



# 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

17<sup>th</sup> August, 2023

<b>BSE Limited</b> Listing Dept./ Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 <b>बीएसई लिमिटेड</b> लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई- 400001 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 – 400051 <b>नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड</b> लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं. सी / आई.जी. ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई-400051 Scrip Code: <b>IRCON</b>
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**Sub: Annual Report for the Financial Year 2022-23 and Notice of AGM / वित्तीय वर्ष 2022- 23 की वार्षिक रिपोर्ट और एजीएम की सूचना**

**Dear Sir/Madam, महोदय/महोदया,**

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in continuation to our letter of even no. dated 10<sup>th</sup> August, 2023, regarding intimation of the 47<sup>th</sup> Annual General Meeting (AGM) of the Company, please find enclosed herewith the Annual Report of the Company for the Financial year 2022-23 and the Notice of 47<sup>th</sup> AGM scheduled to be held on Tuesday, 12<sup>th</sup> September, 2023 at 12:30 P.M. through Video Conferencing/ Other Audio Visual Means, to transact the business as set out therein.

The Annual Report for the financial year 2022-23 and the Notice of AGM are also available at the website of the Company i.e. [www.ircon.org](http://www.ircon.org) under Investors Section.

The Company shall commence dispatch (by electronic means) of the Notice of AGM and the Annual Report for FY 2022-23 to the shareholders from today i.e. 17<sup>th</sup> August, 2023.

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण अपेक्षाए) विनियम, 2015 के विनियम 34 के प्रावधानों के अनुसार और हमारे समसंख्यक पत्र दिनांक 10 अगस्त, 2023, जिसमें कंपनी की 47वीं वार्षिक आम बैठक (एजीएम) के बारे में सूचित किया था, के संदर्भ में, कंपनी के वित्तीय वर्ष 2022-23 की वार्षिक रिपोर्ट और मंगलवार, 12 सितंबर, 2023 को दोपहर 12:30 बजे होने वाली 47वीं एजीएम जो की वीडियो कॉन्फ्रेंसिंग/ अन्य ऑडियो विजुअल माध्यमों के माध्यम से अयोजित की जाएगी, का नोटिस संलग्न है।

वित्तीय वर्ष 2022-23 की वार्षिक रिपोर्ट और एजीएम की सूचना कंपनी की वेबसाइट यानी [www.ircon.org](http://www.ircon.org) पर निवेशक अनुभाग के तहत भी उपलब्ध है।

कंपनी आज यानी 17 अगस्त, 2023 से शेयरधारकों को एजीएम की सूचना और वित्त वर्ष 2022-23 की वार्षिक रिपोर्ट भेजना (इलेक्ट्रॉनिक माध्यम से) शुरू करेगी।

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,  
भवदीया,

(रितु अरोड़ा) / (Ritu Arora)

कम्पनी सचिव एवं अनुपालन अधिकारी/ Company Secretary & Compliance Officer

सदस्यता क्र.: FCS 5270/ Membership No.: F5270





**IRCON INTERNATIONAL LIMITED**

CIN: L45203DL1976GOI008171

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

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Website: [www.ircon.org](http://www.ircon.org)

**NOTICE FOR THE 47<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting of Ircon International Limited (IRCON) will be held on **Tuesday, the 12<sup>th</sup> September, 2023 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 shall be deemed as the venue of the meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31<sup>st</sup> March, 2023 along with the Boards’ Report, Auditors’ Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2023 along with the Auditors’ Report and the comment of C&AG thereon.
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.
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.
5. To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2023-24 appointed by C&AG.

**SPECIAL BUSINESS:**

6. **To appoint Shri Brijesh Kumar Gupta [DIN: 10092756] as Chairman & Managing Director, liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Brijesh Kumar Gupta [DIN: 10092756] who vide Ministry of Railways letter no. No.2022/PL/57/10 dated 16<sup>th</sup> March, 2023 was appointed as Additional Director/ Part-time (Official Director) by the Board of Directors w.e.f. 29<sup>th</sup> March, 2023 to hold office upto the date of ensuing Annual General Meeting and who pursuant to the Ministry of Railways letters no. 2020/E(O)II/40/2 dated 29<sup>th</sup> April, 2023 and 26<sup>th</sup> July, 2023 has assumed the additional charge of Chairman & Managing Director (CMD) of the Company w.e.f. 29<sup>th</sup> April, 2023, consented to act as a CMD of the Company, be and is hereby appointed as the CMD of the Company on the terms & conditions and any further orders as may be issued by Government of India from time to time and shall be liable to retire by rotation.”

7. **To appoint Shri Anand Kumar Singh [DIN: 07918656] as Director (Projects), liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Anand Kumar Singh [DIN: 07918656] who was appointed as Director (Projects), by the President of India vide Ministry of Railways letter no. 2021/E(O)II/40/21 dated 7<sup>th</sup> July, 2023, and subsequently, in terms of Section 161 of the

Companies Act, 2013, appointed as an Additional Director/ Director (Projects) by the Board of Directors w.e.f. 7<sup>th</sup> July, 2023 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as the Director (Projects) on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation.”

8. **To ratify remuneration of Cost Auditor of the Company for the financial year 2023-24** and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.75,000/- plus GST and out of pocket expenses (in case of visit outside Delhi NCR only) payable to M/s. R.M. Bansal & Co., Cost Accountants as Cost Auditors of the Company for audit of cost records maintained by the Company as approved by the Board of Directors on recommendation of the Audit Committee for the financial year 2023-24, be and is hereby ratified and confirmed.”

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

Sd/-  
**(Ritu Arora)**  
Company Secretary  
Membership No.:F5270

Place : New Delhi  
Date : 11<sup>th</sup> August, 2023

**NOTES:**

1. Pursuant to the General Circular No.10/2022 dated 28<sup>th</sup> December, 2022, issued by the Ministry of Corporate Affairs (“MCA”) and circular SEBI/HO/CFD/PoD-2/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the “Circulars”), the AGM of the Company is being held through VC/OAVM without the physical presence of the members at a common venue and members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not be a member of the Company. Since, this AGM is being held in accordance with the Circular through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form is not annexed to the notice.
3. Body Corporate are entitled to appoint authorized representative for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM. Corporate Members are, therefore, requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their Representative to attend and vote on their behalf before or at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
5. Participation of the members through VC/OAVM will be counted for the purpose of reckoning the quorum for the AGM as per Section 103 of the Act.
6. Members of the Company under the category of Institutional Shareholders are encouraged to attend and vote at the AGM through VC.
7. Brief resume of Directors seeking appointment/ re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
8. Pursuant to Section 139(5) of the Act, the Statutory Auditors of the Government Company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Act, the remuneration has to be fixed by the company in the Annual General Meeting or in such manner as the company in Annual General Meeting may determine. C&AG vide its letter dated 30<sup>th</sup> August, 2022 has

appointed M/s HDSG & Associates (DE0987) as Statutory Auditors of the Company for the financial year 2022-23. The Members of the Company, in its 46<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September 2022, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2022-23. Accordingly, the Board of Directors had fixed audit fee of Rs.28,54,000/- plus taxes as applicable for the Statutory Auditors & Indian Branch Auditors for the Financial Year 2022-23 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units.

9. The appointment of Statutory Auditor for the Financial Year 2023-24 is yet to be received from C&AG. The Members may authorize the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board of Directors for the Financial Year 2023-24. The tentative fee of the Statutory Auditors for FY 2023-24 would be approx. Rs.30 Lakh.
10. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Smt. Ragini Advani, being Director of the Company for the Item No.4 and all directors & KMPs for the Item No.3 to the extent of their shareholding, if any, in the Company.
11. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/depository participant(s) unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Annual Report 2022-23 to those Members who request for the same at [investors@ircon.org](mailto:investors@ircon.org) by mentioning their Folio No./DP ID and Client ID. The Notice and Annual Report 2022-23 have also been uploaded on the Company's website in the Investors Section at [www.ircon.org](http://www.ircon.org). The Notice and Annual Report 2022-23 can also be accessed from the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available at website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. To support the 'Green Initiative' and in terms of the Circulars, Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by e-mail to [rta@alankit.com](mailto:rta@alankit.com).
14. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its e-mail id at [investors@ircon.org](mailto:investors@ircon.org) till the date of AGM. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting at the e-mail id at [investors@ircon.org](mailto:investors@ircon.org), so that the information required can be made readily available at the meeting.
15. The recorded transcript of the forthcoming AGM on 12<sup>th</sup> September, 2023 shall also be made available on the website of the Company [www.ircon.org](http://www.ircon.org) as soon as possible after the Meeting is over.
16. SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022 dated 24<sup>th</sup> January, 2022 has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated that all requests for transfer of securities including transmission or transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are requested to dematerialize their physical holding.
17. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the RTA along with relevant Share Certificates.
18. SEBI vide its circular dated 16<sup>th</sup> March, 2023 has mandated all holders of physical securities in listed company to furnish PAN, Nomination and Contact details, Bank A/c details and specimen signature for their corresponding folio numbers. The folio wherein any one of the cited documents/ details is not available on or after 1<sup>st</sup> October, 2023, such folio shall be frozen by the RTA. The Shareholders are requested to submit their PAN, KYC, Bank details and nomination details in prescribed form ISR-1, ISR-2, ISR-3 and SH-13/14 to Alankit Assignments Limited ("Alankit" or "RTA"). The forms for updating the same

are available on the website of the Company at link [https://www.ircon.org/images/file/Shareholders\\_Letter\\_Website\\_Update.pdf](https://www.ircon.org/images/file/Shareholders_Letter_Website_Update.pdf). The Company has completed the process of sending letters through its RTA to the Members holding shares in physical form in relation to above referred SEBI Circular. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before 1st October, 2023, the RTA is obligated to freeze such folios. The security holder(s) whose folio(s) have been frozen shall be eligible to receive payments (including dividend, interest or redemption payment) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen till December 31, 2025, the RTA shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form (Form No. SH-13) under Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in **ISR-3** or **SH-14** as the case may be. The said forms can be downloaded from the company's website at [https://www.ircon.org/images/file/Shareholders\\_Letter\\_Website\\_Update.pdf](https://www.ircon.org/images/file/Shareholders_Letter_Website_Update.pdf)

In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

20. Members are requested to send all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other shares related matter to the RTA of the Company.
21. Members are requested to notify immediately any change in their address:
- (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - (ii) to the Company at its Registered Office or its RTA, Alankit in respect of their physical shares, if any, quoting their Folio Number.
22. Non-Resident Indian members are requested to inform Company/RTA, regarding:
- (i) Change in their residential status on return to India for permanent settlement.
  - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
23. Annual Listing fee for the year 2023-24 has been paid to the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2023-24 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
24. Since the AGM will be held through VC/OAVM, in accordance with the Circulars, the Route Map, Proxy Form and Attendance slip are not annexed in this Notice.
25. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the MCA Circulars, the Company is providing facilities of remote e-voting and e-voting on the day of AGM to all the Shareholders of the Company in respect of items to be transacted at this AGM and in this regard, the Company has engaged the services of NSDL, to provide the facility of electronic voting and Video Conferencing Facility for conducting the AGM.
26. The Members attending the AGM who could not cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The member who could cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote.

## 27. **DIVIDEND RELATED INFORMATION**

- i. The Board of directors at its meeting held on 8<sup>th</sup> February, 2023, has declared an Interim Dividend of Rs.1.80 per share of face value of Rs.2/- each. (i.e. @ 90% on the paid-up equity share capital of Rs.188.10 Crore) which was paid on 28<sup>th</sup> February, 2023. The Board of Directors has further

recommended a Final Dividend of Rs.1.20 per share of face value of Rs.2/- each (i.e. @ 60% on the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 24<sup>th</sup> May, 2023.

- ii. Members who have not received or not encashed their Dividend warrants from the financial years 2018-19 onwards may approach Alankit, the RTA of the Company for obtaining duplicate warrant or revalidating the warrant with the Letter of Undertaking for issue of duplicate dividend warrants or for payment through NEFT mode.
- iii. The Final Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid **Wednesday, 27<sup>th</sup> September, 2023** onwards to those Members, whose names appear on the Register of Members of the Company in respect of physical shares and in respect of dematerialized shares to the “beneficial owners” of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Tuesday, 5<sup>th</sup> September, 2023**.
- iv. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 6<sup>th</sup> September, 2023 to Tuesday, 12<sup>th</sup> September, 2023** (both days inclusive).
- v. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants/ demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
- vi. Shareholders who hold shares in electronic form and have not opted for Electronic Clearing System (ECS) facility earlier or not updated their bank account are requested to update the bank account with their Depository Participants (DP) to avail the ECS facility. Shareholders who hold shares in physical form and have not opted for ECS facility earlier may send the enclosed Form ISR-1 along with the cancel cheque and copy of PAN to the RTA (Alankit) of the Company.
- vii. **Deduction of Tax at Source on Dividend**
  - a) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Alankit (in case of shares held in physical mode) and with the Depositories/ Depository Participants (in case of shares held in demat mode).
  - b) For Resident Shareholders, who have provided PAN, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend. If no PAN is provided, then the tax shall be deducted at source at 20% as per Section 206AA of the Income Tax Act, 1961. No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during Financial Year 2022-23 does not exceed Rs.5,000. In cases where the shareholder provides Form 15G / Form 15H and provided that all the required eligibility conditions are met, no tax will be deducted at source.

Section 206AB of the Finance Act, 2021, provides for deduction of higher rate of tax in case a person:

206AB. *Special provision for deduction of tax at source for non-filers of income-tax return* - (1) Notwithstanding anything contained in any other provisions of this Act, where tax is required to be deducted at source under the provisions of Chapter XVIIIB, other than section 192, 192A, 194B, 194BB, 194LBC or 194N on any sum or income or amount paid, or payable or credited, by a person (hereafter referred to as deductee) to a specified person, the tax shall be deducted at the higher of the following rates, namely:-

- (i) at twice the rate specified in the relevant provision of the Act; or
- (ii) at twice the rate or rates in force; or
- (iii) at the rate of five per cent.

If the provisions of section 206AA is applicable to a specified person, in addition to the provision of this section, the tax shall be deducted at higher of the two rates provided in this section and in section 206AA.

- c) In view of the provisions of sections 194, 196, 197A of the Act and CBDT notification, Life Insurance Corporation of India; General Insurance Corporation of India/The New India Assurance Company Ltd/United India Insurance Company Ltd/The Oriental Insurance Company Limited/National Insurance Company Ltd.; and any other insurer in respect of any shares owned by it or in which it has full beneficial interest; Government, Reserve Bank of India, a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income, Mutual Funds, any person for, or on behalf of, the New Pension System Trust referred to in section 10(44); and Category I or a Category II Alternative Investment Fund (registered with SEBI as per section 115UB) as per Notification 51/2015 since their income, other than profits and gains of business and profession are exempted from tax deduction at source.
- d) For Foreign Portfolio Investor (FPI) category Shareholders, taxes shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% (plus applicable surcharge and cess) on the amount of dividend payable.
- e) For other Non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 of the Income tax Act, 1961, at the rates in force. As per the relevant provisions of the Act, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90(2) of the Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. To avail benefit of rate of deduction of tax at source under DTAA, such non-resident shareholders will have to provide the following:
- i. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
  - ii. Tax residency certificate from the jurisdictional tax authorities confirming residential status [for the dividend declared in FY 2022-23] – TRC
  - iii. Declaration by the non- resident in prescribed form 10F
  - iv. Self-declaration by the non-resident shareholder as to:
    - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
    - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
    - Shareholder being the beneficial owner of the dividend income to be received on the equity shares.
- f) In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income Tax Act, 1961, we request you to upload the above mentioned details and documents in the format provided by us and as applicable to you on the link <https://einward.alankit.com/> by **05.00 p.m. IST on or before Tuesday, 5<sup>th</sup> September, 2023**. Any communication on the tax determination/deduction received post 05:00 P.M. 5<sup>th</sup> September, 2023 shall not be considered.
- g) Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholders.
- h) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company /Alankit.
- i) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- j) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

- k) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

**28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- (i) The remote e-voting period will begin on **Saturday, 9<sup>th</sup> September, 2023 at 09:00 a.m. (IST)** and ends on **Monday, 11<sup>th</sup> September, 2023 at 05:00 p.m. (IST)**. During remote e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 5<sup>th</sup> September, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, 5<sup>th</sup> September, 2023**.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**





**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting Service providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre – Senior Manager, NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to [rta@alankit.com](mailto:rta@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rta@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

#### **29. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**30. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following procedure mentioned in the Notice. The facility for participation in the AGM through VC/ OAVM is made available for 1000 members on first-come-first-serve-basis. However, this number does not include the large shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Shareholders, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-serve principle.

**31. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING**

- (i) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered e-mail ID to [investors@ircon.org](mailto:investors@ircon.org). The speaker registration period begins from **Tuesday, 5<sup>th</sup> September, 2023 at 9:00 a.m (IST)** and ends on **Friday, 8<sup>th</sup> September, 2023**. Only those members who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

**Speaker Registration Form\***

Name of Shareholder (including joint holder)

DPID-CLID/ Folio Number

Permanent Account Number (PAN)

Mobile No.

Query in brief

\* All fields are mandatory

- (ii) The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

### 32. Others:

- 1 The Board of Directors have appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774), and failing him Ms. Anjali, Practicing Company Secretary (A65330), partners of M/s. Agarwal S. & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 2 The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of AGM, in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than two working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/Company Secretary of the Company or any person authorized by Chairman in writing who shall countersign the same. Chairman/Company Secretary or a person authorized by Chairman in writing shall declare the result of the voting forthwith.
- 3 The Results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- 4 The declared results along with Scrutinizers Report(s) will be available on the website of the Company at [www.ircon.org](http://www.ircon.org) and on NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be communicated to the Stock Exchanges i.e. NSE & BSE. The Scrutinizer's decision on the validity of e-voting will be final.

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ITEMS**

#### **Item No. 6**

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

In terms of Ministry of Railways letter no. No.2022/PL/57/10 dated 16<sup>th</sup> March, 2023 and Article 62 of the Articles of Association of the Company, Shri Brijesh Kumar Gupta, Additional Member (Civil Engineering) was appointed as Part-Time (Official Director) on the Board of the Company w.e.f. 29<sup>th</sup> March, 2023 to hold office upto the date of ensuing Annual General Meeting. Further, pursuant to the Ministry of Railways letters no. 2020/E(O)II/40/2 dated 29<sup>th</sup> April, 2023 and 26<sup>th</sup> July, 2023 he has assumed the additional charge of Chairman and Managing Director of the Company w.e.f. 29<sup>th</sup> April, 2023 on the terms and conditions and any further orders as may be issued by Government of India from time to time. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Brijesh Kumar Gupta as CMD of the Company.

Shri Brijesh Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Brijesh Kumar Gupta do not hold any shares in the Company and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Brijesh Kumar Gupta, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

#### **Item No. 7**

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

Shri Anand Kumar Singh was appointed as Director (Projects) on the Board of the Company in terms of Ministry of Railways order no. 2021/E(O)II/40/21 dated 7<sup>th</sup> July, 2023. In terms of Article 62 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Anand Kumar Singh as an Additional Director/ [Director (Projects)] with effect from 7<sup>th</sup> July,

2023 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Anand Kumar Singh as a Director on the Board of IRCON.

Shri Anand Kumar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Anand Kumar Singh do not hold any shares in the Company and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Anand Kumar Singh, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

**Item No. 8**

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

As per Section 148 of the Companies Act, 2013, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be determined by the Members. Under the Companies (Audit and Auditors) Rules 2014, the Board while appointing the cost auditors (based on the recommendations of the Audit Committee) has to approve the remuneration payable to them and the remuneration so approved by the Board has to be ratified by the members in the subsequent general meeting.

Accordingly, based on the recommendations by the Audit Committee, the Board of Directors at its meeting held on 24<sup>th</sup> May, 2023 have approved the re-appointment of M/s R.M. Bansal & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2023-24 at a remuneration of Rs.75,000/- plus GST and out of pocket expenses (in case of visit outside Delhi NCR only) to conduct the audit of cost records maintained by the Company as per the applicable Rules/Guidance Note, etc., or any amendments thereof

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in the said resolutions.

For **IRCON INTERNATIONAL LIMITED**

Sd/-  
**(Ritu Arora)**  
Company Secretary  
Membership No.:F5270

Place : New Delhi  
Date : 11<sup>th</sup> August, 2023

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**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

**Directors seeking appointment/ re-appointment at the 47<sup>th</sup> AGM:**

Name	<b>Smt. Ragini Advani</b>	<b>Shri Brijesh Kumar Gupta</b>	<b>Shri Anand Kumar Singh</b>
Appointment / Re-appointment	Re-appointment as Director (Finance) (retire by rotation)	Appointment as Chairman & Managing Director	Appointment as Director (Projects)
DIN	09575213	10092756	07918656
Age	48 years	58 years	57 years
Date of Appointment	19 <sup>th</sup> April, 2022	29 <sup>th</sup> March, 2023 (Additional Director) 29 <sup>th</sup> April, 2023 (assumed charge of CMD)	7 <sup>th</sup> July, 2023
Qualification	Chartered Accountant and Cost Accountant	Bachelor Degree in Civil Engineer (B.E. - Civil) from Madhav Institute of Technology and Science (MITS), Gwalior and Post Graduate Degree (M.Tech) in Applied Mechanics from IIT, Delhi	Bachelor in Civil Engineering from IIT, Delhi and MBA (Finance) from MDI, Gurgaon
Brief resume including experience and expertise in specific functional area	<p>Smt. Ragini Advani is having about 25 years of post-qualification experience in Finance. She is a rank holder in both Chartered Accountancy and Cost Accountancy exams.</p> <p>Before joining IRCON, Smt. Advani has worked as GM (F&amp;A) with Engineers India Limited (EIL), a technical consultancy CPSE in oil &amp; gas sector and was in-charge of accounting &amp; dealt with C&amp;AG/ statutory auditors, concurrence of all marketing proposals and marketing finance, billing &amp; related matters, budgeting &amp; MIS and business development proposals. She was also part of Chairman Office for 2 years and also held additional charge of Company Secretariat department for almost a year in EIL. Her previous experience was with NTPC SAIL Power Company Private Limited (NSPCL) and KPMG.</p>	<p>Shri Brijesh Kumar belongs to Indian Railway Services of Engineers (IRSE) of 1985 batch. He is also Member of Indian Institute Permanent Way Engineers (IIPWE), New Delhi. He has been trained in Strategic Management Programme in Carnegie Mellon University, Pittsburg, USA in October 2018; and Leadership Programme in SDA Bocconi Business School, Milan, Italy in July, 2017.</p> <p>He is presently working as Additional Member (Civil Engineer), Railway Board. He has over 37 years of enriched and varied experience in Railways, especially in execution and management of Railway Projects. He held various important and challenging posts in Railways such as Chief Administrative Officer (Const.), [North Western Railway, Jaipur &amp; East Coast Railway, Bhubaneswar], Chief Safety Officer [West Central Railway, Jabalpur], Divisional Railway Manager [Central</p>	<p>Shri Anand Kumar Singh started as an IRSE officer in January 1990 with Ministry of Railway and brings more than 33 years of experience in development of major Railway infrastructures (25 Years plus) &amp; Highway infrastructures (8 Years plus).</p> <p>He previously served for 3 Years as Director on NHAI Board as Member (Project) NHAI from 2016-2019.</p> <p>Shri Singh's experience spans from inception planning to end stage including all aspects of project planning, viability assessment, investment strategy, financing, bid awards, construction, project consultancy, contract management, project management, O&amp;M etc. right upto end with monetization. In project implementation specialisations include completion well before timelines for construction of new lines, doubling, tunnels, elevated corridors, state of art bridges,</p>



	<p>Smt. Advani has rich and varied experience in Corporate Finance which includes dealing with valuations, mergers / demergers and acquisitions, financial restructuring, treasury management, arranging loan financing, corporate planning &amp; budgeting, commercial billing and purchase of coal through e-auction, regular MIS, dealing with C&amp;AG, dealing with CERC for finalisation of tariff orders and signing long term PPAs. She has also been subject matter expert/ mentor for 'in-house' senior management programmes of EIL in respect of finance matters.</p>	<p>Railway, Nagpur].</p> <p>He is recipient of prestigious award of Railway Minister's Civil Engineering Construction shield consecutively for 2020-21 &amp; 2021-22 while working as CAO/C/North Western Railway, Jaipur and Zonal Safety Shield in 2013-14 and 2014-15 while working as Chief Safety Officer, West Central Railway, Jabalpur. During his two years of tenure as Divisional Railway Manager, Nagpur Division was adjudged as best division in Central Railway in both the years. Further, he is awarded at Ministry of Railways level as a member of team for Excellent work in completing Gauge conversion of Jodhpur – Jaisalmer (300 Kms.) section in record time in 1994-95 while working as Dy. Chief Engineer/Construction/Jodhpur.</p>	<p>National Highways, Expressways, Coastal Highways, logistics, electrical systems installations etc.</p> <p>He has also made significant contributions in all prevalent methods of project implementation viz Item rate EPC, FIDIC, EPC (turn key), PPP, OMT, HAM, TOT models and his accomplishments include asset monetization, InVIT, divestments, fund raising, marketing international projects and attracting foreign investments.</p> <p>Shri Singh has played a pioneering role in launching of the new EPC (turn key) Model Agreement (MCA), improvisations in PPP after difficult era of PPP and new project models of HAM and TOT divestments.</p> <p>Shri Singh has led as a Contract Management Specialist and headed large number of dispute resolution, technical and contractual interpretations committees and settlement advisories to salvage large number of languishing projects by out of the box thinking and innovative interventions. He has also headed HR &amp; Admin, IT and legal verticals with several unprecedented accomplishments.</p>
Directorship held in other Companies and Listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> <li>1. Chhattisgarh East Railway Limited</li> <li>2. Chhattisgarh East- West Railway Limited</li> <li>3. Jharkhand Central Railway Limited</li> <li>4. Mahanadi Coal Railway Limited</li> <li>5. Bastar Railway Private Limited</li> </ol>	Nil	<ol style="list-style-type: none"> <li>1. Chhattisgarh East Railway Limited</li> <li>2. Chhattisgarh East- West Railway Limited</li> <li>3. Bastar Railway Private Limited</li> </ol>
Membership / Chairmanship of Committees in other Companies	Nil	Nil	Nil
No. of shares held in	Nil	Nil	Nil

IRCON including shareholding as a beneficial owner			
Relationship with other Directors / KMP of the Company	None	None	None
Terms & Conditions of appointment and reappointment including remuneration	Appointment vide Ministry of Railway's Order no. 2020/E(O)II/40/12 dated 18 <sup>th</sup> April, 2022 at the remuneration in the pay scale of Rs.1,80,000/- to Rs.3,40,000/- (IDA Scale). She is appointed as Director (Finance) from 19 <sup>th</sup> April 2022 for a period of five years or till the date of his superannuation or until further orders, whichever is earliest	Appointment as Part-Time (Official) Director vide Ministry of Railway's letter no. No.2022/PL/57/10 dated 16 <sup>th</sup> March, 2023 w.e.f. 29 <sup>th</sup> March, 2023. Further, pursuant to the Ministry of Railways letters no. 2020/E(O)II/40/2 dated 29 <sup>th</sup> April, 2023 and 26 <sup>th</sup> July, 2023 he has assumed the additional charge of Chairman and Managing Director (CMD), IRCON w.e.f. 29 <sup>th</sup> April, 2023. He will not be paid any salary for the additional Charge.	Appointment vide Ministry of Railway's Order no. 2021/E(O)II/40/21 dated 7 <sup>th</sup> July, 2023 at the remuneration in the pay scale of Rs.1,80,000/- to Rs.3,40,000/- (IDA Scale). He is appointed as Director (Projects) from 7 <sup>th</sup> July, 2023 for a period of five years or till the date of his superannuation or until further orders, whichever is earliest
No. of Board Meetings held and attended during the year	During FY 2022-23: 8 out of 8 Board Meetings During FY 2023-24: upto 10.08.2023 (5 out of 5 Board Meetings).	During FY 2022-23: Nil during his tenure During FY 2023-24: upto 10.08.2023 (5 out of 5 Board Meetings).	During FY 2022-23: Nil during his tenure During FY 2023-24: upto 10.08.2023 (2 out of 2 Board Meetings).

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# Form ISR – 1

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

## REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Date: \_\_\_ / \_\_\_ / \_\_\_\_

**A.** I / We request you to Register / Change / Update the following (Tick ✓ relevant box)

<input type="checkbox"/> PAN	<input type="checkbox"/> Bank details	<input type="checkbox"/> Signature
<input type="checkbox"/> Mobile number	<input type="checkbox"/> E-mail ID	<input type="checkbox"/> Address

**B. Security Details:**

Name of the Issuer Company	Folio No.:
Name(s) of the Security holder(s) as per the Certificate(s)	1. 2. 3.
Number & Face value of securities	
Distinctive number of securities (Optional)	From _____ To _____

**C.** I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

	✓	Document / Information / Details	Instruction / Remark
1		PAN of (all) the (joint) holder(s)	
		PAN	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> , <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
		Whether it is Valid (linked to Aadhaar): <input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> PAN shall be valid only if it is linked to Aadhaar by March 31, 2022* For Exemptions / Clarifications on PAN, please refer to Objection Memo in page 4
2		Demat Account Number	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.

3	Proof of Address of the first holder	<p>Any one of the documents, only if there is change in the address;</p> <p><input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by DP.</p> <p><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill.</p> <p><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</p> <p><input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</p> <p><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p><input type="checkbox"/> The proof of address in the name of the spouse</p>
4	Bank details	<p>Account Number: _____</p> <p>Bank Name: _____</p> <p>Branch Name: _____</p> <p>IFS Code: _____</p> <p style="text-align: center;">Provide the following:</p> <p><input type="checkbox"/> <u>original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank</u> #</p>
5	E-mail address	_____ #
6	Mobile	_____ #

\* or any date as may be specified by the CBDT

(DP: Depository Participant)

# In case it is not provided, the details available in the CML will be updated in the folio

**Authorization:** I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s) \_\_\_\_\_, \_\_\_\_\_, (use Separate Annexure if extra space is required) in which I / We are the holder(s) (strike off what is not applicable).

**Declaration:** All the above facts stated are true and correct.

	Holder 1	Holder 2	Holder 3
Signature	✓		
Name	✓		
Full address	✓		
PIN	✓ □ □ □ □ □ □	□ □ □ □ □ □	□ □ □ □ □ □