

Notice of 18th
Annual General
Meeting

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

Notice

Shorter Notice is hereby given that the 18th (Eighteenth) Annual General Meeting of the members of Ircon-Soma Tollway Private Limited (ISTPL) will be held on **Thursday, the 31.08.2023, at 3.30 p.m.** at the Registered Office of the Company situated at C-4, District Centre, Saket, New Delhi-110017 to transact the following business: -

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss for the Financial Year ended 31st March, 2023 together with the Cash Flow Statement and other Annexure thereof and the Report of the Board of Directors and Auditors thereon and if thought fit, to pass, with or without modification(s) the following resolution as an **ordinary resolution:**

“**RESOLVED THAT** the Balance Sheet as on March 31st, 2023, and the Statement of Profit & Loss as at that date together with the Reports of Directors’ along with Annexure and Auditors’ Report thereon, circulated to the members of the Company along with the Notice convening the Eighteenth Annual General Meeting of the Company, be and is hereby received, considered and adopted.”

SPECIAL BUSINESS:

- (2) To Regularize Additional Director, Mr. Devendra Kumar Sharma (D. K. Sharma) (DIN: 08556821) and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution: -**

“**RESOLVED THAT** pursuant to Sections 161 of the Companies Act, 2013 and any other applicable provisions including any amendment(s) or modification(s) thereof, if any, Mr. Devendra Kumar Sharma (DIN: 08556821) who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) w.e.f. 10.10.2022, be and is hereby appointed as a Nominee Director of the Company.”

- (3) To Regularize Additional Director, Mr. Ankineedu Maganti (DIN: 00029900) and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution:**

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“**RESOLVED THAT** pursuant to Sections 161 of the Companies Act, 2013 and any other applicable provisions including any amendment(s) or modification(s) thereof, if any, Mr. Ankineedu Maganti (DIN: 00029900) who was appointed as an Additional Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) w.e.f. 15.03.2023, be and is hereby appointed as a Nominee Director of the Company.”

- (4) Ratification of Remuneration of Cost Auditor for the financial year 2023-2024 and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution**:

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“**RESOLVED THAT** pursuant to the provisions of section 148 read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), a remuneration of Rs.38,000/- plus GST, be and is hereby ratified to be paid to M/s Pawan Dixit & Co., Cost Accountants, appointed by the Board of Directors as the Cost Auditor of the Company for the financial year 2023-24 for audit of cost records maintained by the Company.”

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

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

Date: 25.08.2023

Place: New Delhi

NOTES:

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

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

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

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

5. Voting to be by show of hands in the first instance. Every member present in person shall have only one vote on a show of hands. Only when a poll is demanded under section 109, every such member shall have one vote for every share held by him/her.
 6. To support the 'Green Initiative', the Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 7. Two members (shareholders) of the Company personally present throughout the meeting is the Quorum.
 8. Route map including prominent landmark for easy location of the Registered Office (venue of the meeting) is provided at the end of notice.
 9. A form of Attendance slip is annexed with this notice
 10. Relevant documents referred to in the accompanying notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days during business hours up to the date of Annual General Meeting.
 11. The Statutory Registers which should be kept open for inspection of members under the Companies Act, 2013 are available for such inspection by the Members at the Annual General Meeting.
 12. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.
 13. **M/S GUPTA NAYAR & CO. (ICAI FIRM REGISTRATION NO. 008376N) CHARTERED ACCOUNTANT**, WERE APPOINTED AS STATUTORY AUDITORS OF THE COMPANY AT THE 16TH ANNUAL GENERAL MEETING HELD ON 20TH JULY, 2021 TO HOLD OFFICE FROM THE CONCLUSION OF 16TH AGM TO 21TH AGM. PURSUANT TO NOTIFICATION ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ON 7TH MAY, 2018 AMENDING SECTION 139 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THERE UNDER, THE MANDATORY REQUIREMENT FOR RATIFICATION OF APPOINTMENT OF AUDITORS BY THE MEMBERS AT EVERY ANNUAL GENERAL MEETING ("AGM") HAS BEEN OMITTED, AND HENCE THE COMPANY IS NOT PROPOSING AN ITEM ON RATIFICATION OF APPOINTMENT OF AUDITORS AT THIS AGM.
- To:**
1. All Shareholders of the Company
 2. All Directors of the Company
 3. M/s Gupta Nayar & Co., Chartered Accountants (Statutory Auditors)
 4. M/s Pawan Dixit & Co., Cost Accountants (Cost Auditor)

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

Item No.2:

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

Pursuant to Article 34 of the Articles of Association of the Company and Clause 8.2 of the Promoters Agreement of the Company, Mr. Devendra Kumar Sharma (DIN: 08556821) has been nominated by Ircon International Limited as Director on the Board of Ircon-Soma Tollway Private Limited (ISTPL) representing Ircon International Limited.

The Board of Directors vide their Circular Resolution No. 82, dated October 17, 2022 had approved the appointment of Mr. Devendra Kumar Sharma (DIN: 08556821) nominee of Ircon International Limited as an Additional Director of the Company w.e.f. 10.10.2022 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting but is eligible for appointment as Director subject to approval of shareholders of the Company...

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Devendra Kumar Sharma (DIN: 08556821) as Nominee Director, for the approval by the shareholders of the Company.

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

Item No.3:

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

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

The Board of Directors vide their Circular Resolution No. 86, dated March 15, 2023 had approved the appointment of Mr. Ankineedu Maganti (DIN: 00029900) nominee of Soma Enterprise Limited as an Additional Director of the Company w.e.f. 15.03.2023 pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office upto the date of the ensuing Annual General Meeting but is eligible for appointment as Director subject to approval of shareholders of the Company.

Accordingly, the Board recommends the above said resolution, in relation to appointment of Mr. Ankineedu Maganti (DIN: 00029900), as Nominee Director, for the approval by the shareholders of the Company.

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

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

In accordance with the provisions of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors at its meeting held on 31.07.2023 had appointed M/s Pawan Dixit & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2023-24 at a remuneration of Rs. 38,000/- plus GST to conduct cost audit of the Company as per the applicable Rules/Guidance Note, etc., or any amendments thereof.

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

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

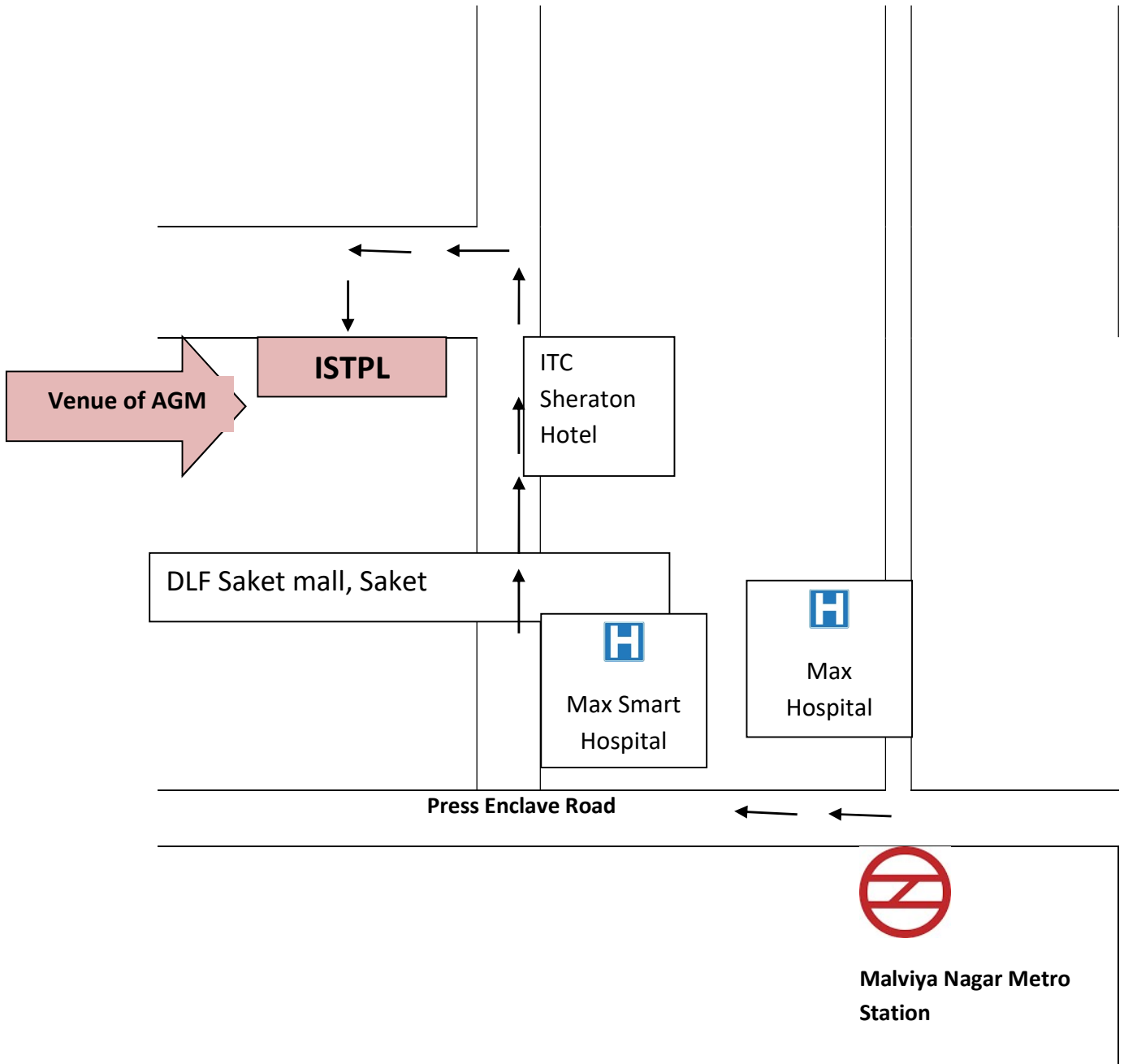
**BY ORDER OF THE BOARD OF DIRECTORS
of Ircon-Soma Tollway Limited**

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

**Date: 25.08.2023
Place: New Delhi**

Route Map

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



IRCON-SOMA TOLLWAY PRIVATE LIMITED

CIN: U74999DL2005PTC135055

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

Form No. MGT 11 – PROXY FORM

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

Name of the member	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No	:	_____

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

1. Name : _____ E-mail Id : _____

Address : _____ Signature : _____

or failing him / her

2. Name : _____ E-mail Id : _____

Address : _____ Signature : _____

or failing him / her

3. Name : _____ E-mail Id : _____

Address : _____ Signature : _____

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

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

Signed this day of..... 2023.

Signature of Shareholder:


NOTES:

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

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

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

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

ATTENDANCE SLIP

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

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

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

Signature of the Member.....

NOTES:

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