



IRCON/SECY/STEX/124

12th September, 2024

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-1, G Block Bandra –Kurla Complex, Bandra (East) Mumbai – 400051 नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं सी-1, जी ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व) मुंबई-400051 Scrip Code: IRCON
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Sub: Proceedings of 48th Annual General Meeting of the Company held on 12th September, 2024/ 12 सितंबर, 2024 को आयोजित कंपनी की 48वीं वार्षिक आम बैठक की कार्यवाही

Dear Sir/ Madam,

Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of proceedings of the 48th Annual General Meeting of the Company held on Thursday, 12th September, 2024 is enclosed herewith.

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियम 30 के प्रावधानों के अनुसार, गुरुवार, 12 सितंबर, 2024 को आयोजित कंपनी की 48वीं वार्षिक आम बैठक की कार्यवाही का सारांश इसके साथ संलग्न है।

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,
भवदीय,

(अंकित जैन)/ (Ankit Jain)
अनुपालन अधिकारी/ Compliance Officer
सदस्यता क्र./ Membership No.: A35053
Date of Event: 12th September, 2024 at 2:43 P.M.



SUMMARY OF PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF IRCON INTERNATIONAL LIMITED (CIN L45203DL1976GOI008171) HELD ON THURSDAY, 12TH SEPTEMBER, 2024 AT 12:30 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM)

The 48th Annual General Meeting (AGM/ Meeting) of the shareholders of Ircon International Limited (IRCON) was held on **Thursday, 12th September, 2024 at 12:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** for which purpose the registered office of the Company situated at C-4, District Centre, Saket, New Delhi-110017 was deemed as the venue of the meeting. Brief proceedings of same are as under:

Shri Hari Mohan Gupta, Chairman and Managing Director chaired the proceedings of the meeting and welcomed the shareholders. The Chairman then introduced the Board Members, Key Managerial Personnel, Statutory Auditors, Secretarial Auditors and Scrutinizer present in the meeting including the Chairpersons of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility and Sustainability Committee and Stakeholders Relationship Committee.

On receipt of confirmation from the Company Secretary regarding the presence of requisite Quorum i.e. presence of over 66 shareholders for the meeting, the Chairman called the meeting in order. {In total 154 Shareholders (including representative of Government of India) were present during the meeting}.

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

Thereafter, the Company Secretary explained the procedure of the meeting and voting process. In compliance with the Companies Act, 2013, register of Directors and key managerial personnel and their shareholding and register of contracts or arrangements in which Directors are interested, copy of Memorandum & Articles of Association, and other

documents referred in the Notice of AGM were made available to shareholders for inspection through the link on the website of the NSDL during the meeting.

Company Secretary further informed that as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, IRCON had provided the remote e-voting facility to the shareholders of the Company for all the resolutions set forth in the Notice of AGM. **The remote e-voting, as mentioned in the notice of AGM, had been conducted from 9:00 A.M., 9th September, 2024 to 5:00 P.M. 11th September, 2024.**

The facility for voting through e-voting system has also been provided during the Meeting through e-voting provided by NSDL to those shareholders who did not cast their vote prior to the AGM. Shri Sachin Agarwal, Practicing Company Secretary, (Membership no. F5774) partner of M/s. Agarwal S. & Associates has been appointed as Scrutinizer to conduct the remote e-voting process as well as e-voting at AGM in a fair and transparent manner.

Chairman addressed the shareholders and gave an overview of the financial and operational performance of the Company for the financial year ended 31st March, 2024 and the future scenario of the Company. The Notice of AGM, Board's Report, Independent Auditors' Report on the Audited Financial Statements (Standalone and Consolidated), and C&AG comments thereon, as already circulated to shareholders, were taken as read.

Thereafter, the following business items as per Notice of AGM dated 12th August, 2024 were read out by the Company Secretary and transacted through e-voting:

S. No.	Details	Resolution Considered
Ordinary Businesses:		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31 st March, 2024 along with the Boards' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.	Ordinary Resolution

2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended on 31 st March, 2024 along with the Auditors' Report and the comments of C&AG thereon.	Ordinary Resolution
3.	To confirm the payment of the Interim Dividend of Rs.1.80 per equity share of the face value of Rs.2/- each [i.e.90% of paid-up equity share capital of Rs.188,10,31,480/- amounting to Rs.169.29 Crore) and to declare a final dividend @ Rs.1.30 per share on the face value of Rs.2/- each [i.e. 65% of paid-up capital of Rs.188,10,31,480/- amounting to Rs.122.26 Crore], for the financial year 2023-24.	Ordinary Resolution
4.	To appoint a Director in place of Shri Dhananjaya Singh, Part-time (Official) Director (DIN: 08955500) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
5.	To appoint a Director in place of Shri Parag Verma, Director (Works) (DIN: 05272169) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
6.	To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2024-25 appointed by C&AG.	Ordinary Resolution
Special Businesses:		
7.	To appoint Shri Hari Mohan Gupta [DIN: 08453476] as Chairman & Managing Director, liable to retire by rotation	Ordinary Resolution
8.	To ratify remuneration of the Cost Auditors of the Company for the financial year 2024-25	Ordinary Resolution
9.	Amendments in Articles of Association of the Company	Special Resolution

On the advice of the Chairman, Company Secretary informed that Statutory Auditors have not given any qualification or remarks in the Auditors' Report. Further, C&AG has also issued Nil comments. She further read out the observations of the Secretarial Auditors along with the management replies thereto mentioned in their Report.

The Chairman then invited the shareholders who had registered themselves as speakers, to raise any questions/ queries. The Chairman responded to all queries raised by shareholders to the best of satisfaction and thanked to the Shareholders.

Shri Hari Mohan Gupta, Chairman then concluded the meeting at 02:28 PM (IST) with a vote of thanks by Director (Finance).


Company Secretary informed the shareholders that the e-voting will remain open for 15 minutes after the closure of this meeting to enable those members who have not cast their vote earlier and would like to cast their vote now. On receipt of the Report from the scrutinizer, results of the Voting will be declared and notified on websites of IRCON, NSDL, BSE & NSE, within prescribed time limit.

The meeting concluded at 02:43 PM (IST) after being remained open for 15 minutes for e-voting to be completed.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013 read with relevant circulars issued by Securities and Exchange Board of India (SEBI) and the Ministry of Corporate Affairs (MCA) from time to time.

The aforesaid proceedings do not purport to the minutes of the proceedings at the said Annual General Meeting.

For Ircon International Limited


12/9/2024
(Pratibha Aggarwal)
Company Secretary
Membership No.: F8874

Date: **September 12, 2024**

Place: **New Delhi**