

General information about company

Script code	541956
NSE Symbol	IRCON
MSEI Symbol	NOTLISTED
ISIN	INE962Y1021
Name of the entity	IRCON INTERNATIONAL LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															Textual Information(1)						
Whether the listed entity has a Regular Chairperson															Yes						
Whether Chairperson is related to MD or CEO															Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of membership in Audit/ Stakeholder Committee) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr.	Yogesh Kumar Misra	AFFPM0120F	07654014	Executive Director	Chairperson	CEO- MD	28-10-1965	NA		28-12-2018				33	1	0	1	0		
2	Mr.	Mukesh Kumar Singh	APUP53339H	06607392	Executive Director	Not Applicable		25-09-1961	NA		01-05-2016			30-09-2021	65	1	0	2	1		
3	Mr.	Shyam Lal Gupta	AAHPG3614R	07598920	Executive Director	Not Applicable		02-12-1962	NA		01-11-2019				23	1	0	1	0		
4	Mr.	Dhananjaya Singh	AJNPS4771Q	08955500	Non-Executive Director	Not Applicable		26-01-1971	NA		10-11-2020				11	2	0	3	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															Textual Information(1)						
Whether the listed entity has a Regular Chairperson															Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of membership in Audit/ Stakeholder Committee) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
5	Mr.	Rajesh Argal	AAIPA08BIA	09171980	Non-Executive Director	Not Applicable		04-01-1962	NA				13-05-2021		5	2	0	2	1		

Text Block

Textual Information(1)	IRCON being a Govt. Co., the power to appoint directors' vests with the Ministry of Railways (MOR). The Company has no role to play in it. The Company has already requested MOR for appointment of requisite number of Independent Directors (including a Women Director) on the Board of IRCON. Shri Mukesh Kumar Singh has relinquished the additional charge of the post of CMD and CEO w.e.f. 04.09.2021 and Shri Yogesh Kumar Misra has assumed the charge of the post of CMD of IRCON w.e.f. 04.09.2021.
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Annexure I

II. Composition of Committees

Textual Information(1)	The Composition of Audit, NRC, SRC, RMC and CSR Committee is not in compliance with the provisions of Companies Act, 2013, SEBI (LODR) Regulations and DPE Guidelines, due to not having Independent Directors on the Board of IRCON.
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Annexure I Text Block

Textual Information(1)	The Composition of Audit, NRC, SRC, RMC and CSR Committee is not in compliance with the provisions of Companies Act, 2013, SEBI (LODR) Regulations and DPE Guidelines, due to not having Independent Directors on the Board of IRCON.
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Whether the Audit Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	09171980	Rajesh Argal	Non-Executive - Nominee Director	Chairperson	11-06-2021			
2	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	11-06-2021			
3	07654014	Yogesh Kumar Misra	Executive Director	Member	28-10-2020			

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	09171980	Rajesh Argal	Non-Executive - Nominee Director	Chairperson	11-06-2021			
2	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	11-06-2021			
3	07598920	Shyam Lal Gupta	Executive Director	Member	11-06-2021			

Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Chairperson	26-03-2021			
2	06607392	Mukesh Kumar Singh	Executive Director	Member	21-03-2020	30-09-2021		
3	07598920	Shyam Lal Gupta	Executive Director	Member	28-10-2020			

Whether the Risk Management Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	06607392	Mukesh Kumar Singh	Executive Director	Chairperson	15-02-2021	30-09-2021		
2	07654014	Yogesh Kumar Misra	Executive Director	Member	28-12-2018			
3	07598920	Shyam Lal Gupta	Executive Director	Member	01-11-2019			

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	06607392	Mukesh Kumar Singh	Executive Director	Chairperson	26-03-2021	30-09-2021		
2	07654014	Yogesh Kumar Misra	Executive Director	Member	20-09-2020			
3	07598920	Shyam Lal Gupta	Executive Director	Member	26-03-2021			

Other Committee	Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Annexure I

Disclosure of notes on meeting of board of directors explanatory									Textual Information(1)	
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*			
1	05-04-2021				Yes	5	0			
2	11-06-2021		66		Yes	5	0			
3	30-06-2021		18		Yes	5	0			
4		12-08-2021	42		Yes	4	0			
5		24-08-2021	11		Yes	5	0			

Text Block

Textual Information(1)	During the current quarter, the requirement of quorum for Board Meeting as per SEBI (LODR) Regulations has not met due to insufficient number of Independent Directors.
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Annexure I

Disclosure of notes on meeting of committees explanatory									Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*		
1	Audit Committee	05-04-2021				Yes	3	0		
2	Audit Committee	11-06-2021	66			Yes	2	0		
3	Audit Committee	30-06-2021	18			Yes	3	0		
4	Audit Committee	11-08-2021	41			Yes	2	0		
5	Audit Committee	12-08-2021	0			Yes	2	0		
6	Corporate Social Responsibility Committee	05-04-2021				Yes	3	0		

Disclosure of notes on meeting of committees explanatory									Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*		
7	Corporate Social Responsibility Committee	11-08-2021				Yes	3	0		
8	Nomination and remuneration committee	29-06-2021				Yes	3	0		
9	Risk Management Committee	16-09-2021				Yes	2	0		

Text Block

Textual Information(1)	The requirement of quorum of committee meetings as per SEBI (LODR) has not met due to insufficient number of Independent Directors.
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Annexure I

Whether the Related Party Transactions				Yes	
Sr	Subject	Compliance status (Yes/No/NA)	If status is No	Details of non-compliance may be given here.	
1	Whether prior approval of audit committee obtained	Yes			
2	Whether shareholder approval obtained for material RPT	NA			
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes			

Annexure I

Whether the Affirmations				Yes	
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No	Details of non-compliance may be given here.
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	46(2)	Yes		
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee		No		
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee		No		
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee		No		
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)		No		
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes		
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		No		
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.		Yes		
9	Any comments/observations/advice of Board of Directors may be mentioned here.				Textual Information(1)

Annexure I

Whether the Affirmations			Yes	
Sr	Subject	Compliance status		
1	Name of signatory	Ritu Arora		
2	Designation	Company Secretary and Compliance Officer		

Text Block

Textual Information(1)	For Point No.1 The power to appoint directors vests with the Administrative Ministry i.e. MoR. The Company has no role to play in it. For Point No.2, 3,4 and 5 W.e.f. 08.03.2021, there is no Independent Directors on the Board. Therefore, the composition of Audit, NRC, SRC and RMC are in non-compliance. For Point 7 Due to the non-availability of the sufficient number of Independent Directors on the Board, the Board Meeting and Audit Committee Meetings and RMC during the quarter were not conducted in line with the provisions of SEBI (LODR) Regulations, 2015.
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Annexure III

Whether the Affirmations					Yes	
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No	Details of non-compliance may be given here.	
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes			
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes			
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes			
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes			
5	Whether Corporate Governance Report disclosed in Annual Report	34(3) read with para C of Schedule V	Yes			

Any other information to be provided

Annexure III

1	Name of signatory	Ritu Arora
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)	

Signatory Details

Name of signatory	Ritu Arora
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	13-10-2021