



इरकॉन इंटरनेशनल लिमिटेड

(भारत सरकार का उपक्रम)



IRCON INTERNATIONAL LIMITED

(A Govt. of India Undertaking)

An integrated Engineering and Construction Company

IRCON/SECY/STEX/124

12th September, 2023

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| BSE Limited Listing Dept./ Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 बीएसई लिमिटेड लिस्टिंग विभाग/ कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई- 400001 Scrip code/ ID: 541956/ IRCON | National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East), Mumbai – 400051 नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं. सी/ आई. जी. ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई-400051 Scrip Code: IRCON |
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Sub: Proceedings of 47th Annual General Meeting of the Company held on 12th September, 2023/ 12 सितंबर, 2023 को आयोजित कंपनी की 47वीं वार्षिक आम बैठक की कार्यवाही

Dear Sir/ Madam, महोदय / महोदया,

Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of proceedings of 47th Annual General Meeting of the Company held on Tuesday, 12th September, 2023 is enclosed herewith.

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियम 30 के प्रावधानों के अनुसार, मंगलवार, 12 सितंबर, 2023 को आयोजित कंपनी की 47वीं वार्षिक आम बैठक की कार्यवाही का सारांश इसके साथ संलग्न है।

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,
भवदीया,
कृते **इरकॉन इंटरनेशनल लिमिटेड**

(रितु अरोड़ा)/ (Ritu Arora)

कम्पनी सचिव एवं अनुपालन अधिकारी/ Company Secretary & Compliance Officer

सदस्यता क्र.:FCS 5270/ Membership No.: F5270

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

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CIN: L45203DL1976GOI008171



**Summary of proceedings of the 47th Annual General Meeting of
Ircan International Limited**

The 47th Annual General Meeting (AGM) of the members of Ircan International Limited (IRCON) was held on Tuesday, 12th September, 2023 at 12:30 P.M. through Video Conference (VC) / Other Audio Visual Means (OAVM).

Shri Brijesh Kumar Gupta, Chairman and Managing Director chaired the proceeding of the meeting and welcomed the shareholders. The Chairman then introduced the Board Members, Key Managerial Personnel, Statutory Auditor, Secretarial Auditor and Scrutinizer present in the meeting including the Chairperson of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility and Sustainability Committee and Stakeholders Relationship Committee.

On receipt of confirmation from the Company Secretary regarding presence of requisite Quorum i.e. presence of over Seventy-Five (75) Members for the meeting, the Chairman called the meeting in order. (In total One Hundred Forty-One (141) (including nominee of the President of India) shareholders were present during the meeting).

The Chairman informed that the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), vide their circulars have allowed companies to hold AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. Hence, the meeting is being held through Video Conferencing in compliance with the Companies Act, 2013, read with notifications and guidelines issued by the MCA and SEBI. He further informed that the Company has taken the requisite steps to enable the members to participate and vote on the items being considered at this AGM and live webcast of the proceedings of the meeting was also available at National Securities Depository Limited (NSDL) website.

Thereafter, Company Secretary, explained the procedure of the meeting and voting process. In compliance with the Companies Act, 2013, register of Directors and key managerial personnel and their shareholding and register of contracts or arrangements in which Directors are interested, Memorandum & Articles of Association and other documents referred in the Notice of AGM were made available to shareholders for inspection.

She further informed that as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI

(Listing Obligations & Disclosure Requirements) Regulations, 2015, IRCON had provided the remote e-voting facility to the members of the Company for all the resolutions set forth in the Notice of AGM. The remote e-voting, as mentioned in the notice of AGM, had been conducted from 9:00 A.M., 9th September, 2023 to 5:00 P.M. 11th September, 2023.

The facility for voting through e-voting system was made available during the Meeting for Members who did not cast their vote prior to the meeting. Shri Sachin Agarwal, Practicing Company Secretary, (Membership no. F5774) and failing him Ms. Anjali (Membership no. A65330), Practising Company Secretary of M/s. Agarwal S. & Associates have been appointed as Scrutinizer to conduct the e-voting process in fair and transparent manner. Shri Sachin Agarwal had attended the meeting as a Scrutinizer to conduct the e-voting process.

Chairman addressed the members and gave the overview of financial and operational performance of the Company for the financial year ended 31st March, 2023 and future scenario of the Company. The Notice of AGM and the Annual Report of the Company for the year 2022-23 containing the Directors Report, Audited Financial Statements (Standalone and Consolidated), Auditors' Report and C&AG comments thereon were taken as read.

Thereafter, the following business items as per Notice of AGM dated 11th August, 2023 were proposed for approval of shareholders through e-voting.

| S. No. | Details | Resolution Considered |
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| Ordinary Businesses: | | |
| 1. | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31 st March, 2023 along with the Boards' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon. | Ordinary Resolution |
| 2. | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31 st March, 2023 along with the Auditors' Report and the comment of C&AG thereon. | Ordinary Resolution |

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| 3. | To confirm the payment of the Interim Dividend of Rs.1.80 per share on the face value of Rs.2/- each [i.e.90% of paid-up capital of Rs.188,10,31,480 amounting to Rs.169.29 Crore) and to declare a final dividend @ Rs.1.20 per share on the face value of Rs.2/- each [i.e. 60% on paid-up capital of Rs.188,10,31,480 amounting to Rs.112.86 Crore], for the financial year 2022-23. | Ordinary Resolution |
| 4. | To appoint a Director in place of Smt. Ragini Advani, Director (Finance) (DIN:09575213) who retires by rotation and being eligible, offers herself for re-appointment. | Ordinary Resolution |
| 5. | To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2023-24 appointed by C&AG. | Ordinary Resolution |
| Special Businesses: | | |
| 6. | To appoint Shri Brijesh Kumar Gupta [DIN:10092756] as Chairman & Managing Director, liable to retire by rotation | Ordinary Resolution |
| 7. | To appoint Shri Anand Kumar Singh [DIN:07918656] as Director (Projects), liable to retire by rotation | Ordinary Resolution |
| 8. | To ratify remuneration of Cost Auditor of the Company for the financial year 2023-24 | Ordinary Resolution |

On the direction of the Chairman, Company Secretary read out the observations of the Secretarial Auditors along with the management replies thereto mentioned in their Report.

The Chairman then invited the shareholders who had registered themselves as speakers, to raise any questions/ queries on the accounts of the Company. The Chairman and Director (Finance) responded to all queries raised by Members to the best of their satisfaction and thanked to the Shareholders.

Shri Brijesh Kumar Gupta, Chairman & Managing Director then concluded the meeting with a vote of thanks.

Company Secretary informed the Members that the e-voting will remain open for the 15 minutes after the closure of this meeting to enable those of the members who have not cast

their vote earlier and would like to cast their vote now. On receipt of the Report from the scrutinizer, results of the Voting will be declared on website of IRCON, NSDL, BSE & NSE.

The meeting concluded at 2:10 P.M. after being open for 15 minutes for e-voting to be completed.

For Ircon International Limited

(Ritu Arora)
Company Secretary & Compliance Officer
Membership No.: FCS 5270