# IRCON INFRASTRUCTURE & SERVICES LIMITED

**(A Wholly Owned Subsidiary of IRCON International Limited, a Govt. of India Undertaking)**

**CIN:** U45400DL2009GOI194792

**Registered Office:** Plot No. C-4, District Centre, Saket, New Delhi-110017

**Corporate office:** B-40A, Second Floor, Sector 1, Noida-201301

## NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

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**SHORTER NOTICE IS HEREBY GIVEN THAT** the Fourteen **(14th) Annual General Meeting** of the Members of **Ircon Infrastructure & Services Limited (IrconISL)** will be held at Registered Office of IrconISL situated at C-4, District Centre, Saket, New Delhi-110017 **on Friday, 01st September, 2023 at 2.30 P.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 2023 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 2023 comprising of Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss for the year ended 31st March 2023, Cash flow Statement for the year ended 31st March 2023 and the Statement of Changes in Equity along with Notes thereto and the Auditors' Report thereon, as well as the Directors' Report along with its Annexures including 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 authorize the Board of Directors to fix the remuneration of Statutory Auditors of the Company** for the Financial Year 2023-24 appointed by C&AG and if thought fit, to pass, with or without modification(s), the following ordinary resolution:

"**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 2023-24, as well as to fix the auditors' expenses for their visits to foreign projects for the purpose of audit."

(3) **To appoint the Director in place of Mr. Surender Singh (Nominee Director), who retires by rotation and being eligible**, offers himself for re-appointment and if thought fit, to pass with or without modification, the following ordinary resolution-

"**RESOLVED THAT** Mr. Surender Singh (DIN: 09214484) Director of the Company who retires by rotation and being eligible has offered himself for reappointment be and is hereby re-appointed as the Part-Time (Nominee) Director of the Company whose period of office is liable to determination by retirement of directors by rotation."

**SPECIAL BUSINESS:**

(4) **To appoint Shri Rajeev Kumar Sinha [DIN: 08320520] as Part Time Nominee Director, 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 read with the Rules made thereunder, Shri Rajeev Kumar Sinha [DIN: 08320520] who was appointed as Nominee Director of the company, by the Ircon International Limited letter no. IRCON/SECY/JV/Subs/106 dated 07th December, 2022 with effect from 07th December, 2022 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director (Nominee) by the Board of Directors with effect from 07th December, 2022 to hold office upto the date of this Annual General Meeting and who has consented to act as a director, be and is hereby appointed as Nominee Director on the Board of IrconISL."

**BY ORDER OF THE BOARD OF DIRECTORS**
**For Ircon Infrastructure & Services Limited**

01-09-2023

**(Manisha Gupta)**
**Company Secretary**

**Place:** New Delhi
**Date:** 01.09.2023

**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. In Compliance with the MCA Circulars, Notice of the AGM along with the Directors' Report and Financial Statement for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose emails addresses are registered with the Company. Members may note that the Notice and Directors' Report and Financial Statement for the Financial Year 2022-23 will also be available on the Company's website www.irconisl.com

4. 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.

5. 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.

6. Five members (shareholders) of the Company personally present throughout the meeting is the Quorum.

7. Route map including prominent landmark for easy location of the Registered Office (venue of the meeting) is annexed.

8. A form of Attendance slip is annexed with this Notice.

9. Explanatory Statement setting out the material facts of the Special Business to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on the Director proposed to be re-appointed at the Meeting as required as per SS-2 (1.2.5) are provided in the Annexure - A to this Notice.

10. 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 2023-2024 as may be deemed fit by the Board of Directors. Statutory Auditors for the financial year 2023-2024 are yet to be appointed.

11. Members are requested to take note that Vide letter dated 30th June, 2023 having reference no. PDA/RC/ Audit Intimation/11-03/23-24/200 the Comptroller & Auditor General of India (C&AG) has decided to conduct the supplementary audit of the financial statements of your Company for the period ended 31st March 2023 under section 143(6)(a) of the Companies Act 2013.

12. 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 the Annual General Meeting.

**13. Members requested to bring their copies of the Annual Report, Notice and Attendance slip duly completed and signed at the meeting.**

14. 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 KMGS & Associates, Chartered Accountants (Statutory Auditors)**
4. **M/s Kanchan Sah & Associates, Company Secretaries (Secretarial Auditor)**

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

**Item No. 4**

To appoint Shri Rajeev Kumar Sinha [DIN: 08320520] as Part Time Nominee Director, liable to retire by rotation and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

As per Article 49 of the Articles of Association of the Company, all the directors in IrconISL shall be appointed by Ircon International Limited, the Holding Company. Accordingly, Ircon International Limited vide letter no. IRCON/SECY/JV/Subs/106 dated 07th December 2022 appointed Shri Rajeev Kumar Sinha [DIN: 08320520] as a Nominee Director of the company with effect from 07th December 2022. Subsequently, in terms of Section 161 of the Companies Act, 2013, Shri Rajeev Kumar Sinha [DIN: 08320520] was appointed as an Additional Director (Nominee) by the Board of Directors with effect from 07th December 2022 to hold office upto the date of this Annual General Meeting. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Accordingly, the Board of Directors of your Company recommends to pass the ordinary resolution in relation to the appointment of Shri Rajeev Kumar Sinha [DIN: 08320520], as Nominee Director of the Company. A brief resume of Shri Rajeev Kumar Sinha is annexed.

Shri Rajeev Kumar Sinha 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 Rajeev Kumar Sinha, being the Director of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS**
**For Ircon Infrastructure & Services Limited**

Ircon Infrastructure & Services Limited
NEW DELHI

01-09-2023
**(Manisha Gupta)**
**Company Secretary**

**Place:** New Delhi
**Date:** 01.09.2023

**To:**
1. **All shareholders of the Company**
2. **All Directors of the Company**
3. **M/s KMGS & Associates, Chartered Accountants (Statutory Auditors)**
4. **M/s Kanchan Sah & Associates, Company Secretaries (Secretarial Auditor)**

**ANNEXURE A**

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

| Name | **Mr. Surender Singh** | **Mr. Rajeev Kumar Sinha** |
|---|---|---|
| Appointment/Reappointment | Reappointment | Appointment |
| DIN | 09214484 | 08320520 |
| Date of Birth & Age | 026.12.1968 | 05.01.1966 |
| Date of Appointment | 01.07.2021 | 07.12.2022 |
| Qualification | B.E (Civil) | B.E. (Civil Engineering) |
| Experience in the specific functional area | Project Management of large infrastructure projects | Project Management of large Railway projects |
| Directorship Held in other Companies | 1. Ircon Renewable Power Limited | NIL |
| Membership/Chairmanship of Committees in other companies | 3 | 3 |
| No. of Shares held in IrconISL | NIL | NIL |
| Relationship with other Directors/KMP of the Company | None | None |
| Terms and condition of appointment/ re-appointment | All the Directors of Ircon Infrastructure & Services Limited are nominated by the holding Company, Ircon International Limited in terms of Article 49 (1) of Articles of Association of the Company. Therefore, he is appointed in the company on nomination by IRCON till the date of his superannuation or until further order, whichever is earlier. | All the Directors of Ircon Infrastructure & Services Limited are nominated by the holding Company, Ircon International Limited in terms of Article 49 (1) of Articles of Association of the Company. Therefore, he is appointed in the company on nomination by IRCON till the date of his superannuation or until further order, whichever is earlier. |
| Details of the Remuneration sought to be paid | No remuneration paid | No remuneration paid |
| Number of Board meetings held and attended during the year | Attended four (04) meetings out of six (06) meetings held in the Financial Year 2022-23. | Attended all the meeting (1) held during his tenure in the Financial Year 2022-23. |

**IRCON INFRASTRUCTURE & SERVICES LIMITED**
**Plot No. C-4, District Centre, Saket, New Delhi - 110017**
**CIN: U45400DL2009GOI194792**

## ATTENDANCE SLIP

| | |
|---|---|
| Name of the Member/ Proxy<br>(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 14th Annual General Meeting of the Company held on ……day, the ……………… at ………… 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.

**IRCON INFRASTRUCTURE & SERVICES LIMITED**
CIN: U45400DL2009GOI194792
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 14th Annual General Meeting of the company, to be held on ………, the …………, at ………. 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 2023 with the Auditors' Report thereon.
2. To consider Remuneration of Auditors of the Company for 2023-2024.
3. To appoint the Directors in place of Mr. Surender Singh (Nominee Director), who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint Shri Rajeev Kumar Sinha [DIN: 08320520] as Part Time Nominee Director, liable to retire by rotation

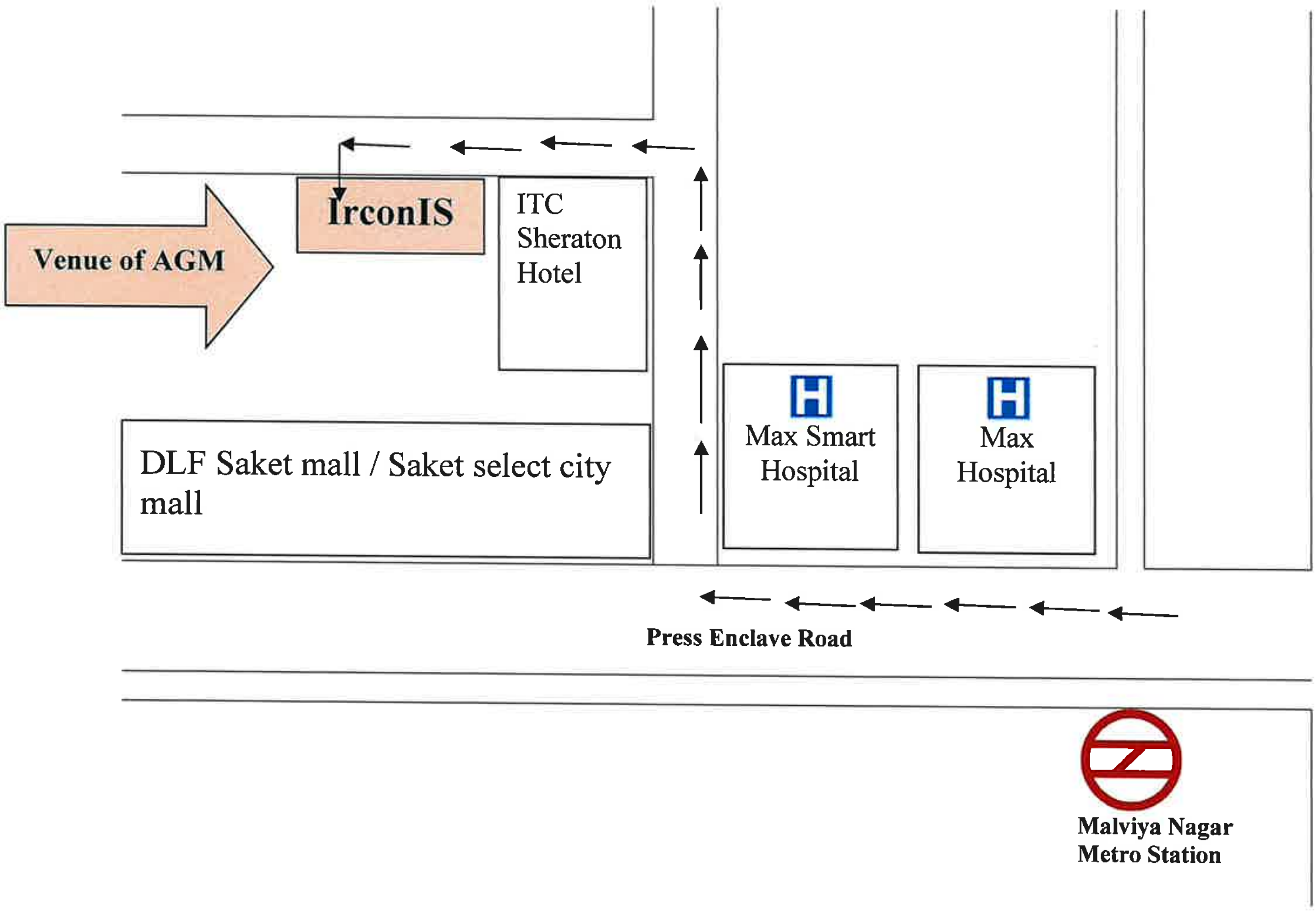
**Signed this ____ day of …….. 2023**

____________________
**Signature of Shareholder**

____________________
**Signature of Proxy holder(s)**

**Affix Revenue Stamp**

**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.




**Map not to scale**