

Annual Return for the FY 2020-21

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45203DL1976GOI008171

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI0684H

(ii) (a) Name of the company

IRCON INTERNATIONAL LIMITE

(b) Registered office address

PLOT No. C - 4, DISTRICT CENTRE
SAKET
NEW DELHI
South Delhi
Delhi
110017

(c) *e-mail ID of the company

cosecy@ircon.org

(d) *Telephone number with STD code

01126530456

(e) Website

www.ircon.org

(iii) Date of Incorporation

28/04/1976

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

24/09/2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	99.67

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

13

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	IRCON INFRASTRUCTURE & SEI	U45400DL2009GOI194792	Subsidiary	100
2	IRCON PB TOLLWAY LIMITED	U45400DL2014GOI272220	Subsidiary	100

3	IRCON SHIVPURI GUNA TOLLW	U45400DL2015GOI280017	Subsidiary	100
4	IRCON DAVANAGERE HAVERI H	U45500DL2017GOI317401	Subsidiary	100
5	IRCON VADODARA KIM EXPRE	U74999DL2018GOI334028	Subsidiary	100
6	IRCON GURGAON REWARI HIG	U45309DL2020GOI374941	Subsidiary	100
7	IRCON-SOMA TOLLWAY PRIVA	U74999DL2005PTC135055	Joint Venture	50
8	INDIAN RAILWAY STATIONS DI	U45204DL2012GOI234292	Joint Venture	26
9	CHHATTISGARH EAST RAILWA	U45203CT2013GOI000729	Joint Venture	26
10	CHHATTISGARH EAST-WEST R/	U45203CT2013GOI000768	Joint Venture	26
11	MAHANADI COAL RAILWAY LI	U60100OR2015GOI019349	Joint Venture	26
12	JHARKHAND CENTRAL RAILWA	U45201JH2015GOI003139	Joint Venture	26
13	BASTAR RAILWAY PRIVATE LIM	U74900CT2016PTC007251	Joint Venture	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000,000	470,257,870	470,257,870	470,257,870
Total amount of equity shares (in Rupees)	4,000,000,000	940,515,740	940,515,740	940,515,740

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000,000	470,257,870	470,257,870	470,257,870
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	4,000,000,000	940,515,740	940,515,740	940,515,740

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	55	94,051,519	94051574	940,515,740	940,515,740	
Increase during the year	220	376,206,076	376206296	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify	220	376,206,076	376206296			
Stock Split						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	275	470,257,595	470257870	940,515,740	940,515,740	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	94,051,574		
	Face value per share	10		
After split / Consolidation	Number of shares	470,257,870		
	Face value per share	2		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

49,477,720,434.18

(ii) Net worth of the Company

44,064,880,840.17

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	344,150,825	73.18	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	344,150,825	73.18	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	72,046,856	15.32	0	
	(ii) Non-resident Indian (NRI)	3,103,284	0.66	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	120,000	0.03	0	
5.	Financial institutions	759,450	0.16	0	
6.	Foreign institutional investors	7,497,106	1.59	0	
7.	Mutual funds	680,173	0.14	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	27,142,987	5.77	0	
10.	Others HUF, NBFC, Trusts, QIBs, Cle	14,757,189	3.14	0	

	Total	126,107,045	26.81	0	0
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Total number of shareholders (other than promoters) 185,123

Total number of shareholders (Promoters+Public/ Other than promoters) 185,124

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DOVETAIL INDIA FUNI	4th Floor 19 Bank Street Cybercity			1,450,000	0.31
NOMURA SINGAPORE	10 MARINA BOULEVARD MARINA I			1,345,440	0.29
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE 1 NORTH AV			1,000,000	0.21
MORGAN STANLEY AS	CITIBANK N.A. CUSTODY SERVICES			959,072	0.2
MKT CAPITAL LP	341 Raven Circle Wyoming Delawa			674,754	0.14
DOVETAIL INDIA FUNI	DBS BANK LIMITED, GROUND FLO			550,000	0.12
WISDOMTREE EMERGI	245 PARK AVENUE 35TH FLOOR N			476,574	0.1
SOCIETE GENERALE - (SBI-SG GLOBAL SECURITIES SERVIC			295,850	0.06
WISDOMTREE INDIA IN	C/O CIM GLOBAL BUSINESS 33 EDI			210,489	0.04
GMO IMPLEMENTATIC	40 ROWES WHARF BOSTON MASS.			186,535	0.04
THE EMERGING MARK	6300 Bee Cave Road Building One			94,785	0.02
GMO BENCHMARK - FI	40 ROWES WHARF BOSTON MASS.			75,728	0.02
GMO GLOBAL REAL RE	30 Herbert St Dublin 2			63,368	0.01
THE BOEING COMPAN	CITIBANK N.A. CUSTODY SERVICES			22,389	0
WORLD EX U.S. CORE	6300 Bee Cave Road Building One			22,130	0
DIMENSIONAL EMERG	6300 Bee Cave Road Building One			11,290	0
DFA AUSTRALIA LIMIT	Level 43 1 Macquarie Place Sydney			10,725	0
FIRST STATE SUPERAN	DEUTSCHE BANK AG, DB HOUSE H			9,844	0
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			9,355	0
DIMENSIONAL FUNDS	25/28 NORTH WALL QUAY DUBLIN			7,900	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WISDOM TREE ISSUER	FITZWILTON HOUSE WILTON PLACE			7,094	0
AMERICAN CENTURY INVESTMENT	DEUTSCHE BANK AG, DB HOUSE, FRANKFURT			5,615	0
MORGAN STANLEY ASSET MANAGEMENT	CITIBANK N.A. CUSTODY SERVICES			3,838	0
WISDOMTREE ISSUER	25 28 NORTH WALL QUAY DUBLIN			3,255	0
GOLDMAN SACHS INVESTMENT MANAGEMENT	LEVEL 3 ALEXANDER HOUSE 35 CYPRUS			1,000	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	67,711	185,123
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	4	3	4	0	0	0
(i) Non-Independent	4	0	4	0	0	0
(ii) Independent	0	3	0	0	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	4	4	4	1	0	0
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
S. K. CHAUDHARY	00515672	Managing Director	0	30/04/2021
M. K. SINGH	06607392	Whole-time director	849	30/09/2021
YOGESH KUMAR MISR	07654014	Whole-time director	1,500	
SHYAM LAL GUPTA	07598920	Whole-time director	5,250	
DHANANJAYA SINGH	08955500	Additional director	0	
RITU ARORA	AKNPM1211A	Company Secretary	0	
M. K. SINGH	APUPS3339H	CFO	849	30/09/2021

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sudheer Kumar	01429832	Additional director	12/05/2020	Appointment
Sudheer Kumar	01429832	Additional director	30/06/2020	Cessation
Ashutosh Gangal	07057313	Additional director	27/08/2020	Appointment
Dr. C. B. Venkataraman	03179171	Director	19/09/2020	Cessation
Dr. Narinder Singh Raina	07968391	Director	19/09/2020	Cessation
Shyam Lal Gupta	07598920	Whole-time director	29/09/2020	Change in designation
Ashutosh Gangal	07057313	Nominee director	29/09/2020	Change in designation
Hrai Mohan Gupta	08453476	Nominee director	12/10/2020	Cessation
Ashutosh Gangal	07057313	Nominee director	27/10/2020	Cessation
Dhananjaya Singh	08955500	Additional director	10/11/2020	Appointment
Ashok Kumar Ganju	07014589	Director	07/03/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/09/2020	108,200	47	89.18

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2020	8	6	75
2	10/07/2020	8	8	100
3	15/07/2020	8	7	87.5
4	25/08/2020	8	7	87.5
5	28/10/2020	5	5	100
6	11/11/2020	6	6	100
7	17/12/2020	6	6	100
8	13/02/2021	6	6	100
9	15/02/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/04/2020	3	3	100
2	Audit Committee	09/07/2020	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	Audit Committee	10/07/2020	3	3	100
4	Audit Committee	30/07/2020	3	3	100
5	Audit Committee	14/08/2020	3	3	100
6	Audit Committee	25/08/2020	3	3	100
7	Audit Committee	11/11/2020	3	3	100
8	Audit Committee	17/12/2020	3	3	100
9	Audit Committee	12/02/2021	3	3	100
10	Audit Committee	15/02/2021	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/09/2021
								(Y/N/NA)
1	S. K. CHAUDHARI	9	9	100	0	0	0	Not Applicable
2	M. K. SINGH	9	9	100	3	3	100	Yes
3	YOGESH KUMAR	9	9	100	11	11	100	Yes
4	SHYAM LAL CHAUDHARI	9	9	100	7	6	85.71	Yes
5	DHANANJAY KUMAR	4	4	100	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. K. CHAUDHARY	CHAIRMAN & M	4,349,478	0	0	4,218,731	0
2	M. K. SINGH	DIRECTOR (FIN	4,209,084	0	0	3,452,034	0
3	YOGESH KUMAR	DIRECTOR (WC	3,930,130	0	0	2,757,547	0
4	SHYAM LAL GUPT	DIRECTOR (PR	4,217,817	0	0	2,687,120	0
	Total		16,706,509	0	0	13,115,432	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ritu Arora	Company Secre	2,322,339	0	0	819,871	0
	Total		2,322,339	0	0	819,871	0

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. C. B. Venkatara	Independent Dir	0	0	0	300,000	0
2	Dr. Narinder Singh	Independent Dir	0	0	0	110,000	0
3	Ashok Kumar Ganju	Independent Dir	0	0	0	550,000	0
	Total		0	0	0	960,000	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

The Company didn't have- 1. Woman Director on its Board during FY 2020-21; 2. atleast 1/3 of the total number of directors as Independent Directors w.e.f. 20.09.2020; 3. The composition and quorum of Audit Committee and Nomination & Remuneration Committee is not in compliance w.e.f.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SACHIN AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

5910

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

YOGESH KUMAR MISRA
Digitally signed by YOGESH KUMAR MISRA
Date: 2021.10.12 15:31:42 +05'30'

DIN of the director

07654014

To be digitally signed by

RITU ARORA
Digitally signed by RITU ARORA
Date: 2021.10.12 15:31:42 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Details of Flls- Annexure-1.pdf Details- Committee Meetings Annexure-2.p Certificate MGT-8.pdf
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IRCON INTERNATIONAL LIMITED**(c) Details of Foreign institutional investors' (FIIs) holding shares of the company**

S. NO.	NAME OF THE FIIs	ADDRESS	COUNTRY OF INCORPORATION	NUMBER OF SHARES HELD	% OF SHARES HELD
1	DOVETAIL INDIA FUND CLASS 6 SHARES	4TH FLOOR 19 BANK STREET CYBERCITY EBENE	-	1450000	0.31
2	NOMURA SINGAPORE LIMITED	10 MARINA BOULEVARD MARINA BAY FINANCIAL CENTRE TOWER 2 36 01	SINGAPORE	1345440	0.29
3	BNP PARIBAS ARBITRAGE - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	INDIA	1000000	0.21
4	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	959072	0.20
5	MKT CAPITAL LP	341 RAVEN CIRCLE WYOMING DELAWARE	UNITED STATES OF AMERICA	674754	0.14
6	DOVETAIL INDIA FUND CLASS 11 SHARES	DBS BANK LIMITED, GROUND FLOOR EXPRESS TOWERS, BLOCK III BACKBAY RECLAMATION NARIMAN POINT, MUMBAI	INDIA	550000	0.12
7	WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	245 PARK AVENUE 35TH FLOOR NEW YORK N Y 10167	UNITED STATES OF AMERICA	476574	0.10
8	SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI	INDIA	295850	0.06
9	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	C/O CIM GLOBAL BUSINESS 33 EDITH CAVELL STREET PORT LOUIS	MAURITIUS	210489	0.04
10	GMO IMPLEMENTATION FUND A SERIES OF GMO TRUST	40 ROWES WHARF BOSTON MASSACHUSETTS	UNITED STATES OF AMERICA	186535	0.04
11	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA I NVESTMENT TRUST COMPANY	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	UNITED STATES OF AMERICA	94785	0.02

12	GMO BENCHMARK - FREE FUND, A SERIES OF GMO TRUST	40 ROWES WHARF BOSTON MASSACHUSETTS	UNITED STATES OF AMERICA	75728	0.02
13	GMO GLOBAL REAL RETURN (UCITS) FUND, A SUB-FUND OF GMO FUNDS PLC	30 HERBERT ST DUBLIN 2	IRELAND	63368	0.01
14	THE BOEING COMPANY EMPLOYEE SAVINGS PLANS MASTER TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	22389	0.00
15	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	UNITED STATES OF AMERICA	22130	0.00
16	DIMENSIONAL EMERGING MARKETS VALUE FUND	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	UNITED STATES OF AMERICA	11290	0.00
17	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS TRUST	LEVEL 43 1 MACQUARIE PLACE SYDNEY NSW	AUSTRALIA	10725	0.00
18	FIRST STATE SUPERANNUATION SCHEME	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	INDIA	9844	0.00
19	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	9355	0.00
20	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	IRELAND	7900	0.00
21	WISDOM TREE ISSUER PLC - WISDOM TREE EMERGING MARKETS SMALLCAP DIVIDEND UCITS ETF	FITZWILTON HOUSE WILTON PLACE DUBLIN 2	IRELAND	7094	0.00
22	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	INDIA	5615	0.00
23	MORGAN STANLEY ASIA (SINGAPORE) PTE.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	3838	0.00

24	WISDOMTREE ISSUER PUBLIC LIMITED COMPANY - WISDOMT REE EMERGING MARKETS EQUITY INCOME UCITS ETF	25 28 NORTH WALL QUAY DUBLIN		3255	0.00
25	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	LEVEL 3 ALEXANDER HOUSE 35 CYBERCITY EBENE	MAURITIUS	1000	0.00
26	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM ENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	76	0.00
TOTAL				7497106	1.59

IX. MEETINGS OF MEMBERS/ CLASS OF MEMBERS/ BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

Total Number of Meeting Held – 18 [Audit Committee-10; Stakeholders Relationship Committee- 1, CSR & Sustainability- 1; Nomination & Remuneration Committee- 5, Risk Management Committee- 1]

Sl. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	As %age of total members
A. Audit Committee					
1.	Audit Committee	30.04.2020	3	3	100
2.	Audit Committee	09.07.2020	3	3	100
3.	Audit Committee	10.07.2020	3	3	100
4.	Audit Committee	30.07.2020	3	3	100
5.	Audit Committee	14.08.2020	3	3	100
6.	Audit Committee	25.08.2020	3	3	100
7.	Audit Committee	11.11.2020	3	3	100
8.	Audit Committee	17.12.2020	3	3	100
9.	Audit Committee	12.02.2021	3	3	100
10.	Audit Committee	15.02.2021	3	2	66.67
B. Stakeholders Relationship Committee					
11.	Stakeholders Relationship Committee	12.02.2021	3	3	100
B. CSR & Sustainability Committee					
12.	CSR & Sustainability Committee	24.08.2020	3	3	100
C. Nomination & Remuneration Committee (NRC)					
13.	Nomination & Remuneration Committee	16.04.2020	3	2	100
14.	Nomination & Remuneration Committee	29.05.2020	3	3	100
15.	Nomination & Remuneration Committee	13.08.2020	3	3	100
16.	Nomination & Remuneration Committee	17.09.2020	3	3	100
17.	Nomination & Remuneration Committee	17.12.2020	3	3	100
D. Risk Management Committee					
18.	Risk Management Committee	27.05.2020	3	3	100

Note: This sheet contains all the details of Committee meetings including the details given under Sl. No IX (c) in the E-form MGT-7.



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers **IRCON INTERNATIONAL LIMITED** (herein after called "the Company") as required to be maintained under the Companies Act, 2013 (herein after called "the Act") and the rules made thereunder for the financial year ended on 31st March, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, subject to observations in the Secretarial Audit Report of the Company, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders, as the case may be.
 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. Contracts/arrangements with related parties as specified in Section 188 of the Act;



8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances.
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them- *except appointment of Woman Director on its Board for the period from 1st April, 2020 to 31st March, 2021 and Requisite number of Independent Director on the board during the financial year;*
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; if any, were duly taken under provisions of Companies Act, 2013.
15. Acceptance/ renewal/ repayment of deposits, if any, in compliance of under provisions of Companies Act, 2013;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act ;
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company in compliance of under provisions of Companies Act, 2013.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100




CS Sachin Agarwal
Partner
FCS No.: 5774
C.P No.: 5910

Place: New Delhi
Date: 11.10.2021
UDIN: F005774C001141766

Our above certificate of even date is subject to following:

1. Maintenance of secretarial record is the responsibility of the management of the Company.
2. We have followed the secretarial practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records for issuance of above certificate. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. Certificate in from MGT 8 is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company and is subject to observations, if any, provided in the Secretarial Audit Report of the Company.
6. The prevailing circumstances in the country on account of Lockdown/ restrictions on movements and COVID-19 have impacted physical verification of the records/documents of the Company.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100




CS Sachin Agarwal
Partner
FCS No.: 5774
C.P No.: 5910

Place: New Delhi
Date: 11.10.2021