FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

Form language (●) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U45400DL2009GOI194792 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AACCI2370Q

(ii) (a) Name of the company: IRCON INFRASTRUCTURE & SEI

(b) Registered office address

PLOT NO. C-4, DISTRICT CENTRE
SAKET
NEW DELHI
Delhi
110017

(c) *e-mail ID of the company: manishagola@irconisl.com

(d) *Telephone number with STD code: 01129565666

(e) Website: www.irconisl.com

(iii) Date of Incorporation: 30/09/2009

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital (●) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) ( ) Yes (●) No

(b) CIN of the Registrar and Transfer Agent: [Pre-fill]

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 27/08/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	25.18
2	M	Professional, Scientific and Technical	M4	Architecture, engineering activities, technical testing and analysis activities	67.5

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	IRCON INTERNATIONAL LIMITE	L45203DL1976GOI008171	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	65,000,000	65,000,000	65,000,000	65,000,000
Total amount of equity shares (in Rupees)	650,000,000	650,000,000	650,000,000	650,000,000

Number of classes | 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	65,000,000	65,000,000	65,000,000	65,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	650,000,000	650,000,000	650,000,000	650,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes | 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	65,000,000	650,000,000	650,000,000	
Increase during the year	0	0	0	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	65,000,000	650,000,000	650,000,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ◉ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ◉ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	

Date of registration of transfer (Date Month Year)	05/04/2018		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	15		
Transferor's Name	GUPTA	KUMAR	ANIL
	Surname	middle name	first name
Ledger Folio of Transferee	18		
Transferee's Name	VERMA		PARAG
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	11/06/2018

Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor	8

Transferor's Name	Khanna		Hitesh
	Surname	middle name	first name

Ledger Folio of Transferee	19

Transferee's Name	Goyal	Kumar	Ashok
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor	

Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	

Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 706,399,554

(ii) Net worth of the Company 1,423,787,820

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	65,000,000	100	0	
10.	Others	0	0	0	
	Total	65,000,000	100	0	0

Total number of shareholders (promoters) 10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters) 0

Total number of shareholders (Promoters+Public/ Other than promoters) 10

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. **Promoter**	0	0	0	0	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	3	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	3	0	4	0	0
Total	0	3	0	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mukesh Kumar Singh	06607392	Nominee director	100	
Ashok Kumar Goyal	05308809	Nominee director	100	
Surajit Dutta	06687032	Nominee director	100	
Parag Verma	05272169	Nominee director	100	
R P Singh	AFSPS2242F	CEO	0	
Pooja Chaurasia	AHDPC7219B	CFO	0	
Manisha Gola	BUYPG0272P	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mukesh Kumar Singh	06607392	Nominee director	10/04/2018	Appointment
Parag Verma	05272169	Nominee director	05/04/2018	Appointment
R P Singh	AFSPS2242F	CEO	01/02/2019	Appointment
Pooja Chaurasia	AHDPC7219B	CFO	25/01/2019	Appointment
Manisha Gola	BUYPG0272P	Company Secretar	28/11/2018	Appointment
C K Nayyar	ABSPN0772H	CEO	30/01/2019	Cessation
Aniket Khetrapal	ATMPK4962G	CFO	25/01/2019	Cessation
Deepshikha Gupta	ARUPG0691E	Company Secretar	31/05/2018	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/09/2018	10	8	99.99

B. BOARD MEETINGS

*Number of meetings held: 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2018	4	4	100
2	01/08/2018	4	4	100
3	29/10/2018	4	4	100
4	24/01/2019	4	4	100
5	27/03/2019	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held: 5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	30/05/2018	3	3	100
2	Audit Committ	01/08/2018	3	3	100
3	Audit Committ	29/10/2018	3	3	100
4	Audit Committ	24/01/2019	3	3	100
5	Audit Committ	27/03/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/08/2019 (Y/N/NA)
1	Mukesh Kuma	5	5	100	5	5	100	Yes
2	Ashok Kumar	5	5	100	5	5	100	Yes
3	Surajit Dutta	5	5	100	5	5	100	Yes
4	Parag Verma	5	5	100	5	5	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	C.K NAYYAR	CEO	3,012,690	0	0	1,981,257	4,993,947
2	RANA PRATAP SIN	CEO	580,374	0	0	341,391	921,765
3	ANIKET KHETRAP/	CFO	1,153,674	0	0	535,312	1,688,986
4	POOJA CHAURASI	CFO	276,178	0	0	135,793	411,971
5	DEEPSHIKHA GUF	CS	132,000	0	0	5,400	137,400
6	MANISHA GOLA	CS	142,333	0	0	7,320	149,653
	Total		5,297,249	0	0	3,006,473	8,303,722

Number of other directors whose remuneration details to be entered 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

(●) Yes ( ) No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	Santosh Pandey
Whether associate or fellow	(●) Associate ( ) Fellow
Certificate of practice number	15211

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 46/19-03 dated 24/01/2019 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director	Surajit Dutta — Digitally signed by Surajit Dutta Date: 2019.10.22 16:39:56 +05'30'
DIN of the director	06687032
To be digitally signed by	MANISHA GOLA — Digitally signed by MANISHA GOLA Date: 2019.10.22 16:40:30 +05'30'

(●) Company Secretary

( ) Company secretary in practice

Membership number	40985	Certificate of practice number	

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT 8.pdf
List of shareholder.pdf
Clarification letter.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

DATED:- 22th October, 2019

CLARIFICATION LETTER

This is to inform that there were 4 directors in Ircon Infrastructure and Services Limited (hereinafter referred to as "the Company") in the beginning of the Financial Year 2017-18 i.e. as on 1st April, 2017 as listed below:-

S.No.	DIN	NAME OF THE DIRECTOR
1.	07263307	A.K Gupta
2.	02789681	Hitesh Khanna
3.	06687032	Surajit Dutta
4.	05308809	Ashok Kumar Goyal

However, two directors resigned office during the Financial Year 2017-18. The details are as follows:-

1. Mr. A. K. Gupta, ceased to hold office w.e.f. 25.01.2018.
2. Mr. Hitesh Khanna, ceased to hold office w.e.f. 28.03.2018.

After resignation of Mr. Hitesh Khanna, minimum no. of directors were reduced below the stipulated limit which is of minimum 3 directors in the case of public company as per section 149(1)(a) of the Companies Act, 2013.

Therefore, there were only 2 directors in the Company at the end of the Financial Year 2017-18 i.e as on 31st March, 2018, as listed below:-

S.No.	DIN	NAME OF THE DIRECTOR
1.	06687032	Surajit Dutta
2.	05308809	Ashok Kumar Goyal

As per Section 174(2) of the Companies Act, 2013 if the number of directors falls below the quorum then the continuing directors:

- may appoint a director in the meeting for increasing the number of directors to that fixed for the quorum or
- Summon a general meeting of the company to appoint a director and for no other purpose.

Ircon Infrastructure & Services Limited is a wholly owned subsidiary of Ircon International Limited, a Government Company, wherein the nomination of directors is made by its holding company.

Accordingly, after the nomination as communicated with the holding company, the new directors in place of the resigned were appointed as follows:-

1. Mr. Parag Verma-- w.e.f. 05.04.2018 (in place of Mr. A. K. Gupta)
2. Mr. M. K. Singh -- w.e.f. 10.04.2018 (vice Mr. Hitesh Khanna)

Therefore, the no. of directors has been increased to meet the stipulated limit for the minimum number of directors as per Section 149(1)(a) of the Companies Act, 2018 on immediate basis i.e within a period of 7 days as aforementioned.

However, as the number of directors were reduced to 2 directors which is below the stipulated limit of minimum 3 directors in case of Public Company as per Section 149(1)(a) of the Companies Act, 2018, as on 31st March, 2018 the below mentioned technical issue was being faced while preparing e-forms MGT 7, as the e- form cannot accept the details with less than 3 directors. Same issue arises for filling Form MGT 7 for the Financial Year 2018-19, because on 1st April 2018 there were only two Directors in the company.

"in case of public company, select atleast 3 designations of directors out of the various designations of directors".

Though the appointment of Directors is provisionally sound as per Companies Act, 2018 but the E forms have been designed with the set prescribed formats therefore E Form MGT 7 could not be prepared for FY 2017-18 and 2018-19 with the details of only 2 Directors in the Company as on 31st March, 2018 and 1st April 2018 respectively.

In consultation with the ROC, Delhi and MCA, to circumvent this issue, the company is hereby filing the E Form MGT 7 with 3 Directors as on 05th April, 2018, as listed below:-

S.No.	DIN	NAME OF THE DIRECTOR
1.	05272169	Parag Verma
2.	06687032	Surajit Dutta
3.	05308809	Ashok Kumar Goyal

For and on behalf of Ircon Infrastructure and Services Limited

22.10.19

(Manisha Gola)
Company Secretary

इरकॉन इंफ्रास्ट्रक्चर एंड सर्विसेज़ लिमिटेड
(भारत सरकार का उपक्रम, इरकॉन इंटरनेशनल लिमिटेड की सम्पूर्ण स्वामित्व वाली सहायक कम्पनी)
Ircon Infrastructure & Services Limited
(A wholly owned subsidiary of Ircon International Limited, A Govt. of India Undertaking)

LIST OF SHAREHOLDERS OF IrconISL AS ON 31.03.2019
Paid up share capital of the Company is Rs. 65,00,00,000

Sl. No.	Name of Shareholders	No. of shares of Rs.10/- each
1	**Ircon International Limited** (For General Meetings of IrconISL, Ms. Bhuvaneshwari K, CGM/Finance or in her absence Mr. Yogesh Ku. Misra, CGM/BD/I, Ircon has been nominated by Ircon as its representative)	6,49,99,100
2*	**Mr. Deepak Sabhlok** (for and on behalf of Ircon International Limited)	100
3*	**Mr. Surajit Dutta** (for and on behalf of Ircon International Limited)	100
4*	**Ms. Iti Matta** (for and on behalf of Ircon International Limited)	100
5*	**Mr. M.K. Singh** (for and on behalf of Ircon International Limited)	100
6*	**Mr. S.L. Gupta** (for and on behalf of Ircon International Limited)	100
7*	**Mr. Subhash Chand** (for and on behalf of Ircon International Limited)	100
8*	**Ms. Anupam Ban** (for and on behalf of Ircon International Limited)	100
9*	**Mr. Parag Verma** (for and on behalf of Ircon International Limited)	100
10*	**Mr. A. K Goyal** (for and on behalf of Ircon International Limited)	100
	TOTAL	6,50,00,000

***Ircon International Limited nominees holding 100 shares for & on behalf of Ircon International Limited. The nine nominee members are holding 100 shares each only for the statutory compliance of section 3(1)(a) of Companies Act, 2013 to have minimum 7 members for the formation of a public limited company and section 187 (1) which provides that a company may hold any shares in its subsidiary company in the name of any nominee or nominees of the company, if it is necessary to do so, to ensure that the number of members of the subsidiary company is not reduced below the statutory limit.**

On behalf of Ircon Infrastructure & Services Limited

31.03.19

(Manisha Gola)
Company Secretary

रजि. कार्यालयः सी–4, डिस्ट्रिक्ट सेंटर, साकेत, नई दिल्ली–110017, भारत
Regd Office. : C-4, District Centre, Saket, New Delhi-110017, India
Tel. : +91-11-29565666 Fax : +91-11-26854000, 26522000
E-mail : info@irconisl.com Web : www.irconisl.com
CIN - U45400DL2009GOI194792

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, Santosh Pandey, Practicing Company Secretary, bearing C.O.P. NO. 15211 have examined the registers, records and books and papers of **IRCON INFRASTRUCTURE & SERVICES LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2019. In our opinion and to the best of our information and explanations furnished to us by the company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year, the Company has generally complied with provisions of the Act & Rules made thereunder in respect of:

1. Its status under the Act
2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
3. Filing of forms and returns with the Registrar of Companies except in few cases where some forms were filed with delay with prescribed additional fees;
4. Calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of such meetings, proper notices were given and the proceedings including

SANTOSH PANDEY & ASSOCIATES NEW DELHI COMPANY SECRETARIES the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. Closure of Register of Members;
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission of securities and issue of share certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in compliance with the provisions of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointment/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

    Observation: *Ms. Manisha Gola, a member of the Institute of Company Secretaries of India bearing membership No. A40985 has been appointed as the Company Secretary of the Company w.e.f 01st December, 2015. Before her appointment to the said position, Ms. Deep Shikha Gupta bearing membership no. A28605 was the Company Secretary of the Company and she has resigned from the position w.e.f 31st May, 2018.*

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13. Appointment/re-appointment of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

For SANTOSH PANDEY & ASSOCIATES

Company Secretaries

SANTOSH PANDEY & ASSOCIATES NEW DELHI COMPANY SECRETARIES

21.10.2019

Membership No.- A40908

C.O.P No.- 15211

UDIN-A040908A000114586

Date : 21.10.2019

Place : New Delhi