

# 15th Annual Report

**2019-20**



**IRCON-SOMA TOLLWAY PRIVATE LIMITED (ISTPL)**  
**(A Joint Venture Company of Ircon International Limited)**

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## Corporate Information

### **BOARD OF DIRECTORS**

Mr. Deepak Sabhlok	: Chairman	(Resigned w.e.f. 31.10.2019)	(DIN: 03056457)
Mr. Mukesh Kumar Singh	: Chairman	(Appointed w.e.f. 01.11.2019)	(DIN: 06607392)
Mr. Ramachandra Rao Patri	: Director	(Resigned w.e.f. 03.10.2019)	(DIN: 02336617)
Mr. Ashok Kumar Goyal	: Director	(Resigned w.e.f. 15.04.2020)	(DIN: 05308809)
Mr. T. S. Sivashankar	: Director	(Resigned w.e.f. 31.03.2020)	(DIN: 02720714)
Mr. R. S. Yadav	: Additional Director	(Appointed w.e.f. 15.04.2020)	(DIN: 07752915)
Mr. Pradeep Kumar Katyal	: Additional Director	(Appointed w.e.f. 03.10.2019)	(DIN: 08576256)
Mr. Nishant S P	: Additional Director	(Appointed w.e.f. 13.05.2020)	(DIN: 08740581)

### **CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER**

Mr. Sanjay Gurav	: Chief Operating Officer
Mr. Harish Satyawali	: Chief Financial Officer

### **COMPANY SECRETARY**

Ms. Shweta Chawla

### **STATUTORY AUDITORS**

M/s Gianender & Associates  
Chartered Accountants  
New Delhi  
Firm Registration No. 004661N

### **INTERNAL AUDITORS**

M/s Sanjay V. Goyal & Co.  
Chartered Accountants  
Nasik

### **BANKERS**

Punjab National Bank, LCB Branch- Hyderabad  
State Bank of India, Commercial Branch- New Delhi  
HDFC Bank- New Delhi  
Punjab National Bank- Nashik

### **REGISTRAR & SHARE TRANSFER AGENTS**

Alankit Assignments Limited  
Alankit Heights, 3E/7, Jhandewalan Extension,  
New Delhi - 110055

### **REGISTERED OFFICE**

C-4, District Centre, Saket  
New Delhi-110017,  
Tel: +91-11-29565666  
Fax: +91-11-26854000, 26522000  
E-mail: [cs.istpl@irconsoma.com](mailto:cs.istpl@irconsoma.com)  
Website: [www.irconsoma.com](http://www.irconsoma.com)  
Phone: 02556-202020, 202021  
CIN No.-U74999DL2005PTC135055

### **CHANDWAD (TOLL PLAZA)**

NH-3, Mumbai Agra Road  
Near Chandwad  
Mangrul Phata, Nashik Dist.  
Maharashtra-423101

### **DHULE (TOLL PLAZA)**

NH-3, Mumbai Agra Road  
Near Dhule Laling,  
Dhule Dist. Maharashtra-424001

**Board of Directors**



**Mr. Mukesh Kumar Singh  
(Chairman)**



**Mr. Rajendra Singh Yadav  
(Director)**



**Mr. Pradeep Kumar Katyal  
(Director)**



**Mr. Nishant S P  
(Director)**

## Chairman's Address



### **Distinguished Shareholders**

I have great pleasure in extending you all a warm welcome to the 15th Annual General Meeting of your company. The Annual Report, including the Audited Financial Statements, Directors' Report, Auditors' Report for the year ended 31st March 2020 has been circulated to you. With your permission, I shall take them as read.

### **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**

The total income of the company from operations for the financial year under review has been reported at Rs.198.30 crore as against Rs. 196.88 crore for the previous financial year. The income from operations has increased by almost 0.72%.

The profit before tax (PBT) for the year ended March 31, 2020 has been reported at Rs.79.32 crore in comparison to Rs.48.98 crore in year 2018-19. The PBT has increased by 61.95% primarily because of the increase in the toll revenue. However, profit after tax stand at Rs.66.59 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 2019-20 being fifth year, is also expected to generate huge savings for the company in future years also. The Earnings per share has increased to Rs.5.21 per share as compared to previous year which was at Rs.2.48 due to payment of MAT on the book profit.

### **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 and the valued Client of the Company-National Highways Authority of India.

**Sd/-  
M. K. Singh  
(Chairman)**

# Notice of 15<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**

**NOTICE IS HEREBY GIVEN THAT the 15th (Fifteenth) Annual General Meeting** of the members of Ircon - Soma Tollway Private Limited (ISTPL) will be held on **Friday, the 18th day of September, 2020, at 4:30 P.M.** through Videoconferencing 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 31st March, 2020 and the Statement of Profit and Loss for the Financial Year ended 31st March, 2020 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, 2020, and the Statement of Profit & Loss as at that date together with the Reports of Directors’ along with Form MGT-9 (Extract of Annual Return) and Auditors’ Report thereon, circulated to the members of the Company along with the Notice convening the fifteenth Annual General Meeting of the Company, be and is hereby received, considered and adopted.”

- (2) To fix the remuneration of Statutory Auditors of the Company M/s Gianender & Associates, Chartered Accountant and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution:**

**“RESOLVED THAT** the remuneration of Statutory Auditors of the Company be and is hereby increased, based on the recommendation of the Board, from Rs.1,75,000/- to Rs.2,00,000/- (exclusive of GST) and Rs.15,000/- for Certification fee for the financial year 2019-20.”



**SPECIAL BUSINESS:**

- (3) To Regularize Additional Director, Mr. Mukesh Kumar Singh (M. K. Singh) 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. Mukesh Kumar Singh (M. k. Singh) who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) w.e.f. November 01, 2019, be and is hereby appointed as a Nominee Director of the Company.”

**“RESOLVED FURTHER THAT** all Directors and/ or Company Secretary be and are hereby authorised severally to file necessary forms and to do all such acts, deeds and things to give effect to the above said resolution.”

- (4) To Regularize Additional Director, Mr. Rajendra Singh Yadav (R. S. Yadav) 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. Rajendra Singh Yadav (R. S. Yadav), who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited w.e.f. April 15, 2020, be and is hereby appointed as a Nominee Director of the Company.”

**“RESOLVED FURTHER THAT** all Directors and/ or Company Secretary be and are hereby authorised severally to file necessary forms and to do all such acts, deeds and things to give effect to the above said resolution.”

- (5) To Regularize Additional Director, Mr. Pradeep Kumar Katyal 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. Pradeep Kumar Katyal, who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited w.e.f. October 03, 2019, be and is hereby appointed as a Nominee Director of the Company.”

**“RESOLVED FURTHER THAT** all Directors and/ or Company Secretary be and are hereby authorised severally to file necessary forms and to do all such acts, deeds and things to give effect to the above said resolution.”

- (6) To Regularize Additional Director, Mr. Settigere Prabhakar Nishant (Nishant S P) 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. Nishant S P, who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited w.e.f. May 13, 2020, be and is hereby appointed as a Nominee Director of the Company.”

**“RESOLVED FURTHER THAT** all Directors and/ or Company Secretary be and are hereby authorised severally to file necessary forms and to do all such acts, deeds and things to give effect to the above said resolution.”

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

**Sd/-**  
**(Shweta Chawla)**  
**Company Secretary**  
**ACS 45385**

**Date : 27.08.2020**

**Place: New Delhi**

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May 2020 read together with circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visuals Means (“OAVM”), without the physical presence of the members at a common venue. In Accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC /OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In Compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose emails addresses are registered with the Company.
5. The link to attend the AGM will be shared separately via email one day before the meeting.
6. Attendance of Members through VC will be counted for the purpose of reckoning the quorum for the AGM as per section 103 of the Act. Quorum of the meeting as per Articles of Association of the Company- Atleast two members one each from IRCON, SOMA and/or STPL present in person shall be the quorum of the meeting.
7. Facility of joining the AGM through VC will be kept open 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
8. Members can vote during the AGM by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company and the members shall convey their assent or dissent only by sending emails to [cs.istpl@irconsoma.com](mailto:cs.istpl@irconsoma.com).
9. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meeting in respect of the Special Business, as set out above is annexed hereto.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act shall be available electronically for inspection by the members during the time of AGM.
11. Shareholders desiring any information as regards accounts or Directors' Report are requested to write to the Company one week in advance, so as to enable the management to keep the information ready.
12. Members, who need assistance to join AGM, may contact Company Secretary of the Company, via email on [cs.istpl@irconsoma.com](mailto:cs.istpl@irconsoma.com) or via telephone no. 011-26545780.
13. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.

14. **M/S GIANENDER & ASSOCIATES, (ICAI FIRM REGISTRATION NO. 004661N) CHARTERED ACCOUNTANT**, WERE APPOINTED AS STATUTORY AUDITORS OF THE COMPANY AT THE 11TH ANNUAL GENERAL MEETING HELD ON 27TH SEPTEMBER, 2016 TO HOLD OFFICE FROM THE CONCLUSION OF 11TH AGM TO 16TH 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 Gianender & Associates, Chartered Accountants (Statutory Auditors)**

**Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013****Item No.3: To Regularize Additional Director, Mr. Mukesh Kumar Singh (M. K. Singh)**

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Mukesh Kumar Singh (M. K. Singh) has been nominated by Ircon International Limited as Director and Chairman on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing Ircon International Limited vice Mr. Deepak Sabhlok, consequent upon his attaining the age of superannuation.

The Board of Directors in their 82nd meeting held on November 8, 2019 had approved the appointment of Mr. Mukesh Kumar Singh (M. K. Singh) nominee of Ircon international Limited as Additional Director of the Company w.e.f. 01.11.2019 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Mukesh Kumar Singh (M. K. Singh), as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Mukesh Kumar Singh (M. K. Singh), (whose regularization has been proposed) is interested in this resolution.

**Item No.4: To Regularize Additional Director, Mr. Rajendra Singh Yadav (R. S.Yadav)**

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Rajendra Singh Yadav (R. S.Yadav) has been nominated by Ircon International Limited as Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing Ircon International Limited vice Mr. A. K. Goyal.

The Board of Directors vide their Circular Resolution No. 66, dated April 15, 2020 had approved the appointment of Mr. Rajendra Singh Yadav (R. S.Yadav) nominee of Ircon international Limited as Additional Director of the Company w.e.f. 15.04.2020 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Mukesh Kumar Singh (M. K. Singh), as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Rajendra Singh Yadav (R. S.Yadav), (whose regularization has been proposed) is interested in this resolution.

**Item No.5: To Regularize Additional Director, Mr. Pradeep Kumar Katyal**

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Pradeep Kumar Katyal has been nominated by Soma Enterprise Limited as Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing by Soma Enterprise Limited in place of Mr. P. R. Rao.

The Board of Directors vide their Circular Resolution No. 63, dated October 03, 2019 had approved the appointment of Mr. Pradeep Kumar Katyal nominee of Soma Enterprise Limited as Additional Director of the Company w.e.f. 03.10.2019 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Pradeep Kumar Katyal, as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Pradeep Kumar Katyal, (whose regularization has been proposed) is interested in this resolution.

**Item No.6: To Regularize Additional Director, Mr. Settigere Prabhakar Nishant (Nishant S P)**

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Settigere Prabhakar Nishant (Nishant S P) has been nominated by Soma Tollways Private Limited as Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing by Soma Tollways Private Limited.

The Board of Directors vide their Circular Resolution No. 67, dated May 13, 2020 had approved the appointment of Mr. Settigere Prabhakar Nishant (Nishant S P) nominee of Soma Tollways Private Limited as Additional Director of the Company w.e.f. 13.05.2020 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Settigere Prabhakar Nishant (Nishant S P), as Nominee Director, for the approval by the shareholders of the Company.

None of the Directors except Mr. Settigere Prabhakar Nishant (Nishant S P), (whose regularization has been proposed) is interested in this resolution.

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

**Sd/-  
(Shweta Chawla)  
Company Secretary  
ACS 45385**

**Date: 27.08.2020  
Place: New Delhi**

# Directors' Report FY: 2019-20



## DIRECTORS' REPORT (2019-20)

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

Your Directors have pleasure in presenting their 15<sup>th</sup> (Fifteenth) 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, 2020.

### **FINANCIAL HIGHLIGHTS**

The Company has prepared the financial statements for the year ended 31st March, 2020 as per IndAS (Indian Accounting Standards). During the year under review the financial position of the company is as follows:

(in ₹ crores)

Sl. No.	Particulars	2019-20	2018-19
1	Authorized Share Capital	130.00	130.00
2	Subscribed Share Capital	127.74	127.74
3	Reserves & Surplus	25.29	(41.30)
4	Revenue from Operations	198.30	196.88
5	Other Income	13.8	6.77
6	Total Income	212.19	203.65
7	Total Expenditure	132.86	154.67
8	Profit Before Tax	79.32	48.98
9.	Profit After Tax	66.59	31.68
10.	Earnings Per Share	5.21	2.48

### **IMPACT OF COVID-19**

As a part of precautionary restrictions imposed by the Government Authorities to contain spread of COVID-19 pandemic, NHAI referring to the instructions issued by MoRT&H has directed to temporarily suspend the collection of User Fee at toll plazas on Project Highway w.e.f. 26<sup>th</sup> March, 2020 till the period of lockdown declared by the Central/ State Government Authorities.

Subsequently, pursuant to MoRTH's directives dated 17<sup>th</sup> April, 2020 to resume tolling operations during lockdown period, as directed by NHAI, the collection of user fee was resumed from 20<sup>th</sup>

April, 2020 duly observing strict compliance of all COVID-19 related extant precautions as per SOP annexed with the Order dated 15.01.2020 of Ministry of Home Affairs, New Delhi.

This nationwide lockdown due to restrictions imposed to contain spread of COVID-19 pandemic, apart from financial distress (loss of toll collection), has severely affected various aspects related to operation & maintenance of the project.

After the resumption of tolling operation from April 20, the traffic on roads was in the range of 40 to 60% compared to normal traffic due to various lockdown measures and containment zones restrictions across India except for 10 days of May-2020 wherein good traffic increase was observed, which was purely caused by migration of worker's from major cities and now the daily toll collection revenues are back to 60 to 75% of average daily collection of FY 2019-2020.

The Government relief measures as per NHAI Policy Guidelines circular no. 8.3.33/ 2020 dated 26<sup>th</sup> May 2020 are as under:

- (i) Period from March 26, 2020 to April 19, 2020 when NHAI had suspended the toll collections: Concession Period extension for 25 days without any O&M Cost.
- (ii) Period thereafter when tolling is resumed but were able to collect less than 90% of average daily fee on account of the effect of Force Majeure: The extension to concession period will be assessed, on daily basis, proportionately to the losses in toll revenue than average daily fee.

### **COMPANY'S STATE OF AFFAIRS**

A joint venture company called '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 total shares, 6,38,69,999 shares are held by STPL and 1 share held by Soma Enterprises Limited (SOMA), holding company of STPL), for executing BOT project for four laning of Pimpalgaon-Dhule section of NH-3 from km 380 to km 265 in Maharashtra for NHAI.

The BOT project for four laning of Pimpalgaon-Dhule section got completed in 2010-11 and accordingly ISTPL is earning toll on the entire stretch of 118.158 km.

The entire project (toll) road is now being operated & maintained to provide safe and comfortable journey to the Toll road users.

## **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.198.30 crore as against Rs. 196.88 crore for the previous financial year. The income from operations has increased by almost 0.72%.

The profit before tax (PBT) for the year ended March 31, 2020 has been reported at Rs.79.32 crore in comparison to Rs.48.98 crore in year 2018-19. The PBT has increased by 61.95% primarily because of the increase in the toll revenue. However, profit after tax stand at Rs.66.59 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 2019-20 being fifth year, is also expected to generate huge savings for the company in future years also. The Earnings per share has increased to Rs.5.21 per share as compared to previous year which was at Rs.2.48 due to payment of MAT on the book profit.

## **TRANSFER TO RESERVES**

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

## **DIVIDEND**

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review.”

## **DEPOSITS**

No deposits have been taken during the period under review.

## **STATUTORY AUDITORS**

M/s Gianender & Associates, Chartered Accountants were appointed as Statutory Auditors in the 11<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27.09.2016 to hold office from the conclusion of 11<sup>th</sup> AGM till the conclusion of 16<sup>th</sup> Annual General Meeting, subject to ratification by the members of the Company in every Annual General Meeting.

Further, the members of the Company had ratified the appointment of M/s Gianender & Associates, Chartered Accountants in their 12<sup>th</sup> AGM held on 25<sup>th</sup> September, 2017 to hold office from the conclusion of 12<sup>th</sup> AGM till the conclusion of next AGM.

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 2019-20.

### **SHARE CAPITAL**

The Authorised Share Capital of the Company is Rs.130 crore 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).

### **EXTRACT OF THE ANNUAL RETURN**

The details forming part of the extract of the Annual Return of the Company in Form MGT 9 is annexed herewith as **Annexure A**.

### **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.

**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)**

The CSR Committee of the Board has been duly constituted in the 63rd Board meeting of the Company held on 23.08.2016 comprising of Mr. Deepak Sabhlok, Chairman, Mr. A.K. Goyal, Director and Mr. P.R Rao, Director as members of the Committee.

Thereafter, the CSR Committee of the Board has been duly re-constituted by passing Circular Resolution No. 64 dated 22.10.2019 comprising of Mr. Deepak Sabhlok, Chairman, Mr. A.K. Goyal, Director and Mr. Pradeep Kumar Katyal, Director as members of the Committee.

Further the said Committee has been re-constituted in the 82<sup>nd</sup> Board Meeting of the Company held on 08.11.2019 comprising of Mr. Mukesh Kumar Singh, Chairman, Mr. A.K. Goyal, Director and Mr. Pradeep Kumar Katyal, Director as members of the Committee.

There was one CSR Committee meeting was held on 07.01.2020 during the Financial Year 2019-20.

The CSR Committee recommend the budget for the Financial year 2019-20 to the Board and the Board vide CR No. 65 dated 09.01.2020 had allocated a budget of Rs.55.30 Lakh for CSR expenditure which was approved by the BoD. The amount allocated has been fully spent on the CSR activity (as recommended and approved by CSR Committee and BoD respectively) for of providing Solar based power backup Equipment's in Govt. hospital & Rural Police Station, Solar Street Lights and Water Purifiers (RO System plus UV) in various villages along project stretch of Company in Dhule and Nashik District, in the State of Maharashtra,

The Annual Report on the CSR is attached as **Annexure B**.

## **DIRECTORS**

- **Composition of the Board**

The Board of the Company is properly constituted and consists of four directors namely Mr. Mukesh Kumar Singh, Chairman (DIN-06607392), Mr. Ashok Kumar Goyal, Director (DIN-05308809), nominees of Ircon International Limited (IRCON), Mr. Pradeep Kumar Katyal (DIN-08576256), nominee of Soma Enterprise Limited (SOMA) and Mr. T. S Sivashankar (DIN: 02720714), nominee of Soma Tollways Private Limited (STPL). All directors are non-retiring and non-executive and hold the position as respective nominee(s) of Joint Venture partners i.e. Ircon and Soma.

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

During the period under review, Mr. Pradeep Kumar Katyal (DIN-08576256), nominee of Soma Enterprise Limited (SOMA) has been appointed as an Additional Director in place of Mr. Ramachandra Rao Patri w.e.f. 03.10.2019, Mr. Mukesh Kumar Singh (DIN-06607392), nominee of Ircon International Limited (IRCON), has been appointed as Additional Director vice Mr. Deepak Sabhlok w.e.f 01.11.2019, however nomination withdrawn by IRCON of Mr. Deepak Sabhlok from the Board of ISTPL consequent upon his attaining the age of superannuation. Mr. T. S. Sivashankar has resigned w.e.f. 31.03.2020.

After the close of the financial year 2019-20, Mr. Rajendra Singh Yadav (DIN-07752915), nominee of Ircon International Limited (IRCON), has been appointed as Additional Director in place of Mr. Ashok Kumar Goyal w.e.f.15.04.2020 and Mr. Settigere Prabhakar Nishant (DIN-08740581), nominee of Soma Tollways Private Limited (STPL) appointed as an Additional Director w.e.f 13.05.2020.

- **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 2019-20, the Board of the Company has met 8 times i.e. on 08.04.2019, 20.05.2019, 27.05.2019, 16.07.2019, 18.07.2019, 22.08.2019, 08.11.2019 and 24.01.2020.

The Fourteenth Annual General Meeting of the Company was held on August 27, 2019.

No Extra Ordinary General Meetings were held during 2019-20

### **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 2019-20 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 2019-20, 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.

**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/-  
(Pradeep Kumar Katyal)  
Director  
(DIN : 08576256)

Sd/-  
(M. K. Singh)  
Director  
(DIN : 06607392)

Place: New Delhi  
Date: 24.08.2020

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31st March 2020**  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

1.	<b>CIN</b>	U74999DL2005PTC135055
2.	<b>Registration Date</b>	19th April, 2005
3.	<b>Name of the Company</b>	IRCON-SOMA TOLLWAY PRIVATE LIMITED
4.	<b>Category/Sub-category of the Company</b>	Company Limited by Shares
5.	<b>Address of the Registered office &amp; contact details</b>	Plot No. C-4, District Centre, Saket, New Delhi-110017 Ph. No. 011-29565666
6.	<b>Whether Listed or Unlisted Company</b>	Unlisted
7.	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	Alankit Assignment Limited 3E/7 Jhandewalan Extension, New Delhi – 110055 91-11-4254 1234 and +91-11-4254 1959

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of Main Products / Services	NIC Code of the Products/ Services	% to Total Turnover of the Company
1.	Construction, operation and maintenance of National Highway Build, Operate and Transfer (BOT) basis.	63031	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No.	Name and Address of the Company	CIN/ GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable section
1.	Ircon International Limited (IRCON)	L45203DL1976GOI008171	Promoter Company	50%	-
2.	Soma Enterprise Limited (SOMA)	U55101MH1977PLC114178	Promoter Company	Negligible	-
3.	Soma Tollways Private Limited (STPL)	U45203TG2006PTC051015	Promoter Company	50%	-

**IV. SHARE HOLDING PATTERN**  
**(Equity Share Capital Breakup as percentage of Total Equity)**
**A) CATEGORY-WISE SHARE HOLDING:**

Category of Shareholders	No. of Shares held at the beginning of the year, [As on 01st April, 2019]				No. of Shares held at the end of the year [As on 31st March, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Ircon International Limited (IRCON)	63870000	-	63870000	50%	63870000	-	63870000	50%	-
(ii) Soma Enterprise Limited (SEL)	1	-	1	0.00	1	-	1	0.00	-
(ii) Soma Tollway Private Limited (STPL)	63869999	-	63869999	50%	63869999	-	63869999	50%	
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A)</b>	<b>127740000</b>	<b>-</b>	<b>127740000</b>	<b>100%</b>	<b>127740000</b>	<b>-</b>	<b>127740000</b>	<b>100%</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									

a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
<b>(ii) Soma Tollway Private Limited (STPL)</b>	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>127740000</b>	<b>-</b>	<b>127740000</b>	<b>100%</b>	<b>127740000</b>	<b>-</b>	<b>127740000</b>	<b>100%</b>	<b>-</b>

**B) SHAREHOLDING OF PROMOTERS:**

SN	Shareholder's Name	Shareholding at the beginning of the year as on 01st April, 2019			Shareholding at the end of the year, as on 31st March, 2020			% Change in Shareholding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to Total Shares	
1.	Ircon International Limited (IRCON)	63870000	50%	Nil	63870000	50%	Nil	Nil
2.	Soma Enterprise Limited (SOMA)	1	0.00	Nil	1	0.00	Nil	Nil
3.	Soma Tollways Private Limited (STPL)	63869999	50%	Nil	63869999	50%	Nil	Nil
	<b>Total</b>	<b>127740000</b>	<b>100%</b>	<b>Nil</b>	<b>127740000</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

**C) CHANGE IN PROMOTERS' SHAREHOLDING:**

Sl. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
<b>1. M/s Ircon International Limited (IRCON)</b>								
	At the beginning of the year	63870000	50%					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year	63870000	50%	Nil	Nil	Nil	63870000	50%
<b>2. M/s Soma Enterprise Limited (SOMA)</b>								
	At the beginning of the year	1	0					

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year	1	0	Nil	Nil	Nil	1	0
<b>3. M/s Soma Tollways Private Limited (STPL)</b>								
	At the beginning of the year	63869999	50%					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year	63869999	50%	Nil	Nil	Nil	63869999	50%

**D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:  
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	At the Beginning of the Year	<b>NOT APPLICABLE</b>			
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3.	At the End of the Year				



**E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Shareholding of Each Director(s) and Each Key Managerial Personnel	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the Beginning of the Year	<b>NIL</b>			
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
At the End of the Year				

**F) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	-			-
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>			-	
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	-			-
<b>Total (i+ii+iii)</b>			-	

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND / OR MANAGER:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	<b>NOT APPLICABLE</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify		
5.	Others, please specify		
	<b>Total (A)</b>		
	<b>Ceiling as per the Act</b>		

**B. REMUNERATION TO OTHER DIRECTORS:**

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	<b>NOT APPLICABLE</b>	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	<b>Total (1)</b>		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	<b>Total Managerial Remuneration</b>		
	<b>Overall Ceiling as per the Act</b>		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL (OTHER THAN MD/MANAGER/WTD):**

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	4,44,000/-	11,10,816	15,54,816
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify				
	- Performance linked incentive (PRP)	-	-	-	-
	- Retirement benefits (Pension, PF)	-	-	-	-
	<b>Total</b>	-	<b>4,44,000/-</b>	<b>11,10,816</b>	<b>15,54,816</b>

**VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL*		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL*		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL*		
Punishment					
Compounding					

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

Sd/-  
(Pradeep Kumar Katyal)  
Director  
(DIN : 08576256)

Sd/-  
(M. K. Singh)  
Director  
(DIN : 06607392)

Place: New Delhi  
Date: 24.08.2020

**ANNUAL REPORT ON CSR ACTIVITIES (2019-20)**

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

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.

This being the Third year for implementation of CSR activities by ISTPL, the amount allocated has been fully spent on the activity of providing Solar based power backup Equipment's in Govt. hospital & Rural Police Station, Solar Street Lights and Water Purifiers (RO System plus UV) in various villages along project stretch of Company in Dhule and Nashik District, in the State of Maharashtra, which is covered under Clause (i) of the Schedule VII of the Companies Act, 2013 which is "promoting healthcare including preventive health care and sanitation" and Clause (iv) of Schedule VII of the Companies Act, 2013 which is "ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water".

2. **Composition of the CSR Committee**

Your company has constituted a Board level committee in terms of the provisions of the Companies Act, 2013. The composition of the CSR committee of the Company is headed by *Mr. Mukesh Kumar Singh, Chairman alongwith Mr. Ashok Kumar Goyal, Directors, as its members.*

3. The average net profit of the Company in the last three financial years is Rs. 27,65,21,885/-.

4. The CSR budget for the financial year has been *Rs.55,30,438/- which is 2% of the average of the net profits of the Company during the last three financial years.*

5. **Details of expenditure incurred on CSR activities during 2019-20:**

- (a) Total amount to be spent for the financial year – *Rs.55,30,438/-*  
(b) *Amount Spent- Rs. 55,80,367/-*  
(c) Amount unspent, if any- NIL

**Details of CSR projects undertaken during 2019-20 are as under:-**

Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (a) Local area or other. (b) Specify the state and district where projects or programs were undertaken.	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads.	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency.
1.	Design, supply, installation, testing & commissioning of 15 KW Hybrid SPV system for Govt. Hospital at Chandwad	Clause (vi) of Schedule VII of the Companies Act, 2013 which is "ensuring environmental sustainability,	(a) Local Area where the project of the Company is situated  (b) Nashik District, Maharashtra	Rs.13,72,467/-	Rs.13,72,467/-	Direct
2.	Design, supply, installation, testing & commissioning of 4 KW Hybrid SPV system for Govt. Police Station at Chandwad	Clause (vi) of Schedule VII of the Companies Act, 2013 which is "ensuring environmental sustainability,	(a) Local Area where the project of the Company is situated  (b) Nashik District, Maharashtra	Rs.2,97,950/-	Rs.16,70,417/-	Direct
3	Supply, Installation, Testing & Commissioning of 15 feet high Solar Module integrated Solar Street Lights in the premises of Mangrul Gram Panchayat	Clause (vi) of Schedule VII of the Companies Act, 2013 which is "ensuring environmental sustainability,	(a) Local Area where the project of the Company is situated  (b) Nashik District, Maharashtra	Rs.2,97,950/-	Rs.19,68,367/-	Direct
4	Supply, Installation, Testing & Commissioning of RO Water Plant 1000lph with ATM Machine in the premises of Renukadevi Temple near Chandwad, Mangrul Village, Sogras Village and Chinchave Village (04 Nos.)	Clause (vi) of Schedule VII of the Companies Act, 2013 which is "ensuring environmental sustainability,	(a) Local Area where the project of the Company is situated  (b) Nashik District, Maharashtra	Rs.12,20,000/-	Rs.31,88,367/-	Direct

5	Contribution to PM Cares Fund for collective fight against the coronavirus (COVID-19) pandemic in India	Clause (ix) of Schedule VII of the Companies Act, 2013 which is "contribution to the Prime Minister's National Relief Fund".		Rs.10,00,000/-	Rs.41,88,367/-	Direct
6	Donation to J Watumull Global Hospital & Research Centre for operation of mobile clinic serving socio-economically deprived communities in Sirohi District of Rajasthan.	Clause (vi) of Schedule VII of the Companies Act, 2013 which is "ensuring environmental sustainability".	(a) Other Area (b) Mt. Abu in Rajasthan	Rs.13,92,000/-	Rs.55,80,367/-	Direct

6. CSR budget allocated towards the CSR activities for the financial year 2019-20 has been fully spent by the Company.
7. The CSR committee confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the company.

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

**Sd/-  
(Pradeep Kumar Katyal)  
Director  
(DIN : 08576256)**

**Sd/-  
(M. K. Singh)  
Director  
(DIN : 06607392)**

**Place: New Delhi  
Date: 24.08.2020**

# Financial Statements (FY: 2019-20)



## INDEPENDENT AUDITOR'S REPORT

To the Members of  
IRCON - SOMA TOLLWAY PRIVATE LIMITED

### Report on the audit of the Standalone Ind AS Financial Statements

#### Opinion

We have audited the Standalone Ind AS financial statements of **IRCON - SOMA TOLLWAY PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone 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 Standalone 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, 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 Standalone 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 Standalone 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 other information. The other information comprises the information included in the Annual Report (but does not include the standalone 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.

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

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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.
- 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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, 2016 ("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.
  - 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 Standalone 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 March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - 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 does not have any pending litigations which would impact its financial position except those disclosed in financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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: In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.

**For Gianender & Associates  
Chartered Accountants  
(Firm's Registration No. 004661N)**

**Place: New Delhi  
Date : 29.05.2020**

**Sd/-  
G. K. Agrawal  
(Partner)  
(M No. 081603)  
UDIN: 20081603AAAAFP8701**

**Annexure 'A' to the Independent Auditor's Report of IRCON - SOMA TOLLWAY PRIVATE LIMITED for the Year ended as on 31st March 2020****Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-**

- i. a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;  
b. The Fixed Assets have been physically verified by the Management at regular Intervals and no material discrepancies were noticed on such verification.  
c. The title deeds of immovable properties are held in the name of the Company.
- ii. 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) of the Order is not applicable to the company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable
- 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 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 are not applicable to the Company.
- vi. According to the information and explanations given to us, the Company is prima-facie maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, Goods service tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2020, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable .  
  
b. According to the information and explanation given to us, there are no dues of provident fund, employee state insurance, income tax, Goods service tax, cess and any other statutory dues which have not been deposited on account of dispute.
- i. The company has not taken any loan from bank or financial institutes. The Company has not taken any loans or borrowings from any Government and has not issued any debentures during the year.
- ii. The Company has not raised money by way of initial public offer or further public offer. Company has not taken any term loans. Hence, reporting under Para 3(ix) are not applicable

- iii. According to the information and explanation 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.
- iv. The Company the not paid any managerial remuneration. Hence, reporting under Para 3(xi) are not applicable
- v. The Company is not a Nidhi Company and hence clause3 (xii) of the Companies (Auditor's Report) Order 2016 is not applicable.
- vi. According to the information and explanations given to us and based on our examination of the records of the Company, 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 Standalone Ind AS financial statements as required by the applicable accounting standards.
- vii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- viii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- ix. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Gianender & Associates  
Chartered Accountants  
(Firm's Registration No. 004661N)**

**Place: New Delhi  
Date : 29.05.2020**

**Sd/-  
G. K. Agrawal  
(Partner)  
(M No. 081603)  
UDIN: 20081603AAAAFP8701**

**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 financial statements of **IRCON - SOMA TOLLWAY PRIVATE LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the Standalone 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 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 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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 judgement, including the assessment of the risks of material misstatement of the Standalone 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 financial statements.



**Meaning of Internal Financial Controls With reference to financial statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to 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 Standalone 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 Standalone Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls With reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial control with reference to 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 financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to 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 financial statements issued by the Institute of Chartered Accountants of India.

**For Gianender & Associates  
Chartered Accountants  
(Firm's Registration No. 004661N)**

**Place: New Delhi  
Date : 29.05.2020**

**Sd/-  
G. K. Agrawal  
(Partner)  
(M No. 081603)  
UDIN: 20081603AAAAFP8701**



**IRCON - SOMA TOLLWAY PRIVATE LIMITED**

CIN. No. U74999DL2005PTC135055

Balance Sheet as at March 31, 2020

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, plant and equipment	3	1,32,98,861	64,74,649
Investment Property	5	94,440	4,63,358
Intangible assets under SCA	4	3,47,61,34,743	4,05,95,27,727
Financial assets			
Other financial assets	-	-	-
Other non-current assets	6	36,22,789	25,92,137
<b>Total Non-current Assets</b>		<b>3,49,31,50,833</b>	<b>4,06,90,57,871</b>
<b>Current Assets</b>			
Financial assets			
(i) Trade receivables	7	-	48,75,467
(ii) Cash and cash equivalents	8	6,80,81,957	2,31,41,539
(iii) Other bank balance	9	2,51,49,23,575	1,02,46,16,497
(iv) Other financial assets	10	35,41,200	25,91,437
(c) Current tax assets (Net)	11	37,22,505	49,43,479
Other current assets	12	1,01,23,16,621	1,01,27,88,382
<b>Total Current Assets</b>		<b>3,60,25,85,859</b>	<b>2,07,29,56,801</b>
<b>Total Assets</b>		<b>7,09,57,36,692</b>	<b>6,14,20,14,672</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	1,27,74,00,000	1,27,74,00,000
Other Equity	14	25,29,48,788	(41,30,16,594)
<b>Total Equity</b>		<b>1,53,03,48,788</b>	<b>86,43,83,406</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
Financial Liabilities			
Other financial liabilities	15	3,57,84,31,391	3,94,88,11,517
Provisions	16	10,51,247	1,10,97,78,245
<b>Total Non-current Liabilities</b>		<b>3,57,94,82,638</b>	<b>5,05,85,89,762</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables	17		
A) Total outstanding dues of micro enterprise and small enterprises			
B) Total outstanding dues of creditors other than micro enterprises and small enterprises		16,26,30,411	13,04,42,648
(ii) Other financial liabilities	18	81,27,11,870	7,41,70,786
Provisions	19	1,00,67,92,515	1,27,90,597
Other current liabilities	20	37,70,469	16,37,473
<b>Total Current Liabilities</b>		<b>1,98,59,05,265</b>	<b>21,90,41,504</b>
<b>Total Liabilities</b>		<b>5,56,53,87,903</b>	<b>5,27,76,31,266</b>
<b>Total Equity and Liabilities</b>		<b>7,09,57,36,692</b>	<b>6,14,20,14,672</b>

Notes 1 to 49 forms part of the Financial Statements

For and on behalf of the Board

As per our report of even date attached

For GIANENDER & ASSOCIATE

CHARTERED ACCOUNTANTS

Firm Registration No. 004661N

Sd/-

G K Agrawal

(Partner)

Membership No. 81603

Place: New Delhi

Date: 29.05.2020

UDIN : 200881603AAAAFP8701

Sd/-  
PRADEEP KATYAL

Director

DIN-08576256

Sd/-

SANJAY GURAV

Chief Operating Officer

Sd/-

R.S. YADAV

Director

DIN- 07752915

Sd/-

HARISH SATYAWALI

Chief Financial Officer

Sd/-

SHWETA CHAWLA

(Company Secretary)

ACS-45385

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**

CIN. No. U74999DL2005PTC135055

Statement of profit and loss for the period ended 31st March 2020

Particulars	Notes	For the period ended March 31, 2020	For the period ended March 31, 2019
Revenue from operations	21	1,98,30,59,157	1,96,88,36,820
Other income	22	13,88,53,240	6,77,06,166
<b>Total Income</b>		<b>2,12,19,12,397</b>	<b>2,03,65,42,986</b>
<b>Expenses</b>			
Operation & Maintenance Expenses	23	26,06,58,271	45,55,13,079
Employee benefits expenses	24	47,44,538	47,01,887
Finance Costs	25	43,82,94,554	47,73,80,492
Depreciation and Amortisation Expenses	26	58,54,40,253	58,28,48,580
Other Expenses	27	3,95,47,504	2,63,04,324
<b>Total expenses</b>		<b>1,32,86,85,120</b>	<b>1,54,67,48,362</b>
Profit before exceptional items and tax		<b>79,32,27,277</b>	<b>48,97,94,624</b>
Add: Exceptional items			
Profit before tax		<b>79,32,27,277</b>	<b>48,97,94,624</b>
Less: Tax expense			
(1) Current tax		12,46,57,013	17,30,35,001
2) Previous year Taxes		25,76,138	-
<b>Profit for the period</b>		<b>66,59,94,126</b>	<b>31,67,59,623</b>
<b>Other Comprehensive Income</b>			
Remeasurements of the defined benefit plans		(28,744)	(2,44,374)
<b>Total other comprehensive income</b>		<b>(28,744)</b>	<b>(2,44,374)</b>
<b>Total comprehensive income for the period</b>		<b>66,59,65,382</b>	<b>31,65,15,249</b>
Earnings per share (Face Value ₹ 10/- per share)			
(1) Basic (in Rs.)		<b>5.21</b>	<b>2.48</b>
(2) Diluted (in Rs.)		<b>5.21</b>	<b>2.48</b>

Notes 1 to 49 forms part of the Financial Statements

For and on behalf of the Board

As per our report of even date attached

For GIANENDER & ASSOCIATE

CHARTERED ACCOUNTANTS

Firm Registration No. 004661N

Sd/-

**PRADEEP KATYAL**

Director

DIN-08576256

Sd/-

**R.S. YADAV**

Director

DIN- 07752915

Sd/-

**G K Agrawal**

**(Partner)**

Membership No. 81603

Sd/-

**SANJAY GURAV**

Chief Operating Officer

Sd/-

**HARISH SATYAWALI**

Chief Financial Officer

Place: New Delhi

Date: 29.05.2020

UDIN : 200881603AAAAFP8701

Sd/-

**SHWETA CHAWLA**

(Company Secretary)

ACS-45385

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**

CIN. No. U74999DL2005PTC135055

Cash Flow statement for the period ended 31st March 2020

Particulars	For the period ended March 31,2020	For the period ended March 31,2019
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit /(Loss) before tax	79,32,27,277	48,97,94,624
<b>Adjustment for:</b>		
Depreciation / Amortization	58,54,40,253	58,28,48,580
Interest charges	42,96,19,874	47,42,35,514
Interest incomes	(11,53,77,441)	-6,05,77,032
Profit on sale of Land	(11,04,145)	
<b>OPERATING PROFIT BEFORE OPERATING ASSETS &amp; LIABILITIES</b>	<b>1,69,18,05,818</b>	<b>1,48,63,01,686</b>
Increase/(Decrease) in other Financial Liabilities - Current	(6,00,72,024)	-19,14,925
(Increase)/Decrease in Trade Payable - Current	3,21,87,762	79,19,325
Increase/(Decrease) in long-term provisions - Non current	(1,10,87,55,742)	21,25,27,351
Increase/(Decrease) in long-term provisions - current	99,40,01,918	-2,24,02,715
Increase/(Decrease) in other current liabilities	21,32,996	7,28,342
(Increase)/Decrease in other non current assets	(10,30,652)	-
(Increase)/Decrease in current assets	4,71,761	-1,00,73,16,229
(Increase)/Decrease in other Non Current financial Asset	-	-
(Increase)/Decrease in other Current financial Asset	39,25,704	-61,62,770
<b>CASH GENERATED FROM OPERATIONS</b>	<b>1,55,46,67,541</b>	<b>66,96,80,065</b>
Direct taxes paid	(12,60,12,177)	-13,42,60,304
<b>NET CASH GENERATED FROM OPERATIONS</b>	<b>1,42,86,55,364</b>	<b>53,54,19,761</b>
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1,02,58,373)	-
Sale of investment property	14,73,063	-
Interest received on deposits	3,87,32,543	3,80,39,280
Deposits in Fixed deposits(net)	(1,41,36,62,180)	-60,63,98,119
<b>NET CASH GENERATED (USED IN) INVESTING ACTIVITIES</b>	<b>(1,38,37,14,947)</b>	<b>-56,83,58,839</b>
<b>C.CASHFLOW FROM FINANCING ACTIVITIES</b>		
Payment of long term borrowings	-	-
Interest and finance charges paid	-	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR</b>	<b>4,49,40,417</b>	<b>(3,29,39,078)</b>
Cash and cash equivalents at the beginning of the financial Year	2,31,41,539	5,60,80,617
Cash and cash equivalents at the end the financial Year	6,80,81,957	2,31,41,539
<b>Net Cash Flow</b>	<b>4,49,40,417</b>	<b>(3,29,39,078)</b>

**Notes**

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

Particulars	For the period ended March 31,2020	For the period ended March 31,2019
Balances in current account	5,95,65,999	1,46,24,413
In Term Deposit (original maturity upto 3 months)	75,01,027	-
Cash-in Hand	10,05,033	85,17,126
<b>Total</b>	<b>6,80,72,059</b>	<b>2,31,41,539</b>

As per our report of even date attached

**For GIANENDER & ASSOCIATE**

**CHARTERED ACCOUNTANTS**

Firm Registration No. 004661N

Sd/-  
**PRADEP KATYAL**  
Director  
DIN-08576256

Sd/-  
**R.S.YADAV**  
Director  
DIN-07752915

Sd/-  
**G.K.Agrawal**  
**(Partner)**  
Membership No. 085671

Sd/-  
**SANJAY GURAV**  
Chief Operating Officer

Sd/-  
**HARISH SATYAWALI**  
Chief Financial Officer

Place: New Delhi

Date: 29.05.2020

**UDIN : 20081603AAAAFP8701**

Sd/-  
**SHWETA CHAWLA**  
(Company Secretary)  
ACS-45385

<b>IRCON - SOMA TOLLWAY PRIVATE LIMITED</b>				
<b>CIN. No. U74999DL2005PTC135055</b>				
<b>Statement of Changes in Equity</b>				
<b>A. Share Capital:</b>				
<b>a. Equity share capital</b>				
<b>Movement during the period</b>	<b>For the Period ended March 31, 2020</b>		<b>For the Period ended March 31, 2019</b>	
<b>Particulars</b>	<b>Number of shares</b>	<b>Share capital (Amount)</b>	<b>Number of shares</b>	<b>Share capital (Amount)</b>
Shares having face value of Rs 10/-				
<b>Balance at the start of the period</b>	12,77,40,000	1,27,74,00,000	12,77,40,000	1,27,74,00,000
Issued during the period				
<b>Balance at the end of the period</b>	<b>12,77,40,000</b>	<b>1,27,74,00,000</b>	<b>12,77,40,000</b>	<b>1,27,74,00,000</b>
<b>B. Other Equity</b>				
	<b>Equity component of compound financial</b>	<b>Reserves and Surplus</b>		<b>Total</b>
		<b>Securities Premium Reserve</b>	<b>Retained Earnings</b>	
Balance at the beginning of the reporting period i.e. 01.04.2019	-	-	(41,30,16,594)	(41,30,16,594)
Changes in accounting policy or prior period errors		-	-	-
Restated balance at the beginning of the reporting period	-	-	(41,30,16,594)	(41,30,16,594)
Total Comprehensive Income for the year			66,59,65,382	66,59,65,382
Transfer to retained earnings				-
Balance at the end of the reporting period i.e. 31.03.2020	-	-	25,29,48,788	25,29,48,788
<b>Previous Year</b>				
	<b>Equity component of compound financial instruments</b>	<b>Reserves and Surplus</b>		<b>Total</b>
		<b>Securities Premium Reserve</b>	<b>Retained Earnings</b>	
Balance at the beginning of the reporting period i.e. 01.04.2018	-	-	(72,95,31,843)	(72,95,31,843)
Changes in accounting policy or prior period errors		-	-	-
Restated balance at the beginning of the reporting period	-	-	(72,95,31,843)	(72,95,31,843)
Total Comprehensive Income for the year			31,65,15,249	31,65,15,249
Transfer to retained earnings				-
Balance at the end of the reporting period i.e. 31.03.2019	-	-	(41,30,16,594)	(41,30,16,594)

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements for the Period ended 31st March'2020**

**3 Property, plant and equipment**

Particulars	Cost or Deemed cost			Accumulated depreciation and impairment				Carrying Amount As at March 31, 2020	
	Balance as at April 1, 2019	Additions	Disposals	Balance at March 31, 2020	Balance as at April 1, 2019	Depreciation expense	Disposals		Balance at March 31, 2020
<b>Property plant and equipment</b>									
FURNITURE & FITTINGS	18,83,663	-		18,83,663	10,84,804	2,17,743		13,02,547	5,81,116
COMPUTER	4,38,655	54,997		4,93,652	3,14,154	81,161		3,95,315	98,337
OFFICE EQUIPMENT	57,18,487	1,02,03,376		1,59,21,863	36,29,064	19,41,481		55,70,545	1,03,51,318
INCIDENT VEHICLES	81,27,198	-		81,27,198	46,65,332	11,93,776		58,59,108	22,68,090
<b>Total</b>	<b>1,61,68,003</b>	<b>1,02,58,373</b>		<b>2,64,26,376</b>	<b>96,93,354</b>	<b>34,34,161</b>		<b>1,31,27,515</b>	<b>1,32,98,861</b>

**PREVIOUS YEAR**

Particulars	Cost or Deemed cost			Accumulated depreciation and impairment				Carrying Amount As at March 31, 2019	
	Balance as at April 1, 2018	Additions	Disposals	Balance at March 31, 2019	Balance as at April 1, 2018	Depreciation expense	Disposals		Balance at March 31, 2019
<b>Property plant and equipment</b>									
FURNITURE & FITTINGS	1883662.96	-		18,83,663	864055	220749		10,84,804	7,98,859
COMPUTER	438655.32	-		4,38,655	216785	97369		3,14,154	1,24,501
OFFICE EQUIPMENT	5718486.9	-		57,18,487	2906648	722416		36,29,064	20,89,423
INCIDENT VEHICLES	8127198.13	-	-	81,27,198	3471557	1193775		46,65,332	34,61,866
<b>Total</b>	<b>1,61,68,003</b>	<b>-</b>	<b>-</b>	<b>1,61,68,003</b>	<b>74,59,045</b>	<b>22,34,309</b>	<b>-</b>	<b>96,93,354</b>	<b>64,74,649</b>

**4 Intangible Assets**

Particulars	Cost or Deemed cost			Accumulated depreciation and impairment				Carrying Amount As at March 31, 2020	
	Balance as at April 1, 2019	Additions	Disposals	Balance at March 31, 2020	Balance as at April 1, 2019	Depreciation expense	Disposals		Balance at March 31, 2020
CARRIAGEWAY	9,25,16,56,679	-	13,86,892	9,25,02,69,787	5,19,21,28,952	58,20,06,092	-	5,77,41,35,044	3,47,61,34,743
<b>Total</b>	<b>9,25,16,56,679</b>	<b>-</b>	<b>13,86,892</b>	<b>9,25,02,69,787</b>	<b>5,19,21,28,952</b>	<b>58,20,06,092</b>	<b>-</b>	<b>5,77,41,35,044</b>	<b>3,47,61,34,743</b>

**PREVIOUS YEAR**

Particulars	Cost or Deemed cost			Accumulated depreciation and impairment				Carrying Amount As at March 31, 2017	
	Balance as at April 1, 2018	Additions	Disposals	Balance at March 31, 2019	Balance as at April 1, 2018	Depreciation expense	Disposals		Balance at March 31, 2019
CARRIAGEWAY	9,25,16,56,679	-	-	9,25,16,56,679	4611514681	58,06,14,271	-	5,19,21,28,952	4,05,95,27,727
<b>Total</b>	<b>9,25,16,56,679</b>	<b>-</b>	<b>-</b>	<b>9,25,16,56,679</b>	<b>4,61,15,14,681</b>	<b>58,06,14,271</b>	<b>-</b>	<b>5,19,21,28,952</b>	<b>4,05,95,27,727</b>

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements for the Period ended 31st March'2020**

**5 Investment Property**

Particulars	As at March 31, 2020	As at March 31, 2019
Immovable Property-Land	94,440	4,63,358
<b>Total</b>	<b>94,440</b>	<b>4,63,358</b>

**6 Other Non Current Assets**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Security Deposits</b>	<b>36,22,789</b>	<b>25,92,137</b>
- Security Deposit - Others	75,500	75,500
- Security Deposit - Highway Electricity	35,47,289	25,16,637
<b>Total</b>	<b>36,22,789</b>	<b>25,92,137</b>

**7 Trade receivables**

Particulars	As at March 31, 2020	As at March 31, 2019
Recoverable from Bank against POS/ETC	-	48,75,467
<b>Total</b>	<b>-</b>	<b>48,75,467</b>

**8 Cash and Cash Equivalents**

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
-In Current Accounts	5,95,65,999	1,46,24,413
-In Term Deposit (original maturity upto 3 months)	75,01,027	-
Cheques, drafts on hand	9,898	
Cash on hand	10,05,033	85,17,126
<b>Total</b>	<b>6,80,81,957</b>	<b>2,31,41,539</b>

**9 Other Bank Balance**

Particulars	As at March 31, 2020	As at March 31, 2019
In Term Deposit ( maturity upto 12 months from reporting date)	2,51,49,23,575	1,02,46,16,497
<b>Total</b>	<b>2,51,49,23,575</b>	<b>1,02,46,16,497</b>

10 Other Financial Asset

Particulars	As at March 31, 2020	As at March 31, 2019
Recoverable from NHAI	24,37,055	25,91,437
Other Receivables- Soma Enterprise Ltd against sale of Land	11,04,145	-
<b>Total</b>	<b>35,41,200</b>	<b>25,91,437</b>

11 Current Tax Asset (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current tax Asset</b>		
<b>Advance Tax &amp; TDS</b>		
- Advance Tax & TDS	12,83,79,518	17,79,78,480
	<b>12,83,79,518</b>	<b>17,79,78,480</b>
<b>Current tax liabilities</b>		
Income tax payable	12,46,57,013	17,30,35,001
<b>Total</b>	<b>37,22,505</b>	<b>49,43,479</b>

12 Other Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans and Advances to Related Party</b>		
Ircon International Ltd. - EPC Claim	50,40,00,000	50,40,00,000
Soma Enterprise Ltd. - EPC Claim	50,40,00,000	50,40,00,000
Prepaid Expenses	41,18,014	46,62,022
Imprest	1,98,607	1,26,360
<b>Total</b>	<b>1,01,23,16,621</b>	<b>1,01,27,88,382</b>

Note : The company has paid Rs.100,80,00,000 as advance on accounts of claims to EPC Contractor

IRCON - SOMA TOLLWAY PRIVATE LIMITED  
CIN. No. U74999DL2005PTC135055  
Notes to financial statements for the Period ended 31st March/2020

13 Equity Share Capital

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Note: 1 SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
Equity Shares of Rs.10/- each	1,30,00,00,000	1,30,00,00,000
	<b>1,30,00,00,000</b>	<b>1,30,00,00,000</b>
<b>ISSUED, SBSCRIBED &amp; PAID UP:</b>		
Equity Shares of Rs.10/- each fully paid up.	1,27,74,00,000	1,27,74,00,000
<b>Total</b>	<b>1,27,74,00,000</b>	<b>1,27,74,00,000</b>

**Foot Notes:**

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

**Equity Share**

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number	Amount in Rs.	Number	Amount in Rs.
Number of equity shares at the beginning of the Year	12,77,40,000	1,27,74,00,000	12,77,40,000	1,27,74,00,000
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>1,27,74,00,000</b>	<b>12,77,40,000</b>	<b>1,27,74,00,000</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. 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.

During the year ended 31st March 2020, no dividend is declared by Board of Directors. (Previous year - Nil)

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.

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

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	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	50.00
SOMA TOLLWAY PRIVATE LIMITED	6,38,69,999	50.00	6,38,69,999	50.00

14 Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
Surplus in profit and loss account	25,29,48,788	(41,30,16,594)
<b>Total</b>	<b>25,29,48,788</b>	<b>(41,30,16,594)</b>

**Movement in Other Equity**

	Retained Earnings
Balance at the beginning of the reporting period i.e. 01.04.2019	(41,30,16,594)
Changes in accounting policy or prior period errors	-
<b>Restated balance at the beginning of the reporting period</b>	<b>(41,30,16,594)</b>
Total Comprehensive Income for the year	66,59,65,382
Transfer to retained earnings	-
<b>Balance at the end of the reporting period i.e. 30.09.2020</b>	<b>25,29,48,788</b>

**Previous Year**

	Retained Earnings
Balance at the beginning of the reporting period i.e. 01.04.2018	(72,95,31,843)
Changes in accounting policy or prior period errors	-
<b>Restated balance at the beginning of the reporting period</b>	<b>(72,95,31,843)</b>
Total Comprehensive Income for the year	31,65,15,249
Transfer to retained earnings	-
<b>Balance at the end of the reporting period i.e. 31.03.2019</b>	<b>(41,30,16,594)</b>



15 Other Financial Liabilities - Non Current

Particulars	As at March 31, 2020	As at Mar 31, 2019
Deferred Credit Liability Payable to NHAI	3,57,84,31,391	3,94,88,11,517
<b>Total</b>	<b>3,57,84,31,391</b>	<b>3,94,88,11,517</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.

16 Long Term Provisions

Particulars	As at March 31, 2020	As at Mar 31, 2019
Major Maintenance Reserves	-	1,10,89,45,848
Provision for Gratuity	10,51,247	8,32,397
<b>Total</b>	<b>10,51,247</b>	<b>1,10,97,78,245</b>

17 Trade Payable

Particulars	As at March 31, 2020	As at Mar 31, 2019
(A) Total outstanding dues of micro enterprise and small enterprises*	-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
<b>- Related Party (Ircon &amp; Soma)</b>		
- Soma Enterprise Ltd	1,83,711	1,15,87,066
- Ircon International Ltd	24,67,619	59,29,491
- Amount Withheld- Soma	-	2,74,87,846
	<b>26,51,330</b>	<b>4,50,04,403</b>
<b>Trade Payable - Others Contractors</b>		
- Routine Maintenance Agencies	11,34,21,890	6,08,54,293
- Amount Withheld	87,60,292	44,32,257
- Retention Money	3,77,96,899	2,01,51,695
	<b>15,99,79,081</b>	<b>8,54,38,245</b>
<b>Total</b>	<b>16,26,30,411</b>	<b>13,04,42,648</b>

18 Other Financial liabilities - Current

Particulars	As at March 31, 2020	As at Mar 31, 2019
<b>Payables to related party</b>		
EPC Contractor IRCON	-	7,03,88,927
<b>Payables to Others</b>		
Salary Payable	2,67,045	2,28,073
Liability for Punch List Capital Works	11,91,492	11,91,492
Bonus Payable	14,082	12,311
Deferred Credit Liability Payable to NHAI	80,00,00,000	-
Damage charge on O&M -NHAI	84,41,160	-
Expenses Payable	27,98,091	23,49,983
<b>Total</b>	<b>81,27,11,870</b>	<b>7,41,70,786</b>

19 Short Term Provision

Particulars	As at March 31, 2020	As at Mar 31, 2019
Major Maintenance Reserves	1,00,67,64,545	1,27,63,632
Provision for Gratuity	27,970	26,965
<b>Total</b>	<b>1,00,67,92,515</b>	<b>1,27,90,597</b>

20 Other Current liabilities

Particulars	As at March 31, 2020	As at Mar 31, 2019
Statutory Dues Payable	37,70,469	16,37,473
<b>Total</b>	<b>37,70,469</b>	<b>16,37,473</b>

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements for the Period ended 31st March'2020**

**21 Revenue From Operations**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
<b>Revenue from Operations</b>		
Sale of Services -Toll Collections	1,98,30,59,157	1,96,88,36,820
<b>Total</b>	<b>1,98,30,59,157</b>	<b>1,96,88,36,820</b>

**22 Other Income**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
Interest Income :-		
-Interest Received on FDR	11,53,77,441	6,05,77,032
-Interest Received on IT refund	-	48,45,519
-Interest Received on Security Deposit	5,80,851	-
<b>Other Income</b>		
- From Tender	7,80,175	12,20,000
- Liability written Back	1,88,32,312	-
- Profit on sale of Land	11,04,145	-
- Others	21,78,316	10,63,615
<b>Total</b>	<b>13,88,53,240</b>	<b>6,77,06,166</b>

**23 Operational & Site Maintenance Expenses**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
<b>Road Operating expenses</b>		
-Routine Operation Expenses	12,97,11,867	14,31,99,303
-Periodic Maintenance Expenses	-	21,26,87,626
-Routine Maintenance Expenses	4,30,74,237	2,62,91,473
-Repair and Maintenance-Carraige Way	3,87,08,324	2,20,49,370
-Power & Electricity	2,50,91,906	2,34,27,946
-Water Charges	4,06,432	3,29,471
Salaries of Contractual Manpower	20,09,051	24,48,506
Salaries of Deputed Officials from Promoter Co. (IRCON)	1,66,38,400	2,16,48,222
Salaries of Deputed Officials from Promoter Co. (SOMA)	50,18,054	34,31,162
<b>Total</b>	<b>26,06,58,271</b>	<b>45,55,13,079</b>

**24 Employee Benefits Expenses**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
Salaries & wages	42,02,910	41,02,650
Contribution to Provident Fund & other funds	1,61,212	2,95,312
Staff Welfare Expenses	3,80,416	3,03,925
<b>Total</b>	<b>47,44,538</b>	<b>47,01,887</b>

**25 Finance Cost**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
<b>Interest Expenses</b>		
Interest under Income Tax	60,67,041.00	-
<b>Other Borrowing Costs</b>		
Unwinding Interest	42,96,19,874	47,42,35,514
Bank Charges	26,07,639	31,44,978
<b>Total</b>	<b>43,82,94,554</b>	<b>47,73,80,492</b>

**26 Depreciation and Amortisation**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
Depreciation on Tangible Assets	34,34,161	22,34,309
Amortisation on Intangible Assets	58,20,06,092	58,06,14,271
<b>Total</b>	<b>58,54,40,253</b>	<b>58,28,48,580</b>

**27 Other Expenses**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
Travelling & Conveyance Expenses	10,66,883	13,40,944
Advertisement/Public Awareness Expenses	16,00,811	15,74,779
Telephone/Internet Expenses	5,49,184	5,92,094
Courier & Postage Expenses	21,809	39,773
Printing & Stationery	4,76,618	4,58,038
Fees & Subscription including ROC fees	2,79,585	1,74,411
Legal & Professional Charges	1,29,43,440	31,14,663
Rent/Rates & Taxes	12,07,147	28,57,365
Repair & Maintenance - Office	55,850	63,421
Independent Consultancy charges (NHAI)	84,19,466	87,02,593
Insurance Charges	7,60,673	5,41,979
Gram Panchayat Tax	4,17,456	4,17,456
CSR Expenses	55,80,367	18,11,767
Arbitration Expenses	43,36,719	45,64,819
Miscellaneous Expenses	18,31,496	50,222
<b>Total</b>	<b>3,95,47,504</b>	<b>2,63,04,324</b>

**28 Details of CSR Expenditure:**

Particulars	For the year ended March 31, 2020	For the year ended Mar 31, 2019
Amount to be spent by the company during the year	55,30,438	17,96,868
Amount Spent during the year		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	55,80,367	18,11,767
Balance amount to be spent	Nil	Nil

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**

CIN. No. U74999DL2005PTC135055

Notes to financial statements for the Year ended March 2020

**29 Financial Instruments**

**Disclosure of Financial Instruments by Category**

Financial instruments by categories	Note no.	As at March 31, 2020			As at March 31, 2019		
					FVTPL	FVTOCI	Amortized cost
<b>Financial asset</b>							
Trade receivables	7			-			48,75,467
Cash and cash equivalents	8	-	-	6,80,81,957	-	-	2,31,41,539
Other bank balance	9	-	-	2,51,49,23,575	-	-	1,02,46,16,497
Other financial assets - Current	10	-	-	35,41,200	-	-	25,91,437
<b>Total Financial Asset</b>		-	-	<b>2,58,65,46,732</b>	-	-	<b>1,05,52,24,940</b>
<b>Financial liability</b>							
Trade Payables	17	-	-	16,26,30,411	-	-	13,04,42,648
Other Financial Liabilities - Non Current	15	-	-	3,57,84,31,391	-	-	3,94,88,11,517
Other Financial Liabilities - Current	18	-	-	81,27,11,870	-	-	7,41,70,786
<b>Total Financial Liabilities</b>		-	-	<b>4,55,37,73,672</b>	-	-	<b>4,15,34,24,951</b>

**30 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, 2020			As at March 31, 2019		
		Carrying amount	Fair value	Level	Carrying amount	Fair value	Level
<b>Financial asset</b>							
Trade receivables	7	-	-	Level 3	48,75,467	48,75,467	Level 3
Other bank balance	9	2,51,49,23,575	2,51,49,23,575	Level 3	1,02,46,16,497	1,02,46,16,497	Level 3
Other financial assets - Current	10	35,41,200	35,41,200	Level 3	25,91,437	25,91,437	Level 3
<b>Total Financial Asset</b>		<b>35,41,200</b>	<b>35,41,200</b>		<b>25,91,437</b>	<b>25,91,437</b>	
<b>Financial liability</b>							
Trade Payables	17	16,26,30,411	16,26,30,411	Level 3	13,04,42,648	13,04,42,648	Level 3
Other Financial Liabilities - Non Current	15	3,57,84,31,391	3,57,84,31,391	Level 3	3,94,88,11,517	3,94,88,11,517	Level 3
Other Financial Liabilities - Current	18	81,27,11,870	81,27,11,870	Level 3	7,41,70,786	7,41,70,786	Level 3
<b>Total Financial Liabilities</b>		<b>4,55,37,73,672</b>	<b>4,55,37,73,672</b>		<b>4,15,34,24,951</b>	<b>4,15,34,24,951</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.

**IRCON - SOMA TOLLWAY PRIVATE LIMITED**  
**CIN. No. U74999DL2005PTC135055**  
**Notes to financial statements for the Year ended March 2020**

**31 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

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**

As at March 31, 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
<b>Non Derivative Financial Liability</b>					
Trade Payables	16,26,30,411	16,26,30,411	-	-	-
Other Financial Liabilities - Non Current	3,57,84,31,391	80,00,00,000	80,00,00,000	3,10,00,00,000	1,25,00,00,000
Other Financial Liabilities - Current	81,27,11,870	81,27,11,870	-	-	-
<b>Derivative Financial Liability</b>	NIL	NIL	NIL	NIL	NIL

As at March 31, 2019	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
<b>Non Derivative Financial Liability</b>					
Trade Payables	13,04,42,648	13,04,42,648	-	-	-
Other Financial Liabilities - Non Current	3,94,88,11,517	-	80,00,00,000	2,65,00,00,000	2,50,00,00,000
Other Financial Liabilities - Current	7,41,70,786	7,41,70,786	-	-	-
<b>Derivative Financial Liability</b>	NIL	NIL	NIL	NIL	NIL

**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

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 any credit risk.

#REF!

CIN. No. U74999DL2005PTC135055

Notes to financial statements for the Year ended March 2020

## 1 Corporate Information

Iron-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.

## 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

#### (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.

- 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)

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.

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions.

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 of profit and loss.

For transition to IndAS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as of April 01, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost on the transition date.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

## 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

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.

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)

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.



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

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