



इरकॉन इन्टरनेशनल लिमिटेड  
(भारत सरकार का उपक्रम)  
**IRCON INTERNATIONAL LIMITED**  
(A Govt. of India Undertaking)  
An integrated Engineering and Construction Company



IRCON/SECY/STEX/124

30<sup>th</sup> June, 2022

<b>BSE Limited</b> Listing Dept./ Dept of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 <b>बीएसई लिमिटेड</b> लिस्टिंग विभाग कॉर्पोरेट सेवा विभाग / पी.जे. टावर्स, दलाल स्ट्रीट मुंबई- 400 001 Scrip code / ID: <b>541956 / IRCON</b>	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East) Mumbai – 400 051 <b>नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड</b> लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं सी आई /, जी ब्लॉक बांद्राकुर्ला कॉम्प्लेक्स- बांद्रा -मुंबई (पूर्व)400 051 Scrip Code: <b>IRCON</b>
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**Sub: Result of Postal Ballot- Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is to inform that the Company has conducted the Postal Ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 for obtaining Shareholder's approval for the following resolutions to be passed through e-voting mode:

Sr. No.	Particulars	Type of Resolution
1.	To appoint Shri Ajay Kumar Chauhan [DIN: 09394953] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation	Special
2.	To appoint Shri Dipendra Kumar Gupta [DIN: 09398271] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation	Special
3.	To appoint Smt. Ranjana Upadhyay [DIN: 07787711] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation	Special
4.	To appoint Dr. Kartik Chandulal Bhadra [DIN: 09453387] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation	Special
5.	To appoint Smt. Ragini Advani [DIN: 09575213] as Director (Finance), liable to retire by rotation	Ordinary

The remote e-voting process provided in the Notice concluded at 05:00 P.M. Wednesday, 29<sup>th</sup> June, 2022, post which the Scrutinizer Shri Sachin Agarwal, Practicing Company Secretary submitted his report on the results of Postal Ballot.

We would like to inform that all Resolutions as embodied in the Notice has been duly approved by the members with requisite majority. In compliance with the requirements under regulation 44(3) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, we are enclosing herewith the details in the prescribed format along with the Scrutinizer's Report.



The aforesaid resolutions are deemed to have been passed on the last date of e-voting i.e. on Wednesday, 29<sup>th</sup> June, 2022.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website [www.ircon.org](http://www.ircon.org).

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,

भवदीया,

कृते इरकॉन इंटरलेशनल लिमिटेड

रितु अरोड़ा  
30/06/2022



(रितु अरोड़ा)

कम्पनी सचिव एवं अनुपालन अधिकारी

सदस्यता क्र.: FCS 5270

Copy to:

- 1 National Securities Depository Limited  
Trade World, A Wing, 4<sup>th</sup> & 5<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel Mumbai - 400013
- 2 Central Depository Services (India) Limited  
A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg,  
Lower Parel (East), Mumbai-400013
- 3 Alankit Assignments Limited  
Registrar & Transfer Agent (RTA)

# IRCON INTERNATIONAL LIMITED-POSTAL BALLOT - 31-05-2022 TO 29-06-2022

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

Total number of shareholders on record date: '311992' No. of Shares: '940515740'

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

Detail of the Agenda:

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

1.To appoint Shri Ajay Kumar Chauhan [DIN: 09394953] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Special Resolution								
Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	31243161	11434186	36.597	8969781	2464405	78.447	21.553
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		31243161	11434186	36.597	8969781	2464405	78.447
Public-Others	E-Voting	220970929	988900	0.448	857460	131440	86.708	13.292
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		220970929	988900	0.448	857460	131440	86.708
<b>GRAND TOTAL</b>		<b>940515740</b>	<b>700724736</b>	<b>74.504</b>	<b>698128891</b>	<b>2595845</b>	<b>99.630</b>	<b>0.370</b>

2.To appoint Shri Dipendra Kumar Gupta [DIN: 09398271] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Special Resolution								
Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	31243161	11434186	36.597	784698	10649488	6.863	93.137
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		31243161	11434186	36.597	784698	10649488	6.863
Public-Others	E-Voting	220970929	986407	0.446	856281	130126	86.808	13.192
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		220970929	986407	0.446	856281	130126	86.808
<b>GRAND TOTAL</b>		<b>940515740</b>	<b>700722243</b>	<b>74.504</b>	<b>689942629</b>	<b>10779614</b>	<b>98.462</b>	<b>1.538</b>



3. To appoint Smt. Ranjana Upadhyay [DIN: 07787711] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Special Resolution								
Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	31243161	11434186	36.597	784698	10649488	6.863	93.137
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		31243161	11434186	36.597	784698	10649488	6.863
Public-Others	E-Voting	220970929	988820	0.447	848610	140210	85.820	14.180
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		220970929	988820	0.447	848610	140210	85.820
<b>GRAND TOTAL</b>		<b>940515740</b>	<b>700724656</b>	<b>74.504</b>	<b>689934958</b>	<b>10789698</b>	<b>98.460</b>	<b>1.540</b>

4. To appoint Dr. Kartik Chandulal Bhadra [DIN: 09453387] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Special Resolution								
Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	31243161	11434186	36.597	11434186	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		31243161	11434186	36.597	11434186	0	100.000
Public-Others	E-Voting	220970929	978775	0.443	851015	127760	86.947	13.053
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		220970929	978775	0.443	851015	127760	86.947
<b>GRAND TOTAL</b>		<b>940515740</b>	<b>700714611</b>	<b>74.503</b>	<b>700586851</b>	<b>127760</b>	<b>99.982</b>	<b>0.018</b>

5. To appoint Smt. Ragini Advani [DIN: 09575213] as Director (Finance), liable to retire by rotation

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	688301650	688301650	100.000	688301650	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		688301650	688301650	100.000	688301650	0	100.000
Public – Institutional holders	E-Voting	31243161	11434186	36.597	2864931	8569255	25.056	74.944
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		31243161	11434186	36.597	2864931	8569255	25.056
Public-Others	E-Voting	220970929	990925	0.448	881553	109372	88.963	11.037
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		220970929	990925	0.448	881553	109372	88.963
<b>GRAND TOTAL</b>		<b>940515740</b>	<b>700726761</b>	<b>74.505</b>	<b>692048134</b>	<b>8678627</b>	<b>98.761</b>	<b>1.239</b>





**AGARWAL S. & ASSOCIATES**

**COMPANY SECRETARIES**

D-427, 2nd Floor, Ramphal Chowk,  
(Backside of Goyalsons) Palam Extn  
Sector 7, Dwarka, New Delhi-110075  
Email Id: [asacs2022@gmail.com](mailto:asacs2022@gmail.com)  
Phone: 011-45052182

## Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,  
**The Chairman & Managing Director/ Company Secretary,**  
**Ircon International Limited**  
**Plot No. C - 4, District Centre,**  
**Saket, New Delhi -110017**

**Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolutions set-out in the notice dated 27<sup>th</sup> May, 2022 through Postal Ballot.**

Dear Sir,

I, Sachin Agarwal, Company Secretary in practice and Partner, M/s. Agarwal S. & Associates, Practising Company Secretaries, Delhi (C.P. No.5910) have been appointed as Scrutinizer by the Board of Directors of **Ircon International Limited** ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 27<sup>th</sup> May, 2022 ("Notice"). Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretary of India (SS-2) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal process through e-voting vide General Circular dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 13<sup>th</sup> January, 2021, 23<sup>rd</sup> June, 2021, 8<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022 ("MCA Circulars"), and other applicable laws and regulations, if any, approval of the shareholders for appointment of Directors on the Board has been obtained by way of Postal Ballot only through remote e-voting.

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.



### 1. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### 2. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by **Central Depository Services (India) Limited** ("CDSL") the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Wednesday, June 29, 2022 at 5:00 p.m.

### 3. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Friday, 27<sup>th</sup> May, 2022** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

### 4. E-voting process

- i. The e-voting period remained open from Tuesday, May 31, 2022 at 9:00 a.m. (IST) to Wednesday, June 29, 2022 at 5:00 p.m. (IST).
- ii. The votes cast during the e-voting were unblocked on Wednesday, 29<sup>th</sup> June, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Ajay Kumar Choudhary and Ms. Garima Grover, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



(Mr. Ajay Kumar Choudhary)



(Ms. Garima Grover)

- iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated and relied upon by me, data regarding the e-voting was scrutinized.

4. I submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me as under:



1. Special Resolution – To appoint Shri Ajay Kumar Chauhan [DIN: 09394953] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation.

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
1518	700724736	1355	698128891	99.63	163	2595845	0.37

\*Five (5) Members holding 2110 shares have abstained from voting and not included in Total Valid Votes.

2. Special Resolution – To appoint Shri Dipendra Kumar Gupta [DIN: 09398271] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation.

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
1515	700722243	1328	689942629	98.46	187	10779614	1.54

\*Eight (8) Members holding 4603 shares have abstained from voting and not included in Total Valid Votes.

3. Special Resolution – To appoint Smt. Ranjana Upadhyay [DIN: 07787711] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation.

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
1517	700724656	1330	689934958	98.46	187	10789698	1.54

\*Six (6) Members holding 2190 shares have abstained from voting and not included in Total Valid Votes.

4. Special Resolution – To appoint Dr. Kartik Chandulal Bhadra [DIN: 09453387] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation.

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
1516	700714611	1353	700586851	99.98	163	127760	0.02

\*Seven (7) Members holding 12235 shares have abstained from voting and not included in Total Valid Votes.

5. Ordinary Resolution – To appoint Smt. Ragini Advani [DIN: 09575213] as Director (Finance), liable to retire by rotation.

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
1521	700726761	1363	692048134	98.76	158	8678627	1.24

\*Two (2) Members holding 85 shares have abstained from voting and not included in Total Valid Votes.



Notes:

- i) Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company.
  - ii) The figures in percentage have been rounded off to 2 decimal points.
6. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Ms.Ritu Arora, Company Secretary & Compliance Officer, for preserving safely after the Chairman considers, approves and sign the minutes of the Postal Ballot.

For Agarwal S. & Associates  
Company Secretaries  
(Firm's Registration No. P2003DE049100)



(Sachin Agarwal)  
Partner  
FCS-5774 **Ircon International Limited**  
COP-5910  
Place: New Delhi  
Date:30.06.2022  
UDIN: F005774D000545819

  
30/06/2022

(Ritu Arora)

Company Secretary (FCS 5270)

रितु अरोड़ा / Ritu Arora  
कम्पनी सचिव / Company Secretary

इरकॉन इंटरनेशनल लिमिटेड / IRCON INTERNATIONAL LIMITED  
(भारत सरकार का उपक्रम) / (A Govt. of India Undertaking)  
रेल मंत्रालय / Ministry of Railways  
सी-4, डिस्ट्रिक्ट सेंटर, साकेत / C-4, District Centre, Saket  
नई दिल्ली-110017 / New Delhi-110017  
एफसीएस. क्र. 5270 / FCS No. 5270