FORM NO. MGT-7

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



Annual Return

Form language Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

- * Permanent Account Number (
- (ii) (a) Name of the company

(iii)

Corporate Identification Number (CIN) of the company	U74999DL2005PTC135055	Pre-fill
Global Location Number (GLN) of the company		
Permanent Account Number (PAN) of the company	AABCI4622C	
(a) Name of the company	IRCON-SOMA TOLLWAY PRIVA	
(b) Registered office address		
C-4, District Centre Saket New Delhi Delhi 110017		
(c) *e-mail ID of the company	cs.istpl@irconsoma.com	
(d) *Telephone number with STD code	01126545780	
(e) Website		
Date of Incorporation	19/04/2005	

			<u></u>		
(iv)	Type of the Company	Category of the Com	pany	Sub-category of the Company	
	Private Company	Company limited	d by shares	Indian Non-Government com	pany
v) Wh	ether company is having share ca	pital	• Yes	O No	
vi) *W	hether shares listed on recognize	d Stock Exchange(s)	⊖ Yes	No	

(vii) *Financial year From date	01/04/2018	(DD/MM/YYYY) To date	31/03/2019	(DD/MM/YYYY)
(viii) *Whether Annual general r	meeting (AGM) held	• Yes	No	
(a) If yes, date of AGM (b) Due date of AGM	27/08/2019 30/09/2019			
(c) Whether any extension	-	──── Yes THE COMPANY	No	

*Number of business activities 1

	Main Activity group code		Business Activity Code		% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

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

*No. of Companies for which information is to be given 0

Pre-fill All

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

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	130,000,000	127,740,000	127,740,000	127,740,000
Total amount of equity shares (in Rupees)	1,300,000,000	1,277,400,000	1,277,400,000	1,277,400,000

Number of classes

	Authoricod	capital	Subscribed capital	Paid up capital
Number of equity shares	130,000,000	127,740,000	127,740,000	127,740,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,300,000,000	1,277,400,000	1,277,400,000	1,277,400,000

(b) Preference share capital

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

Number of classes

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

0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	127,740,000	1,277,400,000	1,277,400,000	
Increase during the year	0	0	0	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0

viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	127,740,000	1,277,400,000	1,277,400,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

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

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

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

\boxtimes	Nil [Details being provided in a CD/Digital Media]	⊖ Yes	O No	O Not Applicable
	Separate sheet attached for details of transfers	⊖ Yes	🔿 No	

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

Г

Date of the previous annual general meeting						
Date of registration o	of transfer (Date Mon	th Year) [
Type of transfe	r	1 - Equit	ty, 2- Preference Shares,3 -	- Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor						
Transferor's Name						
	Surname		middle name	first name		
Ledger Folio of Trans	Ledger Folio of Transferee					
Transferee's Name						
	Surname		middle name	first name		

Date of registration of transfer (Date Month Year)						
Type of transfe	r 1 - E	quity, 2- Preference Shares,3 -	- Debentures, 4 - Stock			
Number of Shares/ Debentures/ Amount per Share/ Units Transferred Debenture/Unit (in Rs.)						
Ledger Folio of Transferor						
Transferor's Name						
	Surname	middle name	first name			
Ledger Folio of Trans	sferee	<u> </u>				
Transferee's Name						
	Surname	middle name	first name			

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	-	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

and dehentures) (v) S

(v) Securities (other than shares and	d debentures)		0	
Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

1,968,836,820

(ii) Net worth of the Company

864,383,406

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	63,870,000	50	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	63,870,000	50	0	
10.	Others	0	0	0	
	Total	127,740,000	100	0	0

Total number of shareholders (promoters)

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

S. No.	Category	Equ	Equity		ence
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

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

0	
3]

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

Details	At the beginning of the year	At the end of the year
Promoters	2	3
Members (other than promoters)	1	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	3	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	3	0	4	0	0
Total	0	3	0	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 5

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Deepak Sabhlok	03056457 Nominee director		0	
Ramchandra Rao Patri			0	
Ashok Kumar Goyal			0	
Srivatsan Sivashankar 1	02720714	Nominee director	0	
Harish Satyawali ANTPS4518F		CFO	0	

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

Name	DIN/PAN	Designation at the beginning / during the financial year	ichange in designation/	Nature of change (Appointment/ Change in designation/ Cessation)
Mukesh Kumar Soni	02502844	Additional director	17/04/2018	Appointment
Mukesh Kumar Soni	02502844	Nominee director	19/09/2018	Change in Designation
Parul Chauhan	AHPPC6702P	Company Secretar	09/01/2019	Cessation
Mukesh Kumar Soni	02502844	Nominee director	23/01/2019	Cessation
Srivatsan Sivashankar 1	02720714	Additional director	07/03/2019	Appointment

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

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1				
Type of meeting	pe of meeting Date of meeting		Attendance		
		attend meeting		% of total shareholding	
Annual General Meeting	19/09/2018	3	3	100	

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting			
			Number of directors attended	% of attendance	
1	17/04/2018	4	4	100	
2	18/06/2018	4	3	75	
3	19/09/2018	4	3	75	
4	19/12/2018	4	4	100	
5	18/01/2019	4	3	75	
6	07/03/2019	3	3	100	

C. COMMITTEE MEETINGS

1	
---	--

S. No.	Type of meeting	Date of meeting		Number of members attended	Attendance % of attendance
	Corporate Soc		3	3	100

D. *ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM
S. No.	Name of the director	Number of Meetings which director was	Meetings [%]	% of	Number of Meetings which director was	Number of Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended	atteridance	27/08/2019
								(Y/N/NA)
1	Deepak Sabhl	6	6	100	1	1	100	Yes
2	Ramchandra F	6	6	100	1	1	100	Yes
3	Ashok Kumar	6	5	83.33	1	1	100	No
4	Srivatsan Siva	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number o	f Managing Director, W	/hole-time Director	s and/or Manager v	whose remuneratio	n details to be ente	ered 0	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

2

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Harish Satyawali	Chief Financial (10,020,177	0	0	0	10,020,177
2	Parul Chauhan	Company Secre	355,958	0	0	0	355,958
	Total		10,376,135	0	0	0	10,376,135

Number of other directors whose remuneration details to be entered

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

 1
 Image: Complexity in the state of the state o

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable Yes No provisions of the Companies Act, 2013 during the year
 - B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

	Date of Order		Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil 🕅

Name of the		section under which	Amount of compounding (in Rupees)

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

(●) Yes () No

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

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

Arun Kumar Gupta Whether associate or fellow Associate
Fellow 5

Certificate of practice number

Name

086				
-----	--	--	--	--

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 6

27/05/2019

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

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

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

To be digitally signed by						
Director	ASHOK KUMAR GOYAL					
DIN of the director	05308809					
To be digitally signed by	SHWETA CHAWLA CH					
 Company Secretary 						
⊖ Company secretary in practice						
Membership number 45385		Certificate of prac	tice number			
Attachments				L	ist of attachments	
1. List of share holders, de	benture holders		Attach		olders as on 31 Marc	h 2019.
2. Approval letter for extent	sion of AGM;		Attach	MGT-8.pdf		
3. Copy of MGT-8;			Attach			
4. Optional Attachement(s)	, if any		Attach			
					Remove attachment	
Modify	Check	Form	Prescrutiny		Submit	

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



IRCON - SOMA TOLLWAY PRIVATE LIMITED

C-4, District Centre, Saket, New Delhi - 110017 Tel. : 011-26545780, Fax : 26854000, 26522000 e-mail : irconsoma@yahoo.com CIN-U74999DL2005PTC135055

IRCON-SOMA TOLLWAY PRIVATE LIMITED

Shareholding Pattern as on 31.03.2019

SI. No.	Name of the Shareholder	No of shares held of Rs.10/- each	% Shareholding
1.	Ircon International Limited	63870000	50%
2.	Soma Tollways Private Limited(STPL)	63869999	49.99999%
3.	Soma Enterprise Limited(SEL)	1	0.00001%
	Total	127740000	100%

For IRCON-SOMA TOLLWAY PRIVATE LIMITED

eta

(SHWETA CHAWLA) COMPANY SECRETARY





Arun Kumar Gupta & Associates

COMPANY SECRETARIES

Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **IRCON-SOMA TOLLWAY PRIVATE LIMITED** (the Company) as required to be maintained under the provisions of the **Companies Act, 2013** (the Act) and the rules made there under for the financial year ended on 31 March, 2019. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1. its status under the Act;
- 2. maintenance of registers/records & making entries therein within the time prescribed there for;
- filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time:

During the year the company has filed all the forms and returns with the Registrar of Companies within the prescribed time or in the case of delay with requisite additional fees.

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed:

During the year the Company has complied with the provisions of calling/convening/holding meeting of the Board of Directors and members as stated in Annual Return and minutes duly recorded in the minute book kept for the purpose.



5. closure of Register of Members / Security holders, as the case may be:

The company is not required to close its Register of Members/Security holders during the aforesaid financial year;

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:

The Company has not made any loan and advance to its directors or persons or firms or Companies referred in section 185 of the Act.

7. contracts/arrangements with related parties as specified in section 188 of the Act:

The Company has made contracts/arrangements with related parties as specified in Section 188 of the Act in terms of the provisions of the Act.

However, As per exemption 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 the 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.

 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances:

The Company has not issued any security during the financial year under review. There were no transfer/transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares during the financial year under review.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:

There was no instance for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act:

During the Year the Company has not declared any dividend. There were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;



11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof:

Signing of audited financial statement and report of the director's for the financial year ended on 31 March 2018 is as per the provisions of Section 134 of the Companies Act, 2013.

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:

The Company is in compliance w.r.t. the constitution, appointment, re-appointment of the Directors and the Key Managerial Personnel. During the year the following changes has been done in the composition of the Directors:

Mr. Mukesh Kumar Soni has been appointed as an Additional Director w.e.f. 17th April 2018 and resigned from the Board w.e.f. 23rd January 2019.

Mr. T. S. Sivashankar has been appointed as an Additional Director w. e. f. 07th March 2019.

Ms. Parul Chauhan resigned from the post of Company Secretary of the Company w.e. f. 9th January 2019.

Besides, there were no appointments or resignation of the Directors. There were no casual vacancies. All Directors and Key Managerial Personnel have given the disclosures as required under the Act.

 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:

The company is in compliance w.r.t. the provisions of the Act for the appointment of Statutory Auditors.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:

During the year the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under any of the provisions of the Act;

15. acceptance/ renewal/ repayment of deposits:

The Company neither held any deposits nor has accepted/renewed/repaid deposits during the period under review.



16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:

There are no borrowings from its directors, members, public financial institutions, banks and others. There was no creation/modification/satisfaction of charges during the financial year under review.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act:

The Company has not made any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company:

The Company has not altered the Memorandum or Articles of Association during the financial year under review.

For ARUN KUMAR GUPTA & ASSOCIATES COMPANY SECRETARIES



Date: 16.09.2019 Place: New Delhi

