



इरकॉन इंटरनेशनल लिमिटेड

(भारतसरकारकाउपक्रम)

IRCON INTERNATIONAL LIMITED

(A Govt. of India Undertaking)

An integrated Engineering and Construction Company



IRCON/SECY/STEX/124

24th March, 2020

| | |
|---|--|
| BSE Limited Listing Dept./ Dept of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip code / ID: 541956 / IRCON | National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East) Mumbai – 400 051 Scrip Code: IRCON-EQ |
|---|--|

Sub: Result of Postal Ballot- Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform that the Company has conducted the Postal Ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 for obtaining Shareholder's approval for:

1. Splitting of the Company's one (1) equity share of face value of Rs.10/- each into five (5) equity shares of face value of Rs.2/- each.
2. Amending the Capital Clause in the Memorandum of Association of the Company.

The relevant resolution has been passed by the members by physical ballot papers and e-voting.

In compliance with the requirements under regulation 44(3) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, we are enclosing herewith the details in the prescribed format along with the Scrutinizer's Report.

Please take note of above information on record.

Thanking you,

**Yours faithfully,
For Ircon International Limited**

**(Ritu Arora)
Company Secretary & Compliance Officer
Membership No.: FCS 5270**

Encl. as above





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IRCON INTERNATIONAL LIMITED

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An integrated Engineering and Construction Company



Copy to:

1. National Securities Depository Limited

Trade World, A Wing, 4th & 5th Floor,
Kamala Mills Compound Senapati Bapat Marg,
Lower Parel Mumbai - 400013.

2. Central Depository Services (India) Limited

17th Floor, Phiroze Jeejeebhoy Towers Dalal Street
Mumbai - 400013

3. KFin Technologies Private Limited

Registrar & Transfer Agent (RTA)

पंजीकृत कार्यालय: सी -4, डिस्ट्रिक्टसेंटर, साकेत, नई दिल्ली - 110017, भारत

Registered Office : C-4, District Centre, Saket, New Delhi - 110017, INDIA

Tel.: +91-11-29565666 Fax: +91-26854000, 26522000 | Email : info@ircon.org Web: www.ircon.org

CIN : L45203DL1976GOI008171



IRCON INTERNATIONAL LIMITED

Details of Voting Results by Postal Ballot (including e-voting) pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

| | |
|--|---|
| Date of the declaration of Postal Ballot | 22 nd March, 2020 |
| Total number of shareholders on record date | 63593 equity shareholders as on 14 th February, 2020 |
| No. of shareholders present in the meeting either in person or through proxy: | Not Applicable (Postal Ballot was conducted) |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable (Postal Ballot was conducted) |
| Promoters and Promoter Group: | |
| Public: | |

1. Resolution No.1:

| Resolution required: (Ordinary/ Special) | | | Approval of splitting of the Company's one (1) equity share of face value of Rs.10/- each into five (5) equity shares of face value of Rs. 2/- each . | | | | | |
|---|-------------------------------|-----------------------------------|--|--|---|---------------------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 83878417 | 83878417 | 100.0000 | 83878417 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 2982493 | 165390 | 5.5454 | 165390 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 7190664 | 15643 | 0.2175 | 15042 | 601 | 96.1580 | 3.8419 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 7457 | 0.1037 | 7457 | 0 | 100.0000 | 0.0000 |
| | Total | 94051574 | 84066907 | 89.3838 | 84066306 | 601 | 99.9993 | 0.0007 |

2. Resolution No.2:

| Resolution required: (Ordinary/ Special) | | | Approval to amend the Capital Clause in the Memorandum of Association of the Company | | | | | |
|---|-------------------------------|---------------------------|--|--|---------------------------------|-------------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 83878417 | 83878417 | 100.0000 | 83878417 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 2982493 | 165390 | 5.5454 | 165390 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 7190664 | 15643 | 0.2175 | 15069 | 574 | 96.3306 | 3.6693 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 7457 | 0.1037 | 7457 | 0 | 100.0000 | 0.0000 |
| Total | | 94051574 | 84066907 | 89.3838 | 84066333 | 574 | 99.9993 | 0.0007 |

For IRCON INTERNATIONAL LIMITED

(RITU ARORA)
COMPANY SECRETARY & COMPLIANCE OFFICER
F5270



SCRUTINIZER'S REPORT

[POSTAL BALLOT]

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

To,
The Chairman & Managing Director,
IRCON International Limited,
Plot No. C - 4, District Centre,
Saket, New Delhi - 110017

REPORT ON VOTING OF POSTAL BALLOT (INCLUDING E-VOTING)

Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Palam Extn., Ramphal Chowk, Sector-7, Dwarka, New Delhi-110075, was appointed as the Scrutinizer by the Board of Directors of **IRCON International Limited** (the Company), having its registered office at Plot No. C - 4, District Centre, Saket, New Delhi – 110017, vide resolution dated **11th February, 2020** pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Section 110 of Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 (as amended), to scrutinize the e-voting and Postal Ballot Forms in a fair and transparent manner and ascertain the requisite majority on e-voting and Postal Ballot Forms on the following resolutions as set out in the Notice of Postal Ballot dated 11th February, 2020:

| Resolution Number | Type of Resolution | For |
|-------------------|---------------------|---|
| 1. | Ordinary Resolution | Splitting of the Company's one (1) equity share of face value of Rs. 10/- each into five (5) equity shares of face value of Rs. 2/- each. |
| 2. | Ordinary Resolution | To amend the Capital Clause in the Memorandum of Association of the Company. |

We submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is

restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the Notice, based on the reports generated from **KFin Technologies Private limited (KFintech)**, the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.

2. The Company has appointed **M/s KFin Technologies Private limited**, the service provider, for providing the facility of e-voting to the Members of the Company.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility on the designated website of Karvy. Members opting for e-voting facility, casted their votes on the designated website <https://evoting.karvy.com> via KFintech.
4. The Company has completed dispatch of postal ballot notice(s), forms along with prepaid postage business reply inland letters on **Wednesday, 19th February, 2020** to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from National Securities Depository Limited/Central Depository Services Limited as on the "cut off" date i.e. **Friday, 14th February, 2020**. Simultaneously, the soft copies of the Postal Ballot notice/ forms were emailed to those Members who have registered their email addresses with National Securities Depository Limited/Central Depository Services Limited.
5. As per Sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, an advertisement was published by the Company each in "**Financial Express**" (English Newspaper) and **Jansatta** (Hindi Newspaper) on **Friday, 21st February, 2020** informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
6. As per information received from the Registrar & Transfer Agent of the Company, there were Nil Notice with Postal Ballots and 3855 emails returned undelivered.
7. The e-voting period commenced on **Saturday, 22nd February, 2020 at 9:00 a.m. (IST)** and ended on **Sunday, 22nd March, 2020 at 5:00 p.m. (IST)**. All physical postal ballot forms and e-votes received up to 05:00 P.M. (IST) on Sunday, 22nd March, 2020, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the business reply letters containing postal ballot forms/e-votes received after 05:00 P.M. (IST) on Sunday, 22nd March, 2020 were considered for the purpose of this Report.
8. After completion of e-voting, votes casted by the Members, were unblocked on Sunday, 22nd March 2020 in the presence of Ms. Karishma Singh and Ms. Anuradha Jain, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Karishma Singh

Ms. Anuradha Jain

9. There were only 210 (Two Hundred Ten) members who have voted through remote e-voting as well as physical postal ballots.
10. Votes casted by members either through physical ballot or e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
11. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 14th February, 2020.
12. We did not find any defaced or mutilated ballot papers.
13. There was no case found, who opted for both the facilities.
14. The total paid up Equity Share Capital of the Company as on “cut off” i.e. Friday, 14th February, 2020 was Rs. 94,05,15,740/- (Rupees Ninety Four Crores Five Lacs Fifteen Thousand Seven Hundred Forty Only) divided into 9,40,51,574 (Nine Crore Forty Lacs Fifty One Thousand Five Hundred Seventy) nos. of equity shares of Rs. 10/- (Rupees Ten Only) each.
15. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.
16. The details of voting are as under:

(A) Splitting of the Company’s one (1) equity share of face value of Rs. 10/- each into five (5) equity shares of face value of Rs. 2/- each

(i) VOTING THROUGH ELECTRONIC MODE:

| Particulars | No. of Share Holders Voted | No. of Equity Shares held | Paid-up value of the Equity Shares (Rs.) | % of total Paid-up Equity Capital |
|---|-----------------------------------|----------------------------------|---|--|
| a) Total votes received | 132 | 84059450 | 840594500 | 89.376 |
| b1) Less: Invalid votes | 0 | 0 | 0 | 0.000 |
| b2) Less : Partially Votes | 0 | 0 | 0 | 0.000 |
| c) Net Valid votes casted (a- b1-b2) | 132 | 84059450 | 840594500 | 89.376 |
| d) Votes with assent for the Resolution* | 126 | 84058849 | 840588490 | 89.375 |
| e) Votes with dissent for the Resolution* | 7 | 601 | 6010 | 0.001 |

*includes one person who has partially voted in favour of the resolution and partially against the resolution

(ii) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

| Particulars | No. of Share Holders Voted | No. of Equity Shares held | Paid-up value of the Equity Shares (Rs.) | % of total Paid-up Equity Capital |
|--|-----------------------------------|----------------------------------|---|--|
| a) Total votes received | 78 | 7477 | 74770 | 0.008 |
| b1) Less: Invalid votes | 1 | 20 | 0 | 0.000 |
| b2) Less : Partially votes | 0 | 0 | 0 | 0.000 |
| c) Net Valid votes casted (a- b1-b2) | 77 | 7457 | 74570 | 0.008 |
| d) Votes with assent for the Resolution | 77 | 7457 | 74570 | 0.008 |
| e) Votes with dissent for the Resolution | 0 | 0 | 0 | 0.00 |

(B) To amend the Capital Clause in the Memorandum of Association of the Company

(i) VOTING THROUGH ELECTRONIC MODE:

| Particulars | No. of Share Holders Voted | No. of Equity Shares held | Paid-up value of the Equity Shares (Rs.) | % of total Paid-up Equity Capital |
|--|-----------------------------------|----------------------------------|---|--|
| a) Total votes received | 132 | 84059450 | 840594500 | 89.376 |
| b1) Less: Invalid votes | 0 | 0 | 0 | 0.000 |
| b2) Less : Partially Votes | 0 | 0 | 0 | 0.000 |
| c) Net Valid votes casted (a- b1-b2) | 132 | 84059450 | 840594500 | 89.376 |
| d) Votes with assent for the Resolution | 126 | 84058876 | 840588760 | 89.375 |
| e) Votes with dissent for the Resolution | 6 | 574 | 5740 | 0.001 |

(ii) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

| Particulars | No. of Share Holders Voted | No. of Equity Shares held | Paid-up value of the Equity Shares (Rs.) | % of total Paid-up Equity Capital |
|--|-----------------------------------|----------------------------------|---|--|
| a) Total votes received | 78 | 7477 | 74770 | 0.008 |
| b1) Less: Invalid votes | 1 | 20 | 0 | 0.000 |
| b2) Less : Partially votes | 0 | 0 | 0 | 0.000 |
| c) Net Valid votes casted (a- b1-b2) | 77 | 7457 | 74570 | 0.008 |
| d) Votes with assent for the Resolution | 77 | 7457 | 74570 | 0.008 |
| e) Votes with dissent for the Resolution | 0 | 0 | 0 | 0.00 |

17. After ascertaining the votes casted by Postal Ballots and e-voting, we hereby submit the consolidated result as under:

RESOLUTION NO. 1:- Splitting of the Company's one (1) equity share of face value of Rs. 10/- each into five (5) equity shares of face value of Rs. 2/- each

| Particulars | No. of Share Holders Voted | No. of Equity Shares held | Paid-up value of the Equity Shares (Rs.) | % of total Paid-up Equity Capital | % of assent/ dissent of total valid votes polled |
|--|----------------------------|---------------------------|--|-----------------------------------|--|
| Total Valid Votes | 209 | 84066907 | 840669070 | 89.384 | - |
| Votes with assent for the Resolution* | 203 | 84066306 | 840663060 | 89.383 | 99.999 |
| Votes with dissent for the Resolution* | 7 | 601 | 6010 | 0.001 | 0.001 |

*includes one person who has partially voted in favour of the resolution and partially against the resolution

RESOLUTION NO. 2:- To amend the Capital Clause in the Memorandum of Association of the Company

| Particulars | No. of Share Holders Voted | No. of Equity Shares held | Paid-up value of the Equity Shares (Rs.) | % of total Paid-up Equity Capital | % of assent/ dissent of total valid votes polled |
|---------------------------------------|----------------------------|---------------------------|--|-----------------------------------|--|
| Total Valid Votes | 209 | 84066907 | 840669070 | 89.384 | - |
| Votes with assent for the Resolution | 203 | 84066333 | 840663330 | 89.383 | 99.999 |
| Votes with dissent for the Resolution | 6 | 574 | 5740 | 0.001 | 0.001 |

18. Based on the voting above, we confirm that the Resolutions has been approved by the Shareholders of the Company with requisite majority. Accordingly, we request the Chairman to announce the voting results of the Postal Ballot.

Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100

CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910

Date: 23.03.2020
Place: New Delhi