

**ANNEXURE I**

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

1. Name of Listed Entity - **Ircon International Limited**  
 2. Quarter ending - **30-Jun-2019**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	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	Members hip in Committees of the Company	Remarks
Mr.	Sunil Kumar Chaudhary	00515672	ADAPC3981F	C & ED	CEO-MD	29-Oct-2016		60	0	0	0		
Mr.	Deepak Sabhlok	03056457	AREPS9124L	ED		16-Apr-2010		112	0	0	0	RMC	
Mr.	Mukesh Kumar Singh	06607392	APUPS3339H	ED		01-May-2016		60	0	1	0	SC,RC	
Mr.	Yogesh Kumar Misra	07654014	SFFPM0120F	ED		28-Dec-2018		60	0	1	0	AC,RC	
Ms.	C . B. Venkataramana	03179171	AAXPC8287E	ID		28-Sep-2017		36	1	0	2	AC,SC,NRC	
Mr.	Narinder Singh Raina	07968391	ABNPR8150L	ID		17-Oct-2017		36	1	0	0	NRC	

Mr.	Ashok Kumar Ganju	07014589	AAEPG1796R	ID		08-Mar-2018		36	1	1	0	AC,NRC	
Mr.	S.C. Jain	07564584	AAUPJ1789P	NED,ND		24-Oct-2018	08-May-2019		0	0	0	SC	
Mr.	Piyush Agarwal	08305385	AALPA7553R	NED,ND		17-Dec-2018			0	0	0		
Mr.	Hari Mohan Gupta	08453476	ABIPG9104C	NED,ND		15-May-2019			0	1	0	SC	

Company Remarks	The provisions with respect to composition of Board as per Regulation 17 (1) of the SEBI (LODR) Regulations, 2015 has not been complied with. IRCON being a Government Company. The power to appoint Independent Directors (including woman Independent Director) vests with the Administrative Ministry (i.e. Ministry of Railways). The Company has already requested Ministry of Railways for appointment of requisite number of the Independent Directors (including a Woman Director) on the Board.
Whether Permanent chairperson appointed	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	C . B. Venkataramana	ID	Chairperson	21-Mar-2018	
2	Ashok Kumar Ganju	ID	Member	02-Aug-2018	
3	Yogesh Kumar Misra	ED	Member	07-Feb-2019	

Company Remarks	For composition of Stakeholders Relationship Committee. The Order dated 08.05.2019 of Ministry of Railways appointing Shri Hari Mohan Gupta vice Shri S.C. Jain was received by the Company on 13.05.2019. The Board Meeting of the Company was already fixed on 15.05.2019, hence, the SRC was reconstituted on 15.05.2019.
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	C . B. Venkataramana	ID	Chairperson	21-Mar-2018	

2	S.C. Jain	NED,ND	Member	26-Oct-2018	08-May-2019
3	Mukesh Kumar Singh	ED	Member	21-Mar-2018	
4	Hari Mohan Gupta	NED,ND	Member	15-May-2019	

Company Remarks	For composition of Stakeholders Relationship Committee: The Order dated 08.05.2019 of Ministry of Railways appointing Shri Hari Mohan Gupta vice Shri S.C. Jain was received by the Company on 13.05.2019. The Board Meeting of the Company was already fixed on 15.05.2019, hence, the SRC was reconstituted on 15.05.2019.
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Mukesh Kumar Singh	ED	Member	01-May-2016	
2	Deepak Sabhlok	ED	Member	16-Apr-2010	
3	Yogesh Kumar Misra	ED	Member	28-Dec-2018	

Company Remarks	All the members of the Risk Management Committee are members of the Board only. The Committee nominates one of the Board members as its Chairman in the meeting itself.
Whether Permanent chairperson appointed	No

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ashok Kumar Ganju	ID	Chairperson	21-Mar-2018	
2	Narinder Singh Raina	ID	Member	22-Oct-2018	
3	C . B. Venkataramana	ID	Member	21-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>
16-Jan-2019	15-May-2019

07-Feb-2019	28-May-2019
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Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Requirement of Quorum met (details)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>
Audit Committee		15-Jan-2019		Yes
Audit Committee		07-Feb-2019		Yes
Audit Committee		15-May-2019	3	Yes
Audit Committee		28-May-2019	3	Yes
Nomination & Remuneration Committee		06-Feb-2019		Yes
Nomination & Remuneration Committee		15-May-2019	2	Yes
Stakeholders Relationship Committee		27-May-2019	2	Yes
Risk Management Committee		28-Feb-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (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	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**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 - **No**
  - 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:

**For S.N. 4 Stakeholders Relationship Committee: The Order dated 08.05.2019 of Ministry of Railways appointing Shri Hari Mohan Gupta vice Shri S.C. Jain was received by the Company on 13.05.2019. The Board Meeting of the Company was already fixed on 15.05.2019, hence, the SRC was reconstituted on 15.05.2019.**

**Fro S.N. 9 The Board was apprised that notices were received from both NSE & BSE for imposing fine for non- compliance with the provisions pertaining to composition of the Board of Directors. The Company had already replied to the notice mentioned that the Company is a government Company and all the directors (including the Independent Directors) are appointed by the Governmnt of India and that the Company has requested the Administry Ministry (i.e. Ministry of Railways) for appointment of requisite number of Independent Directors on its Board. The same was noted by the Board with a view that levy of fine by the exchanges is not reasonable.**

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