



इरकॉन इंटरनेशनल लिमिटेड

(भारत सरकार का उपक्रम)

IRCON INTERNATIONAL LIMITED

(A Govt. of India Undertaking)

An integrated Engineering and Construction Company



IRCON/SECY/STEX/124

16th September, 2022

BSE Limited Listing Dept./ Dept. of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 बीएसई लिमिटेड लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई- 400001 Scrip code / ID: 541956 / IRCON	National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East) Mumbai – 400051 नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं सी / आई, जी ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व) मुंबई-400051 Scrip Code: IRCON
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Sub: Compliance under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015- Voting Results of 46th Annual General Meeting / सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ विनियम, 2015 के विनियम 44(3) के तहत अनुपालन- 46वीं वार्षिक आम बैठक के मतदान परिणाम

Dear Sir/ Madam, महोदय/महोदया,

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding voting results (in specified format) along with the consolidated report of Scrutinizer on remote e-voting and e-voting at the AGM in respect of items of business transacted at 46th Annual General Meeting of the Company held on Friday, 16th September, 2022 are enclosed herewith.

सेबी सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ विनियम, 2015 के विनियम 44(3) के प्रावधानों के अनुसार, शुक्रवार, 16 सितंबर, 2022 को आयोजित कंपनी की 46वीं वार्षिक आम बैठक में किए गए कारोबार की मर्दों के संबंध में मतदान परिणामों (निर्दिष्ट प्रारूप में) के साथ-साथ रिमोट ई-वोटिंग पर और एजीएम में ई-वोटिंग से किये मतदान पर स्कूटिनाइज़र की समेकित रिपोर्ट संलग्न हैं।

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,

भवदीया,

कृते इरकॉन इंटरनेशनल लिमिटेड

(रितु अरोड़ा)

कम्पनी सचिव एवं अनुपालन अधिकारी

सदस्यता क्र.:FCS 5270

पंजीकृत कार्यालय: सी -4, डिस्ट्रिक्ट सेंटर, साकेत, नई दिल्ली - 110017, भारत

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CIN: L45203DL1976GOI008171



IRCON INTERNATIONAL LIMITED - e-Voting AGM date 16-09-2022

Voting Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Total number of shareholders on record date: '308937' No. of Shares: '940515740'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :				No. of Shares:	688301650		
Public :				No. of Shares:	252214090		

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31st March, 2022 along with the Boards' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.

Ordinary Resolution

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting		10372315	37.317	10372315	0	100.000	0.000
	Poll	27795287	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	27795287	10372315	37.317	10372315	0	100.000	0.000
Public-Others	E-Voting		931341	0.415	902143	29198	96.865	3.135
	Poll	224418803	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	224418803	931341	0.415	902143	29198	96.865	3.135
GRAND TOTAL		940515740	699605306	74.385	699576108	29198	99.996	0.004

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2022 along with the Auditors' Report and the comment of C&AG thereon.

Ordinary Resolution

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting		10372315	37.317	10372315	0	100.000	0.000
	Poll	27795287	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	27795287	10372315	37.317	10372315	0	100.000	0.000
Public-Others	E-Voting		933070	0.416	914322	18748	97.991	2.009
	Poll	224418803	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	224418803	933070	0.416	914322	18748	97.991	2.009
GRAND TOTAL		940515740	699607035	74.385	699588287	18748	99.997	0.003

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 paidup capital of Rs.188,10,31,480 amounting to Rs.61.13 Crore] for the financial year 2021-

Ordinary Resolution

Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	27795287	10567567	38.019	10567567	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		27795287	10567567	38.019	10567567	0	100.000
Public-Others	E-Voting	224418803	936679	0.417	918320	18359	98.040	1.960
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		224418803	936679	0.417	918320	18359	98.040
GRAND TOTAL		940515740	699805896	74.407	699787537	18359	99.997	0.003

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.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	27795287	10567567	38.019	10359468	208099	98.031	1.969
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		27795287	10567567	38.019	10359468	208099	98.031
Public-Others	E-Voting	224418803	934616	0.416	878049	56567	93.948	6.052
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		224418803	934616	0.416	878049	56567	93.948
GRAND TOTAL		940515740	699803833	74.406	699539167	264666	99.962	0.038

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.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	27795287	10567567	38.019	666924	9900643	6.311	93.689
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		27795287	10567567	38.019	666924	9900643	6.311
Public-Others	E-Voting	224418803	932136	0.415	875594	56542	93.934	6.066
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		224418803	932136	0.415	875594	56542	93.934
GRAND TOTAL		940515740	699801353	74.406	689844168	9957185	98.577	1.423

6.To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2022-23 appointed by C&AG.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	27795287	10567567	38.019	10359468	208099	98.031	1.969
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		27795287	10567567	38.019	10359468	208099	98.031
Public-Others	E-Voting	224418803	931111	0.415	910364	20747	97.772	2.228
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		224418803	931111	0.415	910364	20747	97.772
GRAND TOTAL		940515740	699800328	74.406	699571482	228846	99.967	0.033

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)

Ordinary Resolution

Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	27795287	10567567	38.019	10418517	149050	98.590	1.410
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		27795287	10567567	38.019	10418517	149050	98.590
Public-Others	E-Voting	224418803	932311	0.415	903270	29041	96.885	3.115
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		224418803	932311	0.415	903270	29041	96.885
GRAND TOTAL		940515740	699801528	74.406	699623437	178091	99.975	0.025



CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Rules, 2015]**

To,
The Chairman & Managing Director/Company Secretary
IRCON International Limited
C - 4, District Centre, Saket
New Delhi-110017

**Reg.: 46th Annual General Meeting of the members of IRCON International Limited held on
Friday, 16th day of September, 2022 at 12.30 p.m. through Video Conferencing ("VC")/ Other
Audio-Visual Means ("OAVM")**

**Sub: Consolidated Scrutinizer's Report on voting through electronic means ("remote e-voting")
and e-voting during the AGM held through VC process conducted pursuant to the provisions
of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108
of Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of the Companies (Management
and Administration) Rules, 2014 read with the Companies (Management and Administration)
Amendment Rules, 2015**

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of **IRCON International Limited ("IRCON" or "the Company")** having its registered office at C - 4, District Centre, Saket, New Delhi-110017 in its meeting held on 8th August, 2022, pursuant to the provisions of section 108 and any other applicable Provision of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (**"as amended"**) read with Ministry of Corporate Affairs (**"MCA"**), Circular dated 5th May, 2022 read together with circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021 and 8th December, 2021 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with SEBI circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 (collectively referred to as **"Circular"**), to conduct the remote e-voting process and to scrutinize e-voting at the AGM through VC or OAVM process by the Shareholders in respect of the below mentioned resolution(s) proposed at 46th Annual General Meeting of the Company held on **Friday, the 16th day of September, 2022.**

The notice dated **16th August, 2022** for convening 46thAGM of the Company was sent to all the Shareholders in accordance with the provision of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI circulars.

The Company has provided the voting through electronic means ("**remote e-voting**") facility offered by **National Securities Depository Limited ("NSDL")** for Shareholder's participation in the e-voting process of 46th AGM.

The shareholders of the Company holding shares as on the "**Cut – Off**" date i.e. **Friday, 09th September, 2022** were entitled to vote on the proposed resolutions as set out at item nos. 1 to 7 in the notice convening 46th Annual General Meeting of the Company.

Pursuant to the applicable provision of MCA circulars, the Company had published the newspaper advertisement in Financial Express (English) and Jansatta (Hindi) dated 17th August, 2022. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had published the newspaper advertisement in Financial Express (English) and Jansatta (Hindi) dated 25th August, 2022.

The voting period for remote e-voting commenced on **Tuesday, 13th September, 2022 at 09:00 A.M. (IST)** and ended on **Thursday, 15th September, 2022 at 5.00 P.M. (IST)** and the remote e-voting platform was blocked thereafter.

As the AGM of the Company held through VC/OAVM on Friday, 16th September, 2022, after considering all the items of business, the facility to vote electronically was provided to those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their vote.

After the closure of e-voting during Annual General Meeting held on 16th September, 2022 and the remote e-voting conducted prior to the AGM were unlocked and were downloaded in the presence of two independent witnesses Ms. Garima and Mr. Shailendra Singh, who are not in employment of the Company. The votes casted by the members were reconciled with the record maintained by the Registrar and Transfer Agent of the Company.

The voting pattern was unlocked by us on **16th day of September, 2022** in the presence of **Independent Witness**

(Ms. Garima)

(Mr. Shailendra Singh)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the "**National Securities Depository Limited**" (NSDL), remote e-voting platform and the e-voting during the AGM held through VC/OAVM.

I hereby annex the Consolidated Voting results at Annexure-1 pursuant to Rule20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

**For Agarwal S. & Associates,
Company Secretaries,**

**CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910**

**Date: 16.09.2022
Place: New Delhi
UDIN: F005774D000986468**

**Countersigned by:
For IRCON International Limited**

**Ritu Arora
Company secretary & Compliance Officer
M. No.: F5270**

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31st March, 2022 along with the Boards' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1231	699587050	1190	699557852	99.99	41	29198	0.01
E-Voting Facility	19	18256	19	18256	100.00	0	0	0.00
Total	1250	699605306	1209	699576108	99.99	41	29198	0.01

Resolution No.2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2022 along with the Auditors' Report and the comment of C&AG thereon.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1228	699588779	1189	699570031	100.00	39	18748	0.00
E-Voting Facility	19	18256	19	18256	100.00	0	0	0.00
Total	1247	699607035	1208	699588287	100.00	39	18748	0.00

Resolution No.3: Ordinary Resolution

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.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1235	699787640	1196	699769281	99.99	39	18359	0.01
E-Voting Facility	19	18256	19	18256	100.00	0	0	0
Total	1254	699805896	1215	699787537	99.99	39	18359	0.01

Resolution No.4: Ordinary Resolution

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.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1234	699785577	1150	699520911	99.99	84	264666	0.01
E-Voting Facility	19	18256	19	18256	100.00	0	0	0.00
Total	1253	699803833	1169	699539167	99.96	84	264666	0.04

Resolution No.5: Ordinary Resolution

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.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1229	699783097	1123	689825912	98.58	106	9957185	1.42
E-Voting Facility	19	18256	19	18256	100.00	0	0	0.00
Total	1248	699801353	1142	689844168	98.58	106	9957185	1.42

Resolution No.6: Ordinary Resolution

To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2022-23 appointed by C&AG.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1230	699782072	1176	699553226	99.97	54	228846	0.03
E-Voting Facility	19	18256	19	18256	100.00	0	0	0.00
Total	1249	699800328	1195	699571482	99.97	54	228846	0.03

SPECIAL BUSINESS

Resolution No.7: Ordinary Resolution

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

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	1230	699783272	1171	699605181	99.97	59	178091	0.03
E-Voting Facility	19	18256	19	18256	100.00	0	0	0.00
Total	1249	699801528	1190	699623437	99.97	59	178091	0.03

Based on the above e-voting facility, I confirm that the resolutions have been carried on with requisite majority.

**For Agarwal S. & Associates,
Company Secretaries,**

**CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910**

**Date: 16.09.2022
Place: New Delhi**