

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 20th (Twentieth) Annual General Meeting of the members of Ircon-Soma Tollway Private Limited (ISTPL) will be held on **Friday, the 12th September, 2025 at 12.00 PM through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** at the Registered Office of the Company situated at C-4, District Centre, Saket, New Delhi-110017 to transact the following business: -

ORDINARY BUSINESS:

- (1) **To receive, consider and adopt the Directors’ Report, and Audited Financial Statements of the company including the Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss for the Financial Year ended 31st March, 2025 together with the Cash Flow Statement and other Annexure thereof and the Report of the Board of Directors and Auditors thereon** and if thought fit, to pass, with or without modification(s) the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** the Financial Statements of the Company comprising the Balance Sheet as on 31st March, 2025, the Statement of Profit and Loss (including the Statement of other Comprehensive Income) for the year ended 31st March 2025, the Statement of Cash Flow for the year ended 31st March, 2025, the Statement of Changes in Equity, significant accounting policies along with the appended notes to accounts and the Auditor’s Report thereon for the Financial Year ended 31st March, 2025 together with the Reports of Directors’ along with Annexure, circulated to the members of the Company along with the Notice convening the Nineteenth Annual General Meeting of the Company and as laid before the meeting, be and are hereby received, approved and adopted.”

- (2) To declare Final Dividend on Equity Shares for the Financial Year ended 31.03.2025.

SPECIAL BUSINESS:

- (3) **Ratification of Remuneration of Cost Auditor for the financial year 2025-2026** and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), a remuneration of Rs. 38,000/- plus Rs. 4,000/- out of pocket expenses for the Financial Year (FY) 2025-26, 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 2025-26 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: 10.09.2025

Place: New Delhi

NOTES:

1. The Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2025 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company and no physical copy of the Notice has been sent by the Company to any member.
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. Body Corporate are entitled to appoint authorized representative for the purpose of voting through remote e-voting or for participation and voting in the meeting held through

VC/OAVM. Corporate Members are, therefore, requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their Representative to attend and vote on their behalf before or at the AGM.

5. In Compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose emails addresses are registered with the Company. Members may note that the Notice and Annual Report 2024-25 will also be available on the holding Company's website www.irconsoma.com.
6. The link to attend the AGM will be shared separately via email one day before the meeting.
7. Participation of the members through VC/OAVM will be counted for the purpose of reckoning the quorum for the AGM as per Section 103 of the Act.
8. Facility of joining the AGM through VC will be kept open 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
9. Members can vote during the AGM by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company and the members shall convey their assent or dissent only by sending emails to cs.istpl@irconsoma.com.
10. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act shall be available electronically for inspection by the members during the time of AGM.
12. Shareholders desiring any information as regards accounts or Directors' Report are requested to write to the Company one week in advance, so as to enable the management to keep the information ready.
13. Members, who need assistance to join AGM, may contact Company Secretary of the Company, via email on cs.istpl@irconsoma.com or via telephone no. 011-26545780.
14. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.
15. **M/S GUPTA NAYAR & CO. (ICAI FIRM REGISTRATION NO. 008376N) CHARTERED ACCOUNTANT**, WERE APPOINTED AS STATUTORY AUDITORS OF THE COMPANY AT THE 16TH ANNUAL GENERAL MEETING HELD ON 20TH JULY, 2021 TO HOLD OFFICE FROM THE CONCLUSION OF 16TH AGM TO 21TH AGM. PURSUANT TO NOTIFICATION ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ON 7TH MAY, 2018 AMENDING SECTION 139 OF THE COMPANIES ACT, 2013 AND THE RULES

FRAMED THERE UNDER, THE MANDATORY REQUIREMENT FOR RATIFICATION OF APPOINTMENT OF AUDITORS BY THE MEMBERS AT EVERY ANNUAL GENERAL MEETING ("AGM") HAS BEEN OMITTED, AND HENCE THE COMPANY IS NOT PROPOSING AN ITEM ON RATIFICATION OF APPOINTMENT OF AUDITORS AT THIS AGM.

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

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

Item No.3:

Ratification of remuneration of Cost Auditor for the financial year 2025-26

In terms of rule 3(B)(10) read with rule 4 & 6 of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors at its meeting held on 27.08.2025 had appointed M/s Pawan Dixit & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2025-26 at a remuneration of Rs. 38,000/- plus Rs. 4,000/- out of pocket expenses to conduct cost audit of the Company as per the applicable Rules/Guidance Note, etc., or any amendments thereof.

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

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

The Board recommends the proposed resolution to be passed as an Ordinary Resolution.

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

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

Date: 10.09.2025

Place: New Delhi