

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Ircon International Limited**
 2. Quarter ending - **31-Dec-2020**

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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	ADA PC3981F	C & ED	CEO -MD	29-Oct-2016			50	03-Apr-1961	NA		1	0	0	0		
Mr.	Mukesh Kumar Singh	06607392	APU PS3339H	ED		01-May-2016			56	25-Sep-1961	NA		1	0	2	0	SC,RC, NRC	
Mr.	Yogesh Kumar Misra	07654014	AFF PM0120F	ED		28-Dec-2018			24	29-Oct-1965	NA		1	0	1	0	AC,RC	
Mr.	Shyam Lal Gupta	07598920	AAH PG3614R	ED		01-Nov-2019			14	02-Dec-1962	NA		1	0	2	0	AC,SC, RC	
Mr.	Ashok Kumar Ganju	07014589	AAE PG1796R	ID		08-Mar-2018	08-Mar-2018		34	25-Jul-1952	NA		1	1	2	2	AC,SC, NRC,N RC	
Mr.	Hari Mohan Gupta	08453476	ABI PG9104C	NED,N D		15-May-2019		12-Oct-2020	17	01-Jul-1966	NA		0	0	0	0	SC,NRC	

Mr.	Ashutosh Gangal	0705 7313	ABK PG2 017N	NED,N D		27-Aug-2020		27-Oct-2020	2	10-Mar-1963	NA		0	0	0	0	AC,NR C
Mr.	Dhananjaya Singh	0895 5500	AJN PS47 71Q	NED,N D		10-Nov-2020			2	26-Jan-1971	NA		2	0	0	0	NRC

Company Remarks	IRCON being a Government Company, 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 one Woman Director) and a Government nominee Director on the Board of IRCON.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Kumar Ganju	ID	Chairperson	20-Sep-2020	
2	Ashutosh Gangal	NED,ND	Member	20-Sep-2020	27-Oct-2020
3	Shyam Lal Gupta	ED	Member	20-Sep-2020	
4	Yogesh Kumar Misra	ED	Member	28-Oct-2020	

Company Remarks	The composition of Committees of Board i.e. Audit Committee and Nomination & Remuneration Committee, are not in compliance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations and DPE Guidelines, due to the insufficient number of Independent Directors on the Board of IRCON to be nominated by the Ministry of Railways. 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	Yes

b. Stakeholders Relationship 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	20-Sep-2020	
2	Hari Mohan Gupta	NED,ND	Member	15-May-2019	12-Oct-2020
3	Mukesh Kumar Singh	ED	Member	21-Mar-2020	
4	Shyam Lal Gupta	ED	Member	28-Oct-2020	

Company Remarks	
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	Yogesh Kumar Misra	ED	Member	28-Dec-2018	
3	Shyam Lal Gupta	ED	Member	01-Nov-2019	

Company Remarks	
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	12-Oct-2020
2	Hari Mohan Gupta	NED,ND	Member	20-Sep-2020	12-Oct-2020
3	Ashutosh Gangal	NED,ND	Member	20-Sep-2020	12-Oct-2020
4	Dhananjaya Singh	NED,ND	Member	10-Dec-2020	
5	Mukesh Kumar Singh	ED	Member	10-Dec-2020	
6	Ashok Kumar Ganju	ID	Chairperson	10-Dec-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
10-Jul-2020	28-Oct-2020	Yes	5	1
15-Jul-2020	11-Nov-2020	Yes	6	1
25-Aug-2020	17-Dec-2020	Yes	6	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	63

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	09-Jul-2020		Yes	3	2
Audit Committee	10-Jul-2020		Yes	3	2
Audit Committee	30-Jul-2020		Yes	3	2
Audit Committee	14-Aug-2020		Yes	3	2
Audit Committee	25-Aug-2020		Yes	3	2
Audit Committee		11-Nov-2020	Yes	3	1
Audit Committee		17-Dec-2020	Yes	3	1
Nomination & Remuneration Committee	13-Aug-2020		Yes	2	2
Nomination & Remuneration Committee	17-Sep-2020		Yes	2	2

Nomination & Remuneration Committee		17-Dec-2020	Yes	3	1
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	
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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 - **No**
 - b. Nomination & remuneration committee - **No**
 - 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.- **No**

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 Point No.1 IRCON being a Government Company, the power to appoint directors' vests with the Administrative Ministry (i.e. Ministry of Railways). The Company has no role to play in it. nThe Company has already requested the Ministry of Railways for appointment of requisite number ofIndependent Director (including Woman Independent Director) on the Board of IRCON.

For Point No.2 and 3. Consequent upon the end of the tenure of two Independent Directors on the Board of IRCON on 19th September, 2020, the composition of Audit and Nomination & Remuneration committees are in non-compliance. The Company has already initiated requests to the Ministry of Railway regarding the appointment of a sufficient number of Independent Directors (including woman Director) on the Board of IRCON.

For Point No.4 The Stakeholders Relationship Committee was not in existence from 12th October, 2020 to 27th October, 2020 due to the resignation of Governmentnominee Directorsfrom the Board of IRCON w.e.f. 12th October, 2020. However, the Company was informed on 27th October, 2020. As ondate theStakeholders Relationship Committeeis in compliance.

For Point 7 The Board Meetings were conducted in compliance with the provisions of SEBI (LODR) Regulations, 2015. However, due to the non-availability ofthe sufficient number of Independent Directors on the Board of IRCON, the Audit and Nomination & Remuneration CommitteeMeetings were not conducted in line with the provisions of SEBI (LODR) Regulations, 2015.

Name : Ritu Arora
Designation : Company Secretary & Compliance Officer