



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

20th February 2020

BSE Limited Listing Dept./ Dept of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 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 – 400 051 Scrip Code: IRCON
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Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Postal Ballot

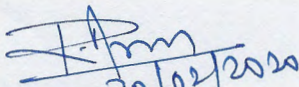
Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, please find attached the Postal Ballot Notice along with Postal Ballot Form, which is dispatched to all the members of the Company whose name appear in the Register of Members on February 14, 2020 (cut-off date).

Please take note of above information on record.

Thanking you,

Yours faithfully,
For Ircon International Limited


20/02/2020
(Ritu Arora)

Company Secretary & Compliance Officer
Membership No.: FCS 5270





IRCON INTERNATIONAL LIMITED

CIN: L45203DL1976GOI008171

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

Tel: +91-11-29565666, Fax+91-11-26854000, 26522000, E-mail: investors@ircon.org

Website: <https://www.ircon.org>

Notice of Postal Ballot

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

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force, and other applicable laws and regulations, Ircon International Limited ("IRCON/ the Company") seeks the consent of its Members for Special Businesses to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

SPECIAL BUSINESS:

Item No.1

Approval of splitting of the Company's one (1) equity share of face value of Rs.10/- each into five (5) equity shares of face value of Rs.2/- each and to consider 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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having face value of Rs.10/- each (Rupees Ten only) be sub-divided into 5 (five) Equity Shares having face value of Rs.2/- each (Rupees Two only).

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the company, the authorized, issued, subscribed and paid-up equity share capital of face value of Rs.10/- each, shall stand sub-divided into 5 (five) equity shares of face value of Rs.2/- each (Rupees Two only) from the record date and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs.10/-each (Rupees Ten only) of the company.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs.10/- each (Rupees Ten only) both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman and Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution ."

Item No.2

Approval to amend the Capital Clause in the Memorandum of Association of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the Section 13, Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force); and the rules framed thereunder, the consent of the members be and is hereby accorded for substituting the existing clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs.400,00,00,000/- (Rupees Four Hundred crore only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs.2/- (Rupees Two only) each.

" RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS
For IRCON INTERNATIONAL LIMITED

(Ritu Arora)
Company Secretary

Place : New Delhi
Date : 11th February 2020

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules related thereto and Secretarial Standard issued by the ICSI, stating reasons for the proposed Special Businesses is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the 'Rules'), the assent or dissent of the Members in respect of the resolutions contained in this postal Ballot Notice, is being determined through postal ballot which includes e-voting by electronic means also (as per Section 108 of the Companies Act, 2013).
3. Shri Sachin Agarwal, Practicing Company Secretary, partner of M/s Agarwal S. & Associates, Company Secretaries, has been appointed as Scrutinizer for conducting the e- voting / Postal Ballot in accordance with the law in fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 14th February 2020 i.e. "the cut-off date". The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on 14th February 2020 will be considered for the purpose of voting.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to einward_ris@kfintech.com / investors@ircon.org. The Company/ Registrar and Transfer Agent shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 14th February 2020.
10. In compliance with Section 108 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by KFin Technologies Private limited. The e-voting period will commence on Saturday, 22nd February 2020 at 9:00 a.m. (IST) and ends on Sunday, 22nd March 2020 at 5:00 p.m. (IST). The instructions for electronic voting are annexed to this Notice.
11. A Member cannot exercise his vote by proxy on postal ballot.

12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e.5:00 p.m. IST on Sunday, 22nd March 2020. Shri Sachin Agarwal C/o KFin Technologies Private Limited, KFinTech, Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours (IST) on Sunday, 22nd March 2020, it will be considered that no reply from the Member has been received.
13. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on Tuesday, 24th March 2020 at the registered office and will also be displayed on the website of the Company at www.ircon.org, besides being communicated to the Stock Exchanges i.e. NSE & BSE.
14. All the material documents referred to in the Notice and Explanatory Statement thereto, will be available for inspection at the registered office of the Company during office hours on all working days except Saturday(s)/ Sunday(s)/Holiday(s), from the date of dispatch of notice until the last date for receipt of votes by Postal Ballot / e-voting.
15. For any queries/grievances, in relation to voting through post of electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. KFin Technologies Private Limited of the Company at einward.ris@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO FORMING PART OF THE NOTICE

Item No.1 and 2

At present, the equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited. The face value of the equity share of the Company is Rs.10/- (Rupees Ten Only). In order to enhance the liquidity in the capital market, to widen shareholder base and to make the shares affordable to small investors, the Board of Directors in their meeting held on 11th February 2020 have considered it desirable to sub-divide / split of the existing face value of the equity shares of the Company from the present Rs.10/- each fully paid-up per equity share into five (5) equity shares of Rs.2/- each fully paid-up. Stock split would serve the purpose of raising liquidity of the shares without increasing the Company's equity servicing burden (as overall equity capital remains the same). Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V of the Memorandum of Association of the Company also need relevant amendment to give effect to the sub-division of equity shares.

None of the Directors, Key Managerial Personnel of the Company or their relative is in anyway concerned or interested in the proposed resolution except to the extent of their shareholding in the Company. Accordingly, the Board recommends passing of the resolutions set out at Item No 1 & 2 for approval of the Members through postal ballot/ e-voting.

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

(Ritu Arora)
Company Secretary

Place : New Delhi
Date : 11th February 2020

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited, RTA (KFinTech) for the purpose of providing e-voting facility to all its Members.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

1. Instructions and other information relating to remote e-voting are as under:
 - A. The remote e-voting facility will be available during the following voting period:
 - o Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, 22nd February 2020.
 - o End of remote e-voting: Up to 5:00 p.m. (IST) on Sunday, 22nd March 2020.

B. In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials. Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote:

User-ID	For Members holding shares in Demat Form- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID For Members holding shares in Physical Form- Event no. followed by Folio Number registered with the company.
Password	Your Unique password is printed on the Ballot Paper.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVENT (E-Voting Event Number) for Ircan International Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

C. Others:

- (I) In case a Member receives physical copy of the Notice of Postal Ballot by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
 - (i) Use 'user ID' and 'initial password' as provided at Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. (i) to (ix) as mentioned in (B) above, to cast your vote.
- (II) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- (III) In case of any query, members are requested to contact:
Name: Shri S. V. Raju
Designation: Deputy General Manager
E-mail id: einward.ris@kfintech.com
Address: M/s KFin Technologies Private Limited, KFintech, Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.
Contact details: Phone No. 040 6716 2222
Fax No. 040 23420814
Toll Free No. 18003454001
- (IV) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being 14th February 2020.

**IRCON INTERNATIONAL LIMITED**

CIN: L45203DL1976GOI008171

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

Tel: +91-11-29565666, Fax: +91-11-26854000, 26522000

E-mail: investors@ircon.orgWebsite: <https://www.ircon.org>**POSTAL BALLOT FORM**

[Please read the instructions printed overleaf carefully and return the form on or before 22-03-2020]

Serial No. : SLNO

1. Name and Registered Address of the First Named Shareholder (In BLOCK letters) : HOLDER
HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN : HOLDER_PIN
2. Name(s) of the Joint-Holder(s), if any registered with the Company : SECOND
THIRD
3. DP ID / Client ID or Registered Folio No : DPID / HOLDER_FOL
4. No. of Equity Shares held : TOTAL_SHAR

I hereby exercise my vote in respect of **Special Business** to be passed through Postal ballot/e-voting by conveying my assent or dissent to the said resolution(s) **by placing tick mark (✓)** in the appropriate box below

Sr. No.	Description	No. of equity shares held	assent to the resolution (For)	I dissent from the resolution (Against)
1.	Approval of splitting of the Company's one (1) equity share of face value of Rs.10/- each into five (5) equity shares of face value of Rs.2/- each.			
2.	Approval to amend the Capital Clause in the Memorandum of Association of the Company.			

Place :

Date :

Signature of the Shareholder(s)**Electronic Voting Particulars**

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic particulars are set out as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN
EVENT_NO	USER_ID	PWD

NOTES:

- Please read carefully the notes/ instructions printed overleaf before exercising your vote. For e-voting, refer instructions given at Postal Ballot Notice.
- Last date for receipt of the Postal Ballot Forms by the Scrutinizer is Sunday, 22nd March 2020
- **Please return your Postal Ballot forms in the prepaid self-addressed envelope enclosed here with**

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. A member desirous to exercise vote by postal ballot may complete this postal ballot form in all respect and send it (perforated) to the Scrutinizer in the attached self-addressed postage pre-paid envelope, which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing postal ballot form deposited in person or sent by courier at the expense of the member will also be accepted. Members who have not received postal ballot form may approach RTA/ Company at einward.ris@kfintech.com and/or investors@ircon.org to obtain a duplicate of the same.
2. Self-addressed postage pre-paid envelope bears the postal address of Registrar and Share Transfer Agent (RTA) appointed by the Company.
3. The postal ballot form should be completed and signed by the member as per specimen signature registered with the RTA / Depository Participant (DP), as the case may be.
4. The Company is also offering remote e-voting as an alternative for all shareholders to enable them to cast their vote electronically. The detailed procedure is forming part of postal ballot notice.
5. In case shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. The exercise of vote by postal ballot is not permitted through proxy.
6. A tick (✓) mark should be placed in the relevant box signifying assent/ dissent for the resolution(s), as the case may be, before mailing the postal ballot form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked postal ballot form will be rejected. Postal ballot form bearing tick marks in both the columns will also render the Postal ballot form invalid.
7. Completed postal ballot form should reach the Scrutinizer not later than the close of working hours on the Sunday, 22nd March 2020 at 5:00 pm (IST). Postal ballot form received after the said date and time will be treated as if the reply from such member has not been received and shall not be counted for the purposes of passing of resolution(s).
8. Members are entitled to cast their votes differently i.e. all the votes either in favor or against or partly in favor or partly in against.
9. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by certified copy of the Board Resolution/Authority together with attested specimen signature(s) of the duly authorized signatory(ies).
10. Members are requested not to send any extraneous paper along with the postal ballot form in the enclosed Prepaid envelope as the same would not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Postal ballot form for each folio/DP & Client ID irrespective of the number of joint member(s).
12. Scrutinizer's decision on the validity of the Postal Ballot form will be final.
13. The results of Postal Ballot will be declared at the Registered Office of the Company as specified in the notice. The results thereafter will be hosted on website of the Company, for information of the members.
14. Votes will be considered invalid on the following grounds:
 - a. if the postal ballot is unsigned by or on behalf of the member;
 - b. if the member's signature does not tally;
 - c. if the member has marked all his shares both in favor and also against the resolution(s);
 - d. if voting is done through any other form;
 - e. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.