

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45203DL1976GOI008171

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI0684H

(ii) (a) Name of the company

IRCON INTERNATIONAL LIMITE

(b) Registered office address

PLOT No. C - 4, DISTRICT CENTRE
SAKET
NEW DELHI
South Delhi
Delhi
110017

(c) *e-mail ID of the company

cosecy@ircon.org

(d) *Telephone number with STD code

01126530456

(e) Website

www.ircon.org

(iii) Date of Incorporation

28/04/1976

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 03/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	97.69

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

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

Pre-fill All

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

3	IRCON SHIVPURI GUNA TOLLW	U45400DL2015GOI280017	Subsidiary	100
4	IRCON DAVANAGERE HAVERI H	U45500DL2017GOI317401	Subsidiary	100
5	IRCON VADODARA KIM EXPRE	U74999DL2018GOI334028	Subsidiary	100
6	INDIAN RAILWAY STATIONS DI	U45204DL2012GOI234292	Joint Venture	50
7	IRCON-SOMA TOLLWAY PRIVA	U74999DL2005PTC135055	Joint Venture	50
8	CHHATTISGARH EAST RAILWA	U45203CT2013GOI000729	Joint Venture	26
9	CHHATTISGARH EAST-WEST R/	U45203CT2013GOI000768	Joint Venture	26
10	MAHANADI COAL RAILWAY LI	U60100OR2015GOI019349	Joint Venture	26
11	JHARKHAND CENTRAL RAILWA	U45201JH2015GOI003139	Joint Venture	26
12	BASTAR RAILWAY PRIVATE LIM	U74900CT2016PTC007251	Joint Venture	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	400,000,000	94,051,574	94,051,574	94,051,574
Total amount of equity shares (in Rupees)	4,000,000,000	940,515,740	940,515,740	940,515,740

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	400,000,000	94,051,574	94,051,574	94,051,574
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,000,000,000	940,515,740	940,515,740	940,515,740

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	94,051,574	940,515,740	940,515,740	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0

iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	94,051,574	940,515,740	940,515,740	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

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

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

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

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

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			33,493,026,772
Deposit			0
Total			33,493,026,772

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

44,150,956,645.72

(ii) Net worth of the Company

39,498,785,570.05

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	83,878,417	89.18	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	83,878,417	89.18	0	0

Total number of shareholders (promoters)

10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,043,809	4.3	0	
	(ii) Non-resident Indian (NRI)	75,866	0.08	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	208,203	0.22	0	
6.	Foreign institutional investors	267,725	0.28	0	
7.	Mutual funds	4,444,837	4.73	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,060,315	1.13	0	
10.	Others Clearing members, NBFC, N	72,402	0.08	0	
	Total	10,173,157	10.82	0	0

Total number of shareholders (other than promoters)

79,346

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

79,356

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

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

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

Details	At the beginning of the year	At the end of the year
Promoters	11	10
Members (other than promoters)	2	79,346
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	6	4	5	0	0
(i) Non-Independent	3	0	4	0	0	0
(ii) Independent	0	6	0	5	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	4	7	0	0

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

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
S.K. CHAUDHARY	00515672	Managing Director	0	

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

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

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
S.C. JAIN	07564584	Additional director	24/10/2018	APPOINTMENT
PIYUSH AGARWAL	08305385	Additional director	17/12/2018	APPOINTMENT
YOGESH KUMAR MISRA	07654014	Additional director	28/12/2018	APPOINTMENT
SANJAY KUMAR SINGH	00003695	Director	02/07/2018	CESSATION
RAJIV CHAUDHARY	03146422	Nominee director	20/09/2018	CESSATION
VED PAL	07902760	Nominee director	30/09/2018	CESSATION
AVINEESH MATTA	00011749	Director	31/03/2019	CESSATION
PROF. VASUDHA V. K	07500096	Director	31/03/2019	CESSATION
ASHOK KUMAR GANJU	07014589	Director	14/09/2018	CHANGE IN DESIGNATION

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	14/09/2018	12	6	99.96

B. BOARD MEETINGS

*Number of meetings held

8

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

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	27/04/2018	5	5	100
2	AUDIT COMM	02/08/2018	3	3	100
3	AUDIT COMM	20/09/2018	3	3	100
4	AUDIT COMM	13/11/2018	3	2	66.67
5	AUDIT COMM	15/01/2019	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	AUDIT COMM	07/02/2019	3	2	66.67
7	NOMINATION	27/04/2018	5	5	100
8	NOMINATION	02/08/2018	3	3	100
9	NOMINATION	12/11/2018	3	3	100
10	NOMINATION	15/01/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	03/09/2019
								(Y/N/NA)
1	S.K. CHAUDH	8	8	100	0	0	0	Yes
2	M.K. SINGH	8	8	100	1	1	100	Yes
3	DEEPAK SAB	8	8	100	6	6	100	Yes
4	YOGESH KUM	2	2	100	1	1	100	Yes
5	PIYUSH AGAI	2	1	50	0	0	0	Yes
6	S.C. JAIN	4	1	25	6	1	16.67	Not Applicable
7	AVINEESH M.	8	8	100	6	6	100	Yes
8	PROF. VASU	8	7	87.5	3	3	100	Yes
9	C. B. VENKAT	8	7	87.5	11	11	100	Yes
10	R. NARINDEF	8	1	12.5	8	2	25	No
11	ASHOK KUMA	8	8	100	10	10	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

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

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

1

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

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AVINEESH MATTA	NDEPENDENT	0	0	0	324,000	324,000
2	VASUDHA VASAN	NDEPENDENT	0	0	0	212,000	212,000
3	SANJAY KUMAR S	NDEPENDENT	0	0	0	36,000	36,000
4	C.B. VENKATARAM	NDEPENDENT	0	0	0	356,000	356,000
5	NARINDER SINGH	NDEPENDENT	0	0	0	70,000	70,000
6	ASHOK KUMAR G	NDEPENDENT	0	0	0	396,000	396,000
	Total		0	0	0	1,394,000	1,394,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

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

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SACHIN AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

5910

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 13/17 dated 05/01/2017

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

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

To be digitally signed by

Director

MUKESH KUMAR SINGH
Digitally signed by MUKESH KUMAR SINGH
Date: 2019.10.10 13:09:15 +05'30'

DIN of the director

06607392

To be digitally signed by

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

Company Secretary

Company secretary in practice

Membership number

5270

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

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

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company