

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

U45203DL1976GOI008171

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI0684H

(ii) (a) Name of the company

IRCON INTERNATIONAL LIMITE

(b) Registered office address

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

(c) *e-mail ID of the company

cosecy@ircon.org

(d) *Telephone number with STD code

01126530456

(e) Website

WWW.IRCON.ORG

(iii) Date of Incorporation

28/04/1976

(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 (DD/MM/YYYY) To date (DD/MM/YYYY)(viii) *Whether Annual general meeting (AGM) held Yes No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted Yes No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY***Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	96.33

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Ircon Infrastructure & Services	U45400DL2009GOI194792	Subsidiary	100
2	Ircon PB Tollway Limited	U45400DL2014GOI272220	Subsidiary	100
3	Ircon Shivpuri Guna Tollway Li	U45400DL2015GOI280017	Subsidiary	100
4	Ircon Davangere Haveri Highw	U45500DL2017GOI317401	Subsidiary	100
5	Indian Railway Stations Develc	U45204DL2012GOI234292	Joint Venture	50
6	Ircon-Soma Tollway Private Lin	U74999DL2005PTC135055	Joint Venture	50
7	Chhattisgarh East Railway Limi	U45203CT2013GOI000729	Joint Venture	26

8	Chhattisgarh East-West Railwa	U45203CT2013GOI000768	Joint Venture	26
9	Mahanadi Coal Railway Limited	U60100OR2015GOI019349	Joint Venture	26
10	Jharkhand Central Railway Lim	U45201JH2015GOI003139	Joint Venture	26
11	Bastar Railway Private Limited	U74900CT2016PTC007251	Joint Venture	26

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	400,000,000	94,051,574	94,051,574	94,051,574
Total amount of equity shares (in Rupees)	4,000,000,000	940,515,740	940,515,740	940,515,740

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	400,000,000	94,051,574	94,051,574	94,051,574
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,000,000,000	940,515,740	940,515,740	940,515,740

(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	98,980,000	989,800,000	989,800,000	
Increase during the year	0	0	0	0
i. Public 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	4,928,426	49,284,260	49,284,260	0
i. Buy-back of shares	4,928,426	49,284,260	49,284,260	
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	94,051,574	940,515,740	940,515,740	
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

28/09/2017

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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			32,030,755,068
Deposit			0
Total			32,030,755,068

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**

41,230,587,137

(ii) Net worth of the Company

37,519,537,621

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	93,783,574	99.72	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	93,783,574	99.72	0	0

Total number of shareholders (promoters)

11

(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	24,000	0.03	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)	244,000	0.26	0	
10.	Others	0	0	0	
	Total	268,000	0.29	0	0

Total number of shareholders (other than promoters)

2

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

13

**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	11	11
Members (other than promoters)	2	2
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	4	3	3	6	0	0
(i) Non-Independent	4	0	3	0	0	0
(ii) Independent	0	3	0	6	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	5	3	8	0	0

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

12

(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)
S.K. CHAUDHARY	00515672	Managing Director	0	
M.K. SINGH	06607392	Whole-time director	0	
DEEPAK SABHLOK	03056457	Whole-time director	0	
RAJIV CHAUDHARY	03146422	Nominee director	0	
SANJAY KUMAR SINGH	00003695	Director	0	02/07/2018
AVINEESH MATTA	00011749	Director	0	
PROF. VASUDHA V. K	07500096	Director	0	
C. B. VENKATARAMAN	03179171	Director	0	
DR. NARINDER SINGH	07968391	Director	0	
VED PAL	07902760	Nominee director	0	
ASHOK KUMAR GANJU	07014589	Additional director	0	
RITU ARORA	AKNPM1211A	Company Secretary	0	

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

10

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)
C. B. VENKATARAMAN	03179171	Director	28/09/2017	APPOINTMENT
NARINDER SINGH RAI	07968391	Director	17/10/2017	APPOINTMENT
S.C. JAIN	07564584	Nominee director	17/11/2017	CESSATION
VED PAL	07902760	Nominee director	22/11/2017	APPOINTMENT
ASHOK KUMAR GANJI	07014589	Additional director	08/03/2018	APPOINTMENT
HITESH KUMAR KHAN	02789681	Whole-time director	28/03/2018	CESSATION
SUMITA SHARMA	AORPS5725B	Company Secretary	27/10/2017	CESSATION
ITI MATTA	BKIPS3160A	Company Secretary	01/11/2017	APPOINTMENT
RITU ARORA	AKNPM1211A	Company Secretary	04/01/2018	APPOINTMENT
ITI MATTA	BKIPS3160A	Company Secretary	04/01/2018	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	22/05/2017	13	7	53.85
EXTRA ORDINARY GENERAL MEETING	21/12/2017	13	7	53.85
ANNUAL GENERAL MEETING	28/09/2017	13	8	61.54

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2017	9	9	100
2	24/05/2017	9	8	88.89
3	29/06/2017	9	7	77.78
4	21/09/2017	9	8	88.89
5	28/09/2017	10	10	100
6	08/11/2017	11	6	54.55
7	29/11/2017	11	10	90.91
8	14/12/2017	11	8	72.73
9	21/12/2017	11	9	81.82
10	07/03/2018	11	9	81.82

C. COMMITTEE MEETINGS

Number of meetings held

29

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 COMM	24/04/2017	3	3	100
2	AUDIT COMM	23/05/2017	3	3	100
3	AUDIT COMM	18/07/2017	3	3	100
4	AUDIT COMM	24/08/2017	3	3	100
5	AUDIT COMM	13/09/2017	3	3	100
6	AUDIT COMM	18/09/2017	3	3	100
7	AUDIT COMM	21/09/2017	3	2	66.67
8	AUDIT COMM	28/09/2017	3	3	100
9	AUDIT COMM	01/11/2017	3	3	100
10	AUDIT COMM	28/11/2017	3	2	66.67

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	14/09/2018
								(Y/N/NA)
1	S.K. CHAUDHARY	10	10	100	0	0	0	Yes
2	M.K. SINGH	10	10	100	0	0	0	No
3	DEEPAK SABHLOK	10	9	90	6	6	100	Yes
4	RAJIV CHAUDHARY	10	8	80	15	11	73.33	Yes
5	SANJAY KUMAR	10	10	100	23	23	100	Not Applicable
6	AVINEESH MISHRA	10	10	100	20	20	100	Yes
7	PROF. VASUDEVA	10	8	80	29	29	100	Yes
8	C. B. VENKAT	6	6	100	1	0	0	Yes
9	DR. NARINDE	5	1	20	1	0	0	No
10	VED PAL	4	2	50	0	0	0	No
11	ASHOK KUMAR	1	1	100	0	0	0	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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. K. CHAUDHARY	CHAIRMAN & M	4,473,400	0	0	560,038	5,033,438
2	DEEPAK SABHLOK	DIRECTOR PR	5,197,004	0	0	949,518	6,146,522
3	HITESH KHANNA	DIRECTOR WO	6,709,323	0	0	930,830	7,640,153
4	M.K. SINGH	DIRECTOR FIN	4,130,838	0	0	315,711	4,446,549
	Total		20,510,565	0	0	2,756,097	23,266,662

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMITA SHARMA	COMPANY SEC	966,647	0	0	207,623.5	1,174,270.5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	ITI MATTA	COMPANY SEC	396,716	0	0	60,151	456,867
3	RITU ARORA	COMPANY SEC	646,504	0	0	63,766.25	710,270.25
	Total		2,009,867	0	0	331,540.75	2,341,407.75

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AVINEESH MATTA	INDEPENDENT	384,000	0	0	0	384,000
2	VASUDHA VASAN	INDEPENDENT	432,000	0	0	0	432,000
3	SANJAY KUMAR S	INDEPENDENT	420,000	0	0	0	420,000
4	VENKATARAMANA	INDEPENDENT	96,000	0	0	0	96,000
5	NARINDER SINGH	INDEPENDENT	24,000	0	0	0	24,000
6	ASHOK KUMAR G	INDEPENDENT	12,000	0	0	0	12,000
	Total		1,368,000	0	0	0	1,368,000

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

SACHIN AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

5910

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. ... dated

(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 complied with. I further declare that:

- 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.
- 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

MUKESH KUMAR SINGH
 Digitally signed by MUKESH KUMAR SINGH
 Date: 2018.11.02 17:31:55 +05'30'

DIN of the director

06607392

To be digitally signed by

RITU ARORA
 Digitally signed by RITU ARORA
 Date: 2018.11.02 17:39:59 +05'30'

Company Secretary

Company secretary in practice

Membership number

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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of shareholders.pdf
Details of Committee Meetings.pdf
MGT 8.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

LIST OF SHAREHOLDERS(as on 31st March 2018)

Name of the Company: IRCON INTERNATIONAL LIMITED

Sl. No.	Holders Name	Folio No./DP ID-Client ID	No. of Shares held of Rs. 10/- each	% of Share holding
1	President of India	IN301330-22016766	9,37,63,574	99.695
2	Mr. Ashwani Lohani* Chairman, Railway Board	IN301330-22019174	2,000	0.002
3	Mr. B. N. Mohapatra* Financial Commissioner (Railways), Railway Board	174	2,000	0.002
4	Mr. Mahesh Kumar Gupta* Member Engineering, Railway Board	IN301330-22019158	2,000	0.002
5	Mr. Mohd. Jamshed* Member Traffic, Railway Board	IN301330-22060713	2,000	0.002
6	Mr. Ghanshyam Singh* Member Traction, Railway Board	IN301330-22060721	2,000	0.002
7	Mr. Ravindra Gupta* Member Rolling Stock, Railway Board	IN301330-22019166	2,000	0.002
8	Mr. D. K. Gayen* Member Staff, Railway Board	IN301330-22060730	2,000	0.002
9	Ms. Nalini Kak* Addl. Member (Budget), Railway Board	177	2,000	0.002
10	Mr. A. P. Dwivedi* Executive Director (PSU), Railway Board	IN301330-22019182	2,000	0.002
11	Mr. Rakesh Choudhary* Director (Corporate Coordination), Railway Board	IN301330-22060684	2,000	0.002
12	Indian Railway Finance Corporation Limited	IN300394-18201713	2,44,000	0.259
13	Bank of India	IN300812- 10488056 & 10488097	24,000	0.026
	TOTAL		9,40,51,574	100

*2000 shares each are held (for and on behalf of the President of India) by his ten nominees who are Government officials from the Ministry of Railways.

Anuradha
Supervisor / Co. Affairs
15/10/2018

Kalyanka
Supervisor / Co. Affairs
15/10/2018



(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)

S. No.	Date registration of Transfer	Type of Transfer	Number of Shares/ Debentures/Units transferred	Amount per share (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's name
1.	28.04.2017	Equity Shares	2,000	20,000	172	K. B. Nanda	174	B. N. Mohapatra
2.	28.04.2017	Equity Shares	2,000	20,000	170	A. K. Kapoor	175	Ghanshyam Singh
3.	28.04.2017	Equity Shares	2,000	20,000	166	Hemant Kumar	176	Ravindra Gupta
4.	28.04.2017	Equity Shares	2,000	20,000	169	Shahzad Shah	177	Nalini Kak
5.	20.9.2017	Equity Shares	2,000	20,000	158	A. K. Mital	178	Ashwani Lohani
6.	20.09.2017	Equity Shares	2,000	20,000	171	A. K. Mittal	175	Ghanshyam Singh
7.	20.09.2017	Equity Shares	2,000	20,000	162	Pradeep Kumar	176	Ravindra Gupta
8.	20.09.2017	Equity Shares	2,000	20,000	173	Tarun Beniwal	179	Rakesh Choudhary
9.	12.12.2017	Equity Shares	2,000	20,000	175	Ghanshyam Singh	180	Mahesh Kumar Gupta
10.	12.12.2017	Equity Shares	2,000	20,000	176	Ravindra Gupta	181	D. K. Gayen
11.	19.12.2017	Equity Shares	2,000	20,000	179	Rakesh Choudhary, Director (PSUS)	182	Rakesh Choudhary, Director (CC)

Anuradha
Supervisor/Co. Affairs
11/10/2018

Rajendra
Supervisor/Co. Affairs
15/10/2018



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

C. COMMITTEE MEETINGS

Total Number of Meeting Held – 29 [Audit Committee-13; CSR & Sustainability- 6; NRC- 9, Independent Directors Committee- 1]

Sl. NO.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	As %age of total members
A. Audit Committee					
1.	Audit Committee	24.04.2017 (adj. & held on 25.04.2017)	3	3	100
2.	Audit Committee	23.05.2017	3	3	100
3.	Audit Committee	18.07.2017	3	3	100
4.	Audit Committee	24.08.2017	3	3	100
5.	Audit Committee	13.09.2017	3	3	100
6.	Audit Committee	18.09.2017	3	3	100
7.	Audit Committee	21.09.2017	3	2	66.67
8.	Audit Committee	28.09.2017	3	3	100
9.	Audit Committee	01.11.2017	3	3	100
10.	Audit Committee	28.11.2017	3	2	100
11.	Audit Committee	21.12.2017	3	3	100
12.	Audit Committee	10.01.2018	3	3	100
13.	Audit Committee	06.03.2018	3	3	100
B. CSR & Sustainability Committee					
14.	CSR & Sustainability Committee	23.05.2017	4	4	100
15.	CSR & Sustainability Committee	28.06.2017	4	3	75
16.	CSR & Sustainability Committee	17.07.2017	4	4	100
17.	CSR & Sustainability Committee	18.09.2017	4	4	100
18.	CSR & Sustainability Committee	14.12.2017	4	4	100
19.	CSR & Sustainability Committee	07.03.2018	4	3	75

*Muradhi
Supervisor / Co. Affairs
15/10/2018*

*Ranjana
Supervisor / Co. Affairs
15/10/2018*



C. Nomination & Remuneration Committee (NRC)					
20.	Nomination & Remuneration Committee	24.04.2017	3	3	100
21.	Nomination & Remuneration Committee	22.05.2017	3	3	100
22.	Nomination & Remuneration Committee	28.06.2017	3	3	100
23.	Nomination & Remuneration Committee	24.08.2017	3	2	66.67
24.	Nomination & Remuneration Committee	13.09.2017	3	3	100
25.	Nomination & Remuneration Committee	28.09.2017	3	2	66.67
26.	Nomination & Remuneration Committee	29.11.2017	3	3	100
27.	Nomination & Remuneration Committee	21.12.2017	3	3	100
28.	Nomination & Remuneration Committee	07.03.2017 (adj. & held on 08.03.2018)	3	3	100
D. Independent Directors Committee (ID)					
17.	Independent Directors Committee	01/11/2017	5	5	100

Note: This sheet contains all the details of Committee meetings including the details given under Sl. No IX (c) in the E-form MGT-7.

Anuradha
Supervisor / Co. Affairs
15/10/2018

Rujyanka
Supervisor / Co. Affairs
15/10/2018





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

We have examined the registers, records and books and papers **IRCON INTERNATIONAL LIMITED** (herein after called "the Company") as required to be maintained under the Companies Act, 2013 (herein after called "the Act") and the rules made thereunder for the financial year ended on 31st March, 2018. In our opinion and to the best of our information and according to the examinations carried out by us 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 complied with provisions of the Act & Rules made there under 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 as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, 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 / Security holders, as the case may be.
 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 or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security 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 accordance with section 125 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-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; if any, were duly taken under provisions of Companies Act, 2013.
15. acceptance/ renewal/ repayment of deposits, if any, in compliance of under provisions of Companies Act, 2013;
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; if any, in compliance of under provisions of Companies Act, 2013.

For **Agarwal S. & Associates,**
Company Secretaries,




(Sachin Agarwal)
Partner
FCS No.: 5774
C.P No.: 5910

Place: New Delhi
Date: October 25, 2018

Our above certificate of even date is subject to following:

1. Maintenance of secretarial record is the responsibility of the management of the Company.
2. We have followed the secretarial practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records for issuance of above certificate. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. Certificate in from MGT 8 is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company and is subject to observations, if any, provided in the Secretarial Audit Report of the Company.

For **Agarwal S. & Associates,**
Company Secretaries,



A handwritten signature in blue ink, appearing to read "Sachin Agarwal".

(Sachin Agarwal)
Partner
FCS No.: 5774
C.P No.: 5910

Place: New Delhi
Date: October 25, 2018