



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

31st August, 2021

BSE Limited Listing Dept./ Dept of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 बीएसई लिमिटेड लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट मुंबई- 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 नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं सी / आई, जी ब्लॉक बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व) मुंबई-400 051 Scrip Code: IRCON
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Sub: Annual Report for the Financial Year 2020-21 and Notice of AGM/ वित्तीय वर्ष 2020-21 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 24th August, 2021, regarding intimation of the 45th Annual General Meeting (AGM) of the Company, please find enclosed herewith the Annual Report of the Company for the financial year 2020-21 and the Notice of 45th AGM to be held on Friday, 24th September, 2021 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 2020-21 and the Notice of AGM are also available at the website of the Company i.e. www.ircon.org.

The Company shall commence dispatch (by electronic means) of the Notice of AGM and the Annual Report for FY 2020-21 to the shareholders from today i.e. 31st August, 2021.

Please take note of above information on record.

सेबी (सूचिबद्ध दायित्व एवं प्रकटीकरण अपेक्षाएँ) विनियमन, 2015 के विनियमन 34 के तहत और हमारे सम संख्या पत्र दिनांक 24 अगस्त, 2021 जिसमें कंपनी ने 45वीं वार्षिक आम बैठक (एजीएम) के बारे में सूचित किया था के सन्दर्भ में, कंपनी के वित्तीय वर्ष 2020-21 की वार्षिक रिपोर्ट और शुक्रवार, 24 सितंबर, 2021 को दोपहर 12:30 बजे आयोजित होने वाली 45वीं एजीएम का नोटिस संलग्न है।

कंपनी के वित्तीय वर्ष 2020-21 की वार्षिक रिपोर्ट और एजीएम की सूचना कंपनी की वेबसाइट यानी www.ircon.org पर भी उपलब्ध है।



कंपनी आज यानी 31 अगस्त, 2021 से शेयरधारकों को एजीएम की सूचना और वित्तीय वर्ष 2020-21 की वार्षिक रिपोर्ट (इलेक्ट्रॉनिक माध्यम से) भेजना शुरू करेगी।

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,

भवदीया,
कृते इरकॉन इंटरनेशनल लिमिटेड

रितु अरोड़ा
31/08/2021

(रितु अरोड़ा)

कम्पनी सचिव एवं अनुपालन अधिकारी
सदस्यता क्र.: FCS 5270





IRCON INTERNATIONAL LIMITED

CIN: L45203DL1976GOI008171

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E-mail:investors@ircon.org

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

NOTICE FOR THE 45TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 45th Annual General Meeting of Ircon International Limited (IRCON) will be held on **Friday, the 24th September, 2021 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 31st March, 2021 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 31st March, 2021 along with the Auditors' Report and the comment of C&AG thereon.
3. To confirm the payment of Interim Dividend @ Rs.1.30 per share on the face value of Rs.2/- each [i.e. 65% on paid up capital of Rs.94,05,15,740 amounting to Rs.61.13 Crore] and to declare a final dividend @ Rs.1.70 per share on face value of Rs.2/- each [i.e.85% on paid-up capital of Rs.188,10,31,480 amounting to Rs.159.89 Crore] for the financial year 2020-21.
4. To appoint a Director in place of Shri Yogesh Kumar Misra, Director (Works) (DIN: 07654014) who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorize the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2021-22 appointed by C&AG.

SPECIAL BUSINESSES:

6. **To appoint Shri Dhananjaya Singh [DIN: 08955500] as Part-time (Official) 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 Dhananjaya Singh [DIN: 08955500] who was appointed as Part-time (Official) Director, by the President of India vide Ministry of Railways order no.2004/PL/44/4 dated 5th November, 2020 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 10th November, 2020 to hold office upto the date of this Annual General Meeting and who has consented to act as director, be and is hereby appointed as Part-time (Official) Director (Nominee Director) on the terms & conditions as may be fixed by the Government of India and shall be liable to retire by rotation."

7. **To appoint Shri Rajesh Argal [DIN: 09171980] as Part-time (Official) 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 Rajesh Argal [DIN: 09171980] who was appointed as Part-time (Official) Director, by the President of India vide Ministry of Railways order no. 2021/PL/51/13 dated 11th May, 2021 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 13th May, 2021 to hold office upto the date of this Annual General Meeting and who has consented to act as director, be and is hereby appointed as Part-time (Official) Director (Nominee Director) on the terms & conditions as may be 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 2021-22** 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.50,000/- plus GST and actual 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 2021-22, be and is hereby ratified and confirmed."

9. To consider and determine the fees for delivery of any document 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 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the members be and is hereby accorded to authorize the Board of Directors or any Committee thereof or any official authorized by Board or Committee thereof to fix, finalize, revise from time to time, the mode of payment and the amount of fees to be charged, over and above reimbursement of actual expenses incurred by the Company, for servicing of the document to the members upon receipt of request for delivery of documents through a particular mode."

"RESOLVED FURTHER THAT the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before servicing of such documents and the Board of Directors or any Committee thereof or any official authorized by Board or Committee thereof be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

10. To amend the Main Object Clause of Memorandum of Association (MOA) of the Company and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of

the Companies Act, 2013 read with rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), subject to approval of the Ministry of Railways and Registrar of Companies, the consent of the Shareholders of the Company be and is hereby accorded to amend the III (A) Main Objects of the Memorandum of Association (MOA) of the Company as follows:-

Sub-clause (x) of Clause 1 of III (A) Main Objects of MOA be substituted as follows:

(x) railway electrification, sub-stations, transmission lines, industrial power supply system, other electrical & related works **and**

generation, trade, import, export, installation & commissioning, storage, transmission, consultation and operation & maintenance related to renewable energy & associated systems including solar, hydel and other sources;

RESOLVED FURTHER THAT the Chairman & Managing Director and Director (Finance) and Company Secretary of the Company be and are hereby authorized severally, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, as may be ancillary or incidental thereto for the purpose of giving effect to this resolution."

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

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

Date : 24th August, 2021
Place : New Delhi

NOTES:

1. Considering the on going Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021, and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as "Circular"), have allowed companies to hold Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. Hence, in accordance with the Circular, provisions

of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM 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 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 and 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 Companies Act, 2013, 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 07th August, 2020 has appointed M/s HDSG & Associates (DE0987) as Statutory Auditors of the Company for the financial year 2020-21. The Members of the Company, in its 44th Annual General Meeting held on 29th September 2020, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2020-21. Accordingly, the Board of Directors has fixed audit fee of Rs.24,71,000/- plus taxes as applicable for the Statutory Auditors & Indian Branch Auditors for the Financial Year 2020-21 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 2021-22 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 2021-22.
 10. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Shri Yogesh Kumar Misra being Director / Shareholder 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 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ depository participant(s). The Notice and Annual Report 2020-21 have also been uploaded on the Company's website in the Investors Section at www.ircon.org. The Notice and Annual Report 2020-21 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 and www.nseindia.com respectively. The Notice is also available at website of the Company's **Registrar and Transfer Agent, KFin Technologies Private Limited ("KFintech" or "RTA")** at <https://evoting.kfintech.com>.
 13. To support the 'Green Initiative' and in terms of the Circulars, Members who have not yet registered their e-mail addresses are requested to register the same with Depositories/ RTA. For receiving all communication including Annual Report, Notices, Circulars, intimation for the Company electronically etc., those shareholders who have not yet registered their email address and bank details are requested to get the same registered by following the procedure given below:
 - (i) Those shareholders who have registered/not registered their e-mail address and mobile numbers including address may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form; and with the Company's RTA, KFintech in case the shares held in physical form.
 - (ii) Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may temporarily get their email address and mobile number provided/ registered with the Company's RTA, KFintech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - (iii) Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com.

- com** along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
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 email id at 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 email id at 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 24th September, 2021 shall also be made available on the website of the Company www.ircon.org as soon as possible after the Meeting is over.
 16. Members are informed that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, dated 8th June, 2018 read with SEBI Press release No. 49/2018 dated 3rd December, 2018 effective from 1st April 2019, except in case of transposition and transmission of shares, requests for effecting transfer of securities in physical form shall not be processed by the Company unless the securities are held in dematerialized form with a Depository. Hence, 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. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit PAN to their DP with whom they are maintaining their Demat accounts. It has also made mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of transfers and for securities market transactions and off-market/private transactions involving transfer of shares of listed companies in physical form. Accordingly, members holding shares in physical mode should attach a copy of their PAN Card for every transfer request sent to the Company / RTA.
 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. 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, subdivision, 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, KFintech 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 2021-22 has been paid to the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2021-22 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 terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and the Circulars issued by the Ministry of Corporate Affairs, 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 KFintech to provide the facility of electronic voting and Video Conferencing Facility for conducting the AGM.
 26. In pursuant to SEBI circular no. SEBI/ HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

27. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility
28. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The member who has 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.
29. **DIVIDEND RELATED INFORMATION**
- i. The Board of directors, at its meeting held on 15th February 2021, had declared an Interim Dividend of Rs.1.30 per share of face value of Rs.2/- each (i.e. @ 65% of the paid-up equity share capital of Rs.94.05 Crore) which was paid on 3rd March, 2021. The Board has further recommended a Final Dividend of Rs.1.70 per share of face value of Rs.2/- each (i.e. @ 85% on the paid-up equity share capital of Rs.188.10 Crore) at its meeting held on 12th August, 2021.
 - ii. Members who have not received or not encashed their Dividend warrants for the financial years 2018-19, 2019-20 & 2020-21 may approach KFintech, 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 on **Tuesday, 12th October, 2021** 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 **Friday, 17th September, 2021**.
 - iv. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 18th September, 2021 to Friday, 24th September, 2021** (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. For payment of dividend electronically, Members who have not opted for Electronic Clearing System (ECS) facility earlier are requested to fill up enclosed ECS Mandate Form and submit it directly to their Depository Participants (DP) to avail the ECS facility. Those holding shares in physical form may send the ECS Mandate Form to the RTA of the Company (KFintech). Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/ Registrar & Share Transfer Agent with complete details need not send it again. The shareholders who hold shares in Physical form and who do not wish to opt for ECS facility may please e-mail their bankers' name, branch address and account number to KFintech to enable them to print these details on the dividend warrants.
 - 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. 1st 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 Company/KFintech (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 Act. 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 2021-22 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 introduced by the Finance Act, 2021 effective 1st July, 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 2021-22] – 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 abovementioned details and documents in the format provided by us and as applicable to you on the link <https://ris.kfintech.com/form15/> by 05.00 p.m. IST **on or before Friday, 17th September, 2021**. Any communication on the tax determination/deduction received post 05:00 P.M. 17th September, 2021 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 / Kfintech.

- 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.

30. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

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:
 - **Commencement of remote e-voting:** From 9.00 a.m. (IST) on Tuesday, 21st September, 2021.

- **End of remote e-voting:** Up to 5:00 p.m. (IST) on Thursday, 23rd September, 2021.

- B. 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 i.e. Friday, 17th September, 2021** may cast their vote electronically.
- C. Any Person holding shares in physical form and non-individual shareholders, who acquired shares of the Company and becomes Member of the Company after sending of the Notice but before the cut-off date of **Friday, 17th September, 2021**, may obtain their user ID and password for remote e-voting by sending a request at evoting@kfintech.com. However, if he/ she is already registered with Kfintech for remote e-voting then he/ she can use his/ her existing User ID and password for casting the vote.
- D. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes Members of the Company after sending of the Notice but before the cut-off date of **Friday, 17th September, 2021** may follow steps mentioned below under "**Login method for remote e-voting**"
- E. The details of the process and manner for remote e-voting are explained below:

Step 1: Access to Depositories e-voting System in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- l) Login method for remote e-voting for individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding Securities in demat mode with NSDL	1. User already registered for IDeAS facility <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1

Type of shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.kfintech.com>.
- (ii) Enter the login credentials (i.e. User ID and password as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail ID). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by Folio No. In case of Demat account, User ID will be your DP ID and Client 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.
- (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 i.e. Ircon International Limited.
- (vii) On the voting page, the number of shares as held by the shareholders as on the **cut-off Date i.e. 17th September, 2021** will appear. You will have option to vote for all the Resolutions in one go at the TOP by click on FOR or AGAINST. Alternatively, you may vote individually for each Resolution separately by clicking FOR / ASSENT or AGAINST / DISSENT for each Resolution. 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. Click OK to confirm else CANCEL to modify. Once you

confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolutions.

- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) The portal will close as aforesaid and the facility will be disabled immediately on the closure.
- (x) 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.
- (xi) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sachin@companylawworld.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

F. Others:

- (i) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (ii) Members, who will be present in the AGM through VC/OAVM and have not cast 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 during the AGM.
- (iii) Any Person who has acquired shares and becomes Member of the Company after sending of the Notice but before the cut-off date of **Friday, 17th September, 2021**, may obtain the User ID and Password in the manner as mentioned below:
 - I) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL: MYEPWD <space> IN12345612345678
 2. Example for CDSL: MYEPWD <space> 1402345612345678

3. Example for Physical: MYEPWD <space>
XXXX1234567890
- II) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password
- (iv) 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: KFintechologies Private Limited,
Selenium, Tower B, Plot 31-32, Gachibowli
Financial District,
Nanakramguda, Hyderabad - 500 032.
Toll Free No. 1800 309 4001
- (v) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KFintech website <https://evoting.kfintech.com>.
- (vi) 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 Friday, 17th September, 2021.**
- (vii) The Board of Directors have appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774), and falling him Ms. Anuradha Jain, Practicing Company Secretary (A36639) of M/s Agarwal S. & Associates, Company Secretaries (Registration Number 5914), as the Scrutinizer ("Scrutinizer") to scrutinize the e-voting process in a fair and transparent manner.
- (viii) 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 or any person authorized by him in writing who shall countersign the same. Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- (ix) 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.
- (x) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.ircon.org) and on <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or a person authorized by him in writing and communication of the same to National Stock Exchange of India Limited and BSE Limited.
- 31. PROCEDURE AND INSTRUCTION FOR JOINING AND E-VOTING AT THE AGM CONDUCTING THROUGH VC/OAVM:**
- (i) The Company has appointed KFintech, to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by clicking "AGM video conference" Members are requested to follow the procedure given below:
- Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com/>
 - Enter the login credentials (i.e., User ID and password for e-voting).
 - After logging in, click on "Video Conference" option
 - Then click on camera icon appearing against AGM event of Ircon International Limited and accept the meeting etiquettes to attend the Meeting.
- (ii) The members can join the AGM through VC/OAVM mode 15 minutes before and after the schedule time of the commencement of the meeting.
- (iii) Members who do not have User ID and Password for e-voting or have forgotten the User ID and password may retrieve the same by following the procedure given in the remote e-voting instructions mentioned above.
- (iv) Members can participate in AGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband.
- (v) Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop 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.

- (vii) The facility for participation in the AGM 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.

(viii) **Instructions for e-voting during the AGM:**

The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Members shall vote as per the credentials displayed in the e-voting window.

Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions.

Only those shareholders, who are present in the AGM 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 available during the e-AGM.

Procedure and other details for e-voting during the AGM shall be the same as of procedure and instruction for Remote e-Voting.

- (ix) 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 same person mentioned for Remote e-Voting.

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

- (i) Members intending to ask questions at the AGM, may login at <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. A reference number shall be displayed on the screen which may be preserved for recalling during the Q&A session in the e-AGM meeting.
- (ii) The "Speaker Registration" window shall be activated on Tuesday, 21st September 2021 at 9.00 A.M and shall be closed on Wednesday, 22nd September 2021 at 05.00 P.M. 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.
- (iii) Members who are not able to join this Meeting over video conferencing will be able to view the live webcast of proceedings of AGM by logging on the e-voting website of KFintech at <https://emeetings.kfintech.com/> using their remote e-voting credentials.
- (iv) Members who need assistance before or during the AGM, can contact KFintech on <https://emeetings.kfintech.com/> or call on toll free numbers 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

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

Item No. 6

To appoint Shri Dhananjaya Singh [DIN: 08955500] as Part-time (Official) Director, liable to retire by rotation

Shri Dhananjaya Singh was appointed as Part-time (Official) Director on the Board of IRCON in terms of Ministry of Railways letter no.2004/PL/44/4 dated 5th November, 2020. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Shri Dhananjaya Singh as an Additional Director with effect from 10th November, 2020 to hold office upto the date of this Annual General Meeting. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Dhananjaya Singh as Director on the Board of IRCON.

The above appointment of Shri Dhananjaya Singh as Part-time (Official) Director on the Board of the Company, being liable to retire by rotation in terms of Section 152 of

the Act requires approval of the Members in the General Meeting.

Shri Dhananjaya Singh does not hold any shares in IRCON 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 Dhananjaya Singh, being Director of the Company.

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

Brief resume of Shri Dhananjaya Singh is annexed.

Item No. 7

To appoint Shri Rajesh Argal [DIN: 09171980] as Part-time (Official) Director, liable to retire by rotation

Shri Rajesh Argal was appointed as Part-time (Official) Director on the Board of IRCON in terms of Ministry of Railways letter no. 2021/PL/51/13 dated 11th May, 2021. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Shri Rajesh Argal as an Additional Director with effect from 13th May, 2021 to hold office upto the date of this Annual General Meeting. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Rajesh Argal as Director on the Board of IRCON.

The above appointment of Shri Rajesh Argal as Part-time (Official) Director on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act requires approval of the Members in the General Meeting.

Shri Rajesh Argal does not hold any share in IRCON 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 Rajesh Argal, being Director of the Company.

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

Brief resume of Shri Rajesh Argal is annexed.

Item No. 8

To ratify remuneration of Cost Auditor of the Company for the financial year 2021-22

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 30th June, 2021 have approved the re-appointment of M/s R.M. Bansal & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2021-22 at a remuneration of Rs.50,000/- plus GST and actual 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.

Item No.9

To determine the fees for delivery of any document

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, as per the proviso of Section 20(2) of the Companies Act, 2013, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting (AGM).

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by despatch of physical copies through any recognised mode of delivery as specified under section 20 of the Act, in all other cases.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item No. 9 of the Notice relating to serving the documents including financial statements to the members of the Company on a request through a particular mode. The Board of Directors of your Company, therefore, 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.

Item No.10

To amend the Main Object Clause of Memorandum of Association (MOA) of the Company

India is committed to install 40% of cumulative electricity from non-fossil fuel energy by 2030 and major solar projects have to be undertaken to fulfil the aspirations and commitment of renewable energy. In furtherance to this commitment, Indian Renewal Energy Development Agency Limited (IREDA) has floated Request for Selection (RFS) documents for Central Public Sector Undertaking (CPSU) for "Selection of Solar Power Developers for setting up of 5000 MW Grid connect Solar PV Power Projects in India (Tranche-III) for which the bidder should have objects relating to Power/ Energy/ Renewable energy/ Solar Power Plant Development.

IRCON has experience in executing PPP projects and Solar

Power Plants and has executed 3MW Solar Power Plant at Modern Coach Factory, Rae Bareli which is working satisfactorily for last 3 years. Considering the immense potential in the area of renewable energy, IRCON intends to foray into this area.

Since, the 'Main Object' clause of Memorandum of Association (MOA) of IRCON does not specifically cover the clause related to renewable energy, it is proposed to amend the MOA by insertion of a clause to this effect.

The existing clause and proposed amendment in the clause is placed below:

Existing Clause	Proposed Clause
<p>III (A) Main Objects:</p> <p>The objects to be pursued by the company on its incorporation are:</p> <p>1. To carry on business relating to railway and other construction and to enter into contracts in India or abroad, on a turnkey basis or otherwise, either individually or jointly with other undertakings and companies or persons abroad or in India, including supply, erection, and commissioning of equipment and all services ancillary thereto, including but not limited to:</p> <p>xxxxxx xxxxxx</p> <p>(x) railway electrification, sub-stations, transmission lines, industrial power supply systems, and other electrical and related works;</p> <p>xxxxxx xxxxxx</p>	<p>III (A) Main Objects:</p> <p>The objects to be pursued by the company on its incorporation are:</p> <p>1. To carry on business relating to railway and other construction and to enter into contracts in India or abroad, on a turnkey basis or otherwise, either individually or jointly with other undertakings and companies or persons abroad or in India, including supply, erection, and commissioning of equipment and all services ancillary thereto, including but not limited to:</p> <p>xxxxxx xxxxxx</p> <p>(x) railway electrification, sub-stations, transmission lines, industrial power supply systems, other electrical & related works and</p> <p>generation, trade, import, export, installation & commissioning, storage, transmission, consultation and operation & maintenance related to renewable energy & associated systems including solar, hydel and other sources;</p> <p>xxxxxx xxxxxx</p>

Your Company has applied to the Ministry of Railways for amendment in the main object clause of the MOA of the Company, which is awaited. As per provisions of Section 13 of the Companies Act 2013, the approval of the shareholders by way of special resolution is required for amendment in the MOA of the Company.

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

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

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

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

Date : 24th August, 2021
Place : New Delhi

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT

Directors seeking re-appointment / appointment at the 45th AGM:

Name	Shri Yogesh Kumar Misra	Shri Dhananjaya Singh	Shri Rajesh Argal
Appointment / Re-appointment	Re-appointment as Director (Works) (retire by rotation)	Appointment as Part-time (Official) Director (Nominee Director)	Appointment as Part-time (Official) Director (Nominee Director)
DIN	07654014	08955500	09171980
Date of Birth & Age	29.10.1965 56 years	26.01.1971 50 years	04.07.1962 59 years
Date of Appointment	28.12.2018	10.11.2020	13.05.2021
Qualification	B. Tech, Civil Engineering from Indian Institute of Technology (IIT), Delhi.	Bachelor in Civil Engineering from University of Lucknow.	Bachelor in Civil Engineering from Maulana Azad Collage of Technology, Bhopal
Expertise in specific functional area	<p>He belongs to Indian Railway Service of Engineers (IRSE) officer of 1987 batch and over 34 years of rich and varied experience in Railways.</p> <p>He is having experience in Project Development and Consultancy for turnkey railway and highway projects involving, detailed survey, alignment design, tunnels, bridges etc. He joined IRCON in 2006 as Addl. General Manager, Marketing, and before appointment as Director (Works), he was Executive Director (Works). Under his leadership, IRCON has secured project on EPC/BOT/BLT/negotiation basis within India and abroad in Algeria, Bangladesh and Myanmar.</p>	<p>Presently working as an Executive Director (Works), Railway Board, Ministry of Railways, Government of India. Before the present assignment, he has worked in Railway Board in various work positions including Director (Works) (Railway Board), Senior Divisional Engineer (Northern Railway). He was on deputation to Mumbai Rail Vikas Corporation (MRVC) as a Deputy Chief Project Manager.</p>	<p>He has over 35 years of rich and varied experience in Railways and presently working as an Additional Member (Planning), Railway Board which entails planning and budgeting of Railway Infrastructure projects including prioritization of Investment and execution of the same.</p> <p>He is also the coordinator for National Infrastructure Pipeline Projects in the Railway Board. His immediate past assignments include Chief Administrative Officer (Construction), West Central Railway, Jabalpur. Chief Safety Officer. West Central Railway, Jabalpur. Divisional Railway Manager at Malda. His earlier assignments include a stint at Chief Engineer (Construction), Eastern Railway, Kolkata and General Manager, IRCON on deputation for about one and half years in SEREMBAN-GEMAS double tracking project of Ircon International Limited in Malaysia. He has also worked for four and half years as Chief Engineer (Construction), Southern Railway Chennai.</p>

Name	Shri Yogesh Kumar Misra	Shri Dhananjaya Singh	Shri Rajesh Argal
Directorship held in other Companies	As a Part-time Chairman : 1. Ircon PB Tollway Limited 2. Ircon Shivpuri Guna Tollway Limited 3. Ircon Davanagere Haveri Highway Limited 4. Ircon Vadodara Kim Expressway Limited 5. Ircon Gurgaon Rewari Highway Limited As a Director: 6. Jharkhand Central Railway Limited	As a Government Nominee Director: 1. Pipavav Railway Corporation Limited 2. Rail Vikas Nigam Limited (RVNL) 3. Kerala Rail Development Corporation Limited	As a Government Nominee Director: 1. Mumbai Railway Vikas Corporation Limited (MRVCL) 2. Container Corporation of India Limited
Membership / Chairmanship of Committees in other Companies	Nil	RVNL: 1. Audit Committee 2. Nomination and Remuneration Committee	MRVCL: 1. Audit Committee 2. Nomination and Remuneration Committee
No. of shares held in IRCON including shareholding as a beneficial owner	3000	Nil	Nil
Relationship with other Directors / KMP of the Company	None	None	None
Terms & Conditions of appointment and re-appointment including remuneration	Appointment as per order of the President of India vide Ministry of Railway's Order No.2018/E(O)II/40/4 dated 28 th December, 2018.	Appointment as per order of the President of India vide Ministry of Railway's Order no.2004/PL/44/4 dated 05 th November, 2020.	Appointment as per order of the President of India vide Ministry of Railway's Order no.2021/PL/51/13 dated 11 th May, 2021.
No. of Board Meetings held and attended during the year (during tenure)	8 out of 8 Board Meetings held during the Financial Year 2020-21.	4 out of 4 Board Meeting held during the Financial Year 2020-21, post appointment as Director w.e.f. 10.11.2020.	No Board Meeting held during the Financial Year 2020-21, as appointed as Director w.e.f. 13.05.2021.

E-COMMUNICATION REGISTRATION FORM

IF SHARE(S) IS/ ARE HELD IN PHYSICAL MODE Please send the form to the Registrar at following address – KFin Technologies Private Limited Unit : IRCON INTERNATIONAL LIMITED Selenium Tower – B, Plot No.31-32 Gachibowli Financial District, Nanakramguda Hyderabad – 500 032	IF SHARE(S) IS/ ARE HELD IN DEMAT (ELECTRONIC) MODE Please send the form to your concerned Depository Participant where you maintain your Demat Account.
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Folio No. / DP ID & Client ID : _____

Name of 1st Registered Holder: _____

Name of Joint Holder(s) : _____

Registered Address : _____

E-mail ID (to be registered): _____

I/we shareholder(s) of Ircon International Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail in your records for sending communication through e-mail.

Signature : _____
(First Holder)

Date :

Important Notes:

Shareholders are requested to keep company informed as and when there is any change in the e-mail address. Unless the email id given hereunder is changed by you by sending another communication in writing, the Company will continue to send the notices/ documents to you on the above mentioned email ID.