



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

13th September, 2023

BSE Limited Listing Dept./ Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 बीएसई लिमिटेड लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई- 400001 Scrip code / ID: 541956 / IRCON	National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East), Mumbai – 400051 नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं. सी/ आई. जी. ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई-400051 Scrip Code: IRCON
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Sub: Compliance under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015- Voting Results of 47th Annual General Meeting/
सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियम 44(3) के
तहत अनुपालन- 47वीं वार्षिक आम बैठक के मतदान परिणाम

Dear Sir/ Madam, महोदय/महोदया,

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding voting results (in specified format) along with the consolidated report of Scrutinizer on remote e-voting and e-voting at the Annual General Meeting in respect of items of business transacted at 47th Annual General Meeting of the Company held on Tuesday, 12th September, 2023 are enclosed herewith.

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियम 44(3) के प्रावधानों के अनुसार, मंगलवार, 12 सितंबर, 2023 को आयोजित कंपनी की 47वीं वार्षिक आम बैठक में किए गए कारोबार की मदों के संबंध में मतदान परिणामों (निर्दिष्ट प्रारूप में) के साथ-साथ रिमोट ई-वोटिंग पर और एजीएम में ई-वोटिंग से किये मतदान पर स्कूटनीज़र की समेकित रिपोर्ट 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



IRCON INTERNATIONAL LIMITED - e-Voting AGM REPORT date 12-09-2023

Total number of shareholders on record date:	379470	No of Shares:	940515740
No. of Shareholders present in the meeting either in person or through proxy:	141		
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
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31st March, 2023 along with the Boards' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.

ORDINARY RESOLUTION

Promoter and Promoter Group	E-Voting	688301650	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	51752835	32240761	62.298	32240761	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		51752835	32240761	62.298	32240761	0	100.000
Public-Others	E-Voting	200461255	922048	0.460	920636	1412	99.847	0.153
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		200461255	922048	0.460	920636	1412	99.847
GRAND TOTAL		940515740	721464459	76.709	721463047	1412	100.000	0.000

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2023 along with the Auditors' Report and the comment of C&AG thereon.

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	51752835	32240761	62.298	32240761	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		51752835	32240761	62.298	32240761	0	100.000
Public-Others	E-Voting	200461255	921728	0.460	920306	1422	99.846	0.154
	Poll		0	0.000	0	0	0.000	0.000

Public-Others	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	921728	0.460	920306	1422	99.846	0.154
	GRAND TOTAL	940515740	721464139	76.709	721462717	1422	100.000	0.000

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

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting		34457714	66.581	34457714	0	100.000	0.000
	Poll	51752835	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	51752835	34457714	66.581	34457714	0	100.000	0.000
Public-Others	E-Voting		921738	0.460	920911	827	99.910	0.090
	Poll	200461255		0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	921738	0.460	920911	827	99.910	0.090
	GRAND TOTAL	940515740	723681102	76.945	723680275	827	100.000	0.000

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

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting		34457714	66.581	3671763	30785951	10.656	89.344
	Poll	51752835	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	51752835	34457714	66.581	3671763	30785951	10.656	89.344
Public-Others	E-Voting		920977	0.459	870400	50577	94.508	5.492
	Poll	200461255		0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	920977	0.459	870400	50577	94.508	5.492
	GRAND TOTAL	940515740	723680341	76.945	692843813	30836528	95.739	4.261

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

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
	E-Voting		34457714	66.581	33194884	1262830	96.335	3.665

Public – Institutional holders	Poll	51752835	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	51752835	34457714	66.581	33194884	1262830	96.335	3.665
Public-Others	E-Voting		921728	0.460	909752	11976	98.701	1.299
	Poll	200461255		0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	921728	0.460	909752	11976	98.701	1.299
GRAND TOTAL		940515740	723681092	76.945	722406286	1274806	99.824	0.176

6 To appoint Shri Brijesh Kumar Gupta [DIN:10092756] as Chairman & Managing Director, liable to retire by rotation.

ORDINARY RESOLUTION

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting		34457714	66.581	30804884	3652830	89.399	10.601
	Poll	51752835	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	51752835	34457714	66.581	30804884	3652830	89.399	10.601
Public-Others	E-Voting		920828	0.459	904036	16792	98.176	1.824
	Poll	200461255		0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	920828	0.459	904036	16792	98.176	1.824
GRAND TOTAL		940515740	723680192	76.945	720010570	3669622	99.493	0.507

7 To appoint Shri Anand Kumar Singh [DIN:07918656] as Director (Projects), liable to retire by rotation.

ORDINARY RESOLUTION

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting		34457714	66.581	5455746	29001968	15.833	84.167
	Poll	51752835	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	51752835	34457714	66.581	5455746	29001968	15.833	84.167
Public-Others	E-Voting		921006	0.459	899884	21122	97.707	2.293
	Poll	200461255		0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	921006	0.459	899884	21122	97.707	2.293
GRAND TOTAL		940515740	723680370	76.945	694657280	29023090	95.990	4.010

8 To ratify remuneration of Cost Auditor of the Company for the financial year 2023-24.

ORDINARY RESOLUTION

Promoter and Promoter Group	E-Voting		688301650	100.000	688301650	0	100.000	0.000
	Poll	688301650	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000

	Total	688301650	688301650	100.000	688301650	0	100.000	0.000
Public – Institutional holders	E-Voting	51752835	34457714	66.581	34457714	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	51752835	34457714	66.581	34457714	0	100.000	0.000
Public-Others	E-Voting	200461255	912174	0.455	909267	2907	99.681	0.319
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	200461255	912174	0.455	909267	2907	99.681	0.319
	GRAND TOTAL	940515740	723671538	76.944	723668631	2907	100.000	0.000



CONSOLIDATED SCRUTINIZER'S REPORT

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

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

Reg.: 47th Annual General Meeting of the members of IRCON International Limited held on
Tuesday, 12th day of September, 2023 at 12.30 p.m. through Video Conferencing ("VC")/ Other
Audio-Visual Means ("OAVM")

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

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd
Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075 had been appointed as the
Scrutinizer by the Board of Directors of **IRCON International Limited ("IRCON" or "the Company")**
having its registered office at C - 4, District Centre, Saket, New Delhi-110017 in its meeting held on 8th
August, 2023, pursuant to the provisions of section 108 and any other applicable Provision of the
Companies Act, 2013 and Rule 20 of the Companies (Management and Administration)
Rules, 2014 ("as amended") read with Ministry of Corporate Affairs ("**MCA**"), General Circular
No.10/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs ("MCA") and
circular SEBI/HO/CFD/PoD-2/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange
Board of India ("SEBI") (collectively referred to as "**Circular**"), to conduct the remote e-voting process
and to scrutinize e-voting at the AGM through VC or OAVM process by the Shareholders in respect of
the below mentioned resolution(s) proposed at 47th Annual General Meeting of the Company held on
Tuesday, the 12th day of September, 2023.

The notice dated **11th August, 2023** for convening 47th AGM of the Company was sent to all the Shareholders on 17th August, 2023 in accordance with the provision of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI circulars.

The Company has provided the voting through electronic means ("**remote e-voting**") facility offered by **National Securities Depository Limited ("NSDL")** for Shareholder's participation in the e-voting process of 47th AGM.

The shareholders of the Company holding shares as on the "**Cut – Off**" date i.e. **Tuesday, 05th September, 2023** were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening 47th Annual General Meeting of the Company.

Pursuant to the applicable provision of MCA circulars, the Company had published the newspaper advertisement in Financial Express (English) and Jansatta (Hindi) dated 10th August, 2023. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had published the newspaper advertisement in Financial Express (English) and Jansatta (Hindi) dated 17th August, 2023.

The voting period for remote e-voting commenced on **Saturday, 09th September, 2023 at 09:00 A.M.(IST)** and ended on **Monday, 11th September, 2023 at 5.00 P.M.(IST)** and the remote e-voting platform was blocked thereafter.

As the AGM of the Company held through VC/OAVM on Tuesday, 12th September, 2023, after considering all the items of business, the facility to vote electronically was provided to those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their vote.

After the closure of e-voting during Annual General Meeting held on 12th September, 2023 and the remote e-voting conducted prior to the AGM were unlocked and were downloaded in the presence of two independent witnesses Ms. Garima and Ms. Anjali, who are not in employment of the Company. The votes cast by the members were reconciled with the record maintained by the Registrar and Transfer Agent of the Company.

The voting pattern was unlocked by us on **12th day of September, 2023** in the presence of **Independent Witness**

Digitally signed
by GARIMA
GROVER
Date: 2023.09.13
13:32:00 +05'30'

(Ms. Garima)

Digitally signed
by Anjali
Date: 2023.09.13
13:31:22 +05'30'

(Ms. Anjali)

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

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

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

Thanking You,

Yours Faithfully,

**For Agarwal S. & Associates,
Company Secretaries,
Peer review certificate no.: 2725/2022**

**CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910
UDIN: F005774E000999855**

**Date: 13.09.2023
Place: New Delhi**

**Countersigned by:
For IRCON International Limited**

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

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31st March, 2023 along with the Boards' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	771	721446464	756	721445062	99.99	15	1402	0.01
E-Voting Facility	22	17995	21	17985	100.00	1	10	0.00
Total	793	721464459	777	721463047	99.99	16	1412	0.01

Resolution No.2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2023 along with the Auditors' Report and the comment of C&AG thereon.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	770	721446144	754	721444732	99.99	16	1412	0.01
E-Voting Facility	22	17995	21	17985	99.95	1	10	0.05
Total	792	721464139	775	721462717	99.99	17	1422	0.01

Resolution No.3: Ordinary Resolution

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.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	772	723663107	757	723662290	99.99	15	817	0.01
E-Voting Facility	22	17995	21	17985	99.95	1	10	0.05
Total	794	723681102	778	723680275	99.99	16	827	0.01

Resolution No.4: Ordinary Resolution

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.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	768	723662346	665	692829428	95.74	103	30832918	4.26
E-Voting Facility	22	17995	20	14385	79.94	2	3610	20.06
Total	790	723680341	685	692843813	95.74	105	30836528	4.26

Resolution No.5: Ordinary Resolution

To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2023-24 appointed by C&AG.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	771	723663097	739	722388301	99.82	32	1274796	0.18
E-Voting Facility	22	17995	21	17985	99.95	1	10	0.05
Total	793	723681092	760	722406286	99.82	33	1274806	0.18

SPECIAL BUSINESS

Resolution No. 6: Ordinary Resolution

To appoint Shri Brijesh Kumar Gupta [DIN: 10092756] as Chairman & Managing Director, liable to retire by rotation.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	772	723662197	729	719992585	99.50	43	3669612	0.50
E-Voting Facility	22	17995	21	17985	99.95	1	10	0.05
Total	794	723680192	750	720010570	99.50	44	3669622	0.50

Resolution No. 7: Ordinary Resolution

To appoint Shri Anand Kumar Singh [DIN: 07918656] as Director (Projects), liable to retire by rotation.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	772	723662375	676	694639295	95.99	96	29023080	4.01
E-Voting Facility	22	17995	21	17985	99.95	1	10	0.05
Total	794	723680370	697	694657280	95.99	97	29023090	4.01

Resolution No. 8: Ordinary Resolution

To ratify remuneration of Cost Auditor of the Company for the financial year 2023-24.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote e-voting	770	723653542	744	723650655	99.99	26	2887	0.01
E-Voting Facility	23	17996	21	17976	99.88	2	20	0.12
Total	793	723671538	765	723668631	99.99	28	2907	0.01

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

For Agarwal S. & Associates,
Company Secretaries,

CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910

Date: 13.09.2023
Place: New Delhi