



इरकॉन इंटरनेशनल लिमिटेड  
(भारत सरकार का उपक्रम)  
**IRCON INTERNATIONAL LIMITED**

(A Govt. of India Undertaking)  
An integrated Engineering and Construction Company



IRCON/SECY/STEX/124

3<sup>rd</sup> September 2019

BSE Limited Listing Dept./ Dept of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip code / ID: 541956	National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/I, G Block Bandra –Kurla Complex, Bandra (East) Mumbai – 400 051 Scrip Code: IRCON
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**Sub: Compliance under Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

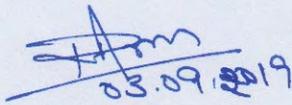
Pursuant to provisions of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding voting results (in specified format) in respect of items of business transacted at 43<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, 3<sup>rd</sup> September, 2019 at Air Force Auditorium, Subroto Park, New Delhi – 110010 along with the scrutinizers report are enclosed herewith.

Please take note of above information on record.

Thanking you,

Yours faithfully,

For Ircon International Limited

  
03.09.2019

(Ritu Arora)  
Company Secretary & Compliance Officer  
Membership No.: FCS 5270



**IRCON INTERNATIONAL LIMITED**

C-4, District Centre, Saket, Delhi- 110017 (CIN:L45203DL1976GOI008171)

**43rd AGM 2019**

Date of the AGM	03-09-2019
Total number of shareholders on record date	75988
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	941
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended on 31st March 2019 along with the Board's Report, Auditors' Report, the comments of the Comptroller and Auditor General of India (C&G) thereon and management replies thereto.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,878,417</b>	<b>100.0000</b>	<b>83,878,417</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	4,653,340	1,743,856	37.4754	1,743,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,743,856</b>	<b>37.4754</b>	<b>1,743,856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,522	40	99.9839	0.0160
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>253,945</b>	<b>4.6006</b>	<b>253,905</b>	<b>40</b>	<b>99.9842</b>	<b>0.0158</b>
<b>Total</b>		<b>94,051,574</b>	<b>85,876,218</b>	<b>91.3076</b>	<b>85,876,178</b>	<b>40</b>	<b>100.0000</b>	<b>0.0000</b>

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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of Interim Dividend @ Rs.10.72 per share i.e. amounting to Rs.100.82 crore on 9,40,51,574 equity shares and to declare a final dividend @ Rs.10.825 per share i.e. amounting to Rs.101.81 crore on 9,40,51,574 equity shares for the financial year 2018-19.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,878,417</b>	<b>100.0000</b>	<b>83,878,417</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,760,856</b>	<b>37.8407</b>	<b>1,760,856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,522	40	99.9839	0.0160
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>253,945</b>	<b>4.6006</b>	<b>253,905</b>	<b>40</b>	<b>99.9842</b>	<b>0.0158</b>
<b>Total</b>		<b>94,051,574</b>	<b>85,893,218</b>	<b>91.3257</b>	<b>85,893,178</b>	<b>40</b>	<b>100.0000</b>	<b>0.0000</b>

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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri Deepak Sabhlok, Director Projects (DIN 03056457) who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,878,417</b>	<b>100.0000</b>	<b>83,878,417</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,760,856</b>	<b>37.8407</b>	<b>1,760,856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,412	150	99.9398	0.0601
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>253,945</b>	<b>4.6006</b>	<b>253,795</b>	<b>150</b>	<b>99.9409</b>	<b>0.0591</b>
<b>Total</b>		<b>94,051,574</b>	<b>85,893,218</b>	<b>91.3257</b>	<b>85,893,068</b>	<b>150</b>	<b>99.9998</b>	<b>0.0002</b>

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To authorize the Board of Directors to fix the remuneration of Statutory Auditors for 2019-20 appointed by CAG.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83,878,417	100.0000	83,878,417	0	100.0000	0.0000
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,760,856	37.8407	1,760,856	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,286	276	99.8894	0.1105
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		253,945	4.6006	253,669	276	99.8913	0.1087
Total		94,051,574	85,893,218	91.3257	85,892,942	276	99.9997	0.0003

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Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Piyush Agarwal (DIN 08305385) as Part-time Official Director, liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,878,417</b>	<b>100.0000</b>	<b>83,878,417</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,760,856</b>	<b>37.8407</b>	<b>1,760,856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,301	261	99.8954	0.1045
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>253,945</b>	<b>4.6006</b>	<b>253,684</b>	<b>261</b>	<b>99.8972</b>	<b>0.1028</b>
<b>Total</b>		<b>94,051,574</b>	<b>85,893,218</b>	<b>91.3257</b>	<b>85,892,957</b>	<b>261</b>	<b>99.9997</b>	<b>0.0003</b>

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Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Yogesh Kumar Misra (DIN 07654014) as Director Works, liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83,878,417	100.0000	83,878,417	0	100.0000	0.0000
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,760,856	37.8407	1,760,856	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,519,817	249,481	4.5197	249,331	150	99.9398	0.0601
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		253,864	4.5991	253,714	150	99.9409	0.0591
Total		94,051,574	85,893,137	91.3256	85,892,987	150	99.9998	0.0002

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Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Hari Mohan Gupta (DIN 08453476) as Part-time Official Director, liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83,878,417	100.0000	83,878,417	0	100.0000	0.0000
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,760,856	37.8407	1,760,856	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,321	241	99.9034	0.0965
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		253,945	4.6006	253,704	241	99.9051	0.0949
Total		94,051,574	85,893,218	91.3257	85,892,977	241	99.9997	0.0003

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Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Avineesh Matta (DIN 00011749) as independent (Part-time Non-Official) Director, not liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,878,417</b>	<b>100.0000</b>	<b>83,878,417</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,760,856</b>	<b>37.8407</b>	<b>1,760,856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	248,982	580	99.7675	0.2324
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>253,945</b>	<b>4.6006</b>	<b>253,365</b>	<b>580</b>	<b>99.7716</b>	<b>0.2284</b>
<b>Total</b>		<b>94,051,574</b>	<b>85,893,218</b>	<b>91.3257</b>	<b>85,892,638</b>	<b>580</b>	<b>99.9993</b>	<b>0.0007</b>

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Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Prof. Ms. Vasudha V. Kamat (DIN 07500096) as Independent (Part-time Non-Official) Director, not liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,878,417</b>	<b>100.0000</b>	<b>83,878,417</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,760,856</b>	<b>37.8407</b>	<b>1,760,856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	5,519,817	249,562	4.5212	249,422	140	99.9439	0.0560
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>253,945</b>	<b>4.6006</b>	<b>253,805</b>	<b>140</b>	<b>99.9449</b>	<b>0.0551</b>
<b>Total</b>		<b>94,051,574</b>	<b>85,893,218</b>	<b>91.3257</b>	<b>85,893,078</b>	<b>140</b>	<b>99.9998</b>	<b>0.0002</b>

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Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify remuneration of Cost Auditor of the Company for the financial year 2019-20							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83,878,417	83,878,417	100.0000	83,878,417	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83,878,417	100.0000	83,878,417	0	100.0000	0.0000
Public- Institutions	E-Voting	4,653,340	1,760,856	37.8407	1,760,856	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,760,856	37.8407	1,760,856	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,519,817	249,481	4.5197	249,436	45	99.9819	0.0180
	Poll		4,383	0.0794	4,383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		253,864	4.5991	253,819	45	99.9823	0.0177
Total		94,051,574	85,893,137	91.3256	85,893,092	45	99.9999	0.0001

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### SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and  
Rule 20 (3) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
Ircn International Limited  
held on Tuesday, 03<sup>rd</sup> September, 2019 at 10:00 A.M.

Reg.: 43<sup>rd</sup> Annual General Meeting of the members of Ircn International Limited held on  
Tuesday, 03<sup>rd</sup> Day of September, 2019 at Air Force Auditorium, Subroto Park, New Delhi –  
110010.

Sub. : E-Voting Result

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2<sup>nd</sup> Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075, appointed by Ircn International Limited (the Company) to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto from time to time, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 43<sup>rd</sup> Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting services were provided by M/s Karvy Fintech Private Limited.
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on Tuesday, 27<sup>th</sup> August, 2019.
3. The voting period for remote e- voting commenced on Saturday, 31<sup>st</sup> August, 2019 at 9:00 A.M. and ended on Monday, 02<sup>nd</sup> September, 2019 at 5.00 P.M.
4. The votes cast were unblocked on 03<sup>rd</sup> September, 2019 at 11:03 A.M. in the presence of two witnesses' Ms. Karishma Singh and Ms. Anuradha Jain, both of whom are not in the employment of the Company.

Based on the reports generated from e-voting website <https://evoting.karvy.com>, the results of e-voting are as under:



## ORDINARY BUSINESS

**Resolution No.1 – Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended on 31st March 2019 along with the Boards' Report, Auditors' Report, the comments of the Comptroller and Auditor General of India (C&AG) thereon and management replies thereto.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	57	85871795	100.00
Voted against the Resolution	1	40	0.00
Abstain From Voting	1	17000	

**Resolution No.2 - Ordinary Resolution:** To confirm the payment of Interim Dividend @ Rs.10.72 per share [i.e. amounting to Rs.100.82 crore on 9,40,51,574 equity shares] and to declare a final dividend @ Rs.10.825 per share [i.e. amounting to Rs.101.81 crore on 9,40,51,574 equity shares] for the financial year 2018-19.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	58	85888795	100.00
Voted against the Resolution	1	40	0.00
Abstain From Voting	0	0	

**Resolution No.3 - Ordinary Resolution:** To appoint a Director in place of Shri Deepak Sabhlok, Director (Projects) (DIN: 03056457) who retires by rotation and being eligible, offers himself for reappointment.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution*	54	85888685	100.00
Voted against the Resolution*	6	150	0.00
Abstain From Voting	0	0	

\*There was 1 member who has voted partly in favour of the resolution and partly against the resolution.

**Resolution No.4 - Ordinary Resolution:** To authorize the Board of Directors to fix the remuneration of Statutory Auditors for 2019-20 appointed by C&AG.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution*	55	85888559	100.00
Voted against the Resolution*	5	276	0.00
Abstain From Voting	0	0	

\*There was 1 member who has voted partly in favour of the resolution and partly against the resolution.



## SPECIAL BUSINESS

**Resolution No.5: Ordinary Resolution:** To appoint Shri Piyush Agarwal [DIN: 08305385] as Part-time (Official) Director, liable to retire by rotation.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution*	53	85888574	100.00
Voted against the Resolution*	7	261	0.00
Abstain From Voting	0	0	

\*There was 1 member who has voted partly in favour of the resolution and partly against the resolution.

**Resolution No.6: Ordinary Resolution:** To appoint Shri Yogesh Kumar Misra [DIN: 07654014] as Director (Works), liable to retire by rotation.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution*	54	85888604	100.00
Voted against the Resolution*	5	150	0.00
Abstain From Voting	1	81	

\*There was 1 member who has voted partly in favour of the resolution and partly against the resolution.

**Resolution No.7: Ordinary Resolution:** To appoint Shri Hari Mohan Gupta (DIN: 08453476) as Part-time (Official) Director, liable to retire by rotation.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	53	85888594	100.00
Voted against the Resolution	6	241	0.00
Abstain From Voting	0	0	

**Resolution No.8: Ordinary Resolution:** To appoint Shri Avineesh Matta (DIN:00011749) as Independent (Part-time Non-Official) Director, not liable to retire by rotation.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	53	85888255	100.00
Voted against the Resolution	6	580	0.00
Abstain From Voting	0	0	



**Resolution No.9: Ordinary Resolution:** To appoint Prof. (Ms.) Vasudha V. Kamat (DIN:07500096) as Independent (Part-time Non-Official) Director, not liable to retire by rotation.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	54	85888695	100.00
Voted against the Resolution	5	140	0.00
Abstain From Voting	0	0	

**Resolution No.10: Ordinary Resolution:** To ratify remuneration of Cost Auditor of the Company for the financial year 2019-20.

	Number of Members who Voted	Number of Shares for which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution*	57	85888709	100.00
Voted against the Resolution*	2	45	0.00
Abstain From Voting	1	81	

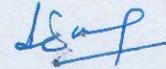
\*There was 1 member who has voted partly in favour of the resolution and partly against the resolution.

Yours Faithfully

For Agarwal S. & Associates,  
Company Secretaries,



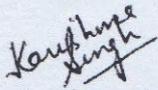
CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



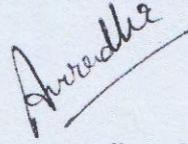
S. K. CHAUDHARY  
Chairman & Managing Director  
IRCON INTERNATIONAL LIMITED  
C-4, District Centre Saket  
New Delhi-110017

Date: 03.09.2019  
Place: New Delhi

We, the undersigned, have witnessed that the votes were unblocked from e-voting website <https://evoting.karvy.com> in our presence on Tuesday, 03<sup>rd</sup> day of September, 2019 at 11:03 A.M.



1. (Ms. Karishma Singh)  
Witness



2. (Ms. Anuradha Jain)  
Witness



FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of  
the Companies(Management and Administration) Rules, 2014]

To,  
The Chairman  
43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
Ircon International Limited  
held on Tuesday, 03<sup>rd</sup> September, 2019 at 10:00 A.M.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2<sup>nd</sup> Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ircon International Limited, held on Tuesday, 03<sup>rd</sup> September, 2019 at 10:00 A.M. submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes were kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



**Resolution No.1 – Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended on 31st March 2019 along with the Boards' Report, Auditors' Report, the comments of the Comptroller and Auditor General of India (C&AG) thereon and management replies thereto.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Resolution 2– Ordinary Resolution:** To confirm the payment of Interim Dividend @ Rs.10.72 per share [i.e. amounting to Rs.100.82 crore on 9,40,51,574 equity shares] and to declare a final dividend @ Rs.10.825 per share [i.e. amounting to Rs.101.81 crore on 9,40,51,574 equity shares] for the financial year 2018-19.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution 3– Ordinary Resolution:** To appoint a Director in place of Shri Deepak Sabhlok, Director (Projects) (DIN: 03056457) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Resolution 4– Ordinary Resolution:** To authorize the Board of Directors to fix the remuneration of Statutory Auditors for 2019-20 appointed by C&AG.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution 5– Ordinary Resolution:** To appoint Shri Piyush Agarwal [DIN: 08305385] as Part-time (Official) Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Resolution 6– Special Resolution:** To appoint Shri Yogesh Kumar Misra [DIN: 07654014] as Director (Works), liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution 7– Special Resolution: To appoint Shri Hari Mohan Gupta (DIN: 08453476) as Part-time (Official) Director, liable to retire by rotation.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Resolution 8– Special Resolution: To appoint Shri Avineesh Matta (DIN:00011749) as Independent (Part-time Non-Official) Director, not liable to retire by rotation.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution 9– Ordinary Resolution:** To appoint Prof. (Ms.) Vasudha V. Kamat (DIN:07500096) as Independent (Part-time Non-Official) Director, not liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Resolution 10– Ordinary Resolution:** To ratify remuneration of Cost Auditor of the Company for the financial year 2019-20.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	4383	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



5. An Excel Sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those, whose votes were declared invalid, if any, for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

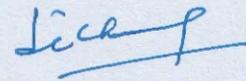
Yours Faithfully,

For Agarwal S. & Associates,  
Company Secretaries,



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Place: New Delhi  
Dated: 03.09.2019



S. K. CHAUDHARY  
Chairman & Managing Director  
IRCON INTERNATIONAL LIMITED  
C-4, District Centre Saket  
New Delhi-110017