



**IRCON INTERNATIONAL LIMITED**

CIN: L45203DL1976GOI008171

Regd. Off: C-4, District Centre, Saket, New Delhi - 110017

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Website: [www.ircon.org](http://www.ircon.org)

**NOTICE FOR THE 46<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 46<sup>th</sup> Annual General Meeting of Ircon International Limited (IRCON) will be held on **Friday, the 16<sup>th</sup> September, 2022 at 12:30 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** for which purpose the registered office of the Company situated at C-4, District Centre, Saket, New Delhi-110017 shall be deemed as the venue of the meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31<sup>st</sup> March, 2022 along with the Boards’ Report, Auditors’ Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2022 along with the Auditors’ Report and the comment of C&AG thereon.
3. To confirm the payment of the first Interim Dividend of Re.0.45, second Interim Dividend of Re.0.70 and third Interim Dividend of Re.0.70 aggregating to Rs.1.85 per equity share on the face value of Rs.2/- and to declare a final dividend @ Re.0.65 per share on face value of Rs.2/- each [i.e.32.50% on paid-up capital of Rs.188,10,31,480 amounting to Rs.61.13 Crore] for the financial year 2021-22.
4. To appoint a Director in place of Shri Shyam Lal Gupta, Director (Projects) (DIN: 07598920) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Dhananjaya Singh, Part-time (Official) Director (DIN: 08955500) who retires by rotation and being eligible, offers himself for re-appointment.
6. To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2022-23 appointed by C&AG.

**SPECIAL BUSINESS:**

7. **To ratify remuneration of Cost Auditor of the Company for the financial year 2022-23** and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.50,000/- plus GST and actual out of pocket expenses (in case of visit outside Delhi NCR only) payable to M/s. R.M. Bansal & Co., Cost Accountants as Cost Auditors of the Company for audit of cost records maintained by the Company as approved by the Board of Directors on recommendation of the Audit Committee for the financial year 2022-23, be and is hereby ratified and confirmed.”

**BY ORDER OF THE BOARD OF DIRECTORS**  
For **IRCON INTERNATIONAL LIMITED**

Sd/-  
**(Ritu Arora)**  
Company Secretary  
Membership No.:F5270

Place : New Delhi

Date : 16<sup>th</sup> August, 2022

## **NOTES:**

1. Considering the on-going Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its circular dated 5<sup>th</sup> May, 2022 read together with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 13<sup>th</sup> January, 2021, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021 and Securities and Exchange Board of India ("SEBI") vide its circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022 (collectively referred to as "Circular"), have allowed companies to hold Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. Hence, in accordance with the Circular, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM and members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not be a member of the Company. Since, this AGM is being held in accordance with the Circular through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form is not annexed to the notice.
3. 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.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
5. 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.
6. Members of the Company under the category of Institutional Shareholders are encouraged to attend and vote at the AGM through VC.
7. Brief resume of Directors seeking re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
8. Pursuant to Section 139(5) of the Act, the Statutory Auditors of the Government Company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the company in the Annual General Meeting or in such manner as the company in Annual General Meeting may determine. C&AG vide its letter dated 18<sup>th</sup> August, 2021 has appointed M/s HDSG & Associates (DE0987) as Statutory Auditors of the Company for the financial year 2021-22. The Members of the Company, in its 45<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September 2021, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2021-22. Accordingly, the Board of Directors had fixed audit fee of Rs.25,95,000/- plus taxes as applicable for the Statutory Auditors & Indian Branch Auditors for the Financial Year 2021-22 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units.
9. The appointment of Statutory Auditor for the Financial Year 2022-23 is yet to be received from C&AG. The Members may authorize the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board of Directors for the Financial Year 2022-23. The tentative fee of the Statutory Auditors for FY 2022-23 would be approx. Rs.30 Lakh.
10. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Shri Shyam Lal Gupta, Shri Dhananjaya Singh being Director / Shareholder of the Company for the Item No.4 & 5 respectively and all directors & KMPs for the Item No.3 to the extent of their shareholding, if any, in the Company.

11. 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.
12. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/depository participant(s). The Notice and Annual Report 2021-22 have also been uploaded on the Company's website in the Investors Section at [www.ircon.org](http://www.ircon.org). The Notice and Annual Report 2021-22 can also be accessed from the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available at website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. To support the 'Green Initiative' and in terms of the Circulars, Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by e-mail to [rtat@alankit.com](mailto:rtat@alankit.com).
14. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its e-mail id at [investors@ircon.org](mailto:investors@ircon.org) till the date of AGM. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting at the e-mail id at [investors@ircon.org](mailto:investors@ircon.org), so that the information required can be made readily available at the meeting.
15. The recorded transcript of the forthcoming AGM on 16<sup>th</sup> September, 2022 shall also be made available on the website of the Company [www.ircon.org](http://www.ircon.org) as soon as possible after the Meeting is over.
16. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has amended Regulation 40 of the SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2022 and has mandated that all requests for transfer of securities including transmission or transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are requested to dematerialize their physical holding.
17. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the RTA along with relevant Share Certificates.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31<sup>st</sup> March, 2023, and linking PAN with Aadhaar by 31<sup>st</sup> March, 2022 vide its circular dated 3<sup>rd</sup> November, 2021 and 15<sup>th</sup> December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details in prescribed form **ISR-1** to Alankit Assignments Limited ("Alankit" or "RTA"). The forms for updating the same are available at link [https://www.ircon.org/images/file/Shareholders\\_Letter\\_Website\\_Update.pdf](https://www.ircon.org/images/file/Shareholders_Letter_Website_Update.pdf)

Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form (Form No. SH-13) under Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in **ISR-3** or **SH-14** as the case may be. The said forms can be downloaded from the company's website at [https://www.ircon.org/images/file/Shareholders\\_Letter\\_Website\\_Update.pdf](https://www.ircon.org/images/file/Shareholders_Letter_Website_Update.pdf)

In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

20. Members are requested to send all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other shares related matter to the RTA of the Company.
21. Members are requested to notify immediately any change in their address:
  - (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - (ii) to the Company at its Registered Office or its RTA, Alankit in respect of their physical shares, if any, quoting their Folio Number.
22. Non-Resident Indian members are requested to inform Company/RTA, regarding:
  - (i) Change in their residential status on return to India for permanent settlement.
  - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
23. Annual Listing fee for the year 2022-23 has been paid to the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2022-23 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
24. Since the AGM will be held through VC/OAVM, in accordance with the Circulars, the Route Map, Proxy Form and Attendance slip are not annexed in this Notice.
25. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the MCA Circulars, the Company is providing facilities of remote e-voting and e-voting on the day of AGM to all the Shareholders of the Company in respect of items to be transacted at this AGM and in this regard, the Company has engaged the services of NSDL, to provide the facility of electronic voting and Video Conferencing Facility for conducting the AGM.
26. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The member who has cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote.

## 27. **DIVIDEND RELATED INFORMATION**

- i. The Board of directors declared the following Interim Dividends during the Financial Year 2021-22:
  - (a) 1<sup>st</sup> Interim Dividend of Re.0.45 per share of face value of Rs.2/- each (i.e. @ 22.50% of the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 12<sup>th</sup> August, 2021 which was paid on 6<sup>th</sup> September, 2021.
  - (b) 2<sup>nd</sup> Interim Dividend of Re.0.70 per share of face value of Rs.2/- each (i.e. @ 35% of the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 12<sup>th</sup> November, 2021 which was paid on 7<sup>th</sup> December, 2021.
  - (c) 3<sup>rd</sup> Interim Dividend of Re.0.70 per share of face value of Rs.2/- each (i.e. @ 35% of the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 14<sup>th</sup> February, 2022 which was paid on 8<sup>th</sup> March, 2022.
- ii. The Board has further recommended a Final Dividend of Re.0.65 per share of face value of Rs.2/- each (i.e. @ 32.50% on the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 27<sup>th</sup> May, 2022.
- iii. Members who have not received or not encashed their Dividend warrants for the financial years 2018-19, 2019-20, 2020-21 & 2021-22 may approach Alankit, the RTA of the Company for obtaining duplicate warrant or revalidating the warrant with the Letter of Undertaking for issue of duplicate dividend warrants or for payment through NEFT mode.

- iv. The Final Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid on **Tuesday, 4<sup>th</sup> October, 2022** onwards to those Members, whose names appear on the Register of Members of the Company in respect of physical shares and in respect of dematerialized shares to the “beneficial owners” of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Friday, 9<sup>th</sup> September, 2022**.
- v. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 10<sup>th</sup> September, 2022 to Friday, 16<sup>th</sup> September, 2022** (both days inclusive).
- vi. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
- vii. For payment of dividend electronically, Members who have not opted for Electronic Clearing System (ECS) facility earlier are requested to fill up enclosed ECS Mandate Form and submit it directly to their Depository Participants (DP) to avail the ECS facility. Those holding shares in physical form may send the ECS Mandate Form to the RTA of the Company (Alankit). Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/ Registrar & Share Transfer Agent with complete details need not send it again. The shareholders who hold shares in Physical form and who do not wish to opt for ECS facility may please e-mail their bankers’ name, branch address and account number to Alankit to enable them to print these details on the dividend warrants.
- viii. **Deduction of Tax at Source on Dividend**

- a) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Alankit (in case of shares held in physical mode) and with the Depositories/ Depository Participants (in case of shares held in demat mode).
- b) For Resident Shareholders, who have provided PAN, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend. If no PAN is provided, then the tax shall be deducted at source at 20% as per Section 206AA of the Act. No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during Financial Year 2021-22 does not exceed Rs.5,000. In cases where the shareholder provides Form 15G / Form 15H and provided that all the required eligibility conditions are met, no tax will be deducted at source.

Section 206AB introduced by the Finance Act, 2021 effective 1<sup>st</sup> July, 2021, provides for deduction of higher rate of tax in case a person:

206AB. *Special provision for deduction of tax at source for non-filers of income-tax return* - (1) Notwithstanding anything contained in any other provisions of this Act, where tax is required to be deducted at source under the provisions of Chapter XVIIIB, other than section 192, 192A, 194B, 194BB, 194LBC or 194N on any sum or income or amount paid, or payable or credited, by a person (hereafter referred to as deductee) to a specified person, the tax shall be deducted at the higher of the following rates, namely:-

- (i) at twice the rate specified in the relevant provision of the Act; or
- (ii) at twice the rate or rates in force; or
- (iii) at the rate of five per cent.

If the provisions of section 206AA is applicable to a specified person, in addition to the provision of this section, the tax shall be deducted at higher of the two rates provided in this section and in section 206AA.

- c) In view of the provisions of sections 194, 196, 197A of the Act and CBDT notification, Life Insurance Corporation of India; General Insurance Corporation of India/The New India Assurance Company Ltd/United India Insurance Company Ltd/The Oriental Insurance Company Limited/National Insurance Company Ltd.; and any other insurer in respect of any shares owned by it or in which it has full beneficial interest; Government, Reserve Bank of India, a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income, Mutual Funds, any person for, or on behalf of, the New Pension System Trust referred to in section 10(44); and Category I or a Category II Alternative Investment Fund (registered with SEBI as per section 115UB) as per Notification 51/2015 since their income, other than profits and gains of business and profession are exempted from tax deduction at source.
- d) For Foreign Portfolio Investor (FPI) category Shareholders, taxes shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% (plus applicable surcharge and cess) on the amount of dividend payable.
- e) For other Non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 of the Income tax Act, 1961, at the rates in force. As per the relevant provisions of the Act, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90(2) of the Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. To avail benefit of rate of deduction of tax at source under DTAA, such non-resident shareholders will have to provide the following:
- i. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
  - ii. Tax residency certificate from the jurisdictional tax authorities confirming residential status [for the dividend declared in FY 2022-23] – TRC
  - iii. Declaration by the non- resident in prescribed form 10F
  - iv. Self-declaration by the non-resident shareholder as to:
    - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
    - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
    - Shareholder being the beneficial owner of the dividend income to be received on the equity shares.
- f) In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income Tax Act, 1961, we request you to upload the above mentioned details and documents in the format provided by us and as applicable to you on the link <https://einward.alankit.com/> by **05.00 p.m. IST on or before Friday, 9<sup>th</sup> September, 2022**. Any communication on the tax determination/deduction received post 05:00 P.M. 9<sup>th</sup> September, 2022 shall not be considered.
- g) Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholders.
- h) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company /Alankit.
- i) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- j) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such

Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

- k) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

**28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- (i) The remote e-voting period will begin on **Tuesday, 13<sup>th</sup> September, 2022 at 09:00 a.m. (IST)** and ends on **Thursday, 15<sup>th</sup> September, 2022 at 05:00 p.m. (IST)**. During remote e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 9<sup>th</sup> September, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **9<sup>th</sup> September, 2022**.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote, Assistant Manager, NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to [rta@alankit.com](mailto:rta@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rta@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

### **29. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **30. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join**

**meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following procedure mentioned in the Notice. The facility for participation in the AGM through VC/ OAVM is made available for 1000 members on first-come-first-serve-basis. However, this number does not include the large shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Shareholders, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-serve principle.

### 31. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING

- (i) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered e-mail ID to [investors@ircon.org](mailto:investors@ircon.org). The speaker registration period begins from **Monday, 12<sup>th</sup> September, 2022 at 9:00 a.m (IST)** and ends on **Tuesday, 13<sup>th</sup> September, 2022**. Only those members who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

#### **Speaker Registration Form\***

Name of Shareholder (including joint holder)

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DPID-CLID/ Folio Number

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Permanent Account Number (PAN)

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Mobile No.

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Query in brief

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\* All fields are mandatory

- (ii) The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

### 32. Others:

- 1 The Board of Directors have appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774), and failing him Ms. Garima, Practicing Company Secretary (A27100), partners of M/s Agarwal S. & Associates, Company Secretaries (Registration Number 5914), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- 2 The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of AGM, in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than two working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/Company Secretary of the Company or any person authorized by Chairman in writing who shall countersign the same. Chairman/Company Secretary or a person authorized by Chairman in writing shall declare the result of the voting forthwith.
- 3 The Results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- 4 The declared results along with Scrutinizers Report(s) will be available on the website of the Company at [www.ircon.org](http://www.ircon.org) and on NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be communicated to the Stock Exchanges i.e. NSE & BSE. The Scrutinizer's decision on the validity of e-voting will be final.

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

### **Item No. 7**

#### **To ratify remuneration of Cost Auditor of the Company for the financial year 2022-23**

As per Section 148 of the Companies Act, 2013, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be determined by the Members. Under the Companies (Audit and Auditors) Rules 2014, the Board while appointing the cost auditors (based on the recommendations of the Audit Committee) has to approve the remuneration payable to them and the remuneration so approved by the Board has to be ratified by the members in the subsequent general meeting.

Accordingly, based on the recommendations by the Audit Committee, the Board of Directors at its meeting held on 27<sup>th</sup> May, 2022 have approved the re-appointment of M/s R.M. Bansal & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2022-23 at a remuneration of Rs.50,000/- plus GST and actual out of pocket expenses (in case of visit outside Delhi NCR only) to conduct the audit of cost records maintained by the Company as per the applicable Rules/Guidance Note, etc., or any amendments thereof

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

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

For **IRCON INTERNATIONAL LIMITED**

Sd/-  
**(Ritu Arora)**  
Company Secretary  
Membership No.:F5270

Place : New Delhi  
Date : 16<sup>th</sup> August, 2022

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**BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT**

**Directors seeking re-appointment at the 46<sup>th</sup> AGM:**

Name	<b>Shri Shyam Lal Gupta</b>	<b>Shri Dhananjaya Singh</b>
Appointment / Re-appointment	Re-appointment as Director (Projects) (retire by rotation)	Re-appointment as Part-time (Official) Director (retire by rotation)
DIN	07598920	08955500
Age	59 years	51 years
Date of Appointment	1 <sup>st</sup> November, 2019	10 <sup>th</sup> November, 2020
Qualification	Bachelor in Civil Engineering from University of Roorkee and has completed his executive master of science in project management from School of Professional and Executive Education (SPEED), Asia e University.	Bachelor in Civil Engineering from University of Lucknow.
Brief resume including experience and expertise in specific functional area	He has an overall experience of 37 years and has worked in Infrastructure sector and in different capacities in Indian Railways. He was deputed in IRCON by Indian Railways Service of Engineers as General Manager in November, 2006 and thereafter was permanently absorbed in IRCON w,e,f, 17 <sup>th</sup> August, 2011. He was Executive Director (General) in IRCON before being appointed as Director (Projects). Under his supervision, many projects were completed within the scheduled time in Sri Lanka. He is currently in charge of railway projects in Odisha, Chhattisgarh, Maharashtra, Gujarat, Sri Lanka etc.	He is presently working as Executive Director (Works), Railway Board, Ministry of Railways, Government of India. Before the present assignment, he has worked in Railway Board in various work positions including Director (Works) (Railway Board), Senior Divisional Engineer (Northern Railway). He was on deputation to Mumbai Rail Vikas Corporation (MRVC) as a Deputy Chief Project Manager.
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	As IRCON's nominee Director: 1. Chhattisgarh East Railway Limited 2. Chhattisgarh East-West Railway Limited 3. Mahanadi Coal Railway Limited 4. Bastar Railway Private Limited	1. Rail Vikas Nigam Limited 2. Kolkata Metro Rail Corporation Limited 3. Kerala Rail Development Corporation Limited 4. Pipavav Railway Corporation Limited 5. Uttar Pradesh Metro Rail Corporation Limited
Membership / Chairmanship of Committees in other Companies	Nil	Nil
No. of shares held in IRCON including shareholding as a	10,600	Nil

beneficial owner		
Relationship with other Directors / KMP of the Company	None	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment as per order of the President of India vide Ministry of Railway's letter no.2018/E(O)II/40/23 dated 12 <sup>th</sup> October, 2019 at the Remuneration in the pay scale of Rs.1,80,000 – 3,40,000 (IDA Scale - revised)	Appointment as per order of the President of India vide Ministry of Railway's order no.2004/PL/44/4 dated 05 <sup>th</sup> November, 2020.
No. of Board Meetings held and attended during the year	9 out of 9 Board Meetings held during the Financial Year 2021 - 22.	7 out of 9 Board Meetings held during the Financial Year 2021 - 22.

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**ECS MANDATE CUM E-COMMUNICATION REGISTRATION FORM**

<b>IF SHARE(S) IS/ARE HELD IN PHYSICAL MODE</b> Please send the form to the Registrar at following address – Alankit Assignments Limited Unit : <b>IRCON INTERNATIONAL LIMITED</b> 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055	<b>IF SHARE(S) IS/ARE HELD IN DEMAT (ELECTRONIC) MODE</b> Please send the form to your concerned Depository Participant where you maintain your Demat Account.
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Dear Sir,

I/We hereby furnish the details as required by you. Kindly record the same and confirm:

- (1) Name of Shareholder(s) (i) \_\_\_\_\_  
(ii) \_\_\_\_\_  
(iii) \_\_\_\_\_
- (2) Folio No.: \_\_\_\_\_
- (3) Registered Address: \_\_\_\_\_  
*(Enclose self-attested copy of Aadhar cards, Driving License or electricity bill not more than three months earlier)*
- (4) PAN: \_\_\_\_\_  
*(Enclose self-attested copy of PAN card/s of all holders)*
- (5) E-mail ID (to be registered): \_\_\_\_\_
- (6) Bank Account No.: \_\_\_\_\_  
*(Enclose name printed original cancelled cheque/self-attested copy of passbook with details of account holder printed)*
- (7) Name of the Bank: \_\_\_\_\_
- (8) Branch Address: \_\_\_\_\_
- (9) IFSC No.: \_\_\_\_\_
- (10) MICR No.: \_\_\_\_\_
- (11) Mobile / Telephone number: \_\_\_\_\_

**I hereby, declare that the particulars given above are correct and complete.**

**Name of Shareholder(s)**

**Signature of Shareholder(s)**

I. \_\_\_\_\_  
**(First Holder)**

\_\_\_\_\_

II. \_\_\_\_\_

\_\_\_\_\_

III. \_\_\_\_\_

\_\_\_\_\_

**Date:**

**Important Notes:**

Shareholders are requested to keep company informed as and when there is any change in the e-mail address or Bank/Branch address and Account No.

\* Strike out whichever is not applicable