



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

14th November, 2022

BSE Limited Listing Dept./ Dept. of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 बीएसई लिमिटेड लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग पी. जे. टावर्स, दलाल स्ट्रीट मुंबई- 400001 Scrip code / ID: 541956 / IRCON	National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East) Mumbai – 400051 नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग एक्सचेंज प्लाजा, प्लॉट नं सी / आई, जी ब्लॉक बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व) मुंबई-400051 Scrip Code: IRCON
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Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Postal Ballot/ पोस्टल बैलेट की सूचना

Dear Sir/ Madam, महोदय / महोदया,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, please find attached the Postal Ballot Notice being sent to the Member of the Company.

In compliance with the provisions of MCA Circulars, this Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e Friday 11th November, 2022 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's RTA.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility. The remote e-voting shall commence on Tuesday, 15th November, 2022 at 09:00 a.m. IST and will end on Wednesday, 14th December, 2022 at 05:00 p.m. (IST) both days inclusive.

The result of Postal Ballot will be announced on or before Friday, 16th December, 2022.

The Notice of Postal Ballot will be available on the Company's website in the Investors Section at www.ircon.org and on the website of NSDL at www.evoting.nsdl.com.

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद,
भवदीया,
कृते इरकॉन इंटरनेशनल लिमिटेड

(रितु अरोड़ा)
कम्पनी सचिव एवं अनुपालन अधिकारी
सदस्यता क्र.: FCS 5270





IRCON INTERNATIONAL LIMITED

CIN: L45203DL1976GOI008171

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

Tel: +91-11-26530266 Fax: +91-11-26854000, 26522000 E-mail: investors@ircon.org

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

Notice of Postal Ballot

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021 and 5th May, 2022 ("MCA Circulars"), and other applicable laws and regulations, if any, Ircan International Limited ("IRCON/the Company") seeks the consent of its members for Special Businesses as set out here under by passing Ordinary Resolution(s) by way of Postal Ballot only through remote electronic voting ("e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("the Board") of the Company at its meeting held on 11th November, 2022 has appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774) and failing him Ms. Garima, Practicing Company Secretary (Membership No.A27100), partners of M/s Agarwal S. & Associates, Company Secretaries as the scrutinizer ("Scrutinizer") to conduct the postal ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide remote e-voting facility. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

The Members are requested to carefully read the instructions indicated in this Notice ("Notice/Postal Ballot Notice"). The remote e-voting period commences from Tuesday, 15th November, 2022 at 09:00 a.m. (IST) and ends on Wednesday, 14th December, 2022 at 05:00 p.m. (IST).

Upon completion of the scrutiny of the votes casted through remote e-voting, the Scrutinizer will submit his report to the Chairman/Company Secretary of the Company or to any other person as may be authorized by the Chairman.

The results of the Postal Ballot will be announced on or before 05:00 P.M. (IST) Friday, 16th December, 2022. The said results would be displayed on the notice board at the Registered Office of the Company and intimated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, i.e. www.ircon.org and on the website of NSDL i.e. www.evoting.nsdl.com

SPECIAL BUSINESSES:-

Item No.1

- 1. To appoint Shri Parag Verma [DIN: 05272169] as Director (Works), 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 Parag Verma [DIN:05272169] who was appointed as Director (Works), by the President of India vide Ministry of Railways letter no.2021/E(O)II/40/23 dated 21st September, 2022 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director/ Director (Works) by the Board of Directors w.e.f. 21st September, 2022 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 (Works) on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation.”

Item No.2

- 2. To appoint Shri Ram Prakash [DIN: 09746225] as Government Nominee (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 Ram Prakash [DIN: 09746225] who was appointed as Government Nominee (Part-Time Official) Director, by the President of India vide Ministry of Railways order no. 2022/PL/57/10 dated 19th September, 2022 and 22nd September, 2022 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director/ Government Nominee (Part-Time) Official Director by the Board of Directors with effect from 23rd September, 2022 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as director, be and is hereby appointed as Government Nominee (Part-Time Official) Director on the terms & conditions as may be fixed by the Government of India and shall be liable to retire by rotation.”

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

Sd/-
(Ritu Arora)
Company Secretary

Place : New Delhi
Date : 11th November 2022

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules related thereto and Secretarial Standard issued by the ICSI, stating reasons for the proposed Special Businesses is annexed herewith.
2. 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 (LODR) Regulations, 2015, SS-2 and the provisions of the MCA Circulars, the Company is providing facility for voting by e-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has appointed NSDL as the Agency to provide remote e-voting facility.
3. In terms of the MCA Circulars, voting can be done only by e-voting. The Members are strongly advised to use the e-voting procedure by themselves and not through any other person/ proxies.
4. The Portal for e-voting will remain open for the Members for exercising their voting from **Tuesday, 15th November, 2022 at 09:00 a.m. (IST) till Wednesday, 14th December, 2022 at 05:00 p.m. (IST) both days inclusive**. The e-voting needs to be exercised by 05:00 p.m. (IST) on Wednesday, 14th December, 2022. Please note that e-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on **Friday, 11th November, 2022 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. In compliance with the provisions of MCA Circulars, this Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ list of Beneficial Owners maintained by the Depositories as on cut-off **date i.e Friday, 11th November, 2022** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's RTA.
6. 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, Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by mail to rta@alankit.com.
7. The hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
8. Members whose names appear on the Register of Members/list of Beneficial Owners as **on Friday, 11th November, 2022** will be considered for the purpose of voting and each Member's voting rights shall be in proportion to his/ her share of the paid-up equity share capital of the Company. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.

9. The Postal Ballot Notice is placed on the Company's website in the Investors Section at www.ircon.org. The Postal Ballot Notice can also be accessed from the websites of Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also available at website of the NSDL at www.evoting.nsdl.com
 10. All the material documents referred to in the Notice and Explanatory Statement thereto, can be obtained for inspection by writing to the Company at its email id at investors@ircon.org from the date of dispatch of notice until the last date for receipt of votes through e-voting.
 11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
 12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 14th December, 2022, i.e., the last date specified for receipt of votes through the e-voting process.
 13. Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774) and failing him Ms. Garima, Practicing Company Secretary (Membership No. A27100), partner of M/s Agarwal S. & Associates, Company Secretaries, have been appointed as Scrutinizer for conducting the e-voting process in accordance with the law in fair and transparent manner.
 14. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman/ Company Secretary of the Company or any person authorized by the Chairman, after completion of scrutiny of votes received through e-voting. The results of the voting by Postal Ballot will be announced on or before Friday, 16th December, 2022. The results of the Postal Ballot will be posted on the website of the Company at www.ircon.org and on NSDL website at 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.
 15. The instructions for Shareholders for e-voting are as under:
 - i. The voting period will begin on **Tuesday, 15th November, 2022 at 09:00 a.m. (IST) and end on Wednesday, 14th December, 2022 at 05:00 p.m. (IST) both days inclusive**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th November, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - ii. In terms of SEBI circular dated December 9th, 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 email Id in their demat accounts in order to access e-Voting facility.
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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 for Individual shareholders holding securities in demat mode:

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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 i.e. Ircon International Limited 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 i.e. Ircon International Limited 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email 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 also able to directly access the system of all e-Voting Service Providers.

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 log in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. Ircon International Limited 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.
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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(s).

Helpdesk for Individual Shareholders holding securities in demat mode, for any technical issues related to login through Depository i.e. NSDL and CDSL shall be:-

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method 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 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 eservices 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 mode 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 EVEN number is 101456 and folio number is 001*** and then user ID is 101456001***.

5. Password details for shareholders (other than Individual shareholders) shall be as under:

- 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, please follow steps mentioned below in process for those shareholders whose email 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.
 - b) Click on **“Physical User Reset Password”?** (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login as per Step no. 1 above, you will be able to see all the companies “EVEN”, in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the company i.e. Ircon International Limited to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. ASSENT (For) or DISSENT (Against), 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 vote(s) cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), 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 sachincs2022@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote, Assistant Manager, NSDL) at evoting@nsdl.co.in

Process for those shareholders, whose email 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 your Folio No., name, 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 email to rt@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 Demat Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rt@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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

Item No. 1

To appoint Shri Parag Verma [DIN:05272169] as Director (Works), liable to retire by rotation

Shri Parag Verma was appointed as Director (Works) on the Board of the Company in terms of Ministry of Railways order no.2021/E(O)II/40/23 dated 21th September, 2022. 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 Parag Verma as an Additional Director [Director (Works)] with effect from 21th September, 2022 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 Parag Verma as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013, every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Parag Verma as the Director (Works) on the terms and conditions as determined by the Government of India.

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

Shri Parag Verma holds 10500 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 Parag Verma, 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 Parag Verma is annexed.

Item No. 2

To appoint Shri Ram Prakash [DIN:09746225] as Government Nominee (Part-Time Official) Director, liable to retire by rotation

Shri Ram Prakash was appointed as Government Nominee (Part-Time Official) Director on the Board of the Company in terms of Ministry of Railways order no.2022/PL/57/10 dated 19th September, 2022 and 22nd September, 2022. 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 Ram Prakash as an Additional Director [Government Nominee (Part-Time Official) Director] with effect from 23rd September, 2022 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 Ram Prakash as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Ram Prakash as a Government Nominee (Part-Time Official) Director on the terms and conditions as determined by the Government of India.

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

Shri Ram Prakash does not hold any share 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 Ram Prakash, 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 Ram Prakash is annexed.

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

**Sd/-
(Ritu Arora)
Company Secretary**

Place : New Delhi

Date : 11th November, 2022

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT

Name	Shri Parag Verma
Appointment / Re-appointment	Appointment as Directors (Works) of the Company
DIN	05272169
Age	57 years
Date of Appointment	21 st September, 2022
Qualification	Post-graduation in Engineering
Brief resume including experience and expertise in specific functional area	<p>Shri Parag Verma joined IRCON in 1991. He is having more than 31 years of experience, of working on national and international infrastructure projects. His core strength lies in project planning, estimation, conceptualization and structuring of the projects and its execution. He has the experience of establishing wholly owned subsidiary and JV companies for parent organization to take up the specialized project. He was instrumental in the development of the whole concept of station development program on PPP model in India and was instrumental in awarding first project of station development on Indian Railways on PPP model which has been successfully inaugurated by Hon'ble PM.</p> <p>Before joining as Director (Works), he was ED (Infrastructure) and looking after the Highway, Building & Real Estate and Business Development in domestic and international market. He was not only responsible for maintaining healthy order book of company by bagging national and international infrastructure projects either on EPC, Item Rate, PPP model but their execution also. Under his guidance BD team has achieved the highest value of new order through open competitive bidding. Work in New sectors of high speed railway, ballast less slab track and highway tunnel large bridges have been secured by IRCON.</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"> 1. Ircon Infrastructure & Services Limited 2. Ircon Vadodara Kim Expressway Limited 3. Ircon Gurgaon Rewari Highway Limited 4. Ircon Akloli-Shirsad Expressway Limited 5. Ircon Ludhiana Rupnagar Highway Limited 6. Chhattisgarh East Railway Limited 7. Chhattisgarh East-West Railway Limited 8. Jharkhand Central Railway Limited 9. Indian Railway Stations Development Corporation Limited
Membership / Chairmanship of Committees in other Companies	<p>Ircon Infrastructure & Services Limited- <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee </p> <p>Indian Railway Stations Development Corporation Limited- <ol style="list-style-type: none"> 1. Audit Committee 2. CSR Committee </p>
No. of shares held in IRCON including shareholding as a beneficial owner	10500
Relationship with other Directors / KMP of the Company	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. 2021/E(O)II/40/23 dated 21 st September, 2022 at the remuneration in the pay scale of Rs.1,80,000/- to Rs.3,40,000/- (IDA Scale). He is appointed as Director (Works) from 21 st September, 2022 till the date of his superannuation i.e. 30 th April, 2025 or until further order, whichever is earlier.
No. of Board Meetings held and attended during the year (during tenure)	2 out of 2 Board Meeting attended during his tenure starting from 21 st September, 2022.

Name	Shri Ram Prakash
Appointment / Re-appointment	Appointed as Government Nominee (Part-Time Official) Director of the Company
DIN	09746225
Age	59 years
Date of Appointment	23 rd September, 2022
Qualification	Bachelor of Engineering in Electrical engineering from IIT Roorkee
Brief resume including experience and expertise in specific functional area	<p>Shri Ram Prakash has done BE in Electrical engineering from IIT Roorkee. He joined Indian Railways as IRSEE in 1984 batch. He is presently working in Railway Board as Additional Member. He has a vast experience in operation, maintenance, design and manufacturing of Electric Locomotives and electric multiple units (EMU). He held various important and challenging posts in Railways during his 36 years of service. He has worked as ADRM (Additional Divisional Railway Manager/ Sealdah, Chief Electric Loco Engineer/ Eastern Railway, Chief Electrical Engineer/ Construction/ ER, Chief Safety Officer/ER, Principal Chief Electrical Engineer/ CLW (Chittaranjan Locomotive Works), Principal Executive Director/ Traction Installation/ RDSO Research Design Standards Organization) before joining as Additional Member in Railway Board.</p> <p>He has also served the Territorial Army for 26 years. He was Commanding officer of 969 Rly Engr Regt. He is recipient of prestigious national level Minister's award for record outturn at Kanchrapara workshop/ ER in the year 1998 while working as Dy Chief Electrical Engineer/ Kanchrapara. CLW became the highest Electric Locomotive manufacturing unit during his tenure as Principal Chief Electrical Engineer/ CLW and CLW name featured in the 'Limca Book Of Records' for highest production of Electric Locomotives in 2018-19.</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"> 1. Container Corporation Limited 2. Rail Vikas Nigam Limited 3. Mumbai Railway Vikas Corporation Limited
Membership / Chairmanship of Committees in other Companies	Nil
No. of shares held in IRCON including shareholding as a beneficial owner	Nil
Relationship with other Directors / KMP of the Company	None
Terms & Conditions of appointment and re-appointment including remuneration	<p>Appointment as per order of the President of India vide Ministry of Railway's Order no. 2021/E(O)II/40/23 dated 21st September, 2022.</p> <p>The Government Nominee Director is not entitled to receive any sitting fees from the Company as per the norms of Government of India.</p>
No. of Board Meetings held and attended during the year (during tenure)	2 out of 2 Board Meeting attended during his tenure starting from 23 rd September, 2022.