

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

L45203DL1976GOI008171

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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Karvy Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(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 03/09/2019

(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 1

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	97.69

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

*No. of Companies for which information is to be given 12

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	IRCON INFRASTRUCTURE & SEI	U45400DL2009GOI194792	Subsidiary	100
2	IRCON PB TOLLWAY LIMITED	U45400DL2014GOI272220	Subsidiary	100

3	IRCON SHIVPURI GUNA TOLLW	U45400DL2015GOI280017	Subsidiary	100
4	IRCON DAVANAGERE HAVERI H	U45500DL2017GOI317401	Subsidiary	100
5	IRCON VADODARA KIM EXPRE	U74999DL2018GOI334028	Subsidiary	100
6	INDIAN RAILWAY STATIONS DI	U45204DL2012GOI234292	Joint Venture	50
7	IRCON-SOMA TOLLWAY PRIVA	U74999DL2005PTC135055	Joint Venture	50
8	CHHATTISGARH EAST RAILWA	U45203CT2013GOI000729	Joint Venture	26
9	CHHATTISGARH EAST-WEST R/	U45203CT2013GOI000768	Joint Venture	26
10	MAHANADI COAL RAILWAY LI	U60100OR2015GOI019349	Joint Venture	26
11	JHARKHAND CENTRAL RAILWA	U45201JH2015GOI003139	Joint Venture	26
12	BASTAR RAILWAY PRIVATE LIM	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)	0	0		

(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	94,051,574	940,515,740	940,515,740	
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	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	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	14/09/2018
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Date of registration of transfer (Date Month Year)	25/04/2018
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	2,000	Amount per Share/ Debenture/Unit (in Rs.)	20,000
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Ledger Folio of Transferor	174
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Transferor's Name	Mohapatra		B.N.
	Surname	middle name	first name

Ledger Folio of Transferee	183
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Transferee's Name	Prasad		A.K.
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	25/04/2018
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---------------	--

Number of Shares/ Debentures/ Units Transferred	2,000	Amount per Share/ Debenture/Unit (in Rs.)	20,000
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Ledger Folio of Transferor		177	
Transferor's Name	Kak		Nalini
	Surname	middle name	first name
Ledger Folio of Transferee		184	
Transferee's Name	Kumar		Vijay
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		
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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.)	
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Ledger Folio of Transferor		
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee		
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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			33,493,026,772
Deposit			0
Total			33,493,026,772

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**

44,150,956,645.72

(ii) Net worth of the Company

39,498,785,570.05

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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	83,878,417	89.18	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	83,878,417	89.18	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	4,043,809	4.3	0	
	(ii) Non-resident Indian (NRI)	75,866	0.08	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	208,203	0.22	0	
6.	Foreign institutional investors	267,725	0.28	0	
7.	Mutual funds	4,444,837	4.73	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,060,315	1.13	0	
10.	Others Clearing members, NBFC, N	72,402	0.08	0	
	Total	10,173,157	10.82	0	0

Total number of shareholders (other than promoters)

79,346

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

79,356

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NOMURA SINGAPORE	HSBC SECURITIES SERVICES, MUM			253,702	0.27
MKT CAPITAL LP	/O KOTAK MAHINDRA BANK LIMIT			14,000	0.01
MORGAN STANLEY FR	MUMBAI			23	

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	10
Members (other than promoters)	2	79,346
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	3	6	4	5	0	0
(i) Non-Independent	3	0	4	0	0	0
(ii) Independent	0	6	0	5	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	3	8	4	7	0	0

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

13

(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	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
M.K. SINGH	06607392	Whole-time director	170	
DEEPAK SABHLOK	03056457	Whole-time director	0	
YOGESH KUMAR MISRA	07654014	Additional director	1,110	
PIYUSH AGARWAL	08305385	Additional director	0	
S.C. JAIN	07564584	Additional director	0	08/05/2019
AVINEESH MATTA	00011749	Director	0	
PROF. VASUDHA V. KUMAR	07500096	Director	0	
C. B. VENKATARAMAN	03179171	Director	0	
R. NARINDER SINGH	07968391	Director	0	
ASHOK KUMAR GANJU	07014589	Director	0	
RITU ARORA	AKNPM1211A	Company Secretary	0	
M.K. SINGH	APUPS3339H	CFO	170	

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

9

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)
S.C. JAIN	07564584	Additional director	24/10/2018	APPOINTMENT
PIYUSH AGARWAL	08305385	Additional director	17/12/2018	APPOINTMENT
YOGESH KUMAR MISRA	07654014	Additional director	28/12/2018	APPOINTMENT
SANJAY KUMAR SINGH	00003695	Director	02/07/2018	CESSATION
RAJIV CHAUDHARY	03146422	Nominee director	20/09/2018	CESSATION
VED PAL	07902760	Nominee director	30/09/2018	CESSATION
AVINEESH MATTA	00011749	Director	31/03/2019	CESSATION
PROF. VASUDHA V. KUMAR	07500096	Director	31/03/2019	CESSATION
ASHOK KUMAR GANJU	07014589	Director	14/09/2018	CHANGE IN DESIGNATION

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 MEETI	14/09/2018	12	6	99.96

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2018	11	8	72.73
2	02/08/2018	10	9	90
3	31/08/2018	10	9	90
4	20/09/2018	10	8	80
5	26/10/2018	9	7	77.78
6	13/11/2018	9	9	100
7	16/01/2019	11	8	72.73
8	07/02/2019	11	9	81.82

C. COMMITTEE MEETINGS

Number of meetings held

17

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	27/04/2018	5	5	100
2	AUDIT COMM	02/08/2018	3	3	100
3	AUDIT COMM	20/09/2018	3	3	100
4	AUDIT COMM	13/11/2018	3	2	66.67
5	AUDIT COMM	15/01/2019	3	2	66.67

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
6	AUDIT COMM	07/02/2019	3	2	66.67
7	NOMINATION	27/04/2018	5	5	100
8	NOMINATION	02/08/2018	3	3	100
9	NOMINATION	12/11/2018	3	3	100
10	NOMINATION	15/01/2019	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	03/09/2019
								(Y/N/NA)
1	S.K. CHAUDH	8	8	100	0	0	0	Yes
2	M.K. SINGH	8	8	100	1	1	100	Yes
3	DEEPAK SAB	8	8	100	6	6	100	Yes
4	YOGESH KUM	2	2	100	1	1	100	Yes
5	PIYUSH AGAI	2	1	50	0	0	0	Yes
6	S.C. JAIN	4	1	25	6	1	16.67	Not Applicable
7	AVINEESH M.	8	8	100	6	6	100	Yes
8	PROF. VASU	8	7	87.5	3	3	100	Yes
9	C. B. VENKAT	8	7	87.5	11	11	100	Yes
10	R. NARINDEF	8	1	12.5	8	2	25	No
11	ASHOK KUMA	8	8	100	10	10	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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S.K. CHAUDHARY	MANAGING DIF	4,457,399	0	0	1,214,801	5,672,200
2	DEEPAK SABHLOH	DIRECTOR PRO	4,945,691	0	0	1,775,646	6,721,337
3	M K SINGH	DIRECTOR FIN	4,294,246	0	0	1,560,379	5,854,625
4	YOGESH KUMAR M	DIRECTOR WO	1,060,715	0	0	143,718	1,204,433
	Total		14,758,051	0	0	4,694,544	19,452,595

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RITU ARORA	COMPANY SEC	2,013,188	0	0	269,826	2,283,014
	Total		2,013,188	0	0	269,826	2,283,014

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	NDEPENDENT	0	0	0	324,000	324,000
2	VASUDHA VASAN	NDEPENDENT	0	0	0	212,000	212,000
3	SANJAY KUMAR S	NDEPENDENT	0	0	0	36,000	36,000
4	C.B. VENKATARAM	NDEPENDENT	0	0	0	356,000	356,000
5	NARINDER SINGH	NDEPENDENT	0	0	0	70,000	70,000
6	ASHOK KUMAR G	NDEPENDENT	0	0	0	396,000	396,000
	Total		0	0	0	1,394,000	1,394,000

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

Non-compliance with regard to Section 177 & 178 of the Companies Act, 2013 i.e. constitution of Audit committee and NRC from 01.10.2018 to 21.10.2018. However, the Company reconstituted the Committees in the shortest possible period i.e. with effect from 22.10.2018.

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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. ... 13/17 dated 05/01/2017

(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: 2019.10.10 13:09:15 +05'30'

DIN of the director

06607392

To be digitally signed by

RITU ARORA
Digitally signed by RITU ARORA
Date: 2019.10.10 13:10:00 +05'30'

Company Secretary

Company secretary in practice

Membership number

5270

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

MGT 8 Certificate.pdf
Details of Committee Meetings.pdf
Secretarial Audit Report.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

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

C. COMMITTEE MEETINGS

Total Number of Meeting Held – 17 [Audit Committee- 6, Nomination & Remuneration Committee- 5, CSR & Sustainability Committee- 5, Risk Management Committee - 1]

Sl. No.	Type of Meeting	Date of Meeting	Total No. 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	27-04-18	5	5	100
2.	Audit Committee	02-08-18	3	3	100
3.	Audit Committee	20-09-18	3	3	100
4.	Audit Committee	13-11-18	3	2	66.67
5.	Audit Committee	15-01-19	3	2	66.67
6.	Audit Committee	07-02-19	3	2	66.67
B. Nomination & Remuneration Committee (NRC)					
7.	Nomination & Remuneration Committee	27-04-18	5	5	100
8.	Nomination & Remuneration Committee	02-08-18	3	3	100
9.	Nomination & Remuneration Committee	12-11-18	3	3	100
10.	Nomination & Remuneration Committee	15-01-19	3	2	66.67
11.	Nomination & Remuneration Committee	06-02-19	3	2	66.67
C. CSR & Sustainability Committee					
12.	CSR & Sustainability Committee	27-04-18	5	4	80
13.	CSR & Sustainability Committee	03-08-18	4	2	50
14.	CSR & Sustainability Committee	12-11-18	4	3	75
15.	CSR & Sustainability Committee	16-01-19	4	3	75
16.	CSR & Sustainability Committee	22-03-19	4	2	50
D. Risk Management Committee					
17.	Risk Management Committee	28-02-2019	3	3	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.

[Handwritten Signature]





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, 2019. 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, subject to observations in the Secretarial Audit Report of the Company, 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 in compliance of under provisions of Companies Act, 2013.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100




CS Sachin Agarwal
Partner
FCS No.: 5774
C.P No.: 5910

Place: New Delhi
Date: October 09, 2019

UDIN: F005774A000037731

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,
ICSI Unique Code: P2003DE049100




CS Sachin Agarwal
Partner
FCS No.: 5774
C.P No.: 5910

Place: New Delhi
Date: October 09, 2019

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
IRCON INTERNATIONAL LIMITED
CIN: L45203DL1976GOI008171
Plot No. C-4, District Centre, Saket
New Delhi-110017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IRCON INTERNATIONAL LIMITED (hereinafter called "The Company"), having its Registered Office at Plot No. C-4, District Centre, Saket New Delhi- 110017. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on, **MARCH 31, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on, **MARCH 31, 2019**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder **(to the extent applicable)**;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

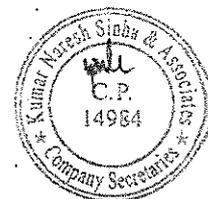
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the financial year under review]**;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review]**;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not Applicable as the Company has not delisted/propose to delist its equity shares from any Stock Exchange during the financial year under review]**; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as the Company has not bought back/propose to buy-back any of its securities during the financial year under review]**;

(vi) The other laws, as informed and certified by the management of the Company which, are specifically applicable to the Company based on their sector/ industry are:

- a) Building and other construction workers (Regulation of Employment and conditions of service) Central Rules, 1998
- b) Electricity Act, 2003

For the compliances of Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. In our opinion, there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.



We have also examined compliance with the following:

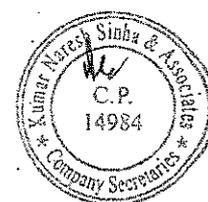
- i. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises vide their OM No. 18(8)/2005-GM dated 14th May, 2010.
- iv. Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs) as stipulated in the O.M.F No. 5/2/2016-Policy dated 27th May, 2016 issued by Department of Investment and Public Asset Management (DIPAM), Ministry of Finance, Government of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except that

1. *The Company has not complied with the Provisions of Regulation 17(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 3.1.4 of DPE Guidelines on Corporate Governance with regard to Composition of the Board of Directors from 28.12.2018 to 31.03.2019. However, as informed by the management of the Company, the Independent Directors on the Board are appointed by the Govt. of India. The Company has already requested to the Ministry of Railways, Govt. of India for appointment of requisite number of Independent Directors on the Board. However, appointment of requisite number of Independent Directors is yet to be made.*
2. *Provisions of Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to constitution of Audit Committee and Section 178 of the Companies Act, 2013 & Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to constitution of the Nomination and Remuneration Committee were not complied by the Company from 01.10.2018 to 21.10.2018. However, the Company reconstituted the Committees in the shortest possible period i.e. with effect from 22.10.2018.*

We further report that

- Adequate notice(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any are captured and recorded as part of the minutes.
- As per the records, the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act



We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. The equity shares of the Company were disinvested by The President of India, acting through the Ministry of Railways, Government of India through an Initial Public Offering of 9,905,157 equity shares of face value of Rs. 10 each, by way of an offer for sale, for cash at a price of Rs. 475 per equity share including a share premium of Rs. 465 per equity share, aggregating to Rs.466.70 crore. A discount of Rs.10 per Equity Share on the Offer Price was offered to the Retail Individual Investors and Eligible Employee. The offer was made in terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and in accordance with Regulation 26(1) of the SEBI ICDR Regulations. The equity shares of Ircon International Limited, were listed and admitted to dealings on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) with effect from September 28, 2018.
2. The Board of Directors of the Company recommended a final dividend of Rs. 10.825 per share (108.25% of the paid-up equity share capital) for the financial year 2018-19, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company. The final dividend would be paid within 30 days from the date of its declaration at the AGM. This final dividend is in addition to the Interim Dividend of Rs.10. 72 per share declared and paid in February 2019 for the financial year 2018-19. The total Dividend for the year would be Rs. 21.545 per equity share.
3. The Company has incorporated one wholly owned subsidiary- Ircon Vadodara Kim Expressway Limited during the Financial Year 2018-19.
4. Shri Sanjay Kumar Singh, Part-time (Non-Official) Director ceased to be the Director on the Board of the Company with effect from 02.07.2018 due to termination of tenure by the Ministry of Railways.
5. Shri Rajiv Chaudhary, Part-time (Official) Director ceased to be the Director on the Board of the Company with effect from 20.09.2018 due to change in nomination by the Ministry of Railways.
6. Shri Ved Pal, Part-time (Official) Director, ceased to be Director on the Board of the Company due to superannuation from the post of Additional Member (Planning), Ministry of Railways with effect from 30.09.2018.



7. Shri. S.C. Jain was appointed as Part-time (Official) Director on the Board of the Company with effect from 24.10.2018 in place of Shri Rajiv Chaudhry
8. Shri Piyush Agarwal was appointed as Part-time (Official) Director on the Board of the Company with effect from 17.12.2018 in place of Shri Ved Pal.
9. Shri Yogesh Kumar Misra was appointed as Director (Works) on the Board of the Company with effect from 28.12.2018.
10. Shri Avineesh Matta, Part-time (Non-Official) Director ceased to be the Director on the Board of the Company with effect from 31.03.2019 due to the completion of tenure of appointment.
11. Prof. Vasudha V. Kamat, Part-time (Non-Official) Director ceased to be the Director on the Board of the Company with effect from. 31.03.2019 due to the completion of tenure of appointment.

Place: NOIDA
Date:14.06.2019



For Kumar Naresh Sinha & Associates
Company Secretaries


CS Naresh Kumar Sinha
(Proprietor)

FCS: 1807
C P No.: 14984

Note: This report is to be read with our letter of even date which is annexed as "Annexure-A" and forms an integral part of this report

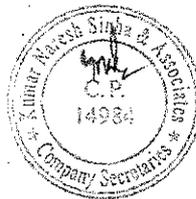
Annexure A

To,
The Members
IRCON INTERNATIONAL LIMITED
CIN: L45203DL1976GOI008171
Plot No. C-4, District Centre, Saket
New Delhi-110017

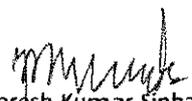
Our Secretarial Audit Report for the financial year ended 31st March, 2019 of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random 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 regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Kumar Naresh Sinha & Associates
Company Secretaries



Place: NOIDA
Date:14.06.2019


CS Naresh Kumar Sinha
(Proprietor)

FCS: 1807
C P No.: 14984