

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Ircon International Limited**  
 2. Quarter ending - **30-Sep-2022**

**i. Composition Of Board Of Director**

| Title (Mr./Ms) | Name of the Director | DIN      | PAN        | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of Cessation | Tenure | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations] | Date of passing special resolution | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)] | No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A (1)] | No of memberships in Audit / Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Memberships in Committees of the Company | Remarks |
|----------------|----------------------|----------|------------|--|--------------|-----------------------------|---------------------|-------------------|--------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|--|------------------------------------|--|---|--|--|--|---------|
| Mr.            | Yogesh Kumar Misra   | 07654014 | AFFPM0120F | C & ED   | CEO-MD       | 28-Dec-2018                 |                     |                   | 45     | 29-Oct-1965   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 0  | 0  |  |         |
| Mr.            | Shyam Lal Gupta      | 07598920 | AAHPG364R  | ED   |              | 01-Nov-2019                 |                     |                   | 35     | 02-Dec-1962   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 0  | 0  | RMC                                      |         |
| Mrs.           | Ragini Advani        | 09575213 | ACBPI2346P | ED   |              | 19-Apr-2022                 |                     |                   | 6      | 15-Feb-1975   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 1  | 0  | SC,RC                                    |         |
| Mr.            | Parag Verma          | 05272169 | ACZPV9689H | ED   |              | 21-Sep-2022                 |                     |                   | 0      | 01-May-1965   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 2  | 1  |  |         |
| Mr.            | Rajesh               | 09171980 | AATPA988   | NED,N  |              | 13-                         | 31-Jul-             |                   | 15     | 04-Jul-       | No                                    |                                |                              |                             | Inactive       | NA   |                                    | 0  | 0   | 0  | 0  | AC,N                                     |         |

|      |                         |          |            |        |  |             |             |      |    |             |    |  |  |        |    |  |   |   |   |   |  |           |
|------|-------------------------|----------|------------|--------|--|-------------|-------------|------|----|-------------|----|--|--|--------|----|--|---|---|---|---|--|-----------|
|      | Argal                   |          | 3A         | D      |  | May-2021    |             | 2022 |    | 1962        |    |  |  | ve     |    |  |   |   |   |   |  | RC        |
| Mr.  | Ram Prakash             | 09746225 | AEMPP0227Q | NED,ND |  | 23-Sep-2022 |             |      | 0  | 10-Jan-1963 | No |  |  | Active | NA |  | 3 | 0 | 0 | 0 |  |           |
| Mr.  | Dhananjay Singh         | 08955500 | AJNPS4771Q | NED,ND |  | 10-Nov-2020 |             |      | 23 | 26-Jan-1971 | No |  |  | Active | NA |  | 2 | 0 | 2 | 1 |  | AC,SC,NRC |
| Mr.  | Ajay Kumar Chauhan      | 09394953 | AAHPC8659E | ID     |  | 11-Nov-2021 | 11-Nov-2021 |      | 10 | 08-Oct-1960 | No |  |  | Active | NA |  | 1 | 1 | 1 | 1 |  | AC,NRC    |
| Mrs. | Ranjana Upadhyay        | 07787711 | ACOPU0074A | ID     |  | 16-Nov-2021 | 16-Nov-2021 |      | 10 | 05-Jan-1970 | No |  |  | Active | NA |  | 1 | 1 | 1 | 0 |  | AC        |
| Mr.  | Dipendra Kumar Gupta    | 09398271 | ABQPG3006R | ID     |  | 16-Nov-2021 | 16-Nov-2021 |      | 10 | 27-Nov-1972 | No |  |  | Active | NA |  | 1 | 1 | 0 | 0 |  | NRC       |
| Mr.  | Kartik Chandulal Bhadra | 09453387 | ABIPB6249F | ID     |  | 31-Dec-2021 | 31-Dec-2021 |      | 9  | 16-May-1966 | No |  |  | Active | NA |  | 1 | 1 | 1 | 0 |  | SC,RC     |

|   |  |
|---|--|
| Company Remarks                             | As on 30.09.2022, the total strength of BoD is 10 comprising 4 Functional Directors, 2 Government Nominee Directors and 4 Independent Directors. The request for appointment of Directors on the Board of the Company has initiated from time to time. |
| Whether Permanent chairperson appointed     | Yes  |
| Whether Chairperson is related to MD or CEO | No   |

## ii. Composition of Committees

### a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | Ajay Kumar Chauhan   | ID       | Chairperson            | 18-Nov-2021      |                |
| 2       | Ranjana Upadhyay     | ID       | Member                 | 18-Nov-2021      |                |
| 3       | Rajesh Argal         | NED,ND   | Member                 | 18-Nov-2021      | 31-Jul-2022    |
| 4       | Dhananjay Singh      | NED,ND   | Member                 | 01-Aug-2022      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**b. Stakeholders Relationship Committee**

| Sr. No. | Name of the Director    | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-------------------------|----------|------------------------|------------------|----------------|
| 1       | Dhananjay Singh         | NED,ND   | Chairperson            | 26-Mar-2021      |                |
| 2       | Ragini Advani           | ED       | Member                 | 27-May-2022      |                |
| 3       | Kartik Chandulal Bhadra | ID       | Member                 | 27-May-2022      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**c. Risk Management Committee**

| Sr. No. | Name of the Director    | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-------------------------|----------|------------------------|------------------|----------------|
| 1       | Shyam Lal Gupta         | ED       | Chairperson            | 18-Nov-2021      |                |
| 2       | Ragini Advani           | ED       | Member                 | 27-May-2022      |                |
| 3       | Kartik Chandulal Bhadra | ID       | Member                 | 27-May-2022      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**d. Nomination and Remuneration Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | Ajay Kumar Chauhan   | ID       | Chairperson            | 18-Nov-2021      |                |
| 2       | Dipendra Kumar Gupta | ID       | Member                 | 18-Nov-2021      |                |
| 3       | Rajesh Argal         | NED,ND   | Member                 | 18-Nov-2021      | 31-Jul-2022    |
| 4       | Dhananjay Singh      | NED,ND   | Member                 | 01-Aug-2022      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent Directors present |
|--|--|---|--|---|
| 26-Apr-2022  | Yes  | 9   | 8  | 4                                       |
| 27-May-2022  | Yes  | 9   | 9  | 4                                       |
| 22-Jul-2022  | Yes  | 9   | 9  | 4                                       |
| 08-Aug-2022  | Yes  | 8   | 8  | 4                                       |
| 23-Sep-2022  | Yes  | 10  | 10   | 4                                       |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 55 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Total Number of Directors attended the meeting (All directors including Independent Director) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|-----------------------|--|--|---|---|---|---|
| Audit                 | 26-Apr-2022  | Yes  | 3   | 2   | 2   | 0   |

|                                     |             |     |   |   |   |   |
|-------------------------------------|-------------|-----|---|---|---|---|
| Committee                           |             |     |   |   |   |   |
| Audit Committee                     | 26-May-2022 | Yes | 3 | 3 | 2 | 0 |
| Audit Committee                     | 27-May-2022 | Yes | 3 | 3 | 2 | 0 |
| Audit Committee                     | 22-Jul-2022 | Yes | 3 | 3 | 2 | 0 |
| Audit Committee                     | 28-Jul-2022 | Yes | 3 | 3 | 2 | 0 |
| Audit Committee                     | 08-Aug-2022 | Yes | 3 | 3 | 2 | 0 |
| Audit Committee                     | 23-Sep-2022 | Yes | 3 | 3 | 2 | 0 |
| Nomination & Remuneration Committee | 26-Apr-2022 | Yes | 3 | 2 | 2 | 0 |
| Nomination & Remuneration Committee | 19-May-2022 | Yes | 3 | 3 | 2 | 0 |
| Nomination & Remuneration Committee | 13-Jun-2022 | Yes | 3 | 3 | 2 | 0 |
| Risk Management Committee           | 30-Aug-2022 | Yes | 3 | 3 | 1 | 0 |

|  |   |
|--|---|
| Company Remarks  | The gap between two RMC meetings is 179 days. However, the interval between two RMC meeting is automatically calculated as 77 days. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 55  |

v. **Related Party Transactions**

| <b>Subject</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> | <b>Remark</b> |
|--|--|---------------|
| Whether prior approval of audit committee obtained   | Yes                                      |               |
| Whether shareholder approval obtained for material RPT   | Not Applicable                           |               |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                                      |               |

|  |  |
|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | <b>RPT though exempted being with other government companies/WOS, however, approval of Audit Committee is taken.</b> |
|--|--|

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

|   |
|---|
| <b>The power to appoint directors' vests with the Administrative Ministry i.e. Ministry of Railways. The Company has no role to play in it.</b> |
|---|

**Name** : **Ritu Arora**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE III**

**Affirmations**

| <b>Broad Heading</b>   | <b>Regulation Number</b>             | <b>Compliance Status</b> | <b>Company Remark</b> |
|--|--------------------------------------|--------------------------|-----------------------|
| 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                      |                       |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                      |                       |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                      |                       |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                      |                       |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                      |                       |

Note:

**Name** : Ritu Arora  
**Designation** : Company Secretary & Compliance Officer

**ANNEXURE IV**

|          |               |                |
|----------|---------------|----------------|
| %symbol% | %companyName% | %quarterEnded% |
|----------|---------------|----------------|

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

| <b>Aggregate amount advanced during six months</b>     |  |   |  | <b>Balance outstanding at the end of six months</b>    |  |   |  |
|--|--|---|--|--|--|---|--|
| <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> | <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> |
|  |  |   |  |  |  |   |  |

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

| <b>Entity</b>  | <b>Type (guarantee, comfort letter etc.)</b> | <b>Aggregate amount of issuance during six months</b> | <b>Balance outstanding at the end of six months (taking into account any invocation)</b> |
|--|--|---|--|
| <i>Promoter or any other entity controlled by them</i>       |  |   |  |
| <i>Promoter Group or any other entity controlled by them</i> |  |   |  |



|   |  |  |  |
|---|--|--|--|
| <i>Directors (including relatives) or any other entity controlled by them</i> |  |  |  |
| <i>KMPs or any other entity controlled by them</i>                            |  |  |  |

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

| <b>Entity</b>   | <b>Type of Security (cash, shares etc.)</b> | <b>Aggregate value of security provided during six months</b> | <b>Balance outstanding at the end of six months</b> |
|---|---|---|---|
| <i>Promoter or any other entity controlled by them</i>                        |   |   |   |
| <i>Promoter Group or any other entity controlled by them</i>                  |   |   |   |
| <i>Directors (including relatives) or any other entity controlled by them</i> |   |   |   |
| <i>KMPs or any other entity controlled by them</i>                            |   |   |   |

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

|   |  |
|---|--|
| <b>Affirmations</b>   |  |
| <i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i> |  |
| <b>Company Remarks in case of non-compliant status</b>  |  |

|  |
|--|
| <b>Name:</b><br><b>Designation:</b><br><b>Place:</b><br><b>Date:</b> |
|--|