 3 & 8 are completed. However, the activity mentioned in serial no.4 Rs. 33,84,540/- was allocated and the work was fully completed in Rs. 31,28,821/- Thus Rs. 2,55,719/- remains unspent.*

*With regard to activities mentioned under serial no. 5, 6 & 7 are not completed due to no response on the limited tenders received.*

*Further, the budget for the FY 22-23 was allocated of Rs. 1,61,32,207/- and Rs. 1,54,28,718/- was utilized. Thus, Rs. 7,03,489/- remains unspent.*

*Hence, Rs. 7,03,489/- pertains to unspent CSR amount for the FY 22-23. As per the provisions of Companies Act, 2013 and rules made thereunder, the remaining amount shall be transferred to activities mentioned under Schedule VII of the Companies Act, 2013. The said amount has been transferred to Clean Ganga Fund dated 07.08.2023.*

**Yours Faithfully,  
Ircn-Soma Tollway Private Limited**

**Sd/-  
Nilkar Umakanth  
Chief Financial Officer**

**Financial  
Statements  
(FY: 2022-23)**

# GUPTA NAYAR & CO.

CHARTERED ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Members of IRCON - SOMA TOLLWAY PRIVATE LIMITED

Report on the audit of the Ind AS Financial Statements

### Opinion

We have audited the Ind AS Financial Statements of **IRCON - SOMA TOLLWAY PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter

**We draw attention to note 12 to the accompanying Ind AS Financial Statements, Company paid an amount of Rs. 100,80,00,000 to EPC Contractor which is not obligated in terms of the EPC agreement.**

Our audit opinion is not modified in respect of the above matters.

### Information other than the Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

S. K. [Signature]



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If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management and Those Charged with Governance for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

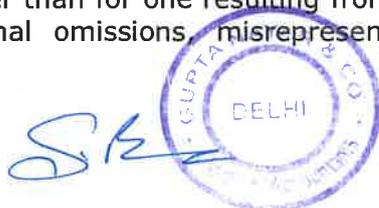
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in:

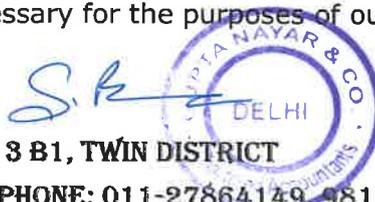
- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



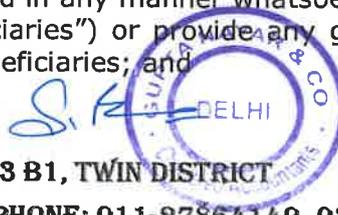
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- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which expresses an unmodified opinion.
- g) With respect to the Other Matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigation which would impact its financial position except those disclosed in Ind AS Financial Statements;
  - ii. The Company does not envisage any material foreseeable losses in long-term contracts including derivative contract requiring provision;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



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- c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31<sup>st</sup> March, 2023.
3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended we report that, according to the information and explanations given to us the Company has not paid any remuneration to its directors during the year.

**For GUPTA NAYAR & CO.  
Chartered Accountants  
(Firm's Registration No. 008376N)**

  
  
**Satyabhama Gupta  
(Partner)  
(M No. 073295)**

**Place: New Delhi**

**Date :** 20/5/23

**UDIN:** 23073295B6YQJX5727

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**Annexure 'A' to the Independent Auditor's Report of IRCON - SOMA TOLLWAY PRIVATE LIMITED for the Year ended as on 31<sup>st</sup> March, 2023**

**Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date: -**

**To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:**

- i. In respect of the Company's Property, Plant and Equipment, Right-of-use Assets and Intangible Assets:
  - a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
  - B) The Company has maintained proper records showing full particulars of Intangible Assets.
  - b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified by the management in a phased periodic manner. In accordance with this programme, Property, Plant and Equipment were verified at regular Intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c) The title deed is held in the name of the Company.
  - d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or Intangible Assets during the year. Hence, reporting under Para 3(i)(d) is not applicable.
  - e) There are no proceedings which have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Hence, reporting under Para 3(i)(e) is not applicable.
- ii. a) As the Company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii)(a) of the Order is not applicable to the Company.
  - b) The Company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Hence, reporting under Para 3(ii) (b) is not applicable.
- iii. The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence, reporting under Para 3(iii) is not applicable.



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# GUPTA NAYAR & CO.

## CHARTERED ACCOUNTANTS

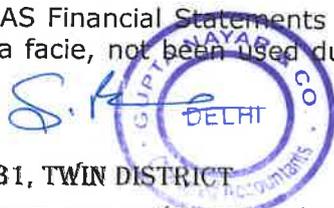
- iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore, the paragraph 3(iv) of the Order is not applicable to the Company.
- v. The Company has not accepted deposits or amounts which are deemed to be deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Hence, reporting under Para 3(v) is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company prescribed by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company and we are of the opinion that prima-facie the prescribed records have been maintained. We have, however, not made a detailed examination of the cost records with the view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- a. The Company has been generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. As on 31<sup>st</sup> March, 2023, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable.
- b. Details of statutory dues referred to in sub-clause (a) which have not been deposited on account of disputes are given below:

| Particulars | Period for which the amount relates | Forum where the dispute is pending | Amount (In Rs. Lakhs) |
|-------------|-------------------------------------|------------------------------------|-----------------------|
| Income Tax  | A.Y. 2018-19                        | CIT(Appeals)                       | 87.45 Lakhs           |
| Income Tax  | AY 2012-13                          | ITAT                               | NIL                   |
| Income Tax  | AY 2013-14                          | ITAT                               | NIL                   |

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. In respect to the borrowings:

- a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- d. On an overall examination of the Ind AS Financial Statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.



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- e. On an overall examination of the Ind AS Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a) The Company has not raised the money by way of initial public offer/ further public offer (including debt instruments) during the year.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence, reporting under Para 3(x)(b) is not applicable.
- xi. a) According to the information and explanations given to us by the management which have been relied by us, there were no frauds on or by the Company noticed or reported during the period under audit.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Hence, reporting under Para 3(xii) is not applicable.
- xiii. All transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date, for the period under audit, in determining the nature, timing and extent of our audit procedures.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 is not applicable to the Company.
- xvi.
- a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Therefore, paragraph 3(xvi) (a) of the Order is not applicable to the Company.
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities. Therefore, paragraph 3(xvi) (b) of the Order is not applicable to the Company.

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c & d. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under Para 3(xvi) (c) & (d) is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year

xviii. There has been no resignation of the statutory auditors during the year and accordingly reporting under this clause is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS Financial Statements and further strengthened by financial support assurance provided by the Parent Company to meet its liabilities as and when they fall due and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) The company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e six months of the expiry of the financial year as permitted under the second proviso to sub-section (5) of the section 135 of the Act, has not elapsed till the date of our report.

| <b>Financial year</b> | <b>Amount unspent on Corporate Social Responsibility Activities for " Other than Ongoing Projects"</b> | <b>Amount Transferred to Fund specified in Schedule VII within 6 months from the end of the Financial Year</b> | <b>Amount Transferred after the due date (specify the date of deposit)</b> |
|-----------------------|--|--|--|
| FY 2022-23            | 7.03 Lakhs   | NIL  | Not Transferred till the date of our audit report                          |

(b) There are no amount remaining unspent for ongoing projects. Therefore reporting under para 3(xx)(b) is not applicable.



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xxi. Paragraph 3(xvi)(a) of the Order is not applicable to the Company as the Ind Financial Statements under reporting are not consolidated Ind AS Financial Statements.

For GUPTA NAYAR & CO.  
Chartered Accountants  
(Firm's Registration No. 008376N)



Place: New Delhi

Date : 20/5/23

UDIN: 23073295 B G Y Q J X 5 7 2 7

Satyabhama Gupta  
(Partner)  
(M No. 073295)

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## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT (Referred to in our Report of even date)

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Ind AS Financial Statements of **IRCON - SOMA TOLLWAY PRIVATE LIMITED** ("the Company") as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to Ind AS Financial Statements issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Ind AS Financial Statements included obtaining an understanding of internal financial controls with reference to Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Ind AS Financial Statements.



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## Meaning of Internal Financial Controls with reference to Ind AS Financial Statements

A Company's internal financial control with reference to Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Ind AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS Financial Statements.

## Inherent Limitations of Internal Financial Controls with reference to Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Ind AS Financial Statements to future periods are subject to the risk that the internal financial control with reference to Ind AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Ind AS Financial Statements and such internal financial controls with reference to Ind AS Financial Statements were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control with reference to Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to Ind AS Financial Statements issued by the Institute of Chartered Accountants of India.

For GUPTA NAYAR & CO.  
Chartered Accountants  
(Firm's Registration No. 008376N)

  
  
Satyabhama Gupta  
(Partner)  
(M No. 073295)

Place: New Delhi

Date : 20/5/23

UDIN: 23073295 @ 470JX5727

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610, JAKSONS CROWN HEIGHTS, PLOT NO. 3 B1, TWIN DISTRICT

CENTRE, SECTOR 10, ROHINI, DELHI-110085 PHONE: 011-27864149, 9810200957, 9818462655

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Balance Sheet as at 31st March, 2023**

(Rs in Lakhs)

| Particulars   | Notes | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|---|-------|-------------------------|-------------------------|
| <b>ASSETS</b>   |       |                         |                         |
| <b>Non-current Assets</b>   |       |                         |                         |
| Property, plant and equipment   | 3     | 97.37                   | 89.86                   |
| Right to use assets   | 4     | (0.00)                  | 3.99                    |
| Investment Property   | 6     | 0.94                    | 0.94                    |
| Intangible assets   |       |                         |                         |
| -under SCA  | 5     | 17,388.53               | 23,153.03               |
| Other non-current assets  | 7     | 36.28                   | 36.05                   |
| <b>Total Non-current Assets</b>   |       | <b>17,523.13</b>        | <b>23,283.86</b>        |
| <b>Current Assets</b>   |       |                         |                         |
| <b>Financial assets</b>   |       |                         |                         |
| (i) Trade receivables   |       | -                       | -                       |
| (ii) Cash and cash equivalents  | 8     | 5,642.65                | 4,606.05                |
| (iii) Other bank balance  | 9     | 21,320.66               | 22,456.85               |
| (iv) Other financial assets   | 10    | 219.84                  | 161.26                  |
| Current tax assets (Net)  | 11    | -                       | 119.29                  |
| Other current assets  | 12    | 10,250.29               | 10,342.83               |
| <b>Total Current Assets</b>   |       | <b>37,433.44</b>        | <b>37,686.29</b>        |
| <b>Total Assets</b>   |       | <b>54,956.56</b>        | <b>60,970.15</b>        |
| <b>EQUITY AND LIABILITIES</b>   |       |                         |                         |
| <b>Equity</b>   |       |                         |                         |
| Equity share capital  | 13    | 12,774.00               | 12,774.00               |
| Other Equity  | 14    | 3,472.69                | 5,306.83                |
| <b>Total Equity</b>   |       | <b>16,246.69</b>        | <b>18,080.83</b>        |
| <b>LIABILITIES</b>  |       |                         |                         |
| <b>Non-current Liabilities</b>  |       |                         |                         |
| <b>Financial Liabilities</b>  |       |                         |                         |
| Borrowings  | 15    | 20,550.45               | 27,747.62               |
| Lease Liabilities   |       |                         |                         |
| Provisions  | 17    | 4,767.97                | 3,163.16                |
| <b>Total Non-current Liabilities</b>  |       | <b>25,318.42</b>        | <b>30,910.79</b>        |
| <b>Current liabilities</b>  |       |                         |                         |
| <b>Financial liabilities</b>  |       |                         |                         |
| (i) Borrowings  | 18    | 10,500.00               | 8,000.00                |
| (ii) Lease Liabilities  | 16    | -                       | 4.18                    |
| (iii) Trade Payables  | 19    |                         |                         |
| A) Total outstanding dues of micro enterprise and small enterprises                       |       |                         |                         |
| B) Total outstanding dues of creditors other than micro enterprises and small enterprises |       | 758.23                  | 1,492.76                |
| (iv) Other financial liabilities  | 20    | 1,484.80                | 1,314.65                |
| Provisions  | 21    | 1.50                    | 1,155.52                |
| Current Tax Liabilities (Net)   | 11    | 641.21                  |                         |
| Other current liabilities   | 22    | 5.71                    | 11.42                   |
| <b>Total Current Liabilities</b>  |       | <b>13,391.45</b>        | <b>11,978.53</b>        |
| <b>Total Liabilities</b>  |       | <b>38,709.87</b>        | <b>42,889.32</b>        |
| <b>Total Equity and Liabilities</b>   |       | <b>54,956.56</b>        | <b>60,970.15</b>        |

**Notes forms integral part of the Financial Statements**

As per our report of even date attached  
**For GUPTA NAYAR & CO.**  
**CHARTERED ACCOUNTANTS**  
(Firm's Registration No. 008376N)



**Satyabhama Gupta**  
(Partner)  
Membership No. 073295



Place: New Delhi  
Date: 20/5/23

For and on behalf of the Board

*Ankineedu Maganti*  
**ANKINEEDU MAGANTI**  
Additional Director  
DIN-00029900

*Masood Ahmad*  
**MASOOD AHMAD**  
Director  
DIN-0908553

*Shweta Chawla*  
**SHWETA CHAWLA**  
Company Secretary  
FCS-11502

*N. Umakant*  
**NILKAR UMAKANTH**  
Chief Financial Officer

*D. Srinivas*  
**D. SRINIVAS**  
Chief Operating Officer

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Statement of Profit and Loss for the period ended 31st March 2023**

(Rs in Lakhs)

| Particulars  | Notes | For the period ended<br>Mar 31, 2023 | For the period ended<br>March 31, 2022 |
|--|-------|--------------------------------------|--|
| Revenue from operations                            | 23    | 28,076.84                            | 24,323.53                              |
| Other income                                       | 24    | 1,121.31                             | 914.12                                 |
| <b>Total Income</b>                                |       | <b>29,198.15</b>                     | <b>25,237.65</b>                       |
| <b>Expenses</b>                                    |       |                                      |  |
| Operation & Maintenance Expenses                   | 25    | 4,574.89                             | 4,043.36                               |
| Employee benefits expenses                         | 26    | 60.36                                | 64.76                                  |
| Finance Costs                                      | 27    | 3,648.12                             | 3,929.80                               |
| Depreciation and Amortisation Expenses             | 28    | 5,797.50                             | 5,842.61                               |
| Other Expenses                                     | 29    | 595.25                               | 1,138.04                               |
| <b>Total Expenses</b>                              |       | <b>14,676.12</b>                     | <b>15,018.58</b>                       |
| Profit before exceptional items and tax            |       | <b>14,522.04</b>                     | <b>10,219.07</b>                       |
| Add: Exceptional items                             |       | -                                    | -                                      |
| <b>Profit before tax</b>                           |       | <b>14,522.04</b>                     | <b>10,219.07</b>                       |
| Less: Tax expense                                  |       |                                      |  |
| (1) Current tax                                    |       | 2,555.93                             | 1,335.85                               |
| (2) Previous year Taxes                            |       | -                                    | -                                      |
| <b>Profit for the period after tax</b>             |       | <b>11,966.10</b>                     | <b>8,883.22</b>                        |
| <b>Other Comprehensive Income</b>                  |       |                                      |  |
| Remeasurements of the defined benefit plans        |       | (0.24)                               | (2.38)                                 |
| <b>Total other comprehensive income</b>            |       | <b>(0.24)</b>                        | <b>(2.38)</b>                          |
| <b>Total comprehensive income for the period</b>   |       | <b>11,965.87</b>                     | <b>8,880.85</b>                        |
| Earnings per share (Face Value Rs. 10/- per share) |       |                                      |  |
| (1) Basic (in Rs.)                                 |       | <b>9.37</b>                          | <b>6.95</b>                            |
| (2) Diluted (in Rs.)                               |       | <b>9.37</b>                          | <b>6.95</b>                            |

Notes forms integral part of the Financial Statements

For and on behalf of the Board

As per our report of even date attached  
**For GUPTA NAYAR & CO.**  
 CHARTERED ACCOUNTANTS  
 (Firm's Registration No. 008376N)



**Satyabhama Gupta**  
 (Partner)  
 Membership No. 073295

Place: New Delhi  
 Date: 20/5/23

**ANKINEEDU MAGANTI**  
 Additional Director  
 DIN-00029900

**SHWETA CHAWLA**  
 Company Secretary  
 FCS-11502



**MASOOD AHMAD**  
 Director  
 DIN-09008553

**NILKAR UMAKANTH**  
 Chief Financial Officer

**D. SRINIVAS**  
 Chief Operating Officer

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Cash Flow Statement for the period ended 31st March 2023**

(Rs in Lakhs)

| Particulars   | For the period ended Mar,2023 | For the period ended March,2022 |
|---|-------------------------------|---------------------------------|
| <b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>                                |                               |                                 |
| Profit / ( Loss) after tax  | 11,966.10                     | 8,883.22                        |
| <b>Adjustment for:</b>  |                               |                                 |
| Depreciation / Amortization   | 5,797.50                      | 5,842.61                        |
| Interest charges  | 3,644.45                      | 3,925.55                        |
| Income taxes  | 2,555.93                      | 1,335.85                        |
| Interest incomes  | (1,098.97)                    | (869.63)                        |
| <b>OPERATING PROFIT BEFORE OPERATING ASSETS &amp; LIABILITIES</b>           | <b>22,865.02</b>              | <b>19,117.60</b>                |
| Increase/(Decrease) in other Financial Liabilities - Current                | 170.15                        | 922.90                          |
| (Increase)/Decrease in Trade Payable - Current                              | (734.53)                      | (675.29)                        |
| Increase/(Decrease) in long-term provisions - Non current                   | 1,263.17                      | 1,575.39                        |
| Increase/(Decrease) in long-term provisions - current                       | (1,154.02)                    | (4,300.61)                      |
| Increase/(Decrease) in other current liabilities                            | (5.70)                        | (43.85)                         |
| (Increase)/Decrease in other non current assets                             | (0.24)                        | (0.30)                          |
| (Increase)/Decrease in current assets                                       | 92.54                         | 72.44                           |
| (Increase)/Decrease in other Current financial Asset                        | (58.57)                       | (26.16)                         |
| <b>CASH GENERATED FROM OPERATIONS</b>                                       | <b>22,437.81</b>              | <b>16,642.12</b>                |
| Income taxes paid   | (1,795.43)                    | (1,366.11)                      |
| <b>NET CASH GENERATED FROM OPERATIONS</b>                                   | <b>20,642.39</b>              | <b>15,276.01</b>                |
| <b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>                                |                               |                                 |
| Purchase of fixed assets  | (36.53)                       | (6.62)                          |
| Interest received on deposits   | 1,098.97                      | 869.63                          |
| Deposits in Fixed deposits(net)   | 1,136.19                      | 4,380.00                        |
| <b>NET CASH GENERATED (USED IN) INVESTING ACTIVITIES</b>                    | <b>2,198.63</b>               | <b>5,243.00</b>                 |
| <b>C.CASHFLOW FROM FINANCING ACTIVITIES</b>                                 |                               |                                 |
| Payment of long term borrowings   | -                             | -                               |
| Payment of interest portion of Lease liability                              | (4.18)                        | (3.79)                          |
| Payment of Principal portion of Lease liability                             | (0.23)                        | (0.63)                          |
| Payment of Negative Grant   | (8,000.00)                    | (8,000.00)                      |
| Dividend Payments   | (13,800.00)                   | (8,200.00)                      |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                                   | <b>(21,804.41)</b>            | <b>(16,204.41)</b>              |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR</b> | <b>1,036.61</b>               | <b>4,314.60</b>                 |
| <b>Cash and cash equivalents at the beginning of the financial Year</b>     | <b>4,606.05</b>               | <b>291.45</b>                   |
| <b>Cash and cash equivalents at the end the financial Year</b>              | <b>5,642.65</b>               | <b>4,606.05</b>                 |
| <b>Net Cash Flow</b>  | <b>1,036.61</b>               | <b>4,314.60</b>                 |

**Notes**

**1.Components of Cash & Cash equivalents:**

| Particulars                                       | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Balances in current account                       | 5,641.74             | 596.41               |
| In Term Deposit (original maturity upto 3 months) | -                    | 4,007.68             |
| Cash on hand                                      | 0.92                 | 1.96                 |
| <b>Total</b>                                      | <b>5,642.65</b>      | <b>4,606.05</b>      |

As per our report of even date attached

**For GUPTA NAYAR & CO.**  
**CHARTERED ACCOUNTANTS**  
(Firm's Registration No. 008376N)

**Satyabhama Gupta**  
(Partner)  
Membership No. 073295

Place: New Delhi

Date: 20/5/23



**ANKINEEDU MAGANTI**  
Additional Director  
DIN-00029900

**SHWETA CHAWLA**  
(Company Secretary)  
FCS-11502

For and on behalf of the Board

**MASOOD AHMAD**  
Director  
DIN-09008553

**NILKAR UMAKANTH**  
Chief Financial Officer

**D. SRINIVAS**  
Chief Operating Officer

| IRCON - SOMA TOLLWAY PRIVATE LIMITED<br>CIN. No. U74999DL2005PTC135055<br>Statement of Changes in Equity |  |                               |  |                           |
|--|--|-------------------------------|--|---------------------------|
| A. Share Capital:  |  |                               |  |                           |
| a. Equity share capital (Rs in Lakhs)  |  |                               |  |                           |
| Movement during the period   | For the Period ended<br>Mar 31, 2023                           |                               | For the Period ended<br>March 31, 2022 |                           |
| Particulars  | Number of<br>shares  | Share capital<br>(Amount)     | Number of<br>shares                    | Share capital<br>(Amount) |
| Shares having face value of Rs 10/-  |  |                               |  |                           |
| Balance at the beginning of the current reporting period   | 12,77,40,000   | 12,774.00                     | 12,77,40,000                           | 12,774.00                 |
| Changes in Equity Share Capital due to prior period errors   | -  | -                             | -                                      | -                         |
| Restated balance at the beginning of the current reporting period  | 12,77,40,000   | 12,774.00                     | 12,77,40,000                           | 12,774.00                 |
| Changes in equity share capital during the current year  | -  | -                             | -                                      | -                         |
| Balance at the end of the period   | 12,77,40,000   | 12,774.00                     | 12,77,40,000                           | 12,774.00                 |
| B. Other Equity (Rs in Lakhs)  |  |                               |  |                           |
| Particulars  | Equity<br>component of<br>compound<br>financial<br>instruments | Reserves and Surplus          |  | Total                     |
|  |  | Securities<br>Premium Reserve | Retained<br>Earnings                   |                           |
| Balance at the beginning of the reporting period i.e. 01.04.2022   |  | -                             | 5,306.83                               | 5,306.83                  |
| Changes in accounting policy or prior period errors  |  | -                             | -                                      | -                         |
| Restated balance at the beginning of the reporting period  |  | -                             | 5,306.83                               | 5,306.83                  |
| Total Comprehensive Income for the year  |  |                               | 11,965.87                              | 11,965.87                 |
| Dividend   |  |                               | 13,800.00                              | 13,800.00                 |
| Balance at the end of the reporting period i.e. 31.03.2023   |  | -                             | 3,472.69                               | 3,472.69                  |
| Previous Year (Rs in Lakhs)  |  |                               |  |                           |
| Particulars  | Equity<br>component of<br>compound<br>financial<br>instruments | Reserves and Surplus          |  | Total                     |
|  |  | Securities<br>Premium Reserve | Retained<br>Earnings                   |                           |
| Balance at the beginning of the reporting period i.e. 01.04.2021   |  | -                             | 4,625.98                               | 4,625.98                  |
| Changes in accounting policy or prior period errors  |  | -                             | -                                      | -                         |
| Restated balance at the beginning of the reporting period  |  | -                             | 4,625.98                               | 4,625.98                  |
| Total Comprehensive Income for the year  |  |                               | 8,880.85                               | 8,880.85                  |
| Dividend   |  |                               | 8,200.00                               | 8,200.00                  |
| Balance at the end of the reporting period i.e. 31.03.2022   |  | -                             | 5,306.83                               | 5,306.83                  |

Notes forms integral part of the Financial Statements

For and on behalf of the Board

As per our report of even date attached  
For GUPTA NAYAR & CO.  
CHARTERED ACCOUNTANTS  
(Firm's Registration No. 008376N)

Satyabhama Gupta  
(Partner)  
Membership No. 073295

Place: New Delhi  
Date: 20/5/23



ANKINEEDU MAGANTI  
Additional Director  
DIN-00029900

SHWETA CHAWLA  
Company Secretary  
FCS-11502

MASOOD AHMAD  
Director  
DIN-09008553

NILKAR UMAKANTH  
Chief Financial Officer

D. SRINIVAS  
Chief Operating Officer

**1 Corporate Information**

Ircon-Soma Tollway Private Limited (the Company) was incorporated on 19th April 2005 for undertaking Improvement, Operation & Maintenance, Rehabilitation and Strengthening of existing 2 lane road and widening to 4-lane divided highway from Km. 265.00 to Km.380.00-Pimpalgaon to Dhule Section of National Highway 3 (NH-3) on Build, Operate and Transfer basis in the state of Maharashtra under the concession agreement dated 28th September 2005 with the National Highway Authority of India. The Company is in compliance with Ind AS 115 - "Service Concession Arrangements".

**2 Significant Accounting Policies**

**2.01 Basis of preparation**

**(a) Compliance with IndAS**

The Company's financial statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

**(b) Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following items

| Items                                    | Measurement basis  |
|--|--|
| Certain financial assets and liabilities | Fair value   |
| Net defined benefit (asset)/liability    | Fair value of plan assets (if any) less present value of defined benefit obligations |
| Assets held for sale                     | fair value less costs to sell  |

The standalone financial statements are presented in INR which is also Companies Functional Currency and all values are rounded to the nearest lakhs Rupees, except otherwise indicated.

**(c) Use of estimates and judgements**

The preparation of these financial statements in conformity with IndAS requires the management to make estimates and assumptions considered in the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize. Estimates include the useful lives of property plant and equipment and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, provisions for resurfacing obligations, fair value measurement etc.

**(d) Measurement of fair values**

A number of the accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities. Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date
- Level 2 inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**2.02 Presentation of financial statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

**2.03 Revenue recognition**

- a) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of duties and taxes and net of discounts, rebates and other similar allowances.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that the future economic benefits would flow to the entity and specific criteria have been met for each of the activities described below. The Company bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of the arrangement.

- b) Toll collections from the users of the infrastructure facility constructed by the Company under the Service Concession Arrangement is accounted for based on actual collection. Revenue from sale of smart cards is accounted on cash basis.
- c) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate.



*K. Chakraborty*  
*[Signature]*  
*[Signature]*  
*[Signature]*



- d) Contract revenue for fixed price contracts is recognised only to the extent of cost incurred that it is probable will be recoverable till such time the outcome of the job cannot be ascertained reliably. When the outcome of the contract is ascertained reliably, contract revenue is recognised at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs.

Percentage of completion is determined based on the proportion of actual cost incurred to the total estimated cost of the project. The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognised in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.

For the purposes of recognising revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

For this purpose, actual cost includes cost of land and developmental rights but excludes borrowing cost. Expected loss, if any, on the construction activity is recognised as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense in the Statement of Profit and Loss in the period in which such probability occurs.

- e) Fair value gains on current investments carried at fair value are included in Other income.  
f) Dividend income is recognised when the right to receive the same is established by the reporting date.  
g) Other items of income are recognised as and when the right to receive arises.

#### 2.04 Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term highly liquid investments being not free from more than insignificant risk of change are not included as part of cash and cash equivalents. Bank overdrafts which are part of the cash management process is included as part of cash and cash equivalents.

#### 2.05 Cash flow statement

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit/(loss) is adjusted for the effects of:

- (a) transactions of a non-cash nature;  
(b) any deferrals or accruals of past or future operating cash receipts or payments and,  
(c) all other items of income or expense associated with investing or financing cash flows.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents (including bank balances) are reflected as such in the Cash Flow Statement. Those cash and cash equivalents which are not available for general use as on the date of Balance Sheet are also included under this category with a specific disclosure.

#### 2.06 Current & Non Current classification :

Current Asset :

An asset shall be classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;  
(b) it is held primarily for the purpose of being traded.  
(c) It is expected to be realized within twelve months after the reporting date, or  
(d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

Current Liabilities:

A liability shall be classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the company's normal operating cycle;  
(b) it is held primarily for the purpose of being traded;  
(c) it is due to be settled within twelve months after the reporting date : or  
(d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could at the option of the counterparty, result in its settlement by the issue of equity instruments do not effect its classification. All other liabilities shall be classified as non-current.

#### 2.07 Property, plant and equipment (PPE)

##### Recognition

Property, plant and equipment are stated at historical cost less accumulated depreciation and cumulative impairment. Historical cost includes expenditure that is directly attributable to acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Cost includes expenditure that is directly attributable and for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.



N. Gupta

*[Handwritten signatures]*



#### Depreciation and useful lives

Depreciation on property, plant and equipment, excluding freehold land and leasehold land acquired on perpetual lease is provided on straight line basis over the estimated useful lives of the assets as specified in schedule II of the Companies act, 2013. However, in case of certain class of assets, the Company uses different useful life than those prescribed in Schedule II of the Companies Act, 2013. The useful life has been assessed based on technical evaluation, taking into account the nature of those classes of assets, the estimated usage of the asset on the basis of the management's best estimation of getting economic benefits from the asset. The estimated useful life as per the technical evaluation viz-a-viz Schedule II of the Companies Act, 2013 has been disclosed in the notes to accounts.

Depreciation on additions to/deductions from property, plant and equipment during the period is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed

Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset. Leasehold land acquired on perpetual lease is not amortized.

Property plant and equipment acquired during the period, individually costing up to Rs. 5000/- are fully depreciated, by keeping Rs. 1 as token value for identification. However, Mobile phones provided to employees are charged to statement of profit and loss irrespective of its value.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted prospectively, if appropriate. "Ordinarily, the residual value of an asset is up to 5% of the original cost of the asset" as specified in Schedule II of the Companies Act, 2013

#### Derecognition

An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposal of an item of property plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement or profit and loss.

### **2.08 Intangible assets**

#### **a) Rights under Service Concession Arrangements**

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

#### **b) Toll Projects (Right to charge users)**

Toll collection rights obtained in consideration for rendering construction services, represent the right to collect toll revenue from the users of the public service ( road) during the concession period in respect of Build-Operate-Transfer ("BOT") project undertaken by the Company. Toll collection rights are capitalized as intangible assets upon completion of the project at the cumulative construction costs plus the present value of obligation towards negative grants and additional concession fee payable to National Highways Authority of India ("NHAI"), if any. Till the completion of the project, the same is recognised under intangible assets under development.

The cost incurred for work beyond the original scope per Concession agreement (normally referred as "Change of Scope") is capitalized as intangible asset under development as and when incurred. Reimbursement in respect of such amounts from NHAI are reduced from the carrying amount intangible assets to the extent of actual receipts.

Extension of concession period by the authority in compensation of claims made are capitalised as part of Toll Collection Rights at the time of admission of the claim or when there is a contractual right to extension at the estimated amount of claims admitted or computed based on average collections whichever is more evident.

Any Viability Gap Funding (VGF) in the form of equity support in connection with project construction is accounted as a receivable and is adjusted to the extent of actual receipts.

Pre-operative expenses including administrative and other general overhead expenses that are directly attributable to the development or acquisition of intangible assets are allocated and capitalized as part of cost of the intangible assets.

Intangible assets that not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development".

#### **Amortisation of intangible assets**

Toll collection rights in respect of road projects are amortized over its expected useful life in straight-line method in accordance with IND AS 38 "Intangible Assets" .

### **2.09 Investments**

Trade investments comprise investments in entities in which the Group has strategic business interest.

Investments, which are readily realizable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as long term investments.

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties. The determination of carrying amount of such investments is done on the basis of weighted average cost of each individual investment.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirements of cost model.

### **2.10 Borrowing costs**



*N. Contracts*

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Borrowing costs include interest calculated using the effective interest method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Consolidated Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for acquisition, construction or production of qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

#### 2.11 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

#### 2.12 Income taxes

The income tax expense or credit for the year is the tax payable on current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates, positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset when it is highly probable that future economic benefit associated with it will flow to the entity.

Deferred income tax is provided in full, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However deferred income tax is not accounted if it arises from the initial recognition of an asset or liability that at the time of the transaction affects neither the accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset/liability is realised or settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and deferred tax liabilities are offset, when the entity has a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity wherein the related tax is also recognised in other comprehensive income or directly in equity.

#### 2.13 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

(a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the higher of the fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimated future cash flows have not been adjusted.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

#### 2.14 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.



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The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are disclosed in notes in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or a present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed in the financial statements where an inflow of economic benefits are probable.

## 2.15 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### a) Financial Assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost (unless the same are designated as fair value through profit or loss (FVTPL)):

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (unless the same are designated as fair value through profit or loss)

- The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTPL is a residual category for debt instruments and all changes are recognised in profit or loss.

Investments in equity instruments are classified as FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in OCI for equity instruments which are not held for trading.

Interest income, dividend income and exchange difference (on debt instrument) on FVTOCI debt instruments is recognised in profit or loss and other changes in fair value are recognised in OCI and accumulated in other equity. On disposal of debt instruments FVTOCI the cumulative gain or loss previously accumulated in other equity is reclassified to profit & loss. However in case of equity instruments at FVTOCI cumulative gain or loss is not reclassified to profit & loss on disposal of investments.

### b) Financial Liabilities

Financial liabilities are classified at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings are subsequently measured at amortised costs using Effective Interest Rate method.

Financial liabilities at fair value through profit or loss (FVTPL) are subsequently measured at fair value.

Financial guarantee contracts are subsequently measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

### c) Impairment of financial assets (Expected Credit Loss Model)



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The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset and financial guarantees not designated at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract/agreement and all the cash flows that the Company expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate. The Company estimates cash flows by considering all contractual terms of the financial instrument, through the expected life of the financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the life-time expected credit losses if the credit risk on that financial instrument has increase significantly since initial recognition. If the credit risk has not increased significantly, the Company measures the loss allowance at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the life-time cash shortfalls that will result if the default occurs within 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of a change in the amount of the expected credit loss. To achieve that, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

## 2.16 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

## 2.17 Claims

Claims against the Company not acknowledged as debts are disclosed under contingent liabilities. Claims made by the company are recognised as and when the same is approved by the respective authorities with whom the claim is lodged.

## 2.18 Commitments

Commitments are future liabilities for contractual expenditure. Commitments are classified and disclosed as follows:

- (i) Estimated amount of contracts remaining to be executed on capital account and not provided for
- (ii) Uncalled liability on shares and other investments partly paid
- (iii) Funding related commitment to subsidiary, associate and joint venture companies and
- (iv) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

## 2.19 Employee Benefit

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

### i. Short term Employee Benefit

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc.

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

### ii. Post employment benefits

#### (a) Defined contribution plans:

The Company's superannuation scheme and State governed provident fund linked with employee pension scheme are defined contribution plans. The contribution paid/ payable under the scheme is recognised during the period in which the employee renders the related service.

#### (b) Defined benefit plans:

The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities.

#### (c) Other long term Employee Benefit

The obligation for other long term employee benefits such as long term compensated absences, liability on account of Retention Pay Scheme are recognised in the same manner as in the case of defined benefit plans as mentioned in (ii)(b) above.



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3 Property, plant and equipment

| Particulars                  | Cost or Deemed cost         |              |           | Accumulated depreciation and impairment |                             |                      |           | Carrying Amount         |                     |
|------------------------------|-----------------------------|--------------|-----------|---|-----------------------------|----------------------|-----------|-------------------------|---------------------|
|                              | Balance as at April 1, 2022 | Additions    | Disposals | Balance at Mar 31, 2023                 | Balance as at April 1, 2022 | Depreciation expense | Disposals | Balance at Mar 31, 2023 | As at Mar' 31, 2023 |
| Property plant and equipment | 18.84                       | -            | -         | 18.84                                   | 17.36                       | 2.11                 | -         | 19.47                   | (0.63)              |
| FURNITURE & FITTINGS         | 6.03                        | 1.69         | -         | 7.72                                    | 5.09                        | 0.76                 | -         | 5.84                    | 1.78                |
| COMPUTER                     | 183.30                      | -            | -         | 183.30                                  | 101.04                      | 24.86                | -         | 125.90                  | 57.40               |
| OFFICE EQUIPMENT             | 81.27                       | 34.93        | -         | 116.20                                  | 76.09                       | 1.29                 | -         | 77.38                   | 38.82               |
| INCIDENT VEHICLES            | -                           | -            | -         | -                                       | -                           | -                    | -         | -                       | -                   |
| <b>Total</b>                 | <b>289.44</b>               | <b>36.53</b> | <b>-</b>  | <b>325.97</b>                           | <b>199.58</b>               | <b>29.01</b>         | <b>-</b>  | <b>228.59</b>           | <b>97.37</b>        |

PREVIOUS YEAR

| Particulars                  | Cost or Deemed cost         |             |           | Accumulated depreciation and impairment |                             |                      |           | Carrying Amount         |                     |
|------------------------------|-----------------------------|-------------|-----------|---|-----------------------------|----------------------|-----------|-------------------------|---------------------|
|                              | Balance as at April 1, 2021 | Additions   | Disposals | Balance at Mar 31, 2022                 | Balance as at April 1, 2021 | Depreciation expense | Disposals | Balance at Mar 31, 2022 | As at Mar' 31, 2022 |
| Property plant and equipment | 18.84                       | -           | -         | 18.84                                   | 15.20                       | 2.16                 | -         | 17.36                   | 1.47                |
| FURNITURE & FITTINGS         | 6.03                        | -           | -         | 6.03                                    | 4.57                        | 0.52                 | -         | 5.09                    | 0.94                |
| COMPUTER                     | 176.68                      | 6.62        | -         | 183.30                                  | 74.82                       | 26.22                | -         | 101.04                  | 82.26               |
| OFFICE EQUIPMENT             | 81.27                       | -           | -         | 81.27                                   | 70.53                       | 5.56                 | -         | 76.09                   | 5.18                |
| INCIDENT VEHICLES            | -                           | -           | -         | -                                       | -                           | -                    | -         | -                       | -                   |
| <b>Total</b>                 | <b>282.82</b>               | <b>6.62</b> | <b>-</b>  | <b>289.44</b>                           | <b>165.12</b>               | <b>34.46</b>         | <b>-</b>  | <b>199.58</b>           | <b>89.84</b>        |

4 Right-of-use Assets

| Particulars               | Gross Block                 |           |           | Accumulated depreciation |                             |              |           | Net Block               |                         |
|---------------------------|-----------------------------|-----------|-----------|--------------------------|-----------------------------|--------------|-----------|-------------------------|-------------------------|
|                           | Balance as at April 1, 2022 | Additions | Disposals | Balance at Mar 31, 2022  | Balance as at April 1, 2022 | For the year | Disposals | Balance at Mar 31, 2022 | Balance at Mar 31, 2023 |
| Leasehold Office Premises | 7.97                        | -         | -         | 7.97                     | 3.99                        | 3.99         | -         | 7.97                    | (0.00)                  |
| <b>Total</b>              | <b>7.97</b>                 | <b>-</b>  | <b>-</b>  | <b>7.97</b>              | <b>3.99</b>                 | <b>3.99</b>  | <b>-</b>  | <b>7.97</b>             | <b>(0.00)</b>           |

Previous year

| Particulars               | Gross Block                 |             |           | Accumulated depreciation |                             |              |           | Net Block               |                         |
|---------------------------|-----------------------------|-------------|-----------|--------------------------|-----------------------------|--------------|-----------|-------------------------|-------------------------|
|                           | Balance as at April 1, 2021 | Additions   | Disposals | Balance at Mar 31, 2022  | Balance as at April 1, 2021 | For the year | Disposals | Balance at Mar 31, 2022 | Balance at Mar 31, 2022 |
| Leasehold Office Premises | -                           | 7.97        | -         | 7.97                     | -                           | 3.99         | -         | 3.99                    | 3.99                    |
| <b>Total</b>              | <b>-</b>                    | <b>7.97</b> | <b>-</b>  | <b>7.97</b>              | <b>-</b>                    | <b>3.99</b>  | <b>-</b>  | <b>3.99</b>             | <b>3.99</b>             |

5 Intangible assets

| Particulars  | Cost or Deemed cost         |           |           | Accumulated depreciation and impairment |   |                      |           | Carrying Amount         |                     |
|--------------|-----------------------------|-----------|-----------|---|---|----------------------|-----------|-------------------------|---------------------|
|              | Balance as at April 1, 2022 | Additions | Disposals | Balance at Mar 31, 2023                 | Accumulated depreciation and impairment | Depreciation expense | Disposals | Balance at Mar 31, 2023 | As at Mar' 31, 2023 |
| CARRIAGEWAY  | 92,502.70                   | -         | -         | 92,502.70                               | 69,349.67                               | 5,764.50             | -         | 75,114.17               | 17,388.53           |
| <b>Total</b> | <b>92,502.70</b>            | <b>-</b>  | <b>-</b>  | <b>92,502.70</b>                        | <b>69,349.67</b>                        | <b>5,764.50</b>      | <b>-</b>  | <b>75,114.17</b>        | <b>17,388.53</b>    |

PREVIOUS YEAR

| Particulars  | Cost or Deemed cost         |           |           | Accumulated depreciation and impairment |   |                      |           | Carrying Amount         |                     |
|--------------|-----------------------------|-----------|-----------|---|---|----------------------|-----------|-------------------------|---------------------|
|              | Balance as at April 1, 2021 | Additions | Disposals | Balance at Mar 31, 2022                 | Accumulated depreciation and impairment | Depreciation expense | Disposals | Balance at Mar 31, 2022 | As at Mar' 31, 2022 |
| CARRIAGEWAY  | 92,502.70                   | -         | -         | 92,502.70                               | 63,545.51                               | 5,804.16             | -         | 69,349.67               | 23,153.03           |
| <b>Total</b> | <b>92,502.70</b>            | <b>-</b>  | <b>-</b>  | <b>92,502.70</b>                        | <b>63,545.51</b>                        | <b>5,804.16</b>      | <b>-</b>  | <b>69,349.67</b>        | <b>23,153.03</b>    |

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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
CIN. No. U74999DL2005PTC135055  
Notes to financial statements as at and for the period ended 31st March 2023

| (Rs in Lakhs)           |                       |                         |
|-------------------------|-----------------------|-------------------------|
| Particulars             | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| Immovable Property-Land | 0.94                  | 0.94                    |
| <b>Total</b>            | <b>0.94</b>           | <b>0.94</b>             |

The Management expects the realisable value of land to be more than 0.94 Lakhs

| (Rs in Lakhs)                            |                       |                         |
|--|-----------------------|-------------------------|
| Particulars                              | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| <b>Security Deposits</b>                 |                       |                         |
| - Security Deposit - Others              | 0.68                  | 0.68                    |
| - Security Deposit - Highway Electricity | 35.61                 | 35.37                   |
| <b>Total</b>                             | <b>36.28</b>          | <b>36.05</b>            |

| (Rs in Lakhs)   |                       |                         |
|---|-----------------------|-------------------------|
| Particulars   | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| Balances with Banks                                     |                       |                         |
| -In Current Accounts                                    | 5,641.74              | 596.41                  |
| Cash on hand  | 0.92                  | 1.96                    |
| Term Deposit with original maturity of 3 months or less | -                     | 4,007.68                |
| <b>Total</b>  | <b>5,642.65</b>       | <b>4,606.05</b>         |

| (Rs in Lakhs)   |                       |                         |
|---|-----------------------|-------------------------|
| Particulars   | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| Term Deposit with original maturity of more than 3 months but less than 12 months | 21,320.66             | 22,456.85               |
| <b>Total</b>  | <b>21,320.66</b>      | <b>22,456.85</b>        |

| (Rs in Lakhs)                     |                       |                         |
|-----------------------------------|-----------------------|-------------------------|
| Particulars                       | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| Recoverable from NHAI             | 211.57                | 81.62                   |
| Recoverable from Bank against ETC | 8.27                  | 79.64                   |
| <b>Total</b>                      | <b>219.84</b>         | <b>161.26</b>           |

| (Rs in Lakhs)                  |                       |                         |
|--------------------------------|-----------------------|-------------------------|
| Particulars                    | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| <b>Current tax Asset</b>       |                       |                         |
| <b>Advance Tax &amp; TDS</b>   |                       |                         |
| - Advance Tax & TDS            | 2,430.43              | 3,263.87                |
| - MAT Credit Entitlement       | -                     | -                       |
|                                | <b>2,430.43</b>       | <b>3,263.87</b>         |
| <b>Current tax liabilities</b> |                       |                         |
| Income tax payable             | 3,071.63              | 3,144.58                |
| <b>Total</b>                   | <b>(641.21)</b>       | <b>119.29</b>           |

| (Rs in Lakhs)                              |                       |                         |
|--|-----------------------|-------------------------|
| Particulars                                | As at<br>Mar 31, 2023 | As at<br>March 31, 2022 |
| <b>Loans and Advances to Related Party</b> |                       |                         |
| Ircon International Ltd. - EPC Claim*      | 5,040.00              | 5,040.00                |
| Soma Enterprise Ltd. - EPC Claim*          | 5,040.00              | 5,040.00                |
| Contract Assets                            | 65.74                 | 117.12                  |
| <b>Others</b>                              |                       |                         |
| Prepaid Expenses                           | 93.57                 | 121.54                  |
| Imprest                                    | 0.35                  | 0.63                    |
| Input GST                                  | 10.62                 | 23.53                   |
| Others                                     | -                     | -                       |
| <b>Total</b>                               | <b>10,250.29</b>      | <b>10,342.83</b>        |

\*Note : The company has paid Rs.10,080 Lakhs as advance on accounts of claims to EPC Contractors



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
CIN. No. U74999DL2005PTC135055  
Notes to financial statements as at and for the period ended 31st March 2023

**13 Equity Share Capital**

(Rs in Lakhs)

| Particulars                                  | As at<br>Mar 31, 2023 | As at<br>Mar 31, 2022 |
|--|-----------------------|-----------------------|
| <b>Note: 1 SHARE CAPITAL AUTHORISED:</b>     |                       |                       |
| Equity Shares of Rs.10/- each                | 13,000                | 13,000                |
|  | <b>13,000</b>         | <b>13,000</b>         |
| <b>ISSUED, SUBSCRIBED &amp; PAID UP:</b>     |                       |                       |
| Equity Shares of Rs.10/- each fully paid up. | 12,774                | 12,774                |
| <b>Total</b>                                 | <b>12,774</b>         | <b>12,774</b>         |

**Foot Notes:**

**i. Reconciliation of the number of shares outstanding:**

(Rs in Lakhs)

| Particulars   | As at<br>Mar 31, 2023 |               | As at<br>Mar 31, 2022 |               |
|---|-----------------------|---------------|-----------------------|---------------|
|   | Number                | Amount in Rs. | Number                | Amount in Rs. |
| Number of equity shares at the beginning of the Year  | 12,77,40,000          | 12,774        | 12,77,40,000          | 12,774        |
| Equity shares issued during the year                  | -                     | -             | -                     | -             |
| Less: Shares bought back during the year              | -                     | -             | -                     | -             |
| <b>Number of equity shares at the end of the Year</b> | <b>12,77,40,000</b>   | <b>12,774</b> | <b>12,77,40,000</b>   | <b>12,774</b> |

**ii Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

**iii. Details of shareholders holding more than 5% shares in the company**

| Name of the Shareholder      | As at<br>Mar 31, 2023 |              | As at<br>Mar 31, 2022 |              |
|------------------------------|-----------------------|--------------|-----------------------|--------------|
|                              | No. of shares held    | % of Holding | No. of shares held    | % of Holding |
| IRCON INTERNATIONAL LIMITED  | 6,38,70,000           | 50.00%       | 6,38,70,000           | 50%          |
| SOMA TOLLWAY PRIVATE LIMITED | 6,38,69,999           | 49.99%       | 6,38,69,999           | 49.99%       |

**iv. Shareholding by Promoter**

**Shares held by promoters as at 31st March, 2023**

| Promoter's Name              | No. of Shares       | % of total shares | % Change during the Year |
|------------------------------|---------------------|-------------------|--------------------------|
| IRCON INTERNATIONAL LIMITED  | 6,38,70,000         | 50                | -                        |
| SOMA TOLLWAY PRIVATE LIMITED | 6,38,69,999         | 49.99             | -                        |
| SOMA ENTERPRISE LIMITED      | 1                   | 0.01              | -                        |
| <b>Total</b>                 | <b>12,77,40,000</b> | <b>100</b>        | <b>-</b>                 |

**Shares held by promoters as at 31st March, 2022**

| Promoter's Name              | No. of Shares       | % of total shares | % Change during the Year |
|------------------------------|---------------------|-------------------|--------------------------|
| IRCON INTERNATIONAL LIMITED  | 6,38,70,000         | 50                | -                        |
| SOMA TOLLWAY PRIVATE LIMITED | 6,38,69,999         | 49.99             | -                        |
| SOMA ENTERPRISE LIMITED      | 1                   | 0.01              | -                        |
| <b>Total</b>                 | <b>12,77,40,000</b> | <b>100</b>        | <b>-</b>                 |

**14 Other Equity**

(Rs in Lakhs)

| Particulars                        | As at<br>Mar 31, 2023 | As at<br>Mar 31, 2022 |
|------------------------------------|-----------------------|-----------------------|
| Surplus in profit and loss account | 3,472.69              | 5,306.83              |
| <b>Total</b>                       | <b>3,472.69</b>       | <b>5,306.83</b>       |

| Movement in Other Equity  |                   | (Rs in Lakhs) |
|---|-------------------|---------------|
| Particulars   | Retained Earnings |               |
| Balance at the beginning of the reporting period i.e. 01.04.2022  | 5,306.83          |               |
| Changes in accounting policy or prior period errors               | -                 |               |
| <b>Restated balance at the beginning of the reporting period</b>  | <b>5,306.83</b>   |               |
| Total Comprehensive Income for the year                           | 11,965.87         |               |
| Dividend  | 13,809.00         |               |
| <b>Balance at the end of the reporting period i.e. 31.03.2023</b> | <b>3,472.69</b>   |               |

| Previous Year   |                   | (Rs in Lakhs) |
|---|-------------------|---------------|
| Particulars   | Retained Earnings |               |
| Balance at the beginning of the reporting period i.e. 01.04.2021  | 4,625.98          |               |
| Changes in accounting policy or prior period errors               | -                 |               |
| <b>Restated balance at the beginning of the reporting period</b>  | <b>4,625.98</b>   |               |
| Total Comprehensive Income for the year                           | 9,880.85          |               |
| Dividend  | 8,200.00          |               |
| <b>Balance at the end of the reporting period i.e. 31.03.2022</b> | <b>5,306.83</b>   |               |

**15 Non-Current Borrowings**

(Rs in Lakhs)

| Particulars                               | As at<br>Mar 31, 2023 | As at<br>Mar 31, 2022 |
|---|-----------------------|-----------------------|
| Deferred Credit Liability Payable to NHAI | 20,550.45             | 27,747.62             |
| <b>Total</b>                              | <b>20,550.45</b>      | <b>27,747.62</b>      |

**Deferred Credit Liability Payable to NHAI:**

As per the terms of the concession agreement the Company is required to make a cash pay-out (i.e. negative grant), of unequal installment aggregating to Rs. 595 crores to National Highways Authority of India, in between 15th to 20th year of the concession period. The obligation towards negative grant payable to NHAI is recognized as deferred credit liability when the Company, in its capacity of Concessionaire, becomes entitled to exercise the right and collect toll in accordance with the terms of the concession agreement on Commercial Operations Date. The total concession fee payable from the project completion date till the end of the concession period is capitalized as a part of cost of Toll Collection Rights under intangible assets on recognition of deferred credit liability. The deferred credit liability shall stand reduced based on actual payment towards additional concession fee payable to NHAI as and when the same is paid.



N. Chakrabarti



| 16 Lease Liability - Current (Rs in Lakhs) |                    |                    |
|--|--------------------|--------------------|
| Particulars                                | As at Mar 31, 2023 | As at Mar 31, 2022 |
| Lease Liability                            | -                  | 4.18               |
| <b>Total</b>                               | -                  | <b>4.18</b>        |

| 17 Long Term Provisions (Rs in Lakhs) |                    |                    |
|---------------------------------------|--------------------|--------------------|
| Particulars                           | As at Mar 31, 2023 | As at Mar 31, 2022 |
| Major Maintenance Reserves            | 4,749.75           | 3,146.54           |
| Provision for Gratuity                | 18.22              | 16.62              |
| <b>Total</b>                          | <b>4,767.97</b>    | <b>3,163.16</b>    |

| 18 Current Borrowings (Rs in Lakhs)                             |                    |                    |
|---|--------------------|--------------------|
| Particulars   | As at Mar 31, 2023 | As at Mar 31, 2022 |
| Current Maturities of Deferred Credit Liability Payable to NHAI | 10,500.00          | 8,000.00           |
| <b>Total</b>  | <b>10,500.00</b>   | <b>8,000.00</b>    |

| 19 Trade Payable** (Rs in Lakhs)   |                    |                    |
|--|--------------------|--------------------|
| Particulars  | As at Mar 31, 2023 | As at Mar 31, 2022 |
| (A) Total outstanding dues of micro enterprise and small enterprises*                      | -                  | -                  |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises |                    |                    |
| - Related Party (Irccon & Soma)  |                    |                    |
| - Some Enterprise Ltd  | 8.04               | 1.41               |
| - Irccon International Ltd   | 14.85              | 21.77              |
| - Amount Withheld- Soma  | -                  | -                  |
|  | <b>22.89</b>       | <b>23.18</b>       |
| Trade Payable - Others Contractors   |                    |                    |
| - Routine Maintenance Agencies   | 197.44             | 540.31             |
| - Amount Withheld  | 175.54             | 155.29             |
| - Retention Money  | 362.36             | 773.98             |
|  | <b>735.34</b>      | <b>1,469.58</b>    |
| <b>Total</b>   | <b>758.23</b>      | <b>1,492.76</b>    |

\*According to the records available by the Company, due towards micro enterprise and small enterprises during the year is Nil (Previous year Nil)

\*\* Refer note 34 for ageing

| 20 Other Financial Liabilities - Current (Rs in Lakhs) |                    |                    |
|--|--------------------|--------------------|
| Particulars  | As at Mar 31, 2023 | As at Mar 31, 2022 |
| Payables to related party                              | -                  | -                  |
| Payables to Others                                     |                    |                    |
| - Salary Payable                                       | 3.69               | 3.29               |
| Liability for Punch List Capital Works                 | 11.91              | 11.91              |
| Bonus Payable  | -                  | 0.16               |
| Damage charge & Fastaq Penalty Payable                 | 258.30             | 816.45             |
| Other Payable  | 1,194.21           | 448.05             |
| Payable to Road users (ETC charge back)                | 16.68              | 34.78              |
| <b>Total</b>   | <b>1,484.80</b>    | <b>1,314.65</b>    |

| 21 Short Term Provision (Rs in Lakhs) |                    |                    |
|---------------------------------------|--------------------|--------------------|
| Particulars                           | As at Mar 31, 2023 | As at Mar 31, 2022 |
| Major Maintenance Reserves            | -                  | 1,155.12           |
| Provision for Gratuity                | 1.50               | 0.41               |
| <b>Total</b>                          | <b>1.50</b>        | <b>1,155.52</b>    |

| 22 Other Current liabilities (Rs in Lakhs) |                    |                    |
|--|--------------------|--------------------|
| Particulars                                | As at Mar 31, 2023 | As at Mar 31, 2022 |
| Statutory Dues Payable                     | 5.71               | 11.42              |
| <b>Total</b>                               | <b>5.71</b>        | <b>11.42</b>       |



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements as at and for the period ended 31st March 2023**

**23 Revenue From Operations** (Rs in Lakhs)

| Particulars                        | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|------------------------------------|--------------------------------------|--------------------------------------|
| <b>Revenue from Operations</b>     |                                      |                                      |
| Sale of Services -Toll Collections | 27,994.32                            | 24,323.53                            |
| COS Income                         | 82.52                                | -                                    |
| <b>Total</b>                       | <b>28,076.84</b>                     | <b>24,323.53</b>                     |

**24 Other Income** (Rs in Lakhs)

| Particulars                             | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| <b>Interest Income :-</b>               |                                      |                                      |
| -Interest Received on FDR               | 1,098.97                             | 869.63                               |
| -Interest Received on Security Deposit  | -                                    | 0.01                                 |
| -Interest Received on Income Tax Refund | 0.05                                 | -                                    |
| <b>Other Income</b>                     |                                      |                                      |
| - Sundry Balance Written back           | 2.27                                 | 36.28                                |
| - Others                                | 20.02                                | 8.20                                 |
| <b>Total</b>                            | <b>1,121.31</b>                      | <b>914.12</b>                        |

**25 Operational & Site Maintenance Expenses** (Rs in Lakhs)

| Particulars  | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| <b>COS Expense</b>                                       | 45.82                                | -                                    |
| <b>Road Operating expenses</b>                           |                                      |                                      |
| -Routine Operation Expenses                              | 1,530.81                             | 1,502.74                             |
| -Periodic Maintenance Expenses                           | 1,743.97                             | 1,573.27                             |
| -Routine Maintenance Expenses                            | 394.22                               | 282.53                               |
| -Repair and Maintenance-Carraige Way                     | 410.24                               | 252.81                               |
| -Power & Electricity                                     | 254.53                               | 234.24                               |
| -Water Charges   | 3.44                                 | 3.24                                 |
| -Salaries of Outsource Manpower Expenses                 | 24.19                                | 28.35                                |
| -Salaries of Deputed Officials from Promoter Co. (IRCON) | 115.06                               | 123.26                               |
| -Salaries of Deputed Officials from Promoter Co. (SOMA)  | 52.63                                | 42.92                                |
| <b>Total</b>   | <b>4,574.89</b>                      | <b>4,043.36</b>                      |

**26 Employee Benefits Expenses** (Rs in Lakhs)

| Particulars                                  | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Salaries & wages                             | 55.50                                | 56.08                                |
| Contribution to Provident Fund & other funds | 1.43                                 | 1.64                                 |
| Staff Welfare Expenses                       | 3.43                                 | 7.05                                 |
| <b>Total</b>                                 | <b>60.36</b>                         | <b>64.76</b>                         |

**27 Finance Cost** (Rs in Lakhs)

| Particulars                          | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>Other Borrowing Costs</b>         |                                      |                                      |
| Unwinding Interest on MMR and others | 3,644.45                             | 3,925.55                             |
| Bank Charges                         | 3.66                                 | 4.26                                 |
| <b>Total</b>                         | <b>3,648.12</b>                      | <b>3,929.80</b>                      |

**28 Depreciation and Amortisation** (Rs in Lakhs)

| Particulars                       | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| Depreciation on Tangible Assets   | 29.01                                | 34.46                                |
| Depreciation on Lease Assets      | 3.99                                 | 3.99                                 |
| Amortisation on Intangible Assets | 5,764.50                             | 5,804.16                             |
| <b>Total</b>                      | <b>5,797.50</b>                      | <b>5,842.61</b>                      |



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## 29 Other Expenses

(Rs in Lakhs)

| Particulars                             | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Travelling & Conveyance Expenses        | 5.92                                 | 5.72                                 |
| Advertisement/Public Awareness Expenses | 15.56                                | 13.22                                |
| Telephone/Internet Expenses             | 7.82                                 | 6.97                                 |
| Courier & Postage Expenses              | 0.33                                 | 0.33                                 |
| Printing & Stationery                   | 1.93                                 | 3.05                                 |
| Fees & Subscription including ROC fees  | 2.17                                 | 0.11                                 |
| Legal & Professional Charges            | 11.38                                | 69.92                                |
| Rent/Rates & Taxes                      | 0.62                                 | 1.74                                 |
| Repair & Maintenance - Office           | 0.13                                 | 0.23                                 |
| Independent Consultancy charges (NHAI)  | 88.06                                | 97.74                                |
| Fastag Penalty                          | 258.30                               | 748.79                               |
| Insurance Charges                       | 3.05                                 | 2.90                                 |
| CSR Expenses                            | 154.29                               | 90.22                                |
| CSR Expenses Unspent                    | 7.03                                 | 92.46                                |
| Arbitration Expenses                    | 29.77                                | 4.59                                 |
| Miscellaneous Expenses                  | 8.87                                 | 0.06                                 |
| <b>Total</b>                            | <b>595.25</b>                        | <b>1,138.04</b>                      |

## 30 Details of CSR Expenditure:

(Rs in Lakhs)

| Particulars   | For the period ended<br>Mar 31, 2023   | For the period ended<br>Mar 31, 2022   |
|---|--|--|
| <b>Opening Unspent Amount</b>                                     | <b>92.46</b>                           | <b>56.83</b>                           |
| Amount to be spent by the company during the year                 | 161.32                                 | 125.85                                 |
| <b>Total amount required to be spent</b>                          | <b>253.78</b>                          | <b>182.68</b>                          |
| a) Amount Spent during the period                                 | 154.29                                 | 90.22                                  |
| b) Amount spend for previous activities                           | 92.46                                  | -                                      |
| <b>Un-spend Amount as on closing Date</b>                         | <b>7.03</b>                            | <b>92.46</b>                           |
| c) Amount provisioned for ongoing projects                        | -                                      | 23.83                                  |
| d) Amount provisioned for other than ongoing projects             | 7.03                                   | 68.63                                  |
| <b>Yearwise pending Summary:</b>                                  |  |  |
| a) Unspent amount for FY 2020-21 - For Ongoing Project            | -                                      | 23.83                                  |
| b) Unspent amount for FY 2021-22 - For Other than Ongoing Project | -                                      | 68.63                                  |
| c) Unspent amount for FY 2022-23 - For Other than Ongoing Project | 7.03                                   | -                                      |
| <b>Reason for Shortfall</b>                                       | The amount shall be spend in next year | The amount shall be spend in next year |

## Movement in CSR Provision:

| Particulars  | For the period ended<br>Mar 31, 2023 | For the period ended<br>Mar 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Remaining Provision for CSR Made during the last year                                      | 92.46                                | 56.83                                |
| Less: Actual Expenditure made during the year against the remaining provision of last year | 92.46                                | 33.00                                |
| Add: Remaining Provision for CSR made during the current year                              | 7.03                                 | 68.63                                |
| <b>Closing figure of Provision</b>   | <b>7.03</b>                          | <b>92.46</b>                         |



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements as at and for the period ended 31st March 2023**

**31 Financial Instruments**

**Disclosure of Financial Instruments by Category**

| Financial instruments by categories   | Note no. | As at March 31, 2023 |        |                  | As at March 31, 2022 |        |                  |
|---------------------------------------|----------|----------------------|--------|------------------|----------------------|--------|------------------|
|                                       |          | FVTPL                | FVTOCI | Amortized cost   | FVTPL                | FVTOCI | Amortized cost   |
| <b>Financial asset</b>                |          |                      |        |                  |                      |        |                  |
| Cash and cash equivalents             | 8        | -                    | -      | 5,642.65         | -                    | -      | 4,606.05         |
| Other bank balance                    | 9        | -                    | -      | 21,320.66        | -                    | -      | 22,456.85        |
| Other financial assets - Current      | 10       | -                    | -      | 219.84           | -                    | -      | 161.26           |
| <b>Total Financial Asset</b>          |          | -                    | -      | <b>27,183.15</b> | -                    | -      | <b>27,224.16</b> |
| <b>Financial liability</b>            |          |                      |        |                  |                      |        |                  |
| Borrowings                            | 15 & 18  | -                    | -      | 31,050.45        | -                    | -      | 35,747.62        |
| Lease Liabilities                     | 16       | -                    | -      | -                | -                    | -      | 4.18             |
| Trade Payables                        | 19       | -                    | -      | 758.23           | -                    | -      | 1,492.76         |
| Other Financial Liabilities - Current | 20       | -                    | -      | 1,484.80         | -                    | -      | 1,314.65         |
| <b>Total Financial Liabilities</b>    |          | -                    | -      | <b>33,293.47</b> | -                    | -      | <b>38,559.21</b> |

**32 Fair value of Financial asset and liabilities at amortized cost & level of fair value measurement for which fair values are disclosed**

| Particular                            | Note no. | As at March 31, 2023 |                  |         | As at March 31, 2022 |                  |         |
|---------------------------------------|----------|----------------------|------------------|---------|----------------------|------------------|---------|
|                                       |          | Carrying amount      | Fair value       | Level   | Carrying amount      | Fair value       | Level   |
| <b>Financial asset</b>                |          |                      |                  |         |                      |                  |         |
| Cash and cash equivalents             | 8        | 5,642.65             | 5,642.65         | Level 3 | 4,606.05             | 4,606.05         | Level 3 |
| Other bank balance                    | 9        | 21,320.66            | 21,320.66        | Level 3 | 22,456.85            | 22,456.85        | Level 3 |
| Other financial assets - Current      | 10       | 219.84               | 219.84           | Level 3 | 161.26               | 161.26           | Level 3 |
| <b>Total Financial Asset</b>          |          | <b>27,183.15</b>     | <b>27,183.15</b> |         | <b>27,224.16</b>     | <b>27,224.16</b> |         |
| <b>Financial liability</b>            |          |                      |                  |         |                      |                  |         |
| Borrowings                            | 15 & 18  | 31,050.45            | 31,050.45        | Level 3 | 35,747.62            | 35,747.62        | Level 3 |
| Lease Liabilities                     | 16       | -                    | -                | Level 3 | 4.18                 | 4.18             | Level 3 |
| Trade Payables                        | 19       | 758.23               | 758.23           | Level 3 | 1,492.76             | 1,492.76         | Level 3 |
| Other Financial Liabilities - Current | 20       | 1,484.80             | 1,484.80         | Level 3 | 1,314.65             | 1,314.65         | Level 3 |
| <b>Total Financial Liabilities</b>    |          | <b>33,293.47</b>     | <b>33,293.47</b> |         | <b>38,559.21</b>     | <b>38,559.21</b> |         |

The carrying amount of current financial assets and current trade and other payables measured at amortised cost are considered to be the same as their fair values, due to their short term nature.

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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
CIN. No. U74999DL2005PTC135055

Notes to financial statements as at and for the period ended 31st March 2023

**33 Financial Risk Management**

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

**A) Market risk**

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

**i Foreign Currency Risk**

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.

The company is not exposed to foreign currency risk as it has no borrowing or no material payables in foreign currency.

**ii Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Interest risk arises to the company mainly from Long term borrowings with variable rates. Currently company has no borrowings.

**iii Price risk**

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company is exposed to price risk due to investments in mutual funds and classified as fair value through profit and loss.

The company measures risk through sensitivity analysis.

The company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

The company is not exposed to Price risk as on year ending as it has no investment in financial instruments that fluctuate because of changes in market rate.

**B) Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company is exposed to liquidity risk due to bank borrowings and trade and other payables.

The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The following are the contractual maturities of financial liabilities

(Rs in Lakhs)

| As at March 31, 2023                      | Carrying Amount | upto 1 year | 1 - 2 years | 2 - 5 years | > 5 years  |
|---|-----------------|-------------|-------------|-------------|------------|
| <b>Non Derivative Financial Liability</b> |                 |             |             |             |            |
| Borrowings                                | 31,050.45       | 10,500      | 12,500      | 8,050       | -          |
| Lease Liabilities                         | -               | -           | -           | -           | -          |
| Trade Payables                            | 758.23          | 758.23      | -           | -           | -          |
| Other Financial Liabilities - Current     | 1,484.80        | 1,484.80    | -           | -           | -          |
| <b>Derivative Financial Liability</b>     | <b>NIL</b>      | <b>NIL</b>  | <b>NIL</b>  | <b>NIL</b>  | <b>NIL</b> |

| As at March 31, 2022                      | Carrying Amount | upto 1 year | 1 - 2 years | 2 - 5 years | > 5 years  |
|---|-----------------|-------------|-------------|-------------|------------|
| <b>Non Derivative Financial Liability</b> |                 |             |             |             |            |
| Borrowings                                | 35,747.62       | 8,000.00    | 10,500.00   | 17,247.62   | -          |
| Lease Liabilities                         | 4.18            | 4.18        | -           | -           | -          |
| Trade Payables                            | 1,492.76        | 1,492.76    | -           | -           | -          |
| Other Financial Liabilities - Current     | 1,314.65        | 1,314.65    | -           | -           | -          |
| <b>Derivative Financial Liability</b>     | <b>NIL</b>      | <b>NIL</b>  | <b>NIL</b>  | <b>NIL</b>  | <b>NIL</b> |

**C) Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The company generally does not have trade receivables as collection of toll income coincide as and when the traffic passes through toll - plazas. In case ETC receivable is bank. Hence, the management believes that the company is not exposed to negligible credit risk.



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements as at and for the period ended 31st March 2023**

**34 Trade Payable ageing Schedule**

**As at Mar 31, 2023** **(Rs in Lakhs)**

| Particulars               | Outstanding for following periods from due date of payment |          |          |                  | Total         |
|---------------------------|--|----------|----------|------------------|---------------|
|                           | Less than 1 yr.  | 1-2 yrs. | 2-3 yrs. | More than 3 yrs. |               |
| (i) MSME                  | -  | -        | -        | -                | -             |
| (ii) Others               | 435.46   | 105.66   | 165.02   | 52.08            | <b>758.23</b> |
| (iii) Disputed dues-MSME  | -  | -        | -        | -                | -             |
| (iv) Disputed dues-Others | -  | -        | -        | -                | -             |

**As at March 31, 2022** **(Rs in Lakhs)**

| Particulars               | Outstanding for following periods from due date of |          |          |                  | Total           |
|---------------------------|--|----------|----------|------------------|-----------------|
|                           | Less than 1 yr.                                    | 1-2 yrs. | 2-3 yrs. | More than 3 yrs. |                 |
| (i) MSME                  | -  | -        | -        | -                | -               |
| (ii) Others               | 1,129.19   | 224.14   | 120.52   | 18.91            | <b>1,492.76</b> |
| (iii) Disputed dues-MSME  | -  | -        | -        | -                | -               |
| (iv) Disputed dues-Others | -  | -        | -        | -                | -               |



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements as at and for the period ended 31st March 2023**  
**(Rs in Lakhs)**

**35 Ratio's**

| Particulars  | As on 31 March 2023 | As on 31 March 2022 |
|--|---------------------|---------------------|
| <b>(i) Current Ratio:</b>  |                     |                     |
| <b>Current Assets (a)</b>  | <b>37,433</b>       | <b>37,686</b>       |
| <b>Current Liabilities (b)</b>   | <b>13,391</b>       | <b>11,979</b>       |
| <b>Current Ratio (a/b)</b>   | <b>2.8: 1</b>       | <b>3.15: 1</b>      |
| a. Variance : -11.1%   |                     |                     |
| b. Reason for Changes more than 25%: NA  |                     |                     |
| <b>ii) Debt Service coverage Ratio :</b>   |                     |                     |
| Net Profit/ (Loss) After Taxes (a)   | 11,966              | 8,881               |
| Depreciation and Amortization Expense (b)  | 5,797               | 5,843               |
| Interest Expense ('c)  | 3,644               | 3,926               |
| Other non cash adjustment (d)  |                     |                     |
| Earnings available for Debt Services (e) (a+b+c+d)   | <b>21,408</b>       | <b>18,649</b>       |
| Total Debt repaid (f)  | 8,000               | 8,000               |
| Interest Liability repaid (g)  |                     |                     |
| Total Debt including Interest (h) (f+g)  | <b>8,000</b>        | <b>8,000</b>        |
| <b>Debt Service Coverage Ratio (e/h)</b>   | <b>2.676 Times</b>  | <b>2.34 Times</b>   |
| a. Variance : 15%  |                     |                     |
| b. Reason for Changes more than 25%: Increase in net profit after tax for the year compared to previous year |                     |                     |
| <b>iii) Return on Equity Ratio :</b>   |                     |                     |
| Net Profit after Taxes (a)   | 11,966              | 8,881               |
| Average Equity Shareholder's Fund (b)  | 17,164              | 17,740              |
| <b>Return on Equity Ratio (%) (a/b)</b>  | <b>69.72%</b>       | <b>50.06%</b>       |
| a. Variance : 39%  |                     |                     |
| b. Reason for Changes more than 25%: Increase in net profit after tax for the year compared to previous year |                     |                     |
| <b>iv) Inventory Turnover Ratio : NA</b>   |                     |                     |
| <b>v) Trade Receivables turnover Ratio : NA</b>  |                     |                     |



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements as at and for the period ended 31st March 2023**  
**(Rs in Lakhs)**

**35 Ratio's**

| Particulars   | As on 31 March 2023   | As on 31 March 2022   |
|---|---|---|
| <b>vi) Trade Payables turnover Ratio :</b><br>Purchases of services and other expenses (a)<br>Average Trade Payables (b)<br><b>Trade Payables turnover Ratio (a/b)</b>  | 3,426<br>1,125<br><b>3.04</b>   | 3,608<br>1,830<br><b>1.97</b>   |
| a. Variance : 54.3%<br>b. Reason for Changes more than 25%: Due to repayments   |   |   |
| <b>vii) Net Capital turnover Ratio :</b><br>Sales (a)<br>Working capital (Current Assets - Current Liabilities) (b)<br><b>Net Capital turnover Ratio (a/b)</b>  | 28,077<br>24,042<br><b>1.17</b>   | 24,324<br>25,708<br><b>0.95</b>   |
| a. Variance : 23.4%<br>b. Reason for Changes more than 25%: NA  |   |   |
| <b>viii) Net Profit Ratio :</b><br>Profit after Tax (a)<br>Sales (b)<br><b>Net Profit Ratio (%) (a/b)</b>   | 11,966<br>28,077<br><b>42.62%</b>   | 8,881<br>24,324<br><b>36.51%</b>  |
| a. Variance : 17%<br>b. Reason for Changes more than 25%: Increase in Net profit after Tax for period compared to previous year.  |   |   |
| <b>ix) Return on Capital Employed :</b><br>Profit/ (Loss) before Tax (a)<br>Interest Expense (b)<br><b>Earnings before Interest and Taxes (c) (a+b)</b>   | 14,522<br>3,644<br><b>18,166</b>  | 10,219<br>3,926<br><b>14,145</b>  |
| Total Assets (d)<br>Less : Total Liabilities ( e)<br>Less : Intangible Assets (f)<br>Tangible Net Worth (g = d-e-f)<br>Deferred Tax Liability (h)<br>Total Debt (i)<br><b>Capital Employed (j) (g+h+i)</b><br><b>Return on Capital Employed (%) (c/f)</b> | 54,957<br>-38,710<br>-17,389<br>-1,142<br>-<br>31,050<br><b>29,909</b><br><b>60.74%</b> | 60,970<br>-42,889<br>-23,153<br>-5,072<br>-<br>35,748<br><b>30,675</b><br><b>46.11%</b> |
| a. Variance : 32%<br>b. Reason for Changes more than 25%: NA  |   |   |
| <b>x) Debt - Equity Ratio</b><br>Total Debt (a)<br>Share Capital<br>Reserve and Surplus<br>Shareholder's Equity (b)<br><b>Debt - Equity Ratio (Times) (a/b)</b>   | <b>31,050</b><br>12,774<br>3,473<br><b>16,247</b><br><b>1.92 Times</b>                  | <b>35,748</b><br>12,774<br>5,307<br><b>18080.82784</b><br><b>1.98 Times</b>             |
| a. Variance : -3%<br>b. Reason for Changes more than 25%: NA  |   |   |
| <b>xi) Return On Investments NA</b>   |   |   |



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**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
CIN. No. U74999DL2005PTC135055

Notes to financial statements as at and for the period ended 31st March 2023

**36 Disclosures pursuant to Ind AS 1 - "Presentation of Financial Statements"**

For the purpose of the company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the company's capital management is to maximise shareholder value.

37 The Company does not have any transaction to which the provision of Ind AS-2 relating to Valuation of Inventories applies.

**38 Disclosure pursuant to Ind AS 12 - "Income taxes"**

The company is eligible for deduction under section 80IA of Income Tax Act and the tax holiday period of the company's project falls within the concession period of the company as defined in Section 80IA. The Company had taxable income during current year, however no provision for current tax has been made in view of the fact that it is eligible for deduction under 80IA of Income tax Act, 1961 except liability of tax arising on account of applicability of provisions of section 115JB i.e. Minimum Alternative Tax. Since tax on Timing difference between Accounting Income and Taxable Income that arise during the year is reversing during such tax holiday period, no deferred tax asset/liability arises and accordingly no provision is made in the accounts.

**39 Disclosure pursuant to Ind AS 19 "Employee benefits"**

Defined-Benefits Plans: The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (immediately before retirement). The gratuity scheme covers substantially all regular & contractual employees. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to Other Comprehensive Income

| Particulars   | Gratuity  |   |
|---|---|---|
|   | As at<br>Mar 31, 2023                           | As at<br>Mar 31, 2022                           |
| <b>Reconciliation of opening &amp; closing balances of PV of defined benefit obligation</b> | 17.03   | 12.45   |
| Opening defined benefit obligation  |   |   |
| Current service Cost  | 1.78  | 1.43  |
| Interest Cost   | 1.15  | 0.77  |
| <b>Components of actuarial gain/losses on obligations:</b>                                  |   |   |
| Due to change in financial assumptions  | (0.61)  | (0.72)  |
| Due to change in demographic assumption   | -   | -   |
| Due to experience adjustments   | 0.37  | 3.10  |
| Past service cost   | -   | -   |
| Loss (gain) on curtailments   | -   | -   |
| Liabilities extinguished on settlements   | -   | -   |
| Liabilities assumed in an amalgamation in the nature of purchase                            | -   | -   |
| Exchange difference on foreign plans  | -   | -   |
| Benefits paid   | -   | -   |
| <b>Closing defined benefit obligation</b>   | <b>19.72</b>                                    | <b>17.03</b>                                    |
| <b>Amount Recognized in the Balance Sheet</b>   |   |   |
| Current Liability   | 3.50  | 0.41  |
| Less Current Liability  | 16.22   | 16.62   |
| <b>Net Asset/(Liability) recognized in Balance Sheet</b>                                    | <b>19.72</b>                                    | <b>17.03</b>                                    |
| <b>Expenses recognized in the statement of P&amp;L Account</b>                              |   |   |
| Current Service Cost  | 1.78  | 1.43  |
| Interest Cost on Benefit Obligation   | 1.15  | 0.77  |
| Past service cost   | -   | -   |
| <b>Total included in 'Employee Benefit Expense'</b>   | <b>2.93</b>                                     | <b>2.20</b>                                     |
| <b>Other Comprehensive Income for the current period</b>                                    |   |   |
| Components of actuarial gain/losses on obligations:   |   |   |
| Due to change in financial assumptions  | (0.61)  | (0.72)  |
| Due to change in demographic assumption   | -   | -   |
| Due to experience adjustments   | 0.37  | 3.10  |
| Return on plan assets excluding amounts included in interest income                         | -   | -   |
| <b>Amounts recognized in Other Comprehensive (Income) / Expense</b>                         | <b>(0.24)</b>                                   | <b>2.38</b>                                     |
| <b>Summary of Actuarial Assumptions</b>   |   |   |
| Discount Rate p.a.  | 7.35%   | 6.85%   |
| Salary Growth rate  | 6.00%   | 6.00%   |
| Withdrawal rate   | 3% at younger age reducing to 1% at 1% at older | 3% at younger age reducing to 1% at 1% at older |
| Rate of Return on plan Assets   | NA  | NA  |
| <b>Sensitivity to key assumptions</b>   |   |   |
| Particulars   | 31-Mar-2023<br>(12 months)                      | 31-Mar-2022<br>(12 months)                      |
| Discount rate Sensitivity   |   |   |
| Increase by 0.5%<br>(% change)  | 19.14   | 16.46   |
| Decrease by 0.5%<br>(% change)  | 20.33   | 17.63   |
| Salary growth rate Sensitivity  |   |   |
| Increase by 0.5%<br>(% change)  | 20.33   | 17.63   |
| Decrease by 0.5%<br>(% change)  | 19.13   | 16.45   |
| Withdrawal rate (W.R.) Sensitivity  |   |   |
| W.R. x 110%<br>(% change)   | 19.74   | 17.04   |
| W.R. x 90%<br>(% change)  | 19.70   | 17.01   |



*K. Anand*

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**A description of methods used for sensitivity analysis and its Limitations:**

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

**40 Disclosure pursuant to Ind AS 23 "Borrowing Costs"**

Borrowing cost capitalised during the year Nil. (previous year : Nil).

**41 Disclosure of related parties / related party transactions pursuant to Ind AS 24 "Related Party Disclosures"**

**A. List of related parties and relationship\***

Entities having significant control over the Company

IRCON International Limited

SOMA Enterprise Limited

Key Managerial Personnel

ASHUTOSHA NAGANTI- Director

RAJESH KALRA- Director

DEVENDRA KUMAR SHARMA- Director

MASOOD AHMAD- Director

SHWETA CHAWLA- Company Secretary

NILKAR UNAKANTH- CFO

\*with whom the Company has transaction during the year.

**B. Transactions & Closing Balances with related parties:**

| Name / Relationship/ Nature of transaction | 2022-23               |              |              | 2021-22               |              |              |
|--|-----------------------|--------------|--------------|-----------------------|--------------|--------------|
|  | Amount of transaction | Due to       | Due from     | Amount of transaction | Due to       | Due from     |
| <b>IRCON International Limited</b>         |                       |              |              |                       |              |              |
| EPC Works                                  | -                     | -            | 5,040        | -                     | -            | 5,040        |
| Reimbursement of Exp/Others                | 115.06                | 14.85        | -            | 127.67                | 21.77        | -            |
| <b>Total</b>                               | <b>115.06</b>         | <b>14.85</b> | <b>5,040</b> | <b>127.67</b>         | <b>21.77</b> | <b>5,040</b> |
| <b>SOMA Enterprise Limited</b>             |                       |              |              |                       |              |              |
| EPC Works                                  | -                     | -            | 5,040        | -                     | -            | 5,040        |
| Reimbursement of Exp/Others                | 52.63                 | 8.04         | -            | 42.92                 | 1.41         | -            |
| <b>Total</b>                               | <b>52.63</b>          | <b>8.04</b>  | <b>5,040</b> | <b>42.92</b>          | <b>1.41</b>  | <b>5,040</b> |
| Chief Financial Officer                    |                       |              |              |                       |              |              |
| Remuneration/Other                         | 14.67                 | -            | -            | 15.37                 | -            | -            |
| Gratuity                                   | -                     | -            | -            | 1.99                  | 5.99         | -            |
| Company Secretary                          |                       |              |              |                       |              |              |
| Remuneration/Other                         | 5.92                  | -            | -            | 5.16                  | -            | -            |

**42 Disclosure pursuant to Ind AS 33 "Earnings per share"**

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

| Particulars   | Unit          | As at          |                |
|---|---------------|----------------|----------------|
|   |               | March 31, 2023 | March 31, 2022 |
| <b>Earnings Per Equity Share:</b>   |               |                |                |
| Profit for the year attributable to owners of the Company                                     | Rupees        | 1,19,66,10,448 | 88,83,22,384   |
| Weighted average number of equity shares outstanding for calculating basic earnings per share | Numbers       | 12,77,40,000   | 12,77,40,000   |
| <b>Basic Earnings per Share</b>   | <b>Rupees</b> | <b>9.37</b>    | <b>6.95</b>    |
| <b>Diluted Earnings per Share</b>   | <b>Rupees</b> | <b>9.37</b>    | <b>6.95</b>    |

**43 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets "**

**a) Nature of provision:**

The company is required to operate and maintain the project highway during the entire concession period and hand over the project back to the Authority (NHAI) as per the maintenance standards prescribed in Concession agreement.

For this purpose, a regular maintenance along with periodic maintenances is required to be performed. Normally periodic maintenance includes resurface of pavements, repairs of structures and other equipments and maintenance of service roads.

As per industry practice, the periodic maintenance is expected to occur after 5-7 years. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of matching cost concept and based on technical estimates, a provision for major maintenance expenses is reviewed and is provided for in the accounts annually.

**b) Movement in provisions:**

| Particulars  | As at           |                 |
|--|-----------------|-----------------|
|  | 31 March 2023   | 31 March 2022   |
| Opening balance                                    | 4,301.66        | 8,875.09        |
| Additional provision                               | 1,743.97        | 1,372.27        |
| Utilised   | (1,637.28)      | (4,300.70)      |
| Unused amounts reversed                            | -               | -               |
| Unwinding of discount and changes in discount rate | 341.40          | 153.99          |
| <b>Closing balance</b>                             | <b>4,749.75</b> | <b>4,301.66</b> |

**c) Contingent Liabilities & Commitments**

a) Contingent liabilities-Claims against the company not acknowledged as debt :- EPC contractors had claimed Rs.172,69,72,965 (PY Rs.172,69,72,965) as losses for various reason such as idling of resources, additional overhead cost, increase in royalties rate etc.

b) The Income Tax Department served notice u/s 263 and u/s 271(1)(c) of income tax act, 1961 to the company for the assessment year 2012-13 and 2013-14 towards disallowance of depreciation claimed by company on negative grant payable to NHAI and initiation of penalty for the same respectively. An appeal has been filed before CIT (Appeal) against the order and proceeding is due on 12th June, 2023.

c) Capital Commitments : Nil

d) Demand as per TRACES portal as on 31st March, 2023 is Rs 56.65 Lakhs (Previous year-NIL)

**d) Contingent Assets**

The various claims aggregated to Rs. 742.19 crores (P.Y. Rs. 742.19 crores) on account of delay in ERDW, change in law, delay in payment of grant, extension of time of project, idling of resources and loss of revenue etc has been submitted by Company to client M/s National Highway Authority of India, (NHAI). Further, against the above claims, the Arbitration Tribunal has awarded sum of Rs. 167,62,64,477 in favour of ISTPL in favour of ISTPL vide order issued on 27/04/2021 read with correction in Award letter dated 22/06/2021 and the payment of the same shall be made to ISTPL within three months from the date of award. If the aforesaid award amount is not paid within three months of the date of award, further interest @12% per annum-simple shall be paid thereon from 27.04.2021 till date of payment. Moreover, the Company has decided to challenge the Arbitration Award u/s 34 of the Arbitration Act as per Circular resolution No 72 dated 16.09.2021 and accordingly petition has been filed in Hon'ble High Court on 24th April, 2023.



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44 **Payments to Auditor (Including GST)**

| Particulars                                       | As at           | As at           |
|---|-----------------|-----------------|
|   | Mar 31, 2023    | Mar 31, 2022    |
|   | Rupees          | Rupees          |
| (a) Statutory Audit Fee                           | 2,35,000        | 2,36,000        |
| (b) Other Services (Opinion / Certification Fees) | 32,400          | 12,960          |
| (c) Tax Audit Fee                                 | -               | -               |
| (d) Limited Review Fees                           | -               | -               |
| <b>Total</b>                                      | <b>2,68,400</b> | <b>2,48,960</b> |

45 There have been no claimed transactions during the year with Micro, Small and Medium Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act 2006.

46 **Foreign Currency Transactions**

|                                     |     |                     |
|-------------------------------------|-----|---------------------|
| (i) Expenditure in Foreign Currency | Nil | (Previous Year Nil) |
| (ii) CIF value of Import            | Nil | (Previous Year Nil) |
| (iii) FOB value of Export           | Nil | (Previous Year Nil) |
| (iv) Earnings in Foreign Exchange   | Nil | (Previous Year Nil) |
| (v) Remittance in Foreign Exchange  | Nil | (Previous Year Nil) |

47 **Disclosure pursuant to Impact of Covid 19**

The duration and impact of the COVID-19 pandemic remains unclear at present as on reporting date. Hence, it is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods. However, the company is protected by the clauses 29.6 of the Concession Agreement to claim such loss under force majeure event in the form of revenue loss compensation by way of extension of the concession period. The management of the Company will study the impact & the appropriate claim will be lodged. Accordingly, the financial position and results of operations as of and for the year ended 31st March 2023 have not been adjusted to reflect their impact.

48 **Disclosure pursuant to Ind AS 36 "Impairment of Assets"**

Based on a review of the future discounted cash flows of the project facility, the recoverable amount is higher than the carrying amount and hence no provision for impairment is made for the year.

49 **Disclosure of segment information pursuant to Ind AS 108 "Operating Segments"**

The Company is engaged in the business of construction, operation and maintenance of Toll road projects on a Build Operate Transfer basis in a single business segment. Hence reporting of operating segments does not arise. The Company does not have operations outside India. Hence, disclosure of geographical segment information does not arise.

50 **Standard issued but not effective :**

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on 31st March, 2023 and has amended the following standards:

1. Ind AS 101 - First-time adoption of Ind AS
2. Ind AS 102 - Share-based Payment
3. Ind AS 103 - Business Combinations
4. Ind AS 107 - Financial Instruments: Disclosures
5. Ind AS 109 - Financial Instruments
6. Ind AS 115 - Revenue from Contracts with Customers
7. Ind AS 1 - Presentation of Financial Statements
8. Ind AS 8 - Accounting Policies, change in Estimates and Errors
9. Ind AS 12 - Income Taxes
10. Ind AS 34 - Interim Financial Reporting

These amendments shall come into force with effect from April 01, 2023.

The Company is assessing the potential effect of the amendments on its financial statements. The Company will adopt these amendments, if applicable, from applicability date.

51 **Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time on March 31, 2023. MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023 as below:

- 1) Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is an annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.
- 2) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Error - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.
- 3) Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the Initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

52 **Useful life for Depreciation on Property, Plant & Equipments**

Depreciation is provided based on useful life supported by the technical evaluation considering business specific usage, the consumption pattern of the assets and the past performance of similar assets.

Estimated useful life of assets are as follows:

| Class of Assets                              | Useful lives as per Schedule II (in Years) | Useful life adopted based on technical evaluation (in years) |
|--|--|--|
| Building/flats residential/non residential * | 50   | 5-50   |
| Plant and Machinery *                        | 8-15                                       | 1-15   |
| Survey Instruments                           | 10   | 10   |
| Computers                                    | 3-5  | 3-5  |
| Office Equipments                            | 5-10                                       | 5-10   |
| Furniture and fixtures                       | 10   | 10   |
| Caravans, Camps and temporary shed           | 3-5  | 3-5  |
| Vehicles                                     | 8-10                                       | 8-10   |

\* Each significant component of the asset has been considered for determination of useful life of

53 In the opinion of the Board, the current assets, advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

54 There were no litigation pending against the company which could be materially impact its financial position as at the end of the year.

55 Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the company for the year.

56 The financial Statement are approved for issue by the company's Board of Directors on 20/05/2023

**Notes forms Integral part of the Financial Statements**

As per our report of even date attached  
For GUPTA NAYAR & CO.  
CHARTERED ACCOUNTANTS  
(Firm's Registration No. 005376N)

Satyabhama Gupta  
(Partner)  
Membership No. 073295

Place: New Delhi  
Date: 20/5/23



ANKINEEDU MANGANI  
Additional Director  
DIN-00029900  
SHWETA CHAWLA  
Company Secretary  
FCS-11502

For and on behalf of the Board  
MASOOD AHMAD  
Director  
DIN-09008553  
N. Ananth  
NILKAR UMAKANTH  
Chief Financial Officer  
D. SRINIVAS  
Chief Operating Officer



**ISTPL**  
**IRCON-SOMA TOLLWAY PRIVATE LIMITED**  
**(ISTPL)**

*(A Joint Venture Company of Ircon International Limited, Soma Enterprise Limited and Soma Tollways Private Limited)*

**Registered & Corporate Office:** C-4, District Centre,  
Saket, New Delhi -110017, India **Tel.:** 011-26545780,  
**Email:** [cs.istpl@irconsoma.com](mailto:cs.istpl@irconsoma.com),  
**Website:** [www.irconsoma.com](http://www.irconsoma.com)