

Ircon Infrastructure & Services Limited

(A wholly owned subsidiary of Ircon International Limited)

NOTICE FOR THE SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh (7th) 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 September 2016 at 15.00 hours** to transact the following business: -

Ordinary Business:

- (1) **To receive and adopt the Directors' Report and the Financial Statements** for the year ended on 31st March 2016 and the Statement of Profit & Loss for the year ended 31st March 2016 along with the Auditors' Report thereon, and pass, with or without modification(s), the following ordinary resolution: -

"RESOLVED THAT the Financial Statements for the year ended 31st March 2016 comprising Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended 31st March 2016, and Cash flow Statement for the year ended 31st March 2016, along with Notes thereto, and the Auditors' Report thereon, as well as the Directors' Report along with its Annexures including Extract of Annual Return in Form MGT-9, Form AOC-2, the Management Discussion & Analysis Report, Corporate Governance Report and Secretarial Audit Report as circulated 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 Auditors of the Company for 2016-17:**

"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

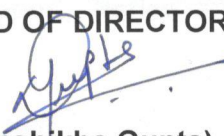
Committee, the remuneration including out-of-pocket expenses of the Statutory Auditors of the Company as may be appointed by the Comptroller & Auditor General of India, for audit of financial statements of the Company for the financial year 2016-17, as well as to fix the auditors' expenses for their visits to foreign projects for the purpose of audit."

BY ORDER OF THE BOARD OF DIRECTORS

Place: New Delhi

Dated: 12/9/16.

Reg. Office: C-4, District Centre Saket
New Delhi-110017


(Deepshikha Gupta)
Company Secretary
ACS No. 28605

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. A brief in respect of ordinary business items 1& 2 is attached as an **Annexure** to this Notice.

7. Route map including prominent landmark for easy location of the Registered Office (venue of the meeting) is provided at the end of Annual Report.
8. A form of Attendance slip is provided at the end of Annual Report.
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.**

- 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)



Annexure

A brief on Ordinary Business items:

- Item No. 1 -- To receive and adopt the Directors' Report and the Audited Balance Sheet as on 31st March 2016 and the Statement of Profit & Loss for the year ended 31st March 2016 with the Auditors' Report thereon.**

The Financial Statements along with Notes and its Annexures thereto were approved by the Board of Directors at its meeting held on 24th August 2016. The Directors' Report along with its Annexures including Extract of Annual Return in Form MGT-9, Form AOC-2, the Management Discussion and Analysis Report, the Corporate Governance Report and Secretarial Audit Report were approved by the Board of Directors at its meeting held on 24th August 2016. Thereafter, the Auditors gave their Report on the audited Financial Statements which was noted by the BoD at its meeting held on 24th August 2016.

Item No. 2 -- Remuneration of Auditors of the Company for 2016-17.

According to Chapter 4 of Corporate Governance Guidelines issued by DPE, one of the functions of Audit Committee is recommending to the Board of Directors fixation of audit fee, and also approval for payment to statutory auditors for any other services that may be required of them. According to section 139(5) of the Companies Act, 2013, the auditors of a government company shall be appointed by the Comptroller & Auditor General of India (C&AG). According to section 142 of the Companies Act, 2013, the remuneration of the auditors of a government company which includes any sums to be paid from the Company in respect of auditors' expenses shall be fixed by the Company in general meeting or in such manner as the Company in general meeting may determine.

On a harmonious application of the aforesaid legal provisions, every year the General Meeting has been authorizing the Board of Directors to fix, based on recommendation made by the Audit Committee the remuneration including out of pocket expenses of the auditors, as well as the auditors' expenses for their visits to foreign projects for the purpose of audit who may be appointed by the office of the



C&AG. Accordingly, a resolution is being proposed for authorizing Board of Directors for fixing remuneration and permissible expenses of auditors for the financial year 2016-17.

None of the directors and Key Managerial personnel of the Company are in any way concerned or interested in any of the resolutions of ordinary business items.

Name of the Member
(In Block Letters)

Address of the Member

Folio No.

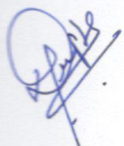
No. of Shares held

I certify that I am a shareholder of the Company.

I hereby record my presence at the meeting of the Board of Directors of the Company held on Tuesday (day), the month of year at the office of the Company, New Delhi.

Note:

Please fill and sign in the box.



IRCON INFRASTRUCTURE & SERVICES LIMITED

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

CIN: U45400DL2009GOI194792

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 7th Annual General Meeting of the Company held on Tuesday (day), the 24th September 2016 at 15:00 hours at C – 4, District Centre, Saket, New Delhi – 110017.

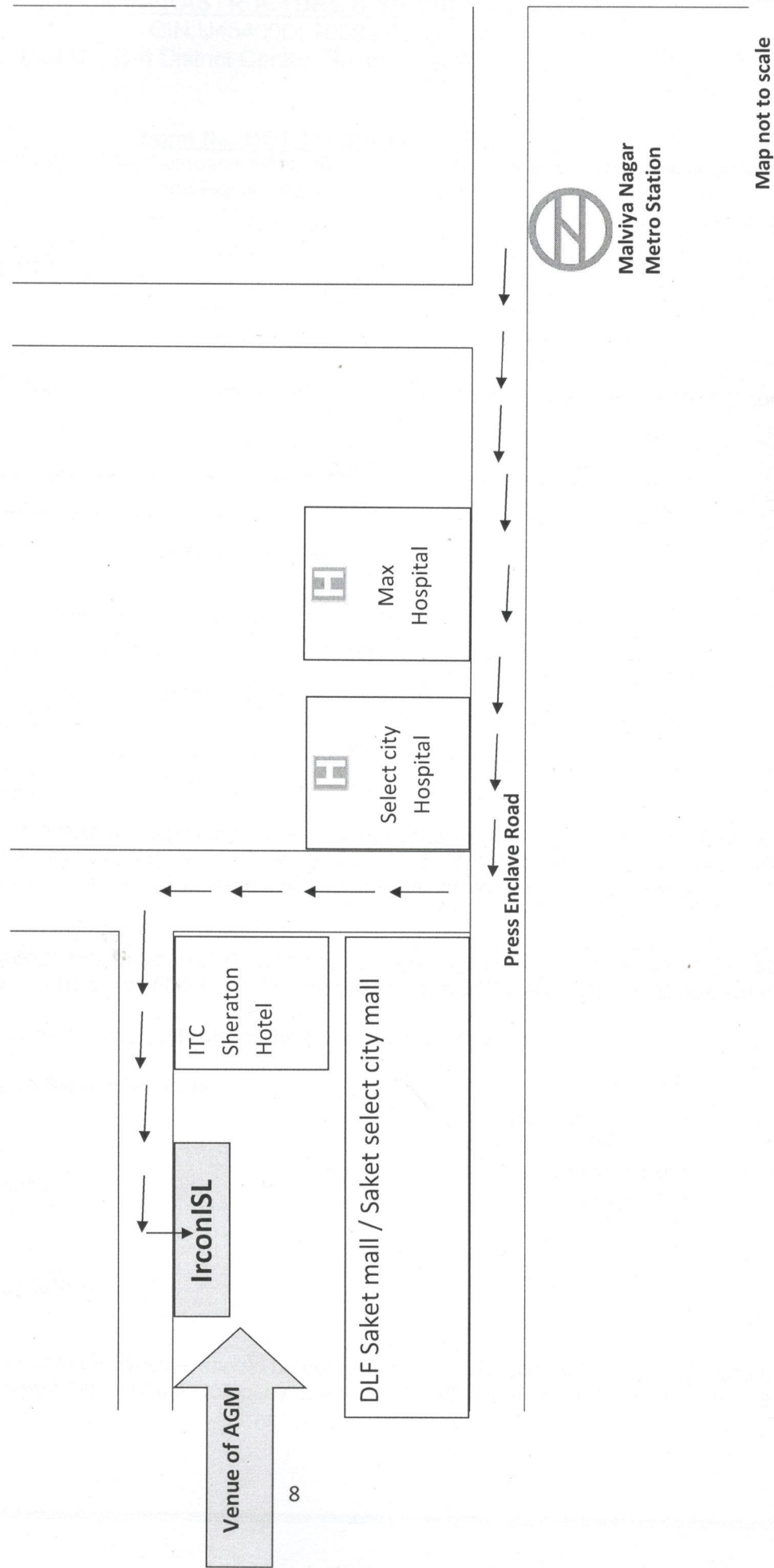
Member's / Proxy's Signature

Note:

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

Route Map

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



IRCON INFRASTRUCTURE & SERVICES LIMITED

CIN:U45400DL2009GOI194792

Plot No. C-4 District Center, 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 7th Annual General Meeting of the company, to be held on Monday, the 24th September 2016, at 15:00hours 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 Audited Balance Sheet as at 31st March 2016 and the Statement of Profit & Loss for the year ended 31st March 2016 with the Auditors' Report thereon.
2. To consider Remuneration of Auditors of the Company for 2016-17.

Signed this _____ day of September 2016

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.