



## **IRCON INTERNATIONAL LIMITED**

CIN: L45203DL1976GOI008171

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

Tel: +91-11-29565666, 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, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Circulars issued by the Ministry of Corporate Affairs ("MCA") on 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020 and 31<sup>st</sup> December 2020 ("MCA Circulars"), and other applicable laws and regulations, if any, Ircon International Limited ("IRCON/ the Company") seeks the consent of its members for Special Business to be transacted through Postal Ballot by way of 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. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is annexed to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("the Board") of the Company at its meeting held on 5<sup>th</sup> April, 2021 has appointed Mr. Sachin Agarwal, Practicing Company Secretary (Membership No. F5774) and failing him Ms. Anuradha Jain, Practicing Company Secretary (Membership No. A36639) 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 Members are requested to carefully read the instructions indicated in this notice ("Notice/Postal Ballot Notice"). The remote e-voting period commences from 9.00 A.M. (IST) on Monday, 12<sup>th</sup> April, 2021 and ends at 5.00 P.M. (IST) on Tuesday, 11<sup>th</sup> May, 2021.

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

The results of the Postal Ballot will be announced on or before 05:00 P.M. (IST) Thursday, 13<sup>th</sup> May, 2021. 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](http://www.ircon.org) and on the website of KFin Technologies Private Limited, RTA of the Company, i.e. <https://evoting.kfintech.com>.

## **SPECIAL BUSINESS:**

### **Item No.1**

1. **To issue fully paid up bonus shares** and to consider and if thought fit, to pass, with or without modification(s), the following as Ordinary Resolution:

**“RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs.94,05,15,740 standing to the credit of the Reserves & Surplus, for the purpose of issuance of bonus shares of Rs.2/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose (which expression shall also include a Committee thereof / CMD), in the proportion of 1:1 i.e. 1 new equity shares of Rs.2/- each for every 1 existing equity shares of Rs.2/- each fully paid up and held by the Members/ Beneficial Owners.”

**“RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors, be subject to the compliance requirements of RBI or any other regulatory authority, if any.”

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time; except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form”.

**“RESOLVED FURTHER THAT** the new equity bonus shares of Rs.2/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted”.

**“RESOLVED FURTHER THAT** the Board / Committee be and are hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on

behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper and further to delegate all or any of the powers conferred by this resolution on it, to any other Director(s) and the Company Secretary of the Company to give effect to the foregoing resolutions”.

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

Sd/-  
(Ritu Arora)  
Company Secretary

**Place : New Delhi  
Date : 6<sup>th</sup> April 2021**

**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 engaged the services of its RTA viz. KFin Technologies Private Limited (“KFintech” or “RTA”).
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 **Monday, 12<sup>th</sup> April, 2021 at 09:00 a.m. (IST) till Tuesday, 11<sup>th</sup> May, 2021 at 05:00 p.m. (IST) both days inclusive**. The e-voting needs to be exercised by 05:00 p.m. (IST) on Tuesday, 11<sup>th</sup> May, 2021. Please note that e-voting module will be disabled for voting by RTA KFintech 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, 9<sup>th</sup> April, 2021 ('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, 9<sup>th</sup> April, 2021** 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. 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.
7. Members whose names appear on the Register of Members/ List of Beneficial Owners as **on Friday, 9<sup>th</sup> April, 2021** 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.

8. The Postal Ballot Notice is placed on the Company's website in the Investors Section at [www.ircon.org](http://www.ircon.org). The Postal Ballot Notice can also be accessed from the websites of Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also available at website of the KFintech at <https://evoting.kfintech.com>.
9. To support the 'Green Initiative' and on account of threat posed by COVID-19 and in terms of the MCA Circulars, Members who have not yet registered their e-mail addresses are requested to register the same with Depositories/ RTA for receiving all communication. Those shareholders who have not yet registered their email address are requested to get the same registered by following the procedure given below:
  - (i) Those shareholders who have registered/not registered their e-mail address and mobile numbers including address may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form; and with the Company's RTA, KFintech in case the shares held in physical form
  - (ii) Shareholders who have not registered their e-mail address and in consequence the Notice of Postal Ballot could not be serviced. Shareholders may temporarily get their email address and mobile number provided with the Company's RTA, KFintech, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for sending the same. Shareholders are requested to follow the process as guided to capture the e-mail address and mobile number for sending the Notice of Postal Ballot and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - (iii) Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.
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](mailto: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. Mr. Sachin Agarwal, Practicing Company Secretary (Membership No. F5774), partner, and failing him Ms. Anuradha, Jain, Practicing Company Secretary (Membership No. A36639) of M/s Agarwal S. & Associates, Company Secretaries, have been appointed as Scrutinizers for conducting the e- voting process in accordance with the law in fair and transparent manner.
13. 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 of the Company or Company Secretary 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 Thursday, 13<sup>th</sup> May, 2021 The results of the Postal Ballot will be posted on the website of the Company at [www.ircon.org](http://www.ircon.org) and on RTA E-voting website at

<https://evoting.kfintech.com> and will also be communicated to the Stock Exchanges i.e. NSE & BSE.

#### 14. PROCEDURE AND INSTRUCTION FOR REMOTE E-VOTING:

Instructions and other information relating to remote e-voting are as under:

- A. The remote e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: **From 9:00 a.m. (IST) on Monday 12<sup>th</sup> April, 2021**
  - End of remote e-voting: **Upto 5:00 p.m. (IST) on Tuesday, 11<sup>th</sup> May, 2021.**
- B. In case a Member receiving an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:
- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - (ii) Enter the login credentials (i.e. User ID and password as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail ID). Your Folio No./ DP ID- Client ID will be your User ID. However, if you are already registered with KFintech for evoting, you can use your existing User ID and password for casting your vote.
  - (iii) After entering these details appropriately, click on "LOGIN".
  - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, the system will prompt you to select the EVENT i.e. Ircn International Limited.
  - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts.
  - (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - (x) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - (xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board

Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).

### C. Others

- (i) Once the vote on a resolution is cast by a member, the member shall not be allowed to change subsequently.
- (ii) In case of any query, members are requested to contact:  
Name: Shri S. V. Raju  
Designation: Deputy General Manager  
E-mail id: [einward.ris@Kfintech.com](mailto:einward.ris@Kfintech.com)  
Address: KFin Technologies Private Limited,  
Selenium, Tower B, Plot 31-32, Gachibowli  
Financial District, Nanakramguda, Hyderabad – 500 032.  
Contact No.# 040 67162222  
Fax No.# 040 23420814  
Toll Free No.# 18003454001
- (iii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Kfintech website <https://evoting.kfintech.com>.
- (iv) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the **cut-off date being Friday, 9<sup>th</sup> April, 2021.**

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

### **Item No. 1**

#### **To issue fully paid up bonus shares**

The Department of Economic Affairs vide its O.M. dated 20<sup>th</sup> June, 2016 requires that every CPSE having defined reserves and surplus equal to or more than 10 times of its paid-up equity shared capital shall issue bonus shares.

The Authorised Share Capital of the Company is Rs.400,00,00,000 and the Paid-up Share Capital is Rs.94,05,15,740. The Reserves as per the audited financial statement as on 31<sup>st</sup> March 2020 is Rs.4071.25 crore which is 43 times more than the Paid-up share capital of the Company.

Department of Investment and Public Asset Management (DIPAM) on 11<sup>th</sup> February, 2021, has approved the issuance of Bonus Shares in the ratio of 1:1 i.e. 1 new equity shares of Rs.2/- each for every 1 existing equity shares of Rs.2 each fully paid up and held by the members.

The Board of Directors at their meeting held on 5<sup>th</sup> April, 2021 have recommended the issuance of bonus shares in proportion of 1:1 i.e. 1 (one) new equity shares of Rs.2/- each for every 1 (one) existing equity shares of Rs.2 each fully paid up and held by the members as on a "Record Date" to be fixed by the Board/ Committee of the Board / CMD, by capitalization of a sum of Rs.94,05,15,740 from the Reserves. The same is proposed to be applied in full by issuing at par 47,02,57,870 new equity shares of Rs.2/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase from Rs.94,05,15,740 to Rs.1,88,10,31,480 consisting of 94,05,15,740 equity shares of Rs.2/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Articles of Association of the Company, the capitalization of reserves and bonus issue thereof, require approval of the members in general meeting. Accordingly, the resolution seeks approval of the shareholders for issue of bonus shares by capitalizing of reserve.

Further, it is proposed to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI and Stock Exchanges on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Directors/ Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of resolutions set out at item No.1 for approval of Members through postal ballot.

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

Sd/  
(Ritu Arora)  
Company Secretary

**Place : New Delhi  
Date : 6<sup>th</sup> April 2021**