INFRA & SERVICES

इरकॉन इंफ्रास्ट्रक्चर एंड सर्विसेज़ लिमिटेड

(भारत सरकार का उपक्रम, इरकॉन इंटरनेशनल लिमिटेड की सम्पूर्ण स्वामित्व वाली सहायक कम्पनी)

INFRA & SERVICES

Ircon Infrastructure & Services Limited

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

NOTICE FOR THE NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **Ninth (9th) 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 **25th September 2018,** at **11:00 hours** 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 2018 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 2018 comprising Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss for the year ended 31st March 2018, and Cash flow Statement for the year ended 31st March 2018 and the Statement of Changes in Equity along with Notes thereto, along with the Auditors' Report and the comments of the Comptroller & Auditor General of India thereon, as well as 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 Auditors of the Company for 2018-19**: -

"**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 2018-19, 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

(C.K. Nayar)
Chief Executive Officer

Place: New Delhi
Dated: 24.09.2018
Reg. Office: C-4, District Centre, Saket
New Delhi-110017
CIN: U45400DL2009GOI194792

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 annexed.

8. A form of Attendance slip has been enclosed herewith to attend the AGM.

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, consider and adopt the Directors' Report and the Financial Statements for the year ended on 31st March 2018 along 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 01.08.2018. 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 and Analysis Report, the Corporate Governance Report and Secretarial Audit Report were approved by the Board of Directors at its meeting held on 01.08.2018. Thereafter, the Auditors gave their Report on the audited Financial Statements which was noted by the BoD pursuant to the Supplementary Audit conducted by the Comptroller & Auditor General of India.

Item No. 2 -- To consider Remuneration of Auditors of the Company for 2018-19.

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(1) 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.

Thus, 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. Accordingly, a resolution is being proposed for authorizing Board of Directors for fixing remuneration and permissible expenses of auditors for the financial year 2018-19.

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

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 9th Annual General Meeting of the Company held on Tuesday, the 25th September 2018 at 11:00 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.

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 9th Annual General Meeting of the company, to be held on _______, the _______, at ___ hours 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 2018 with the Auditors' Report thereon.**
2. **To consider Remuneration of Auditors of the Company for 2018-19.**

Signed this ____ day of September 2018

Affix Revenue Stamp

____
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.

Route Map

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