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# **Ircon International Limited**

**7<sup>th</sup> Extra-Ordinary  
General Meeting**

प्रगति की ओर अग्रसर  
Urge to stay Ahead



इरकॉन इन्टरनेशनल लिमिटेड

सिविल, मेकैनिकल, इलक्ट्रिकल, कम्यूनिकेशन्स और टर्नकी कान्ट्रैक्टर्स  
(भारत सरकार का उपक्रम)



**IRCON INTERNATIONAL LIMITED**

*Civil, Mechanical, Electrical, Communications and Turnkey Contractors  
(A Govt. of India Undertaking)*

**NOTICE FOR THE 7<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT the 7<sup>th</sup> Extra-Ordinary General Meeting of Ircon International Limited (Ircon) will be held at Board Meeting Room (3rd Floor) at the Registered Office of the Company situated at C-4, District Centre, Saket, New Delhi-110017, on Monday, the 22<sup>nd</sup> May 2017 at 1200 hours to transact the following two business agenda items:**

**SPECIAL BUSINESS:**

- (1) **To amend Memorandum of Association so as to increase Authorized Share Capital.**  
To amend the Memorandum of Association of the Company involving substitution of Clause V and, if thought fit, to pass, with or without modification(s), the following as a special resolution:

“**RESOLVED THAT** in terms of the provisions of the Companies Act, 2013, and the relevant rules thereunder, read with Article 25 of Articles of Association and approval by the President of India vide Railway Board letter dated 3<sup>rd</sup> November 2016 received on 10<sup>th</sup> February 2017, approval be and is hereby granted to increase the authorized share capital of the Company from Rs.100 crore to Rs. 400 crore and consequently, to substitute the existing Clause V of the Memorandum of Association of the Company by the Clause given below:

‘V. The authorized share capital of the Company is Rs. 400,00,00,000 (Rupees four hundred crore only) divided into 40,00,00,000 (forty crore) equity shares of Rs. 10/- (Rupees ten only) each.’”

- (2) **To amend Article of Association so as to increase Authorized Share Capital.**  
To amend the Articles of Association of the Company involving substitution of Article 5 and, if thought fit, to pass, with or without modification(s), the following as a special resolution:

“**RESOLVED THAT** in terms of the provisions of the Companies Act, 2013, and the relevant rules thereunder, read with Article 25 of Articles of Association and approval by

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the President of India vide Railway Board letter dated 3<sup>rd</sup> November 2016 received on 10<sup>th</sup> February 2017, approval be and is hereby granted to substitute the existing Article 5 of the Articles of Association of the Company by the Article given below:

**Article 5**

**Authorised Share Capital** – The authorised share capital of the Company shall be Rs. 400,00,00,000 (Rupees four hundred crore only) divided into 40,00,00,000 (forty crore) equity shares of Rs. 10/- (Rupees ten only) each’.”

**BY ORDER OF THE BOARD OF DIRECTORS**



**(Sumita Sharma)**  
**Company Secretary**

**Place :** New Delhi  
**Date :** 27<sup>th</sup> April 2017

**NOTE:**

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY IN WRITING DULY SIGNED BY HIM/HER TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER. **Form of Proxy is enclosed.**
2. As per the provisions of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty 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.
3. 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.
4. 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.
5. Five members (shareholders) of the Company personally present throughout the meeting is the Quorum.
6. Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of item nos. 1 and 2 are attached as **Annexure – 1.**
7. A form of Attendance slip is attached as **Annexure – 2.**

8. Route map including prominent landmark for easy location of the venue of the meeting is attached as **Annexure – 3**.
9. Relevant documents referred to in the accompanying notice 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 Extra-Ordinary General Meeting.
10. **Members are requested to bring their copies of Notice and Attendance slip duly completed and signed at the meeting.**

- To:
1. **All Shareholders of the Company.**
  2. **All Directors of the Company.**
  3. **M/s. K.G. Somani & Co., Chartered Accountants (Statutory Auditor).**
  4. **M/s. Vishal Agarwal & Associates, Company Secretaries (Secretarial Auditor).**
  5. **M/s. Chandra Wadhwa, Cost Accountants (Cost Auditor).**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 -- SPECIAL BUSINESS ITEMS**

**Item Nos. 1 and 2                      Amendment in Memorandum and Articles of Association.**

The present proposal is to enhance the authorized share capital of the Company from Rs. 100 crore to Rs. 400 crore, and consequently, to alter the Memorandum and Articles of Association of the Company containing the capital clause.

After the issue of bonus shares of Rs. 79.184 crore, the existing subscribed and paid-up share capital of Ircon has increased from Rs. 19.796 crore to Rs. 98.98 crore w.e.f. 5<sup>th</sup> January 2017, which is being held by the President of India and his ten nominees [i.e. 99.729% shares], Indian Railway Finance Corporation Limited [i.e. 0.247% shares], and Bank of India [i.e. 0.024% shares].

The bonus issue has virtually exhausted the entire present authorised share capital of Rs. 100 crore thereby leading very little scope for issue of further shares by the Company.

The Company is a consistent profit making PSU, and has reserve & surplus to the tune of Rs. 3,510.46 crore as on 31<sup>st</sup> March 2016. The approval of President of India has also been received on 10<sup>th</sup> February 2017 vide letter no. 2015/PL/44/07 dated 3<sup>rd</sup> November 2016 to increase the authorized share capital from Rs. 100 crore to Rs. 400 crore.

Keeping in view the DIPAM Guidelines and surplus available with the Company and the future growth projections, there is a need to broaden the capital base of the Company. Therefore, it is proposed to increase the authorised share capital from Rs. 100 crore to Rs. 400 crore.

**Changes in Memorandum and Articles of Association:**

Since the capital clause mentioning the authorized share capital of the Company is an integral part of Memorandum of Association of the Company [Clause V], as well as is specified in the Articles of Association of the Company [Article 5]. Therefore, both these documents would also undergo change.

- a) The existing and proposed (highlighted in bold font) Clause V of the Memorandum of Association is juxtaposed below for ready reference:

| Existing Clause V   | Proposed Clause V   |
|---|---|
| The authorized share capital of the Company is Rs. 1,00,00,00,000 (Rupees one hundred crore only) divided into 10,00,00,000 (ten crore) equity shares of Rs. 10/- (Rupees ten only) each. | The authorized share capital of the Company is <b>Rs. 400,00,00,000 (Rupees four hundred crore only)</b> divided into <b>40,00,00,000 (forty crore)</b> equity shares of Rs. 10/- (Rupees ten only) each. |

- b) The existing and proposed (highlighted in bold font) Article 5 of the Articles of Association is juxtaposed below for ready reference:

| Existing Article 5   | Proposed Article 5   |
|--|--|
| <p><b>Authorised Share Capital —</b><br/>The authorised share capital of the Company shall be Rs. 1,00,00,00,000 (Rupees one hundred crore only) divided into 10,00,00,000 (ten crore) equity shares of Rs. 10/- (Rupees ten only) each.</p> | <p><b>Authorised Share Capital —</b><br/>The authorised share capital of the Company shall be <b>Rs. 400,00,00,000 (Rupees four hundred crore only)</b> divided into <b>40,00,00,000 (forty crore)</b> equity shares of Rs. 10/- (Rupees ten only) each.</p> |

**None of the Directors and Key Managerial Personnel of the Company are in any way concerned or interested, in any of the resolutions.**

**IRCON INTERNATIONAL LIMITED**  
**C-4, District Centre, Saket, New Delhi - 110017**  
**CIN: U45203DL1976GOI008171**

**ATTENDANCE SLIP**

Name of the Member/ Proxy :  
(In Block Letters)

Address of the Member/ Proxy :

Folio No. :

No. of Shares held :

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 7<sup>th</sup> Extra-ordinary General Meeting of the Company held on Monday, the 22<sup>nd</sup> May 2017 at 1200 hours at 3<sup>rd</sup> Floor, Board Meeting Room, Ircon International Limited, C-4, District Centre, Saket, New Delhi-110017.

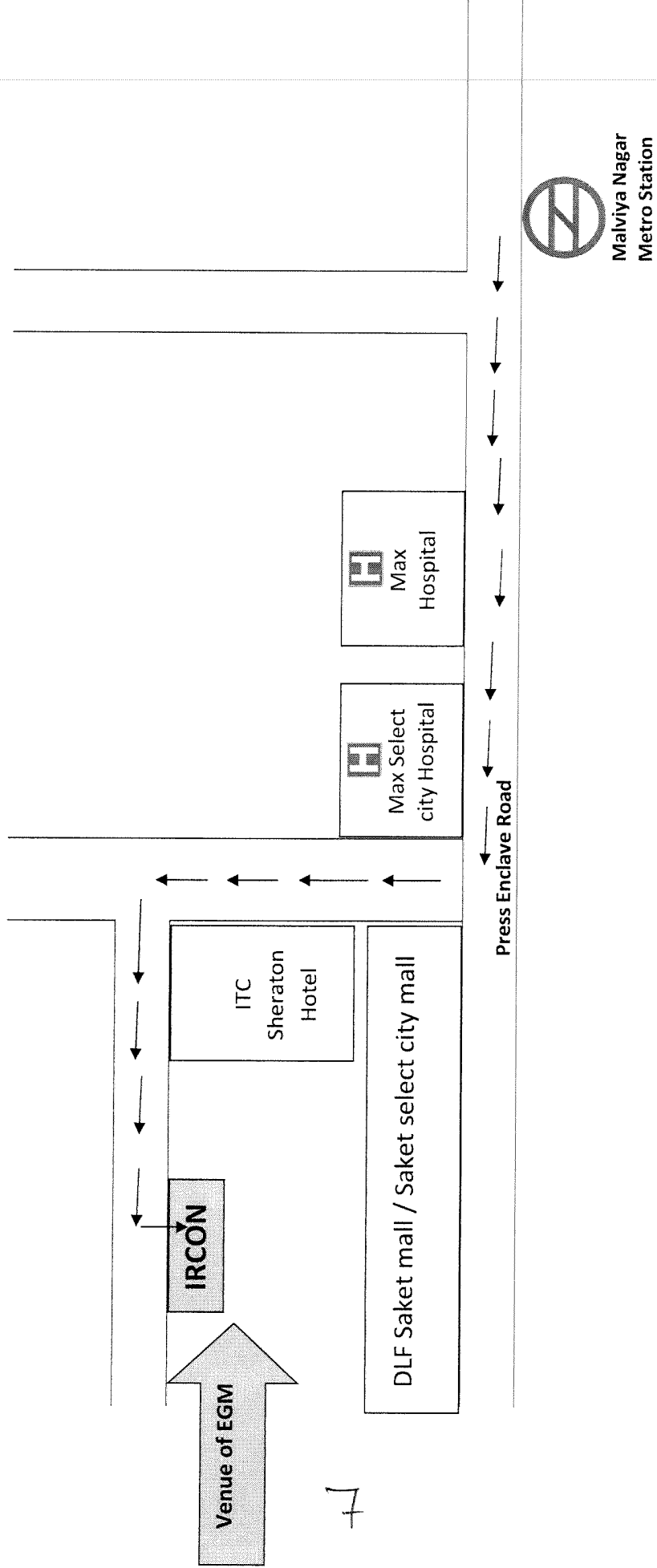
**Member's / Proxy's Signature**

**Note:**

Please fill and sign this attendance slip and hand it over at the entrance of the meeting.

# Route Map

**Ircon International Limited,  
C-4, District Centre, Saket, New Delhi – 110017**



Map not to scale



**IRCON INTERNATIONAL LIMITED**

CIN: U45203DL1976GOI008171

Regd. Address: 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 \_\_\_\_\_ equity shares of Ircon International Limited, 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 7<sup>th</sup> Extra-ordinary General Meeting of the Company, to be held on Monday, the 22<sup>nd</sup> May 2017, at 1200 hours at 3<sup>rd</sup> Floor, C-4, District Centre, Saket, New Delhi-110017, or at any adjournment thereof in respect of two special resolutions as are indicated below :

Resolutions:

Approved

Not approved

- 1 To increase the Authorized Share Capital from Rs. 100 crore to Rs. 400 crore and consequentially, amendment in Memorandum of Association.
- 2 To amend Articles of Association so as to effect the increase in Authorized Share Capital from Rs. 100 crore to Rs. 400 crore.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Affix  
Revenue  
Stamp**

**Note:**

This form of proxy in order to be effective should be completed (i.e. duly filled, stamped, and signed) and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting, i.e. latest before 1200 hours on 20<sup>th</sup> May 2017.

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