IRCON INTERNATIONAL LIMITED

NAVRATNA COMPANY
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: www.ircon.org

NOTICE FOR THE 50TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 50th Annual General Meeting ("**AGM/Meeting"**) of Ircon International Limited **("IRCON/ the Company")** will be held on **Thursday, the 24th September, 2026 at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** for which purpose the registered office of the Company situated at C-4, District Centre, Saket, New Delhi-110017 shall be deemed as the venue of the meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended on 31st March, 2026 along with the Board's Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (C&AG) thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended on 31st March, 2026 along with the Auditors' Report and the comments of C&AG thereon.

3. To confirm the payment of the Interim Dividend of ₹1.20 per equity share of the face value of ₹2/- each [i.e. 60% of paid-up equity share capital of ₹188,10,31,480/- amounting to ₹112.86 Crore) and to declare a final dividend @ ₹0.70 per share on the face value of ₹2/- each [i.e. 35% of paid-up equity share capital of ₹188,10,31,480/- amounting to ₹65.84 Crore], for the Financial Year 2025-26.

4. To appoint a Director in place of Smt. Ragini Advani, Director (Finance) (DIN: 09575213) who retires by rotation and being eligible, offers herself for re-appointment.

5. To authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors for the Financial Year 2026-27, appointed/ to be appointed by C&AG.

SPECIAL BUSINESSES:

6. **To appoint Shri Rajesh Naik [DIN: 11543707] as Director (Projects), liable to retire by rotation** and if thought fit, to pass with or without modification(s), the following resolution 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 ("Act") and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Rajesh Naik [DIN: 11543707] who was appointed as Director (Projects), by the President of India vide Ministry of Railways order no. 2024/E(O)II/40/21 dated 12th February, 2026, and subsequently, in terms of Section 161 of the Act, appointed as an Additional Director/ Director (Projects) by the Board of Directors with effect from 13th February, 2026 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Act, be and is hereby appointed as the Director (Projects) on the terms & conditions as fixed by the Government of India and shall be liable to retire by rotation."

7. **To appoint Shri Saleem Ahmad [DIN: 10119432] as Chairman & Managing Director, 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 ("Act") and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Saleem Ahmad [DIN: 10119432] who was appointed as Chairman and Managing Director (Additional Charge), by the President of India vide Ministry of Railways letter no. No. 2023/E(O)II/40/15 dated 23rd June, 2026 and subsequently, in terms of Section 161 of the Act, appointed as an Additional Director/ Chairman and Managing Director (additional charge) by the Board of Directors with effect from 1st July, 2026 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Act, be and is hereby appointed as the Chairman and Managing Director (additional charge) of the Company with effect from 1st July, 2026 for a period of 01 year or till assumption of charge of the post by the regular incumbent or until further orders, whichever is the earliest, on the terms & conditions as may be issued by Government of India from time to time and shall be liable to retire by rotation."

8. **To ratify remuneration of the Cost Auditors of the Company for the financial year 2026–27** and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹82,500/- plus GST and actual out of pocket expenses (in case of visit outside Delhi/NCR only) payable to M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants as Cost Auditors of the Company for audit of cost records maintained by the Company, as approved by the Board of Directors on recommendation of the Audit Committee, for the financial year 2026–27 be and is hereby ratified and confirmed."

9. **To appoint Smt. Suman Bala (DIN: 11894015) as 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 resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Suman Bala (DIN: 11894015) who was appointed as an Independent (Part-time Non-Official) Director, by the President of India vide Ministry of Railways order no. 2026/PL/57/16 dated 13th August, 2026 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 17th August, 2026 to hold office up to the date of this ensuing Annual General Meeting and who has consented to act as director be and is hereby appointed as Independent (Part-time Non-Official) Director for a period of three (3) years from the date of Order of Ministry of Railways or until further orders, whichever is earlier, on terms & conditions as may be fixed by the Government of India and shall not be liable to retire by rotation."

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

Sd/-
(Pratibha Aggarwal)
Company Secretary
Membership No.: F8874

Date: 1st September, 2026
Place: New Delhi

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated 22nd September, 2025 read with General Circular Nos. 09/2024, 09/2023, 10/2022, 21/2021, 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs (hereinafter collectively referred to as the "Circulars") and Compliance with the provisions of Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM without the physical presence of the members at a common venue and members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company.

2. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not be a member of the Company. Since, this AGM is being held in accordance with the Circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM and hence the Attendance slip, Proxy Form and Route map of AGM are not annexed to this notice.

3. Body Corporate are entitled to appoint authorized representative for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM. Corporate Members are, therefore, requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their Representative to attend and vote on their behalf before or at the AGM.

4. Participation of the members through VC/OAVM will be counted for the purpose of reckoning the quorum for the AGM as per Section 103 of the Act.

5. Members of the Company under the category of Institutional Shareholders are encouraged to attend and vote at the AGM through VC/OVAM.

6. Brief resume of Directors seeking appointment/ re-appointment as prescribed under Listing Regulations read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.

7. Pursuant to Section 139(5) of the Act, the Statutory Auditors of the Government Company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Act, the remuneration has to be fixed by the company in the Annual General Meeting or in such manner as the company in Annual General Meeting may determine. C&AG vide its letter dated 12th September, 2025 has appointed M/s Ramesh C Agrawal & Co. as Statutory Auditors of the Company for the financial year 2025-26. The Members of the Company, in its 49th Annual General Meeting held on 18th September 2025, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2025-26. Accordingly, the Board of Directors had fixed audit fee of ₹32,07,000/- for the Financial Year 2025-26 in addition to reimbursement of travelling and out-of-pocket expenses for Central Statutory auditor.

8. The appointment of Statutory Auditors for the Financial Year 2026-27 is yet to be received from C&AG. The Members may authorize the Board of Directors to fix remuneration of Statutory Auditors as may be deemed fit by the Board of Directors for the Financial Year 2026-27.

9. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Smt. Ragini Advani, being Director of the Company for Item No.4 and all directors & KMPs and their relatives for the Item No.3 to the extent of their shareholding, if any, in the Company.

10. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Act, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

11. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any Member has requested for a physical copy of the same.

12. Further, as per requirement under Listing Regulations, a letter is being sent by the Company providing the web-link(s), including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar to an Issue and Share Transfer Agent/ Depositories/Depository Participants. The Company shall send the physical copy of Annual Report 2025-26 to those Members who request for the same at investors@ircon.org by mentioning their Folio No./DP ID and Client ID. The Notice of AGM and Annual Report 2025-26 have also been uploaded on the Company's website in the Investors Relations Section at www.ircon.org The Notice of AGM and Annual Report 2025-26 can also be accessed from the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available at website of National Securities Depository Limited **("NSDL")** at www.evoting.nsdl.com

13. To support the 'Green Initiative' and in terms of the Circulars, 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 to an Issue and Share Transfer Agent (RTA), Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by e-mail to rta@alankit.com.

14. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its e-mail id investors@ircon.org till the date of AGM. Members desirous of getting any information on any items of business of this meeting are

requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting at the e-mail id investors@ircon.org, so that the information required can be made readily available at the meeting.

15. The recorded transcript of the AGM shall also be made available on the website of the Company www.ircon.org as soon as possible after the Meeting.

16. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named "SMART ODR" which can be accessed through the URL: https://smartodr.in/login and the same can also be accessed through the Company's website www.ircon.org.

17. In accordance with Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 (as amended from time to time), the Company shall issue securities only in dematerialised form while processing investor service requests such as issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, subdivision/splitting, consolidation of securities certificates/folios, transmission and transposition.

18. Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 issued to the Registrars to an issue and Share Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2024/81 dated June 10, 2024 and SEBI Circular No. SEBI/HO/MIRSD/PoD-1/P/ CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are requested to dematerialize their physical holding.

    Further, pursuant to the amended Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all listed entities are required to make dividend payments only through electronic modes. As a result, payment of dividends through 'payable-at-par warrants' / cheques has been discontinued. Members are requested to ensure that their bank account details, including the IFSC code and other requisite KYC information, are promptly updated with their Depository Participant (for demat holdings) or with the Company's Registrars to an issue and Share Transfer Agents (for physical holdings) to enable seamless credit of dividend through electronic mode.

19. It may be noted that any service request can be processed only after the folio is KYC compliant. Further, SEBI has introduced common and simplified norms for processing investors' service requests by Registrar to an issue and Share Transfer Agent ("RTA") and norms for furnishing PAN (Aadhar linked, if applicable), KYC (postal address with PIN code, mobile number, bank account details and specimen signature) and Nomination details. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN and KYC details are updated. FAQs in respect of Investors' Service Requests, published by SEBI can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

20. SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 issued to the Registrars to an issue and Share Transfer Agents has mandated all holders of physical securities in listed company to furnish PAN, Nomination and Contact details, Bank A/c details and specimen signature for their corresponding folio number The Shareholders are requested to submit their PAN, KYC, Bank details and nomination details in prescribed form ISR-1, ISR-2, ISR-3 and SH-13/14 to RTA. The forms for updating the same are available on the website of the Company at link https://www.ircon.org/sites/default/files/2025-05/Shareholders_Letter_Website_Updation.pdf Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

21. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form (Form No. SH-13) under Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the company's website at https://www.ircon.org/sites/default/files/2025-05/Shareholders_Letter_Website_Updation.pdf In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

22. Members are informed that pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window was opened for a period of six months from July 07, 2025 to January 06, 2026 and SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, another special window has been opened for a period of one year from February 05, 2026 to February 04, 2027 for re-lodgment of physical share transfer requests which were lodged prior to April 01, 2019 and subsequently rejected, returned, or not attended due to deficiencies in

documents or process. As per the said circular, such shares, if re-lodged, shall be processed for transfer only in dematerialized form following due procedure. Shareholders who fall within this category are advised to contact the Company at its e-mail id investors@ircon.org or to Alankit Assignments Limited ("Alankit" or "RTA") at its e-mail id rameshk1@alankit.com. The details of the above SEBI Circular are also available on the website of the Company at https://www.ircon.org/sites/default/files/2026-02/SEBI_Circular_30012026.pdf

23. Members are requested to notify immediately any change in their address:

    (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and

    (ii) to the Company at its Registered Office or its RTA,in respect of their physical shares, if any, quoting their Folio Number.

24. Non-Resident Indian members are requested to inform Company/RTA, regarding:

    (i) Change in their residential status on return to India for permanent settlement.

    (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.

25. Annual Listing fee for the year 2026-27 has been paid to the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2026-27 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

26. 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 facilities of remote e-voting and e-voting on the day of AGM to all the Shareholders of the Company in respect of items to be transacted at this AGM and in this regard, the Company has engaged the services of NSDL, to provide the facility of electronic voting and Video Conferencing Facility for conducting the AGM.

27. The Members attending the AGM who could not cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The member who could cast their vote by remote e-voting prior to the meeting may also attend the AGM through VC/OVAM but shall not be entitled to cast their vote.

28. **DIVIDEND RELATED INFORMATION**

    i. The Board of directors at its meeting held on 11th February, 2026, has declared an Interim Dividend of ₹1.20 per share of face value of ₹2/- each. (i.e. @ 60% on the paid-up equity share capital of ₹188.10 Crore) which was paid on 25th February, 2026 onwards. The Board of Directors has further recommended a Final Dividend of ₹0.70 per share of face value of ₹2/- each (i.e. @ 35% on the paid-up equity share capital of ₹188.10 Crore) at its meeting held on 22nd May, 2026, subject to approval of shareholders at this AGM.

    ii. Members are requested to note that, dividends if not encashed for a period of 7 (seven) years from the date of transfer of unclaimed dividend to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividend remain unclaimed for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline. Further, the Company will separately send request letters to eligible shareholders whose dividend remains unclaimed and whose shares are eligible for transfer to IEPF Authority during FY2026-27, requesting them to claim their dividends from the Company.

    Members who have not received or not claimed their Dividend from the financial years 2018-19 onwards may approach the RTA of the Company for claiming such dividend.

    iii. **Fixing record date for payment of Dividend for FY 2025-26.**

    Members may kindly note that **Thursday, 17th September, 2026** has been fixed as the "Record Date" to determine entitlement of Members to the Final Dividend for the Financial Year 2025-26, if approved at the AGM.

    The Final Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid from **Monday, 12th October, 2026** onwards to those Members, whose names appear on the Register of Members of the Company in respect of physical shares and in respect of dematerialized shares to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Thursday, 17th September, 2026**.

    iv. Shareholders who hold shares in electronic form and have not opted for Electronic Clearing System (ECS) facility earlier or not updated their bank account are requested to update the bank account with their Depository Participants (DP) to avail the ECS facility. Shareholders who hold shares in physical form and have not opted for ECS facility earlier may send the request to update their KYC/ Bank details in prescribed form ISR-1, ISR-2, ISR-3 and SH-13/14 along with the cancelled cheque, address proof and copy of PAN to the RTA (Alankit) of the Company. The aforesaid Forms are available on the website of the Company at https://www.ircon.org/sites/default/files/2025-05/Shareholders_Letter_Website_Updation.pdf

v. **Deduction of Tax at Source on Dividend**

a) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Alankit (in case of shares held in physical mode) and with the Depositories/ Depository Participants (in case of shares held in demat mode).

b) For Resident Shareholders,

Shareholders who have provided PAN, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend. If no PAN is provided, then the tax shall be deducted at source at 20% as per Section 206AA of the Income Tax Act, 1961. No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during Financial Year 2026–27 does not exceed ₹10,000.

In cases where the shareholder provides Form 15G / Form 15H and provided that all the required eligibility conditions are met, no tax will be deducted at source.

TDS will be deducted @ 20% i.e. at twice the applicable rate on the amount of dividend payable where the resident shareholders have not furnished valid PAN which is duly linked with their Aadhaar. Every person who has been allotted a PAN and who is eligible to obtain Aadhaar is required to link the PAN with Aadhaar, failing which the PAN is deemed to be invalid / inoperative;

c) In view of the provisions of sections 194, 196, 197A of the Income Tax Act 1961 and CBDT notification, Life Insurance Corporation of India; General Insurance Corporation of India/The New India Assurance Company Ltd/United India Insurance Company Ltd/ The Oriental Insurance Company Limited/ National Insurance Company Ltd.; and any other insurer in respect of any shares owned by it or in which it has full beneficial interest; Government, Reserve Bank of India, a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income, Mutual Funds, any person for, or on behalf of, the New Pension System Trust referred to in section 10(44); and Category I or a Category II Alternative Investment Fund (registered with SEBI as per section 115UB) as per Notification 51/2015 since their income, other than profits and gains of business and profession are exempted from tax deduction at source.

d) For Foreign Portfolio Investor (FPI) category Shareholders, taxes shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% (plus applicable surcharge and cess) on the amount of dividend payable.

e) For other Non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. As per the relevant provisions of the Act, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90(2) of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. To avail benefit of rate of deduction of tax at source under DTAA, such non-resident shareholders will have to provide the following:

i. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;

ii. Tax residency certificate from the jurisdictional tax authorities confirming residential status [for the dividend declared in FY 2026–27] – TRC;

iii. Electronically generated Declaration by the non- resident in prescribed form 10F from income tax portal;

iv. Self-declaration by the non-resident shareholder as to:

- Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
- No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
- Shareholder being the beneficial owner of the dividend income to be received on the equity shares.

f) Members holding shares in dematerialized mode are requested to update their records such as tax residential status, permanent account number (PAN), registered email addresses, mobile numbers, and other details with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish details to the the Company's Registrar and Share Transfer Agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA, and no request will be entertained for revision of the TDS return.

g) To summarise, dividend will be paid after deducting the tax at source as under:

i.	NIL for resident Members receiving dividend up to ₹ 10,000/- or in case Form 15G / Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.
ii.	10% for other resident Members in case copy of PAN card is provided / available.
iii.	20% for resident Members if copy of PAN card is not provided / not available/not linked with Aadhar.
iv.	Tax will be assessed on the basis of documents submitted by the non-resident Members
v.	20% plus applicable surcharge and cess for non-resident Members in case the relevant documents are not submitted.
vi.	Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under section 197 of the Act.

h) In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income Tax Act, 1961, we request you to upload the above mentioned details and documents in the format provided by us and as applicable to you on the link https://einward.alankit.com/ by **05.00 p.m. IST on or before Thursday, 17th September, 2026.** Any communication on the tax determination/deduction received post 05:00 P.M. 17th September, 2026 shall not be considered.

i) **Submission of declaration/request under Rule 37BA of Income Tax Rules, 1962**

Persons who want to avail the benefit of rule 37BA (Dividend received in the hands of one person and taxable in the hands of another person) as per Income Tax Rules, 1962 shall submit their documents latest by 25th October, 2026. No declaration/request shall be entertained to apply provision of rule 37BA received after 25th October, 2026.

j) Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholder.

k) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company /Alankit.

l) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

m) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

n) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

29. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

(i) The remote e-voting period begins on **Monday, 21st September, 2026 at 09:00 a.m. (IST)** and ends on **Wednesday, 23rd September, 2026 at 05:00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, 17th September, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, 17th September, 2026**.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and 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.

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 shareholder.

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.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under "Login" which is available under '**IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provider.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 – 4886 7000
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. 1800–21–09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

<u>General Guidelines for shareholders</u>

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asacs2022@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also

upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 4886 7000 or send a request to (Ms. Pallavi Mhatre – Deputy Vice Preseident NSDL) at evoting@nsdl.com

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

30. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

31. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. The members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following procedure mentioned in the Notice. The facility for participation in the AGM through VC/ OAVM is made available for 1000 members on first-come-first-serve-basis. However, this number does not include the large shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Shareholders, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-serve principle.

32. **INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING**

(i) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered e-mail ID to investors@ircon.org. The speaker registration period begins from **Thursday, 17th September, 2026 at 9:00 a.m (IST)** and ends on **Saturday, 19th September, 2026 at 5:00 p.m (IST).** Only those members who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

Speaker Registration Form*
Name of Shareholder (including joint holder)
DPID-CLID/ Folio Number
Permanent Account Number (PAN)
Mobile No.
Query in brief

* All fields are mandatory

(ii) The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

33. **Others:**

1 The Board of Directors have appointed Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F5774) and falling him Ms. Shweta Jain, Practicing Company Secretary (Membership No. F7152) partners of M/s. Agarwal S. & Associates, Company Secretaries, as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

2 The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of AGM, in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than two working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or any person authorized by Chairman in writing who shall countersign the same. Chairman or a person authorized by Chairman in writing shall declare the results of the voting forthwith.

3 The Results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

4 The declared results along with Scrutinizers Report(s) will be available on the website of the Company at www.ircon.org and on NSDL website at www.evoting.nsdl.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.

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

Item No. 6

To appoint Shri Rajesh Naik [DIN: 11543707] as Director (Projects), liable to retire by rotation

Shri Rajesh Naik (DIN: 11543707) was appointed as Director (Projects) on the Board of the Company by the President of India vide Ministry of Railways order no. 2024/E(O)II/40/21 dated 12th February, 2026 and subsequently in terms of Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Rajesh Naik as an Additional Director/ [Director (Projects)] with effect from 13th February, 2026 to hold office up to the date of this Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Rajesh Naik as a Director (Projects) on the Board of IRCON.

The Board recommends that Shri Rajesh Naik may be appointed as Director (Projects) of the Company, liable to retire by rotation on such terms and Conditions as may be determined by President of India, Government of India from time to time.

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

Shri Rajesh Naik 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 Rajesh Naik, being Director of the Company.

The Board of Directors of your Company recommends the passing of Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

To appoint Shri Saleem Ahmad [DIN: 10119432] as Chairman and Managing Director (CMD), liable to retire by rotation

Shri Saleem Ahmad (DIN: 10119432), was appointed as Chairman and Managing Director (CMD) (Additional Charge), by the President of India vide Ministry of Railways letter no. No. 2023/E(O)II/40/15 dated 23rd June, 2026 and subsequently in terms of Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Saleem Ahmad as an Additional Director/ CMD (Additional charge) with effect from 1st July, 2026 for a period of 01 year or till assumption of charge of the post by the regular incumbent or until further orders, whichever is the earliest. The Company has received the requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Saleem Ahmad as CMD of the Company.

The Board recommends that Shri Saleem Ahmad may be appointed as Chairman & Managing Director of the

Company, liable to retire by rotation on such terms and Conditions as may be determined by President of India, Government of India from time to time.

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

Shri Saleem Ahmad 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 Saleem Ahmad, being Director of the Company.

The Board of Directors of your Company recommends the passing of Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8

To ratify the remuneration of Cost Auditors of the Company for the financial year 2026–27

As per Section 148 of the Companies Act, 2013, the appointment of Cost Auditors shall be made by the Board of Directors on such remuneration as may be determined by the Members Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the cost auditors (based on the recommendations of the Audit Committee) has to approve the remuneration payable to them and the remuneration so approved by the Board has to be ratified by the members in the subsequent general meeting.

Accordingly, based on the recommendations by the Audit Committee, the Board of Directors at its meeting held on 12th August, 2026 have approved the appointment of M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2026–27 at a remuneration of ₹82,500/- plus GST and actual out of pocket expenses (in case of visit outside Delhi/NCR only) to conduct the audit of cost records maintained by the Company as per the applicable Rules/Guidance Note, etc., or any amendments thereof.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in the said resolution.

The Board of Directors of your Company recommends the passing of an Ordinary Resolution as set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9

To appoint Smt. Suman Bala (DIN: 11894015) as an Independent (Part-time Non-Official) Director, not liable to retire by rotation

Smt. Suman Bala (DIN: 11894015) was appointed as Independent (Part-time Non-Official) Director on the Board of IRCON in terms of Ministry of Railways order no. 2026/PL/57/16 dated 13th August, 2026. In terms of Article 62 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Smt. Suman Bala as an Additional Director (Independent Director) with effect from 17th August, 2026 to hold office up to the date of this Annual General Meeting. The Company has received requisite notice in writing under Section 160 of the Act proposing the appointment of Smt. Suman Bala as Director on the Board of IRCON.

The above appointment of Smt. Suman Bala as Independent (Part-time Non-Official) Director on the Board of the Company, requires approval of the Members in the General Meeting.

Smt. Suman Bala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, the Company has received a declaration from Smt. Suman Bala to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

Smt. Suman Bala doesn't hold any shares in IRCON 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. Suman Bala, being Director of the Company.

The Board of Directors of your Company recommends the passing of Special Resolution at Item No. 9 of the Notice for approval by the Members.

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

Sd/-
(Pratibha Aggarwal)
Company Secretary
Membership No.: F8874

Date: 1st September, 2026
Place: New Delhi

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BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Directors seeking appointment/re-appointment at the 50th AGM

Name	**Smt. Ragini Advani**
Appointment / Re-appointment	Re-appointment as Director (Finance) (retire by rotation)
DIN	**09575213**
Date of Birth and Age	15th February, 1975/51years
Date of Appointment	19th April, 2022
Qualification	Chartered Accountant and Cost Accountant
Brief resume including experience and expertise in specific functional area	**Smt. Ragini Advani**, is a Chartered Accountant and Cost Accountant by qualification with about 30 years of post-qualification experience in Finance. She is a rank holder in both Chartered Accountancy and Cost Accountancy exams. Before joining IRCON, she has worked with Engineers India Limited (EIL), NTPC SAIL Power Company Private Limited (NSPCL) and KPMG. She has rich and varied experience in Finance including accounting matters, finance concurrence, internal audit and control, treasury management, financial closures, corporate planning and budgeting, valuations, taxation matters and financial restructuring etc. She has been on the Board of IRCON since April 19, 2022.
Directorship held in other companies	1. Chhattisgarh East-West Railway Limited 2. Chhattisgarh East Railway Limited 3. Jharkhand Central Railway Limited 4. Mahanadi Coal Railway Limited 5. Indian Railway Stations Development Corporation Limited
Name of listed Companies from which such Director resigned/ retired during last 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 reappointment including remuneration	Appointment vide Ministry of Railway's Order no. 2020/E(O)II/40/12 dated 18th April, 2022 at the remuneration in the pay scale of ₹1,80,000/- to ₹3,40,000/- (IDA Scale). She is appointed as Director (Finance) from 19th April 2022 for a period of five years or till the date of her superannuation or until further orders, whichever is earliest.
No. of Board Meetings held and attended during the year	During FY 2025–26: Attended 8 out of 8 Board Meetings held During FY 2026–27 (up to 12.08.2026): Attended 4 out of 4 Board Meetings held

Directors seeking appointment/ re-appointment at the 50th AGM

Name	**Shri Rajesh Naik**
Appointment / Re-appointment	Appointment as Director (Projects)
DIN	**11543707**
Date of Birth and Age	20th May, 1970/56 Years
Date of Appointment	13th February, 2026
Qualification	Bachelor's degree in Civil Engineering and a certified professional in Advanced Project Management and Contractual Dispute Resolution.
Brief resume including experience and expertise in specific functional area	**Shri Rajesh Naik** is a prominent & diversified professional with over 34 years of experience which includes over 12 years international experience in Oman, Bangladesh, Guyana, Botswana, Paraguay, Uruguay & Philippines. Shri Naik has rich and diversified experience in Planning, Engineering, Project Management, Contract Management, Risk Management, Dispute Resolution, Business Development and Strategy for large scale infrastructure projects spanning Railways, Highways & Bridges, ROBs/ RUBs, Tunnels, Buildings & Port Connectivity PAN India and Abroad. Shri Naik holds a Bachelor's degree in Civil Engineering and a certified professional in Advanced Project Management and Contractual Dispute Resolution from AIMA. He is a Lifetime Member of Chartered Institute of Logistics and Transport (CILT) and Indian Roads Congress (IRC). Shri Naik has held leadership roles in multiple government and private sector organizations, including RITES Ltd., Indian Port Rail & Ropeway Corporation Ltd., Engineering Projects (India) Ltd., Kalpataru Power Transmission Ltd., IRCON International Ltd., and Konkan Railway Corporation Ltd. Prior to joining the IRCON Board, Shri Naik served as Chief Strategy Officer (CSO) and Chief Operating Officer (COO), RITES EXPOCON in RITES Limited in the capacity of Executive Director (Strategy & Corporate Communication) spearheading the team in business development, execution, financing, project coordination and value creation for domestic and international assignments. Shri Naik's vision focuses on Nation Building and Shareholder 's Value Creation with IRCON as a one-stop provider of engineering solutions by leveraging its strengths. The vision also emphasizes the integration of Artificial Intelligence along with the adoption of latest cutting-edge technologies and Global best practices.
Directorship held in other companies	1. Chhattisgarh East-West Railway Limited 2. Chhattisgarh East Railway Limited
Name of listed Companies from which such Director resigned/ retired during last three years	NIL
Membership / Chairmanship of Committees in other Companies	1. Chhattisgarh East-West Railway Limited-CSR Committee (Member) 2. Chhattisgarh East Railway Limited- CSR Committee (Member)
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 reappointment including remuneration.	Appointment vide Ministry of Railways order no. 2024/E(O)II/40/21 dated 12th February, 2026 at the remuneration in the pay scale of ₹1,80,000/- to ₹3,40,000/- (IDA Scale). He is appointed as Director (Projects) with effect from 13th February, 2026 till the date of his superannuation i.e. 31.05.2030 or until further orders, whichever is earlier.
No. of Board Meetings held and attended during the year	During FY 2025–26: NA During FY 2026–27 (up to 12.08.2026): Attended 4 out of 4 Board Meetings held

Directors seeking appointment/ re-appointment at the 50th AGM

Name	**Shri Saleem Ahmad**
Appointment / Re-appointment	Appointment as Chairman and Managing Director and CEO
DIN	**10119432**
Date of Birth and Age	01st May, 1969/57 Years
Date of Appointment	1st July, 2026
Qualification	Degree in Civil Engineering
Brief resume including experience and expertise in specific functional area	**Shri Saleem Ahmad** has assumed the charge of Chairman & Managing Director & CEO (additional charge) of the Company. He holds a degree in Civil Engineering from Jamia Millia Islamia University, New Delhi and brings over 35 years of extensive experience in the construction sector. His background encompasses the execution of large-scale infrastructure projects, with specialized expertise in bridges, tunnels, as well as residential and commercial developments. Currently he is also CMD of Rail Vikas Nigam Limited. Earlier, he was working as Director (Project) at NBCC (India) Ltd. Prior to joining NBCC, he served as Executive Director (Civil) at Delhi Metro Rail Corporation Ltd. and previously held a position at Mumbai Port Trust. Throughout his distinguished career, he has contributed significantly to sustainable infrastructure, presenting papers at national and international forums and playing a pivotal role in designing and implementing last-mile connectivity solutions during his tenure at DMRC.
Directorship held in other Companies.	Rail Vikas Nigam Limited.
Name of listed Companies from which such Director resigned/ retired during last three years	NBCC (India) Limited
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 reappointment including remuneration.	Pursuant to the Ministry of Railways Order no. 2023/E(O)II/40/15 dated 23rd June, 2026, Shri Saleem Ahmad (DIN: 10119432) has assumed the additional charge of the post of Chairman and Managing Director and Chief Executive Officer (CEO), IRCON with effect from 1st July, 2026 for a period of 01 year or till assumption of charge of the post by the regular incumbent or until further orders, whichever is the earliest.
No. of Board Meetings held and attended during the year	During FY 2025–26: NA During FY 2026–27 (up to 12.08.2026): Attended 1 out of 1 Board Meeting held during his tenure.

Directors seeking appointment/ re-appointment at the 50th AGM

Name	**Smt. Suman Bala**
Appointment / Re-appointment	Appointment as Independent (Part-time Non-Official) Director
DIN	**11894015**
Date of Birth and Age	19th June, 1976/50 Years
Date of Appointment	17th August, 2026
Qualification	Graduate in Commerce
Brief resume including experience and expertise in specific functional area	**Smt. Suman Bala,** is a Graduate in Commerce from the University of Delhi. She has served as the Mayor of the Municipal Corporation, Faridabad, Government of Haryana, bringing extensive experience in urban local governance, public administration, public representation and institutional management. During her distinguished tenure as a Head of Department, she provided leadership in comprehensive urban administrative functions, overseeing complex machinery, public services, and large-scale public dealing. Her expertise encompasses strategic decision-making, independent oversight, stakeholder management, and cross-functional coordination. With her robust background in civic leadership and public policy execution, she brings a strategic, practical, and well-rounded perspective to corporate governance, institutional oversight, and responsible leadership.
Directorship held in other Companies.	NIL
Name of listed Companies from which such Director resigned/ retired during last 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 reappointment including remuneration.	Pursuant to the Ministry of Railways order no. 2026/PL/57/16 dated 13th August, 2026, Smt. Suman Bala has been appointed as an Independent (Part-time Non-Official) Director of IRCON w.e.f. 17th August, 2026, for a period of three (3) years from the date of Order of Ministry of Railways or until further orders, whichever is earlier. The sitting fees shall be paid to the Independent Director for attending the meetings of the Board and Committee(s) thereof, pursuant to the Articles of Association of the Company.
No. of Board Meetings held and attended during the year	During FY 2025–26: NA During FY 2026–27 (up to 12.08.2026): NA