



इरकॉन इन्टरनेशनल लिमिटेड  
नवरत्न कम्पनी  
(भारत सरकार का उपक्रम)  
**IRCON INTERNATIONAL LIMITED**  
NAVRATNA COMPANY  
(A Govt. of India Undertaking)



IRCON/SECY/STEX/124

25<sup>th</sup> August, 2025

<b>BSE Limited</b> Listing Dept./ Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 <b>बीएसई लिमिटेड</b> लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई- 400001 Scrip code / ID: <b>541956 / IRCON</b>	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza, Plot no. C-1, G Block, Bandra –Kurla Complex, Bandra (East), Mumbai – 400051 <b>नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड</b> लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं सी-1, जी ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई-400051 Scrip Code: <b>IRCON</b>
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**Sub: Annual Report for the Financial Year 2024-25 and Notice of AGM**

Dear Sir/ Madam,

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} and in continuation to our letter of even no. dated 21<sup>st</sup> August, 2025, regarding intimation of the 49<sup>th</sup> Annual General Meeting (“AGM”) of the Company, please find enclosed herewith the Annual Report of the Company for the Financial year 2024-25 and the Notice of **49<sup>th</sup> AGM scheduled to be held on Thursday, 18<sup>th</sup> September, 2025 at 12:30 P.M. through Video Conferencing/ Other Audio Visual Means, to transact the business as set out therein.**

The Annual Report for the financial year 2024-25 and the Notice of AGM are also available at the website of the Company i.e. [www.ircon.org](http://www.ircon.org) under “Investors Relations” Section.

The Company shall commence dispatch (by electronic means) of the Notice of AGM and the Annual Report for FY 2024-25 from today i.e. 25<sup>th</sup> August, 2025. Further, in accordance with Regulations 36(1)(b) of SEBI (LODR) Regulations, 2015, a letter is being sent to those shareholders whose e-mail addresses are not registered with the Company/Registrar & Transfer Agent/Depository Participants, providing the weblink of Company’s website where the Annual Report for FY 2024-25 and the Notice of AGM are available.

कृपया उपरोक्त जानकारी रिकार्ड पर ले।

Thankyou/धन्यवाद,  
Yours faithfully/भवदीया,

(प्रतिभा अग्रवाल)/ (Pratibha Aggarwal)  
कंपनी सचिव एवं अनुपालन अधिकारी/ Company Secretary & Compliance Officer  
सदस्यता क्र./ Membership No.: F8874



**IRCON INTERNATIONAL LIMITED**

NAVRATNA COMPANY

CIN: L45203DL1976GOI008171

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

Tel: +91-11-26530266 Fax: +91-11-26854000, 26522000 E-mail: investors@ircon.org

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

**NOTICE FOR THE 49<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 49<sup>th</sup> Annual General Meeting (“AGM/Meeting”) of Ircon International Limited (“IRCON/ the Company”) will be held on **Thursday, the 18<sup>th</sup> September, 2025 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, 2025 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 on 31<sup>st</sup> March, 2025 along with the Auditors’ Report and the comments of C&AG thereon.
3. To confirm the payment of the Interim Dividend of Rs.1.65 per equity share of the face value of Rs.2/- each [i.e. 82.50% of paid-up equity share capital of Rs.188,10,31,480/- amounting to Rs.155.18 Crore] and to declare a final dividend @ Rs.1.00 per share on the face value of Rs.2/- each [i.e. 50% of paid-up capital of Rs.188,10,31,480/- amounting to Rs.94.05 Crore], for the financial year 2024-25.
4. To appoint a Director in place of Shri Anand Kumar Singh, Director (Projects) (DIN: 07918656) who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2025-26 appointed/ to be appointed by C&AG.

**SPECIAL BUSINESSES:**

6. **To appoint Shri Anupum Singh [DIN: 10637375] as Government Nominee [Part-Time (Official)] Director, liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Anupum Singh [DIN: 10637375] who was appointed as Government Nominee [Part-Time (Official)] Director, by the President of India vide Ministry of Railways order no. 2022/PL/57/10 dated 6<sup>th</sup> November, 2024 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director/ Government Nominee [Part-Time (Official)] Director by the Board of Directors with effect from 6<sup>th</sup> November, 2024 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as Government Nominee [Part-time (Official)] Director on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation.”

7. **To appoint Shri Anand Bhatia [DIN: 10937265] as Government Nominee [Part-Time (Official)] Director, liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Anand Bhatia [DIN: 10937265] who was appointed as Government Nominee [Part-Time (Official)] Director, by the President of India vide Ministry of Railways order no. 2022/PL/51/10 dated 28<sup>th</sup> January, 2025 and subsequently, in terms of

Section 161 of the Companies Act, 2013, appointed as an Additional Director/ Government Nominee [Part-Time (Official)] Director by the Board of Directors with effect from 4<sup>th</sup> February, 2025 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as Government Nominee [Part-Time (Official)] Director on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation.”

8. **To appoint Shri Thangavel Varadharajan (DIN: 08556664) as Independent (Part-time Non-Official) Director, not liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Thangavel Varadharajan (DIN: 08556664) who was appointed as Independent (Part-time Non-Official) Director, by the President of India vide Ministry of Railways order no. 2024/PL/57/38 Pt-1 dated 13<sup>th</sup> May, 2025 and subsequently, in terms of Section 161 of the Companies Act, 2013 appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 15<sup>th</sup> May, 2025 to hold office up to the date of ensuing Annual General Meeting and who has consented to act as director be and is hereby appointed as Independent (Part-time Non-Official) Director for a period of three (3) years from the date of Order of Ministry of Railways or until further orders, whichever is earlier, on terms & conditions as may be fixed by the Government of India and shall not be liable to retire by rotation.”

9. **To appoint Shri Ajit Kumar Mishra [DIN: 11108237] as Director (Works), liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Ajit Kumar Mishra [DIN: 11108237] who was appointed as Director (Works), by the President of India vide Ministry of Railways order no. 2024/E(O)II/40/4 dated 15<sup>th</sup> May, 2025, and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director/ Director (Works) by the Board of Directors with effect from 15<sup>th</sup> May, 2025 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as the Director (Works) on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation.”

10. **To ratify remuneration of the Cost Auditors of the Company for the financial year 2025-26** and, if thought fit, to pass with or without modification(s), the following resolution 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.75,000/- plus GST and actual out of pocket expenses (in case of visit outside Delhi/NCR only) payable to M/s Bandyopadhyaya Bhaumik & 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 2025-26, be and is hereby ratified and confirmed.”

11. **To approve appointment of M/s VAP & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a period of 5 years commencing from FY 2025-26 till FY 2029-30**, and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 179 and 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder from time to time (including any statutory modification(s), amendment(s), enactment(s) thereof for the time being in force), M/s VAP & Associates, a Peer reviewed Practicing Company Secretaries Firm (FRN:P2023UP098500) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30 at a remuneration of Rs.17,280/- Per Annum (inclusive of all applicable taxes except GST) for FY 2025-26, and for subsequent years of their term at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board or person(s) authorized by the Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof or person authorized by the Board) be and are hereby authorized to do all such acts, deeds, things and take

all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

12. **To approve amendment in borrowing limits of the Company and to provide security in connection with the borrowings, under Section 180 of the Companies Act, 2013** and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in supersession of the resolution passed by the Members of the Company at the 42<sup>nd</sup> Annual General Meeting held on 14<sup>th</sup> September, 2018 and pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modification(s) or re-enactment(s) thereof, if any, for the time being in force, the Articles of Association of the Company and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, subject to the approval of the Ministry of Railways or any other regulatory/statutory authority(ies), as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board and/or any Director delegated with the power to borrow), to borrow any sum or sums of money [including the money already borrowed by the Company] from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks/Financial Institutions and other Persons, Firms, Bodies Corporate etc. notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium, but aggregate of borrowings shall not exceed Rs.15,000/- Crores (Rupees Fifteen Thousand Crores only) (including fund-based and non-fund based limit) at any time and provide adequate security for the said borrowings as may be required by the lender.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modification(s) or re-enactment(s) thereof, if any, for the time being in force, the Articles of Association of the Company and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, subject to the approval of the Ministry of Railways or any other regulatory/statutory authority(ies), as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board and/or any Director delegated with the power in this regard) to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit and to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate and any other lenders to secure the amount borrowed by the Company or any third party for time to time the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of the borrowings as made by the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to execute all such deeds, applications, documents, writings, undertaking as may be considered necessary on behalf of the Company and to delegate its power in favour of any Committee of Directors or any Director of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution or may authorise the officials of the Company to give effect to the foregoing resolution."

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

Sd/-  
**(Pratibha Aggarwal)**  
Company Secretary  
Membership No.: F8874

Date: 25<sup>th</sup> August 2025  
Place: New Delhi

## **NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 read with General Circular Nos. 09/2023, 10/2022, 21/2021, 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (hereinafter collectively referred to as the “Circulars”), the AGM of the Company is being held through VC/OAVM without the physical presence of the members at a common venue 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 Companies Act, 2013 (“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 appointment/ re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) 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 Act, 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 21<sup>st</sup> September, 2024 has appointed M/s Ramesh C Agrawal & Co. as Statutory Auditors of the Company for the financial year 2024-25. The Members of the Company, in its 48<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> September 2024, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2024-25. Accordingly, the Board of Directors had fixed audit fee of Rs. 30,54,000/- for the Financial Year 2024-25 in addition to reimbursement of travelling and out-of-pocket expenses for Central Statutory auditor.
9. The appointment of Statutory Auditors for the Financial Year 2025-26 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 2025-26. The tentative fee of the Statutory Auditors for FY 2025-26 would be approx. Rs.34 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 Anand Kumar Singh, being Director of the Company for Item No.4 and all directors & KMPs and their relatives 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 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any Member has requested for a physical copy of the same.
13. Further, as per requirement under SEBI Listing Regulations, a letter is being sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Share Transfer Agent/ Depositories/Depository Participants. The Company shall send the physical copy of Annual Report 2024-25 to those Members who request for the same at [investors@ircon.org](mailto:investors@ircon.org) by mentioning their Folio No./DP ID and Client ID. The Notice of AGM and Annual Report 2024-25 have also been uploaded on the Company's website in the Investors Relations Section at [www.ircon.org](http://www.ircon.org). The Notice of AGM and Annual Report 2024-25 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)
14. 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 (RTA), Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by e-mail to [rta@alankit.com](mailto:rta@alankit.com).
15. 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 [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 [investors@ircon.org](mailto:investors@ircon.org), so that the information required can be made readily available at the meeting.
16. The recorded transcript of the AGM 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.
17. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named "SMART ODR" which can be accessed through the URL: <https://smartodr.in/login> and the same can also be accessed through the Company's website [www.ircon.org](http://www.ircon.org).
18. In accordance with Regulation 40 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, the listed companies have been mandated to issue securities only in demat form while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition.
19. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Share Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. 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.
20. It may be noted that any service request can be processed only after the folio is KYC compliant. Further, SEBI has introduced common and simplified norms for processing investors' service requests by Registrar and Share Transfer Agent ("RTA") and norms for furnishing PAN (Aadhar linked, if applicable), KYC (postal address with PIN code, mobile number, bank account details and specimen signature) and Nomination details. Accordingly, the RTA cannot process any service requests or complaints received from

the holder(s) / claimant(s), till PAN and KYC details are updated. FAQs in respect of Investors' Service Requests, published by SEBI can be viewed at the following link:  
[https://www.sebi.gov.in/sebi\\_data/faqfiles/sep-2024/1727418250017.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf)

21. SEBI vide its circular dated 17<sup>th</sup> November, 2023 has mandated all holders of physical securities in listed company to furnish PAN, Nomination and Contact details, Bank A/c details and specimen signature for their corresponding folio numbers. The Shareholders are requested to submit their PAN, KYC, Bank details and nomination details in prescribed form ISR-1, ISR-2, ISR-3 and SH-13/14 to RTA. The forms for updating the same are available on the website of the Company 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).
22. 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.
23. Members are informed that pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window has been opened for a period of six months from July 07, 2025 to January 06, 2026 for re-lodgment of physical share transfer requests which were lodged prior to April 01, 2019 and subsequently rejected, returned, or not attended due to deficiencies in documents or process. As per the said circular, such shares, if re-lodged, shall be processed for transfer only in dematerialized form following due procedure. Shareholders who fall within this category are advised to contact the Company at its e-mail id [investors@ircon.org](mailto:investors@ircon.org) or to Alankit Assignments Limited ("Alankit" or "RTA") at its e-mail id [rameshk1@alankit.com](mailto:rameshk1@alankit.com). The details of the above SEBI Circular are also available on the website of the Company at [https://www.ircon.org/images/file/cosecy/SEBICIRCULAR\\_02072025.pdf](https://www.ircon.org/images/file/cosecy/SEBICIRCULAR_02072025.pdf)
24. 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.
25. 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.
26. Annual Listing fee for the year 2025-26 has been paid to the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2025-26 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
27. 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.
28. 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.
29. The Members attending the AGM who could not cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The member who could 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.



### 30. DIVIDEND RELATED INFORMATION

- i. The Board of directors at its meeting held on 11<sup>th</sup> February, 2025, has declared an Interim Dividend of Rs.1.65 per share of face value of Rs.2/- each. (i.e. @ 82.50% on the paid-up equity share capital of Rs.188.10 Crore) which was paid on 28<sup>th</sup> February, 2025 onwards. The Board of Directors has further recommended a Final Dividend of Rs.1.00 per share of face value of Rs.2/- each (i.e. @ 50% on the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 21<sup>st</sup> May, 2025.
- ii. Members are requested to note that, dividends if not encashed for a period of 7 (seven) years from the date of transfer of unclaimed dividend to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividend remain unclaimed for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline. Further, the Company will separately send request letters to eligible shareholders whose dividend remains unclaimed and whose shares are eligible for transfer to IEPF Authority during FY2025-26, requesting them to claim their dividends from the Company.

Members who have not received or not encashed their Dividend warrants from the financial years 2018-19 onwards may approach the RTA of the Company for claiming such dividend.

#### iii. Fixing record date for payment of Dividend for FY 2024-25

Members may kindly note that **Thursday, 11<sup>th</sup> September, 2025** has been fixed as the "Record Date" to determine entitlement of Members to the Final Dividend for the Financial Year 2024-25, if approved at the AGM.

The Final Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid from **Wednesday, 1<sup>st</sup> October, 2025** 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 **Thursday, 11<sup>th</sup> September, 2025**.

- iv. Shareholders who hold shares in electronic form and have not opted for Electronic Clearing System (ECS) facility earlier or not updated their bank account are requested to update the bank account with their Depository Participants (DP) to avail the ECS facility. Shareholders who hold shares in physical form and have not opted for ECS facility earlier may send the request to update their KYC/ Bank details in prescribed form ISR-1, ISR-2, ISR-3 and SH-13/14 along with the cancelled cheque, address proof and copy of PAN to the RTA (Alankit) of the Company. The aforesaid Forms are available on the website of the Company at [https://www.ircon.org/images/file/Shareholders\\_Letter\\_Website\\_Update.pdf](https://www.ircon.org/images/file/Shareholders_Letter_Website_Update.pdf)

#### v. Deduction of Tax at Source on Dividend

- a) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders with effect from 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,  
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 Income Tax Act, 1961. 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 2025-26 does not exceed Rs.10,000.
  - 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.



TDS will be deducted @ 20% i.e. at twice the applicable rate on the amount of dividend payable where the resident shareholders have not furnished valid PAN which is duly linked with their Aadhaar. Every person who has been allotted a PAN and who is eligible to obtain Aadhaar is required to link the PAN with Aadhaar, failing which the PAN is deemed to be invalid / inoperative;

- c) In view of the provisions of sections 194, 196, 197A of the Income Tax Act 1961 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 Income Tax Act, 1961, 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 2025-26] – TRC;
  - iii. Electronically generated Declaration by the non- resident in prescribed form 10F from income tax portal;
  - 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) Members holding shares in dematerialized mode are requested to update their records such as tax residential status, permanent account number (PAN), registered email addresses, mobile numbers, and other details with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Share Transfer Agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA, and no request will be entertained for revision of the TDS return.
- g) To summarise, dividend will be paid after deducting the tax at source as under:

i.	NIL for resident Members receiving dividend upto Rs. 10,000/- or in case Form 15G / Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.
ii.	10% for other resident Members in case copy of PAN card is provided / available.
iii.	20% for resident Members if copy of PAN card is not provided / not available/not linked with Aadhar.
iv.	Tax will be assessed on the basis of documents submitted by the non-resident Members.

v.	20% plus applicable surcharge and cess for non-resident Members in case the relevant documents are not submitted.
vi.	Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under section 197 of the Act.

- h) 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 Thursday, 11<sup>th</sup> September, 2025**. Any communication on the tax determination/deduction received post 05:00 P.M. 11<sup>th</sup> September, 2025 shall not be considered.
- i) **Submission of declaration/request under Rule 37BA of Income Tax Rules, 1962**  
Persons who want to avail the benefit of rule 37BA (Dividend received in the hands of one person and taxable in the hands of another person) as per Income Tax Rules, 1962 shall submit their documents latest by 26<sup>th</sup> October, 2025. No declaration/request shall be entertained to apply provision of rule 37BA received after 26<sup>th</sup> October, 2025.
- j) 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.
- k) 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.
- l) 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.
- m) 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.
- n) 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.

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

- (i) The remote e-voting period will begin on **Monday, 15<sup>th</sup> September, 2025 at 09:00 a.m. (IST)** and ends on **Wednesday, 17<sup>th</sup> September, 2025 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 **Thursday, 11<sup>th</sup> September, 2025** 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 **Thursday, 11<sup>th</sup> September, 2025**.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and 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.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed 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.</li><li>3. 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 “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. 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 <b>e-Voting service provider i.e. NSDL</b> 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.</li></ol>

	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> or <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 able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting Service providers.</li> </ol>
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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

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 toll free no. 1800-21-09911
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**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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.com](mailto:evoting@nsdl.com) 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 [asacs2022@gmail.com](mailto:asacs2022@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre – Senior Manager, NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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), valid ID proof viz. Driving License, Passport etc. (self attested scanned copy of valid ID proof) 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), valid ID proof viz. Driving License, Passport etc. (self-attested scanned copy of valid ID proof) to [rta@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholder 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**32. 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.

**33. 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” 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.

#### 34. 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 **Thursday, 11<sup>th</sup> September, 2025 at 9:00 a.m (IST)** and ends on **Saturday, 13<sup>th</sup> September, 2025 at 5:00 p.m (IST)**. 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)

DPID-CLID/ Folio Number

Permanent Account Number (PAN)

Mobile No.

Query in brief

\* 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.

#### 35. Others:

- 1 The Board of Directors have appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774) and falling him Ms. Shweta Jain, Practicing Company Secretary (Membership No. F7152) partners of M/s. Agarwal S. & Associates, Company Secretaries, as the Scrutinizers 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 results 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. 6**

**To appoint Shri Anupum Singh [DIN: 10637375] as a Government Nominee [Part-Time (Official)] Director, liable to retire by rotation**

Shri Anupum Singh was appointed as Government Nominee Part-Time (Official) Director on the Board of the Company in terms of Ministry of Railways order no. 2022/PL/57/10 dated 6<sup>th</sup> November, 2024. In terms of Article 62 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Anupum Singh as an Additional Director with effect from 6<sup>th</sup> November, 2024 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Anupum Singh as a Director on the Board of IRCON.

The above appointment of Shri Anupum Singh as Government Nominee Part-time (Official) Director on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act requires approval of the Members in the General Meeting.

Shri Anupum Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Anupum Singh does not hold any shares in IRCON and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Anupum Singh, being Director of the Company.

The Board of Directors of your Company recommends the passing of an Ordinary Resolution at Item No. 6 of the Notice for approval by the Members.

### **Item No. 7**

**To appoint Shri Anand Bhatia [DIN: 10937265] as a Government Nominee [Part-Time (Official)] Director, liable to retire by rotation**

Shri Anand Bhatia was appointed as Government Nominee Part-Time (Official) Director on the Board of the Company in terms of Ministry of Railways order no. 2022/PL/51/10 dated 28<sup>th</sup> January, 2025. In terms of Article 62 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Anand Bhatia as an Additional Director with effect from 4<sup>th</sup> February, 2025 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Anand Bhatia as a Director on the Board of IRCON.

The above appointment of Shri Anand Bhatia as Government Nominee Part-time (Official) Director on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act requires approval of the Members in the General Meeting.

Shri Anand Bhatia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Anand Bhatia does not hold any shares in IRCON and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Anand Bhatia, being Director of the Company.

The Board of Directors of your Company recommends the passing of an Ordinary Resolution at Item No. 7 of the Notice for approval by the Members.

**Item No. 8**

**To appoint Shri Thangavel Varadharajan (DIN: 08556664) as an Independent (Part-time Non-Official) Director, not liable to retire by rotation**

Shri Thangavel Varadharajan was appointed as Independent (Part-time Non-Official) Director on the Board of IRCON in terms of Ministry of Railways order no. 2024/PL/57/38 Pt-1 dated 13<sup>th</sup> May, 2025. In terms of Article 62 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Thangavel Varadharajan as an Additional Director (Independent Director) with effect from 15<sup>th</sup> May, 2025 to hold office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing under Section 160 of the Act proposing the appointment of Shri Thangavel Varadharajan as Director on the Board of IRCON.

The above appointment of Shri Thangavel Varadharajan as Independent (Part-time Non-Official) Director on the Board of the Company, requires approval of the Members in the General Meeting.

Shri Thangavel Varadharajan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, the Company has received a declaration from Shri Thangavel Varadharajan to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

Shri Thangavel Varadharajan doesn't hold any shares in IRCON and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Thangavel Varadharajan, being Director of the Company.

The Board of Directors of your Company recommends the passing of Special Resolution at Item No. 8 of the Notice for approval by the Members.

**Item No. 9**

**To appoint Shri Ajit Kumar Mishra [DIN: 11108237] as Director (Works), liable to retire by rotation**

Shri Ajit Kumar Mishra was appointed as Director (Works) on the Board of the Company in terms of Ministry of Railways order no. 2024/E(O)II/40/4 dated 15<sup>th</sup> May, 2025. In terms of Article 62 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Ajit Kumar Mishra as an Additional Director/ [Director (Works)] with effect from 15<sup>th</sup> May, 2025 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Ajit Kumar Mishra as a Director on the Board of IRCON.

Shri Ajit Kumar Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Ajit Kumar Mishra does not hold any shares in the Company and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Ajit Kumar Mishra, being Director of the Company.

The Board of Directors of your Company recommends the passing of Ordinary Resolution at Item No. 9 of the Notice for approval by the Members.

**Item No. 10****To ratify the remuneration of Cost Auditors of the Company for the financial year 2025-26**

As per Section 148 of the Companies Act, 2013, the appointment of Cost Auditors 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 6<sup>th</sup> August, 2025 have approved the appointment of M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2025-26 at a remuneration of Rs.75,000/- 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.

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

The Board of Directors of your Company recommends the passing of an Ordinary Resolution at Item No. 10 of the Notice for approval by the Members.

**Item No. 11****To approve appointment of M/s VAP & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a period of 5 years commencing from FY 2025-26 till FY 2029-2030**

SEBI vide its Notification dated 12<sup>th</sup> December, 2024, made changes in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per requirements of amended provisions of Regulation 24A of the SEBI Listing Regulations read with the provisions of Section 204 of the Companies Act, 2013 ('the Act') and related Rules, the Board of Directors of the Company, based on the recommendation of the Audit Committee, has recommended appointment of M/s. VAP & Associates, a Peer reviewed Practicing Company Secretaries Firm (FRN:P2023UP098500), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

M/s VAP & Associates is an integrated service firm focused on corporate laws, registered as a Practising Company Secretaries of India. Ms. Parul Jain, Practising Company Secretary, has more than 14 years of experience in corporate legal, secretarial, corporate restructuring, foreign collaboration and joint venture services. M/s VAP & Associates is Secretarial Auditors in various other renowned PSU companies including RailTel Corporation of India Limited, MMTC Limited, Engineers India Limited etc. M/s VAP & Associates confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditors of the Company in terms of applicable provisions of the Companies Act, 2013 and Regulation 24 (1A) of SEBI Listing Regulations. The services to be rendered by M/s VAP & Associates as Secretarial Auditors are within the purview of Regulation 24 (1B) of SEBI Listing Regulations, read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated 31<sup>st</sup> December, 2024.

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

The Board of Directors of your Company recommends the passing of an Ordinary Resolution at Item No. 11 of the Notice for approval by the Members.

**Item No. 12****To approve amendment in borrowing limits of the Company and to provide security in connection with the borrowings, under Section 180 of the Companies Act, 2013**

The members of the Company at its 42<sup>nd</sup> Annual General Meeting held on 14<sup>th</sup> September, 2018 had authorised the Board of Directors to borrow money(ies), including the money already borrowed by the Company, for the purpose of the business of the Company, from Banks / Financial Institutions, other persons,

firms, body corporate, apart from temporary loans obtained from company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the Company, which shall not exceed Rs. 6,000 crore (Rupees Six Thousand Crore only) at any time. However, the Borrowing powers delegated to the Board of Directors shall exceed Rs. 6,000 crore but shall not exceed Rs. 7,500 crore (Rupees Seven Thousand Five Hundred Crores only) at any time without approval of the President of India, and the Board of Directors was empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

Further considering any unforeseen opportunity that may require enhancement of limit of non-fund based or fund based working capital and to support business operations and growth plan of the Company in future, it is proposed to increase the total borrowing limits comprising both fund based and non-fund-based facilities to Rs.15,000 crore.

The borrowings by the Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be required by the Banks/ Financial Institutions, other lending institutions etc. Section 180 of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, with the consent of the members by way of special resolution.

Accordingly, based on the recommendations by the Audit Committee, the Board of Directors at its meeting held on 6<sup>th</sup> August 2025 has approved increase in borrowing limits to Rs.15,000 Crore (including fund based and non-fund based limits) for the purpose of the business of the Company and to provide the adequate security for the said borrowing, as may be required by the lender(s) and recommended the same for approval of shareholders by way of passing special resolution under section 180 of the Companies Act, 2013.

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

The Board of Directors of your Company recommends the passing of a Special Resolution at Item No. 12 of the Notice for approval by the Members.

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

Sd/-  
**(Pratibha Aggarwal)**  
Company Secretary  
Membership No.: F8874

Date: 25<sup>th</sup> August, 2025  
Place: New Delhi

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

### **Directors seeking appointment/ re-appointment at the 49<sup>th</sup> AGM**

Name	<b>Shri Anand Kumar Singh</b>
Appointment / Re-appointment	Re-appointment as Director (Projects) (retire by rotation)
DIN	07918656
Age	59 years
Date of Appointment	7 <sup>th</sup> July, 2023
Qualification	Bachelor in Civil Engineering from IIT, Delhi and MBA (Finance) from MDI, Gurgaon
Brief resume including experience and expertise in specific functional area	<p><b>Shri Anand Kumar Singh</b> (DIN: 07918656) is a Civil Engineer from I.I.T. Delhi and M.B.A. (Finance) from MDI, Gurugram. He started his career as an IRSE officer in January 1990 with Ministry of Railway and brings more than 35 years of experience in development of major Railway infrastructures (27 Years plus) &amp; Highway infrastructures (8 Years plus).</p> <p>Shri Singh previously served for 3 Years as Director on NHAI Board as Member (Project) NHAI from 2016-2019 and led major highway development projects.</p> <p>Shri Singh's experience spans from inception planning to end stage implementations including all aspects of project planning, viability assessment, investment strategy, financing, bid awards, construction, project consultancy, contract management, project management, O&amp;M etc. right upto end with monetization. His project implementation specialisations include completion well before timelines for construction of new lines, doubling, tunnels, elevated corridors, state of art bridges, National Highways, Expressways, Coastal Highways, logistics, electrical systems installations etc.</p> <p>Shri Singh has also made significant contributions in all prevalent methods of project implementation viz Item rate EPC, FIDIC, EPC (turn key), PPP, OMT, HAM, TOT models and his accomplishments include asset monetization, InVIT, divestments, fund raising, marketing international projects, attracting foreign investments and business development.</p> <p>Shri Singh has played a pioneering role in launching of the new EPC (turn key) Model Agreement (MCA), improvisations in PPP after difficult era of PPP and new project models of HAM and TOT divestments.</p> <p>Shri Singh has led as a Contract Management Specialist and headed large number of dispute resolution, conciliations, settlements, technical and contractual interpretations committees and settlement advisories to salvage large number of languishing projects by out of the box thinking and innovative interventions. He has also headed HR &amp; Admin, IT and legal verticals with several unprecedented accomplishments.</p> <p>Shri Singh believes in value creations through inclusive leadership and creating synergies for all stake holders and investors.</p>
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> <li>1. Chhattisgarh East Railway Limited</li> <li>2. Chhattisgarh East-West Railway Limited</li> <li>3. Bastar Railway Private Limited</li> <li>4. Mahanadi Coal Railway Limited</li> </ol>

Membership / Chairmanship of Committees in other Companies	NIL
No. of shares held in IRCON including shareholding as a beneficial owner	NIL
Relationship with other Directors / KMP of the Company	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment vide Ministry of Railway's Order no. 2021/E(O)II/40/21 dated 7 <sup>th</sup> July, 2023 at the remuneration in the pay scale of Rs.1,80,000/- to Rs.3,40,000/- (IDA Scale). He is appointed as Director (Projects) from 7 <sup>th</sup> July, 2023 till the date of his superannuation i.e. 31 <sup>st</sup> December, 2025 or until further orders, whichever is earliest.
No. of Board Meetings held and attended during the year	During FY 2024-25: 8 out of 9 Board Meetings During FY 2025-26: upto 06.08.2025 (3 out of 3 Board Meetings).



**Directors seeking appointment/ re-appointment at the 49<sup>th</sup> AGM**

Name	<b>Shri Anupum Singh</b>
Appointment / Re-appointment	Appointment as Government Nominee Part-time (Official) Director
DIN	10637375
Age	50 years
Date of Appointment	6 <sup>th</sup> November, 2024
Qualification	Bachelor's degree in Civil Engineering from Motilal Nehru Regional Engg. College (MNREC), Allahabad.
Brief resume including experience and expertise in specific functional area	He is presently working as Executive Director (Bridge & Structure - II), Railway Board, Ministry of Railways, Government of India. Before the present assignment, he has worked in various capacities as Sr.DEN, Sr.DEN/C, Dy. Chief Engineer/Construction, Chief Engineer/construction & ADRM.
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	Assam Rail Infrastructure Development Corporation Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of shares held in IRCON including shareholding as a beneficial owner	NIL
Relationship with other Directors / KMP of the Company	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment vide Ministry of Railways letter no. 2022/PL/57/10 dated 6 <sup>th</sup> November, 2024, Shri Anupum Singh shall hold the post of Director in IRCON till he holds the post of ED CE (B&S)-II, Railway Board or further order, whichever is earlier. He is not paying any salary or sitting fees as he is a nominated Director of the Ministry of Railways.
No. of Board Meetings held and attended during the year	During FY 2024-25: 4 out of 4 Board Meetings During FY 2025-26: upto 06.08.2025 (3 out of 3 Board Meetings).

**Directors seeking appointment/ re-appointment at the 49<sup>th</sup> AGM**

Name	<b>Shri Anand Bhatia</b>
Appointment / Re-appointment	Appointment as Government Nominee Part-time (Official) Director
DIN	10937375
Age	58 years
Date of Appointment	4 <sup>th</sup> February, 2025
Qualification	Post Graduate Degree in Structural Engineering from IIT/Delhi.
Brief resume including experience and expertise in specific functional area	He belongs to Indian Railway Services of Engineers (IRSE) of 1988 batch and holds a Post Graduate Degree in Structural Engineering from IIT/Delhi. He is working as Additional Member (Civil Engg.), Railway Board since 16 <sup>th</sup> January, 2025. He has over 35 years of enriched and varied experience in Railways, especially in execution and management of Railway Projects in various capacities like Senior Deputy General Manager, Divisional Railway Manager, Additional Division Railway Manager etc.
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of shares held in IRCON including shareholding as a beneficial owner	NIL

Relationship with other Directors / KMP of the Company	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment vide Ministry of Railways letter no. 2022/PL/51/10 dated 28 <sup>th</sup> January, 2025, Shri Anand Bhatia shall hold the post of Director in IRCON till he holds the post of Addl. Member (CE), Railway Board or further orders, whichever is earlier. He is not paying any salary or sitting fees as he is a nominated Director of the Ministry of Railways.
No. of Board Meetings held and attended during the year	During FY 2024-25: 2 out of 2 Board Meetings During FY 2025-26: upto 06.08.2025 (2 out of 3 Board Meetings).

**Directors seeking appointment/ re-appointment at the 49<sup>th</sup> AGM**

Name	<b>Shri Thangavel Varadharajan</b>
Appointment / Re-appointment	Appointment as Independent (Part-time Non-Official) Director
DIN	08556664
Age	46 Years
Date of Appointment	15 <sup>th</sup> May, 2025
Qualification	Bachelor of Science (B.Sc.) and a Master of Science (M.Sc.) degree from E.G.S. Pillay Arts & Science College, affiliated with Bharathidasan University.
Brief resume including experience and expertise in specific functional area	He currently serves as a Director at the Federation of Entrepreneurs and Enterprise since September 6, 2019, where he plays a key role in fostering entrepreneurial initiatives and enterprise development. Previously, he was the Regional Manager at Computer Software College from 2001 to 2011, overseeing regional operations and capacity building in IT education. Between 2011 and 2015, he contributed his expertise as an Advisor to Yogitha Rural Development Society and as a Consultant to Viveka Arakattalai, supporting rural development and social initiatives.
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	Federation of Entrepreneurs and Enterprises Development
Membership / Chairmanship of Committees in other Companies	NIL
No. of shares held in IRCON including shareholding as a beneficial owner	NIL
Relationship with other Directors / KMP of the Company	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment vide Ministry of Railways letter no. 2024/PL/57/38 Pt-1 dated 13 <sup>th</sup> May, 2025, Shri Thangavel Varadharajan has appointed as Independent Director of IRCON for a period of three (3) years or until further orders, whichever is earlier. The sitting fees shall be paid to the Independent Directors for attending the Board Meeting and Committees meeting.
No. of Board Meetings held and attended during the year	During FY 2024-25: NA During FY 2025-26: upto 06.08.2025 (2 out of 2 Board Meetings).
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualifications of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills.

**Directors seeking appointment/ re-appointment at the 49<sup>th</sup> AGM**

Name	<b>Shri Ajit Kumar Mishra</b>
Appointment / Re-appointment	Appointment as Director (Works)
DIN	11108237
Age	52 Years
Date of Appointment	15 <sup>th</sup> May, 2025
Qualification	B.Tech. in Civil Engineering, an LLM in International Dispute Resolution, an MBA in International Business, and a Diploma in International Arbitration
Brief resume including experience and expertise in specific functional area	<p>He is a prominent figure in the dispute resolution field, particularly in the context of construction and infrastructure projects. He had been Head of Contract Management Division (Executive Director) for a USD 12 billion World Bank / JICA funded infrastructure project in India, and represented the employer in various disputes and claims of over USD 1 billion with contractors in Dispute Adjudication Boards, Arbitral Tribunals, and courts of law. He has a strong background in engineering, management, and law, holding a B.Tech. in Civil Engineering, an LLM in International Dispute Resolution, an MBA in International Business, and a Diploma in International Arbitration. He is a Fellow of the Chartered Institute of Arbitrators (FCIArb), Fellow of Prime Dispute (UK) and has been member of UK Adjudicators, Dispute Resolution Board Foundation. He has over 25 years of professional work experience in the field of Project Management, International Procurement, Contract Management, Risk Management, Infrastructure Financing and Dispute Resolution for large infrastructure project. He is actively involved in Procurement of works being conducted through international competitive bidding as 'Design &amp; Build' contract based FIDIC contract form and its execution through specialized Project Management Consultants and coordination with multilateral funding agencies. He is a FIDIC Certified Adjudicator and is listed on the FIDIC President's List of Approved Dispute Adjudicators. He also holds a FIDIC Certified Trainer credential, which underscores his authority to train others in FIDIC contract methodologies. He also serves as Vice Chairman of Society of Construction Law, India; an India delegate of ICC Arbitration and ADR Committee and Member of ICC Institute of World Business Law. His expertise also covers a range of practice areas including arbitration, adjudication, dispute boards, emergency arbitration, expert determination, expert witness, and mediation. In addition to serving as arbitrator and adjudicator, Mr. Mishra has contributed to the academic field with publications such as his work on the dispute resolution mechanism in FIDIC-based construction contracts in India. He has received several awards during service including 'National Awards of Outstanding Service' highest award given by Govt of India to an officer.</p>
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	Jharkhand Central Railway Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of shares held in IRCON including shareholding as a beneficial owner	NIL

Relationship with other Directors / KMP of the Company	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment vide Ministry of Railways letter no. 2024/E(O)II/40/4 dated 15 <sup>th</sup> May, 2025 at the remuneration in the pay scale of Rs. 1,80,000/- to Rs. 3,40,000/- (IDA Scale). He is appointed as Director (Works) with effect from 15 <sup>th</sup> May, 2025 for the period of five (5) years or until further orders, whichever is earlier.
No. of Board Meetings held and attended during the year	During FY 2024-25: NA During FY 2025-26: upto 06.08.2025 (2 out of 2 Board Meetings).