



IRCON INTERNATIONAL LIMITED

CIN: L45203DL1976GOI008171

Regd. Off: C-4, District Centre, Saket, New Delhi - 110017

Tel: +91-11-26530266 Fax: +91-11-26854000, 26522000 E-mail: investors@ircon.org

Website: <https://www.ircon.org>

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (SS-2) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal process through e-voting vide General Circular dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021 and 5th May, 2022 ("MCA Circulars"), and other applicable laws and regulations, if any, Ircon International Limited ("IRCON/ the Company") seeks the consent of its members for Special Businesses as set out here under by passing Special and Ordinary Resolution(s) by way of Postal Ballot only through remote electronic voting ("e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("the Board") of the Company at its meeting held on 27th May, 2022 has appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774) and failing him Ms. Poonam, Practicing Company Secretary (Membership No. A37303) of M/s Agarwal S. & Associates, Company Secretaries as the scrutinizer ("Scrutinizer") to conduct the postal ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

The Members are requested to carefully read the instructions indicated in this notice ("Notice/Postal Ballot Notice"). The remote e-voting period commences from Tuesday, 31st May, 2022 at 09:00 a.m. (IST) and ends on Wednesday, 29th June, 2022 at 05:00 p.m. (IST).

Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman/ Company Secretary of the Company or to any other person as may be authorized by the Chairman.

The results of the Postal Ballot will be announced on or before 05:00 P.M. (IST) Friday, 1st July, 2022. The said results would be displayed on the notice board at the Registered Office

of the Company and intimated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, i.e. www.ircon.org and on the website of CDSL i.e. www.evotingindia.com

SPECIAL BUSINESSES:-

Item No.1

- 1. To appoint Shri Ajay Kumar Chauhan [DIN: 09394953] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Ajay Kumar Chauhan [DIN: 09394953] who was appointed as an Independent (Part-time Non-Official) Director, by the President of India vide Ministry of Railways order no.2019/PL/57/22 dated 9th November, 2021 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 11th November, 2021 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as an Independent (Part-time Non-Official) Director for a period of three years from the date of Order of Ministry of Railways or until further order whichever is earlier, on the terms & conditions as may be fixed by the Government of India and shall not be liable to retire by rotation.”

- 2. To appoint Shri Dipendra Kumar Gupta [DIN: 09398271] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Dipendra Kumar Gupta [DIN: 09398271] who was appointed as an Independent (Part-time Non-Official) Director, by the President of India vide Ministry of Railways order no.2019/PL/57/22 dated 9th November, 2021 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 16th November, 2021 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as an Independent (Part-time Non-Official) Director for a period of three years from the date of Order of Ministry of Railways or until further order whichever is earlier on the terms & conditions as may be fixed by the Government of India and shall not be liable to retire by rotation.”

- 3. To appoint Smt. Ranjana Upadhyay [DIN: 07787711] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Smt. Ranjana Upadhyay [DIN: 07787711] who was appointed as an Independent (Part-time Non-Official) Director, by the President of India vide Ministry of Railways order no.2019/PL/57/22 dated 9th November, 2021 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 16th November, 2021 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as an Independent (Part-time Non-Official) Director for a period of three years from the date of Order of Ministry of Railways or until further order whichever

is earlier on the terms & conditions as may be fixed by the Government of India and shall not be liable to retire by rotation.”

4. **To appoint Dr. Kartik Chandulal Bhadra [DIN: 09453387] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION** :

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Dr. Kartik Chandulal Bhadra [DIN: 09453387] who was appointed as an Independent (Part-time Non-Official) Director, by the President of India vide Ministry of Railways order no.2019/PL/57/22 dated 29th December, 2021 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 31st December, 2021 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as an Independent (Part-time Non-Official) Director for a period of three years from the date of Order of Ministry of Railways or until further order whichever is earlier on the terms & conditions as may be fixed by the Government of India and shall not be liable to retire by rotation.”

5. **To appoint Smt. Ragini Advani [DIN: 09575213] as Director (Finance), liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION** :

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Smt. Ragini Advani [DIN: 09575213] who was appointed as Director (Finance), by the President of India vide Ministry of Railways letter no.2020/E(O)II/40/12 dated 18th April, 2022 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director / Director (Finance) by the Board of Directors with effect from 19th April, 2022 to hold office upto the date of ensuing Annual General Meeting and who has consented to act as a director, be and is hereby appointed as the Director (Finance) on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation.”

BY ORDER OF THE BOARD OF DIRECTORS
for **IRCON INTERNATIONAL LIMITED**

Sd/-
(Ritu Arora)
Company Secretary

Place : New Delhi

Date : 27th May, 2022

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules related thereto and Secretarial Standard issued by the ICSI, stating reasons for the proposed Special Businesses is annexed herewith.
2. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the MCA Circulars, the Company is providing facility for voting by e-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this

purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") as the Agency to provide remote e-voting facility.

3. In terms of the MCA Circulars, voting can be done only by e-voting. The Members are strongly advised to use the e-voting procedure by themselves and not through any other person/ proxies.
4. The Portal for e-voting will remain open for the Members for exercising their voting from **Tuesday, 31st May, 2022 at 09:00 a.m. (IST) till Wednesday, 29th June, 2022 at 05:00 p.m. (IST) both days inclusive**. The e-voting needs to be exercised by 05:00 p.m. (IST) on Wednesday, 29th June, 2022. Please note that e-voting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on **Friday, 27th May, 2022 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. In compliance with the provisions of MCA Circulars, this Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ list of Beneficial Owners maintained by the Depositories as on cut-off **date i.e Friday, 27th May, 2022** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's RTA.
6. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by mail to rt@alankit.com.
7. The hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
8. Members whose names appear on the Register of Members/ list of Beneficial Owners as **on Friday, 27th May, 2022** will be considered for the purpose of voting and each Member's voting rights shall be in proportion to his/ her share of the paid-up equity share capital of the Company. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
9. The Postal Ballot Notice is placed on the Company's website in the Investors Section at www.ircon.org. The Postal Ballot Notice can also be accessed from the websites of Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also available at website of the CDSL at www.evotingindia.com
10. All the material documents referred to in the Notice and Explanatory Statement thereto, can be obtained for inspection by writing to the Company at its email id at investors@ircon.org from the date of dispatch of notice until the last date for receipt of votes through e-voting.
11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 29th June, 2022, i.e., the last date specified for receipt of votes through the e-voting process.
13. Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774), partner and failing him Ms. Poonam, Practicing Company Secretary (Membership No. A37303), partner of M/s Agarwal S. & Associates, Company Secretaries, have been appointed as Scrutinizer for conducting the e-voting process in accordance with the law in fair and transparent manner.
14. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman/ Company Secretary of the Company or any person authorized by the Chairman, after completion of scrutiny of votes received through e-voting. The results of the voting by Postal Ballot will be announced on or before Friday, 1st July, 2022. The results of the Postal Ballot will be posted on the website of the Company at www.ircon.org and on CDSL website at www.evotingindia.com and will also be communicated to the Stock Exchanges i.e. NSE & BSE. The Scrutinizer's decision on the validity of e-voting will be final.
15. The instructions for Shareholders for e-voting are as under:

CDSL e-Voting System - --For Remote e-voting-Postal Ballot- New Process as per SEBI circular.

- (i) The voting period begins on **Tuesday, 31st May, 2022 at 09:00 a.m. (IST)** and ends on **Wednesday, 29th June, 2022 at 05:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th May, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
-

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown</p> |

| | |
|---|--|
| | on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(iv) Login method of e-Voting for Physical and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | |
|--|---|
| | For Physical shareholders and other than individual shareholders holding shares in Demat |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3). |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **IRCON INTERNATIONAL LIMITED** on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (investors@ircon.org) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to rta@alankit.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rta@alankit.com.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ITEMS

Item No. 1

To appoint Shri Ajay Kumar Chauhan [DIN: 09394953] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Shri Ajay Kumar Chauhan was appointed as an Independent (Part-time Non-Official) Director on the Board of the Company in terms of Ministry of Railways order no.2019/PL/57/22 dated 9th November, 2021. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Shri Ajay Kumar Chauhan as an Additional Director (Independent Director) with effect from 11th November, 2021 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Ajay Kumar Chauhan as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Ajay Kumar Chauhan as an Independent Director on the terms and conditions as determined by the Government of India.

Shri Ajay Kumar Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Ajay Kumar Chauhan does not hold any shares in the Company and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Ajay Kumar Chauhan, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as a Special Resolution.

Brief resume of Shri Ajay Kumar Chauhan is annexed.

Item No. 2

To appoint Shri Dipendra Kumar Gupta [DIN: 09398271] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Shri Dipendra Kumar Gupta was appointed as an Independent (Part-time Non-Official) Director on the Board of the Company in terms of Ministry of Railways order no.2019/PL/57/22 dated 9th November, 2021. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Shri Dipendra Kumar Gupta as an Additional Director (Independent Director) with effect from 16th November, 2022 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Dipendra Kumar Gupta as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or

within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Dipendra Kumar Gupta as an Independent Director on the terms and conditions as determined by the Government of India.

Shri Dipendra Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Dipendra Kumar Gupta does not hold any share in the Company and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Dipendra Kumar Gupta, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as a Special Resolution.

Brief resume of Shri Dipendra Kumar Gupta is annexed.

Item No.3

To appoint Smt. Ranjana Upadhyay [DIN: 07787711] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Smt. Ranjana Upadhyay was appointed as an Independent (Part-time Non-Official) Director on the Board of the Company in terms of Ministry of Railways order no.2019/PL/57/22 dated 9th November, 2021. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Smt. Ranjana Upadhyay as an Additional Director (Independent Director) with effect from 16th November, 2022 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Smt. Ranjana Upadhyay as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Smt. Ranjana Upadhyay as an Independent Director on the terms and conditions as determined by the Government of India.

Smt. Ranjana Upadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Smt. Ranjana Upadhyay does not hold any share in the Company and she doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Smt. Ranjana Upadhyay, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as a Special Resolution.

Brief resume of Smt. Ranjana Upadhyay is annexed.

Item No.4

To appoint Dr. Kartik Chandulal Bhadra [DIN: 09453387] as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Dr. Kartik Chandulal Bhadra was appointed as an Independent (Part-time Non-Official) Director on the Board of the Company in terms of Ministry of Railways order no.2019/PL/57/22 dated 29th December, 2021. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Dr. Kartik Chandulal Bhadra as an Additional Director (Independent Director) with effect from 31st December, 2021 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Dr. Kartik Chandulal Bhadra as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Dr. Kartik Chandulal Bhadra as an Independent Director on the terms and conditions as determined by the Government of India.

Dr. Kartik Chandulal Bhadra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Dr. Kartik Chandulal Bhadra does not hold any share in the Company and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Dr. Kartik Chandulal Bhadra, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as a Special Resolution.

Brief resume of Dr. Kartik Chandulal Bhadra is annexed.

Item No.5

To appoint Smt. Ragini Advani [DIN: 09575213] as a Director (Finance), liable to retire by rotation

Smt. Ragini Advani was appointed as the Director (Finance) on the Board of the Company in terms of Ministry of Railways letter no.2020/E(O)II/40/12 dated 18th April, 2022. In terms of Article 62 of the Articles of Association of the Company, the Board of Directors has appointed Smt. Ragini Advani as an Additional Director [Director (Finance)] with effect from 19th April, 2022 to hold office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Smt. Ragini Advani as a Director on the Board of IRCON.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Smt. Ragini Advani as the Director (Finance) on the terms and conditions as determined by the Government of India.

Smt. Ragini Advani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Smt. Ragini Advani does not hold any share in the Company and she doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Smt. Ragini Advani, being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

Brief resume of Smt. Ragini Advani is annexed.

**BY ORDER OF THE BOARD OF DIRECTORS
for IRCON INTERNATIONAL LIMITED**

Sd/-
(Ritu Arora)
Company Secretary

Place : New Delhi

Date : 27th May, 2022

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT

| | |
|---|---|
| Name | Shri Ajay Kumar Chauhan |
| Appointment / Re-appointment | Appointment as an Independent (Part-time Non-Official) Director |
| DIN | 09394953 |
| Age | 61 years |
| Date of Appointment | 11 th November, 2021 |
| Qualification | <p>Holds master degree in Business Administration from Graduate School of Business, University of Sydney, Australia (1994-1996), M.Phil. (Industrial Psychology) from University of Delhi, India (1981-1983), M.A. (Psychology) from University of Delhi, India and obtained Distinction (1979-1981), B.A. (Hon.) with Psychology, Political Science and History from Aligarhe M. University, India. He was awarded Business School Scholarship from Asian Development Bank (ADB), Philippines for meritorious performance in the Business School (Sydney Univ.).</p> |
| Brief resume including experience and expertise in specific functional area | <p>Shri Ajay Kumar Chauhan, an Officer of Indian Revenue Service 1984 Batch, had hold important position on all functional posts of the Income Tax Department. Shri Chauhan also held the post of Director General, Competition Commission of India. He was nominated by the Government of India for a foreign deputation to Sydney, Australia under the Commonwealth Exchange Programme During his tenure of foreign deputation, he undertook important field projects as a part of Advance business strategy course at the Graduate School of Business, University of Sydney, Australia which includes emerging Corporate Structure of Rail Business in Australia, Penfold Wines Pic, Australia: Strategies of Market Expansion. Shri Chauhan has written articles on various subjects as Fringe Benefit Tax; Study on the Tax implication on Tax payers in Australia; Tourism Industry questions the Income-tax Equity; The Australian reality exposed and; Research Papers on Australian Tax Research Foundation Research Study 1996.</p> |
| Directorship held in other Companies and Listed entities from which the person has resigned in the past three years | Nil |
| Membership / Chairmanship of Committees in other Companies | Nil |
| No. of shares held in IRCON including shareholding as a beneficial owner | Nil |
| Relationship with other Directors / KMP of the Company | None |
| Terms & Conditions of appointment and re-appointment including remuneration | Appointment as per order of the President of India vide Ministry of Railway's Order no. 2019/PL/57/22 dated 9 th November, 2021. |
| No. of Board Meetings held and attended during the year (during tenure) | 4 out of 4 Board Meeting held during the Financial Year 2021-22, post appointment as Director w.e.f. 11 th November, 2021. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The qualifications of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills. |

| | |
|---|--|
| Name | Shri Dipendra Kumar Gupta |
| Appointment / Re-appointment | Appointment as an Independent (Part-time Non-Official) Director |
| DIN | 09398271 |
| Age | 49 years |
| Date of Appointment | 16 th November, 2021 |
| Qualification | Graduate from Patna University. |
| Brief resume including experience and expertise in specific functional area | Shri Dipendra Kumar Gupta has specialization in the field of Management, Sales & Marketing. He is a person of eminence with proven track record in business and agriculture. Shri Gupta is also a social worker. He has served as a State Advisor in Nehru Yuva Kendra from 2015 to 2018. He has also served as District advisor in Telephone Advisory Committee from 2010-2013. He has also been a member of Zila Bissutri. |
| Directorship held in other Companies and Listed entities from which the person has resigned in the past three years | Nil |
| Membership / Chairmanship of Committees in other Companies | Nil |
| No. of shares held in IRCON including shareholding as a beneficial owner | Nil |
| Relationship with other Directors / KMP of the Company | None |
| Terms & Conditions of appointment and re-appointment including remuneration | Appointment as per order of the President of India vide Ministry of Railway's Order no. 2019/PL/57/22 dated 9 th November, 2021. |
| No. of Board Meetings held and attended during the year (during tenure) | 3 out of 3 Board Meeting held during the Financial Year 2021-22, post appointment as Director w.e.f. 16 th November, 2021. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The qualifications of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills. |

| | |
|---|---|
| Name | Smt. Ranjana Upadhyay |
| Appointment / Re-appointment | Appointment as an Independent (Part-time Non-Official) Director |
| DIN | 07787711 |
| Age | 52 years |
| Date of Appointment | 16 th November, 2021 |
| Qualification | Bachelor of Journalism and Masters of Journalism from Mahatma Gandhi Chitrakoot Gramodaya Vishwavidyalaya, Chitrakoot, Satna, Madhya Pradesh. |
| Brief resume including experience and expertise in specific functional area | She has been a writer for the Hindustan Times (2002-2004); Editor and News Reader for City News, Chitrakoot (2003-2007). Further, she is an active member of Drishti, an NGO for blind people and Bharat Kalyanmanch, an NGO to improve the living, social and economy condition of economically backward people. |
| Directorship held in other Companies and Listed entities from which the person has resigned in the past three years | Nil |
| Membership / Chairmanship of Committees in other Companies | Nil |
| No. of shares held in IRCON including shareholding as a beneficial owner | Nil |
| Relationship with other Directors / KMP of the Company | None |
| Terms & Conditions of appointment and re-appointment including remuneration | Appointment as per order of the President of India vide Ministry of Railway's Order no. 2019/PL/57/22 dated 9 th November, 2021. |
| No. of Board Meetings held and attended during the year (during tenure) | 3 out of 3 Board Meeting held during the Financial Year 2021-22, post appointment as Director w.e.f. 16 th November, 2021. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The qualifications of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills. |

| | |
|---|--|
| Name | Dr. Kartik Chandulal Bhadra |
| Appointment / Re-appointment | Appointment as an Independent (Part-time Non-Official) Director |
| DIN | 09453387 |
| Age | 56 years |
| Date of Appointment | 31 st December, 2021 |
| Qualification | Dr. Kartik Chandulal Bhadra is an MBBS. |
| Brief resume including experience and expertise in specific functional area | <p>Dr. Kartik Chandulal Bhadra (MBBS, DCH) is an eminent paediatrician of South Gujarat since 1991 and has a well-equipped Hospital with state-of-the-art-facilities where he has been practising medicine and serving the community for the past 29 years. He was the President of Indian Medical Association of Valsad and has also been the President of Indian Academy of Paediatrics Valsad of five consecutive years.</p> <p>Dr. Bhadra is a philanthropist who believes in serving the society and strengthening the community as demonstrated by his numerous initiatives. He is the Vice President Trustee of Vidhyabharti affiliated school "Shree Saraswati Shishu Mandir" where over 800 students from lower socioeconomic status come to receive an education of a higher standard. Dr. Bhadra has established UDAN (Unnat Desh-Adarsh Nagrik) foundation, it is a unique awareness programme, managed and operated by Dr. Bhadra and his patriotic team of stalwarts from different spheres of life. He is actively associated with more than 10 social organisations.</p> |
| Directorship held in other Companies and Listed entities from which the person has resigned in the past three years | Nil |
| Membership / Chairmanship of Committees in other Companies | Nil |
| No. of shares held in IRCON including shareholding as a beneficial owner | Nil |
| Relationship with other Directors / KMP of the Company | None |
| Terms & Conditions of appointment and re-appointment including remuneration | Appointment as per order of the President of India vide Ministry of Railway's Order no. 2019/PL/57/22 dated 29 th December, 2021. |
| No. of Board Meetings held and attended during the year (during tenure) | 2 out of 2 Board Meeting held during the Financial Year 2021-22, post appointment as Director w.e.f. 31 st December, 2021. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The qualifications of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills. |

| | |
|---|--|
| Name | Smt. Ragini Advani |
| Appointment / Re-appointment | Appointment as the Director (Finance) |
| DIN | 09575213 |
| Age | 47 years |
| Date of Appointment | 19 th April, 2022 |
| Qualification | Chartered Accountant and Cost Accountant |
| Brief resume including experience and expertise in specific functional area | <p>Smt. Ragini Advani is having about 25 years of post-qualification experience in Finance. She is a rank holder in both Chartered Accountancy and Cost Accountancy exams.</p> <p>Before joining IRCON, Smt. Advani has worked as GM (F&A) with Engineers India Limited (EIL), a technical consultancy CPSE in oil & gas sector and was in-charge of accounting & dealt with C&AG/ statutory auditors, concurrence of all marketing proposals and marketing finance, billing & related matters, budgeting & MIS and business development proposals. She was also part of Chairman Office for 2 years and also held additional charge of Company Secretariat department for almost a year in EIL. Her previous experience was with NTPC SAIL Power Company Private Limited (NSPCL) and KPMG.</p> <p>Smt. Advani has rich and varied experience in Corporate Finance which includes dealing with valuations, mergers / demergers and acquisitions, financial restructuring, treasury management, arranging loan financing, corporate planning & budgeting, commercial billing and purchase of coal through e-auction, regular MIS, dealing with CAG, dealing with CERC for finalisation of tariff orders and signing long term PPAs. She has also been subject matter expert/ mentor for 'in-house' senior management programmes of EIL in respect of finance matters.</p> |
| Directorship held in other Companies and Listed entities from which the person has resigned in the past three years | Nil |
| Membership / Chairmanship of Committees in other Companies | Nil |
| No. of shares held in IRCON including shareholding as a beneficial owner | Nil |
| Relationship with other Directors / KMP of the Company | None |
| Terms & Conditions of appointment and re-appointment including remuneration | Appointment as per order of the President of India vide Ministry of Railway's Order no. 2020/E(O)II/40/12 dated 18 th April, 2022 from the date of assumption of his charge i.e. 19 th April 2022 for a period of five years or till the date of his superannuation or until further orders, whichever is earliest |
| No. of Board Meetings held and attended during the year (during tenure) | No Board Meeting held during the Financial Year 2021-22, as appointed as Director (Finance) w.e.f. 19 th April, 2022. |