

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

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 29/09/2020

(b) Due date of AGM 30/09/2020

(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	99.3

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	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			26,712,271,229
Deposit			0
Total			26,712,271,229

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

52,024,487,779

(ii) Net worth of the Company

41,611,358,765

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	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)

1

(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	5,582,248	5.94	0	
	(ii) Non-resident Indian (NRI)	355,107	0.38	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	120,478	0.13	0	
6.	Foreign institutional investors	183,811	0.2	0	
7.	Mutual funds	2,595,797	2.76	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,126,671	1.2	0	
10.	Others Clearing Members, NBFC, N	209,045	0.22	0	
	Total	10,173,157	10.83	0	0

Total number of shareholders (other than promoters)

67,711

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

67,712

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MKT CAPITAL LP	341 Raven Circle Wyoming Delawa			140,374	0.14
THE EMERGING MARK	6300 Bee Cave Road Building One			18,957	0.02
NOMURA SINGAPORE	HSBC SECURITIES SERVICES 11TH F			6,077	0.01
POLUS GLOBAL FUND	3RD FLOOR NEXTERACOM TOWEF			5,000	0.01
WORLD EX U.S. CORE I	6300 Bee Cave Road Building One			4,426	0.01
DIMENSIONAL EMERG	6300 Bee Cave Road Building One			2,258	0.01
DFA AUSTRALIA LIMIT	Level 43 1 Macquarie Place Sydne			2,145	0
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			1,871	0
DIMENSIONAL FUNDS	25/28 NORTH WALL QUAY DUBLIN			1,580	0
AMERICAN CENTURY F	DEUTSCHE BANK AG, DB HOUSE, I			1,123	0

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

Details	At the beginning of the year	At the end of the year
Promoters	10	1
Members (other than promoters)	79,346	67,711
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	4	5	0	0
(i) Non-Independent	4	0	4	0	0	0
(ii) Independent	0	3	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	4	5	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	
M.K. SINGH	06607392	Whole-time director	170	
YOGESH KUMAR MISF	07654014	Whole-time director	300	
SHYAM LAL GUPTA	07598920	Additional director	559	
HARI MOHAN GUPTA	08453476	Nominee director	0	12/10/2020
PIYUSH AGARWAL	08305385	Nominee director	0	
C. B. VENKATARAMAN	03179171	Director	0	19/09/2020
NARINDER SINGH RAI	07968391	Director	0	19/09/2020
ASHOK KUMAR GANJI	07014589	Director	0	
AVINEESH MATTA	00011749	Director	0	
VASUDHA VASANT KA	07500096	Director	0	
RITU ARORA	AKNPM1211A	Company Secretar	0	
M. K. SINGH	APUPS3339H	CFO	170	

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

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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	08/05/2019	CESSATION
HARI MOHAN GUPTA	08453476	Additional director	15/05/2019	APPOINTMENT
AVINEESH MATTA	00011749	Additional director	15/07/2019	APPOINTMENT
PROF. VASUDHA V. K	07500096	Additional director	15/07/2019	APPOINTMENT
YOGESH KUMAR MISR	07654014	Whole-time director	03/09/2019	CHANGE IN DESIGNATION
HARI MOHAN GUPTA	08453476	Nominee director	03/09/2019	CHANGE IN DESIGNATION
AVINEESH MATTA	00011749	Director	03/09/2019	CHANGE IN DESIGNATION
PROF. VASUDHA V. K	07500096	Director	03/09/2019	CHANGE IN DESIGNATION
PIYUSH AGARWAL	08305385	Nominee director	03/09/2019	CHANGE IN DESIGNATION
DEEPAK SABHLOK	03056457	Whole-time director	31/10/2019	CESSATION
SHYAM LAL GUPTA	07598920	Additional director	01/11/2019	APPOINTMENT
AVINEESH MATTA	00011749	Director	31/03/2020	CESSATION
PROF. VASUDHA V. K	07500096	Director	31/03/2020	CESSATION
PIYUSH AGARWAL	08305385	Nominee director	31/03/2020	CESSATION

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	03/09/2019	75,988	942	89.46

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2019	8	5	62.5
2	28/05/2019	9	6	66.67
3	12/07/2019	9	8	88.89
4	08/08/2019	11	8	72.73
5	16/10/2019	11	9	81.82
6	24/10/2019	11	8	72.73
7	13/11/2019	11	8	72.73
8	17/12/2019	11	9	81.82
9	11/02/2020	11	8	72.73

C. COMMITTEE MEETINGS

Number of meetings held

22

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	15/05/2019	3	3	100
2	AUDIT COMM	28/05/2019	3	3	100
3	AUDIT COMM	12/07/2019	3	3	100
4	AUDIT COMM	08/08/2019	3	3	100
5	AUDIT COMM	27/09/2019	3	3	100
6	AUDIT COMM	16/10/2019	3	3	100
7	AUDIT COMM	13/11/2019	3	3	100
8	AUDIT COMM	17/12/2019	3	3	100
9	AUDIT COMM	07/02/2020	3	3	100
10	NOMINATION	15/05/2019	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	29/09/2020
								(Y/N/NA)
1	S.K. CHAUDHARY	9	9	100	0	0	0	Yes
2	M.K. SINGH	9	8	88.89	4	4	100	Yes
3	YOGESH KUMAR	9	9	100	11	10	90.91	Yes
4	SHYAM LAL GUPTA	3	3	100	2	2	100	Yes
5	HARI MOHAN	8	1	12.5	3	0	0	Yes
6	PIYUSH AGARWAL	9	4	44.44	0	0	0	Not Applicable
7	C. B. VENKAT	9	9	100	17	17	100	Not Applicable
8	NARINDER SINGH	9	1	11.11	9	2	22.22	Not Applicable
9	ASHOK KUMAR	9	8	88.89	18	18	100	Yes
10	AVINEESH MISHRA	6	6	100	2	2	100	Not Applicable
11	VASUDHA VARMA	6	6	100	2	2	100	Not Applicable

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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S.K. CHAUDHARY	MANAGING DIRECTOR	5,231,495	0	0	3,756,853	8,988,348
2	DEEPAK SABHLOK	DIRECTOR PRO	5,363,009	0	0	3,167,202	8,530,211
3	SHYAM LAL GUPTA	DIRECTOR PRO	1,949,522	0	0	270,100	2,219,622
4	M K SINGH	DIRECTOR FIN	4,945,994	0	0	3,409,122	8,355,116
5	YOGESH KUMAR MISHRA	DIRECTOR WO	4,489,123	0	0	1,017,949	5,507,072
	Total		21,979,143	0	0	11,621,226	33,600,369

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RITU ARORA	COMPANY SEC	2,270,592	0	0	783,259	3,053,851
	Total		2,270,592	0	0	783,259	3,053,851

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AVINEESH MATTA	INDEPENDENT	0	0	0	300,000	300,000
2	VASUDHA VASAN	INDEPENDENT	0	0	0	240,000	240,000
3	C.B. VENKATARAM	INDEPENDENT	0	0	0	710,000	710,000
4	NARINDER SINGH	INDEPENDENT	0	0	0	70,000	70,000
5	ASHOK KUMAR GA	INDEPENDENT	0	0	0	700,000	700,000
	Total		0	0	0	2,020,000	2,020,000

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

The Company didn't have Woman Director on its Board as required under Section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 from 01.04.2019 to 14.07.2019.

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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:

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

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

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- 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

Letter- Splitting of Shares.pdf Details of Committee Meetings.pdf MGT 8- IRCON.pdf
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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

MEETING OF MEMEBERS/ CLASS OF MEMBERS/ BOARD/ COMMITTEES OF THE BOARD OF DIRCETORS

COMMITTEE MEETINGS

Total Number of Meeting Held- 22 [Audit Committee- 9, Nomination & Remuneration Committee- 6, CSR & Sustainability

Committee- 3, Stakeholder Relationship Committee- 2, Risk Management Committee- 2]

Sl. No.	Type of meeting	Date of Meeting	Total no. of members as on the date of the meeting	Attendance	
				Numbers of members attended	As %age of total members
A.	Audit Committee				
1	Audit Committee	15-05-2019	3	3	100
2	Audit Committee	28-05-2019	3	3	100
3	Audit Committee	12.07.2019	3	3	100
4	Audit Committee	08.08.2019	3	3	100
5	Audit Committee	27-09-2019	3	3	100
6	Audit Committee	16-10-2019	3	3	100
7	Audit Committee	13-11-2019 (adjourned on 14-11-2019)	3	3	100
8	Audit Committee	17-12-2019	3	3	100
9	Audit Committee	07-02-2020 (continued on 11-02-2020)	3	3	100
B.	Nomination & Remuneration Committee (NRC)				
1	Nomination & Remuneration Committee	15-05-2019	3	2	66.67
2	Nomination & Remuneration Committee	12-07-2019	3	3	100
3	Nomination & Remuneration Committee	13-11-2019	3	2	66.67
4	Nomination & Remuneration Committee	06-02-2020	3	2	66.67
5	Nomination & Remuneration Committee	02-03-2020	3	2	66.67
6	Nomination & Remuneration Committee	18-03-2020	3	2	66.67

PL



C.	CSR & Sustainability Committee				
1	CSR & Sustainability Committee	12-07-2019	4	3	75
2	CSR & Sustainability Committee	15-10-2019 (adjourned on 16-10-2019)	5	4	80
3	CSR & Sustainability Committee	30-12-2019	5	4	80
D.	Stakeholder Relationship Committee				
1	Stakeholder Relationship Committee	27-05-2019	3	2	66.67
2	Stakeholder Relationship Committee	06-02-2020	3	2	66.67
E.	Risk Management Committee				
1	Risk Management Committee	09-09-2019	3	2	66.67
2	Risk Management Committee	04-03-2020	3	3	100

Note:

This sheet contains all the details of Committee meetings including the detail given under the Sl. No. IX (C) in the E-Form MGT-7

[Handwritten Signature]
17/11/2020





इरकॉन इन्टरनेशनल लिमिटेड

(भारत सरकार का उपक्रम)

IRCON INTERNATIONAL LIMITED

(A Govt. of India Undertaking)

An Integrated Engineering and Construction Company



17th November 2020

Registrar of Companies
4th Floor, IFCI Tower,
61, Nehru Place
New Delhi- 110019

Sub: Details of stock split/ consolidation during the year

Dear Sir/ Ma'am,

It is being informed that, during the year 2019-20, on 22nd March 2020, the members of the Company through postal ballot approved the splitting of one (1) equity share of the face value of ₹10/- each into five (5) equity shares of the face value of ₹2/- each. However, the effect of change in face value of the share was reflected on the share price at the Stock Exchanges where the Company is listed (BSE and NSE) with effect from April 3, 2020.

Hence, the effect of splitting of shares is being taken into effect in FY 2020-21 and the same shall be disclosed in the Form MGT-7 for the FY 2020-21.

Thanking You,

Yours faithfully,

For & on behalf of Ircon International Limited

(Ritu Arora)

Company Secretary

Membership No.: 5270





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, 2020. 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- *except appointment of Woman Director on its Board for the period from 1st April, 2019 to 14th July, 2019;*
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



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

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

Place: New Delhi
Date: November 20, 2020
UDIN: F005774B001260951

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.
6. The prevailing circumstances in the country on account of Lockdown/ restrictions on movements and COVID-19 have impacted physical verification of the records/ documents 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: November 20, 2020