

IRCON INFRASTRUCTURE & SERVICES LIMITED

(A wholly owned subsidiary of Ircon International Limited, A Govt. of India Undertaking)

CIN: U45400DL2009GOI194792

Regd Office: Plot No. C-4, District Centre, Saket, New Delhi – 110017

Tel: 91-11-29565666 Fax: 91-11-26854000

E-mail: info@irconisl.com Web: www.irconisl.com

NOTICE FOR THE TENTH ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT the Tenth (10th) Annual General Meeting of Ircon Infrastructure & Services Limited (IrconISL) will be held at the Registered Office of IrconISL situated at C-4, District Centre, Saket, New Delhi-110017, on **Tuesday, the 27th August 2019, at 11:00 A.M. to transact the following business :-**

Ordinary Business:

- (1) **To receive, consider and adopt the Directors' Report and the Financial Statements** for the year ended on 31st March 2019 along with the Auditors' Report and the comments of the Comptroller & Auditor General of India thereon, and pass, with or without modification(s), the following ordinary resolution: -

"RESOLVED THAT the Financial Statements for the year ended 31st March 2019 comprising Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss for the year ended 31st March 2019, Cash flow Statement for the year ended 31st March 2019 and the Statement of Changes in Equity along with Notes thereto and the Auditors' Report as well as comments of the Comptroller & Auditor General of India thereon and the Directors' Report along with its Annexures including Extract of Annual Return in Form MGT-9, Form AOC-2, Report on Corporate Social Responsibility (CSR) Activities, the Management Discussion & Analysis Report, Corporate Governance Report and Secretarial Audit Report as circulated to the members of the company and as laid before the meeting, be and are hereby approved and adopted."

- (2) **To consider** and if thought fit, to pass with or without modification, the following ordinary resolution in respect of **Remuneration of Statutory Auditors of the Company for the Financial Year 2019-20: -**

“RESOLVED THAT the Board of Directors of IrconISL be and is hereby authorized to fix, based on a recommendation to be made by the Audit Committee, the remuneration including out-of-pocket expenses of the Statutory Auditors of the Company as may be appointed by the Comptroller & Auditor General of India, for audit of financial statements of the Company for the financial year 2019-20, as well as to fix the auditors' expenses for their visits to foreign projects for the purpose of audit.”

BY ORDER OF THE BOARD OF DIRECTORS

**Place: New Delhi
Dated: 07.08.2019**

**Sd/-
(Manisha Gola)
Company Secretary**

NOTE:

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY IN WRITING DULY SIGNED BY HIM/HER TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER. **Form of Proxy is enclosed.**
2. As per the provisions of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of notice in writing of the intention to inspect is given to the Company.

4. Voting to be by show of hands in the first instance. Every member present in person shall have only one vote on a show of hands. Only when a poll is demanded under section 109, every such member shall have one vote for every share held by him/her.
5. Five members (shareholders) of the Company personally present throughout the meeting is the Quorum.
6. Route map including prominent landmark for easy location of the Registered Office (venue of the meeting) is annexed.
7. A form of Attendance slip is annexed with this Notice.
8. Pursuant to Section 139(5) of the Companies Act, 2013, the auditors of Government Company are appointed by the Comptroller & Auditor General of India (C&AG) and their remuneration is fixed by the Company in the Annual General Meeting or in such manner in Annual General Meeting may determine [section 142(1) of the Companies Act, 2013]. The shareholders may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2019-20 as may be deemed fit by the Board of Directors. Statutory Auditors for the financial year 2019-20 are yet to be appointed.
9. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the registered office of the Company on all working days during business hours up to the date of Annual General Meeting.
10. **Members requested to bring their copies of Annual Report, Notice and Attendance slip duly completed and signed at the meeting.**
11. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.

To:

1. **All shareholders of the Company**
2. **All Directors of the Company**
3. **M/s Kapoor Goyal & Co, Chartered Accountants (Statutory Auditors)**
4. **M/s K.K. Singh & Associates, Company Secretaries (Secretarial Auditor)**

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ATTENDANCE SLIP

Name of the Member/ Proxy :

(In Block Letters)

Address of the Member/ Proxy :

Folio No. :

No. of Shares held :

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company held on Tuesday, the 27th August, 2019 at 11:00 A.M. at C – 4, District Centre, Saket, New Delhi – 110017.

Member's / Proxy's Signature

Note:

Please fill and sign this attendance slip and hand it over at the entrance of the meeting.

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Plot No. C-4 District Centre, Saket, New Delhi – 110017

Form No. MGT 11 – PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No	:	_____

I, being the member holding _____ shares of Ircon Infrastructure & Services Limited (IrconISL), hereby appoint:

1. Name : _____ E-mail Id : _____

Address : _____ Signature : _____

or failing him / her

2. Name : _____ E-mail Id : _____

Address : _____ Signature : _____

or failing him / her

3. Name : _____ E-mail Id : _____

Address : _____ Signature : _____

as my proxy to attend and vote (on a poll) for me and on my behalf at the 10th Annual General Meeting of the company, to be held on Tuesday, the 27th August 2019, at 11:00 A.M. at Registered Office of IrconISL or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. To receive and adopt the Directors' Report and the Financial Statements for the year ended on 31st March 2019 with the Auditors' Report thereon.
2. To consider Remuneration of Auditors of the Company for 2019-20.

Signed this ____ day of August 2019

Signature of Shareholder

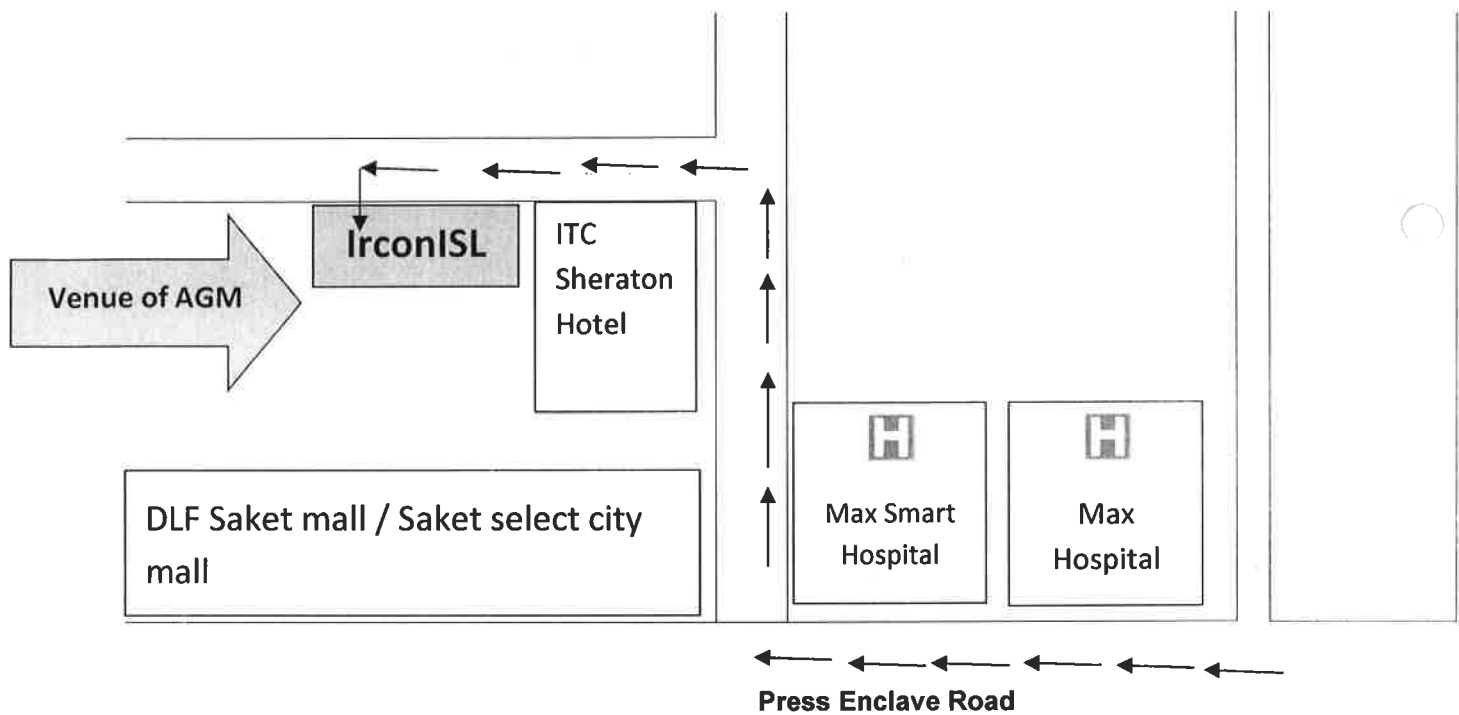
Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be completed (i.e. duly filled, stamped, and signed) and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Affix
Revenue
Stamp**

Route Map
Ircon Infrastructure & Services Limited
(IrconISL),
Plot No. C-4, District Centre, Saket, New Delhi
– 110017



**Malviya Nagar
Metro Station**

Map not to scale