## **ANNEXURE I**

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

 Name of Listed Entity
 Quarter ending - Ircon International Limited

- 31-Mar-2022

## **Composition Of Board Of Director**

Title	Name of	DIN	PAN	Cat	Sub	Initi	Dat	Date	Ten	Date	Wheth	Date of	No. of	No of	No of	No of	Mem	Rem
(Mr./M	the			ego	Cat	al	e of	of	ure	of	er	passing	Director	Indep	memb	post of	bers	arks
s)	Director			ry	ego	Dat	App	cess		Birth	specia	special	ship in	enden	ership	Chairp	hip in	
				(Ch	ry	e of	oint	ation				resoluti	listed	t	s in	erson	Com	
				airp		App	me				resolut	on	entities	Direct	Audit/	in	mitte	
				ers		oint	nt				ion		includin	orship	Stake	Audit/	es of	
				on		me					passe		g this	in	holder	Stakeh	the	
				/Exe		nt					d?		listed	listed	Comm	older	Com	
				cutiv									entity	entitie	ittee(s)	Commi	pany	
				e/No										S	includi	ttee		
				n-										includi	ng this	held in		
				Exec										ng this	listed	listed		
				utive/										listed	entity	entities		
				Inde										entity		includi		
				pend												ng this		
				ent/												listed		
				Nomi												entity		
				nee)									1					
Mr.	Yogesh	07654	AFFPM0	C &	CEO	28-	28-		39	29-	NA		l	0	0	0		
	Kumar	014	120F	ED	-MD	Dec-	Dec-			Oct-								
	Misra					2018	2018			1965								
Mr.	Shyam	07598	AAHPG	ED		01-	01-		29	02-	NA		1	0	1	0	SC,R	
	Lal	920	3614R			Nov-	Nov-			Dec-							C	
	Gupta					2019	2019			1962								
Mr.	Mohit	00843	AFAPS2	ED		03-	03-		4	24-	NA		1	0	0	0		
	Sinha	548	049L			Dec-	Dec-			Nov-								
						2021	2021			1963								
Mr.	Rajesh	09171	AATPA9	NED		13-	13-		11	04-	NA		3	0	1	0	AC,	
	Argal	980	883A	,ND		May-	May-			Jul-							RC,	
						2021	2021			1962							NRC	

Mr.	Dhananj	08955	AJNPS4	NED	10-	10-	17	26-	NA	2	0	1	1	SC,N	
	aya	500	771Q	,ND	Nov-	Nov-		Jan-						RC	
	Singh				2020	2020		1971							
Mr.	Ajay	09394	AAHPC	ID	11-	11-	4	08-	NA	1	1	2	1	AC,S	
	Kumar	953	8659E		Nov-	Nov-		Oct-						C,N	
	Chauha				2021	2021		1960						RC	
	n														
Mrs.	Ranjana	07787	ACOPU	ID	16-	16-	4	05-	NA	1	1	1	0	AC	
	Upadhy	711	0074A		Nov-	Nov-		Jan-							
	ay				2021	2021		1970							
Mr.	Dipendr	09398	ABQPG	ID	16-	16-	4	27-	NA	1	1	0	0	RMC	
	a Kumar	271	3006R		Nov-	Nov-		Nov-						,NR	
	Gupta				2021	2021		1972						C	
Mr.	Kartik	09453	ABIPB6	ID	31-	31-	3	16-	NA	1	1	0	0		
	Chandul	387	249F		Dec-	Dec-		May-							
	al				2021	2021		1966							
	Bhadra														

Company Remarks	As on 31.03.2022, the total strength of BoD is 9 comprising 3 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	Yes

# 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	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

b. Stakeholders Relationship Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	Dhananjaya Singh	NED,ND	Chairperson	26-Mar-2021	
2	Shyam Lal Gupta	ED	Member	28-Oct-2020	
3	Ajay Kumar Chauhan	ID	Member	18-Nov-2021	

Company Remarks			
Whether Permanent	Yes		
chairperson appointed			

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
100.	Classes I al Casada	ED	C1:		
1	Shyam Lal Gupta	ED	Chairperson	18-Nov-2021	
2	Rajesh Argal	NED,ND	Member	18-Nov-2021	
3	Dipendra Kumar Gupta	ID	Member	18-Nov-2021	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

## d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dhananjaya Singh	NED,ND	Member	11-Jun-2021	01-Jan-2022
2	Ajay Kumar Chauhan	ID	Chairperson	18-Nov-2021	
3	Rajesh Argal	NED,ND	Member	18-Nov-2021	
4	Dipendra Kumar Gupta	ID	Member	18-Nov-2021	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

# 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
12-Nov-2021	05-Jan-2022	Yes	8	4
17-Dec-2021	14-Feb-2022	Yes	9	4

Company Remarks	
Maximum gap between any	39
two consecutive (in number of	
days)	

# 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	12-Nov-2021		No	2	0
Audit Committee	17-Dec-2021		Yes	3	2
Audit Committee		05-Jan-2022	Yes	3	2
Audit Committee		14-Feb-2022	Yes	3	2
Audit Committee		25-Feb-2022	Yes	2	2
Nomination & Remuneration Committee	29-Nov-2021		Yes	3	2
Nomination & Remuneration Committee	17-Dec-2021		Yes	3	2
Nomination & Remuneration Committee		11-Feb-2022	Yes	3	2
Nomination & Remuneration		25-Feb-2022	Yes	3	2

Committee				
Stakeholders	11-Feb-2022	Yes	2	1
Relationship				
Committee				
Risk Management	04-Mar-2022	Yes	3	1
Committee				

Company Remarks	During the previous quarter, the meeting of the Audit Committee held on 12.11.2021 was not conducted in accordance with the provisions of the SEBI (LODR) Regulations, 2015 due to non-availability of sufficient number of independent directors.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	39

### v. Related Party Transactions

Subject	Compliance status	Remark
	(Yes/No/NA)	
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	

#### 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:

The power to appoint directors' vests with the Administrative Ministry i.e. MoR. The Company has no role to play in it.

Name : Ritu Arora

Designation : Company Secretary & Compliance Officer

# ANNEXURE II Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

ltem	Complianc e status	Company Remark	Website	
As per regulation 46(2) of the LODR:				
Details of business	Yes		www.ircon.org	
Terms and conditions of appointment of	Yes		www.ircon.org	
Composition of various committees of	Yes		www.ircon.org	
Code of conduct of board of directors and	Yes		www.ircon.org	
Details of establishment of vigil mechanism/	Yes		www.ircon.org	
Criteria of making payments to non-	Yes		www.ircon.org	
Policy on dealing with related party	Yes		www.ircon.org	
Policy for determining 'material' subsidiaries	Yes		www.ircon.org	
Details of familiarization programs imparted	Yes		www.ircon.org	
Email address for grievance redressal and other relevant details entity who are	Yes		www.ircon.org	
Contact information of the designated	Yes		www.ircon.org	
Financial results	Yes		www.ircon.org	
Shareholding pattern	Yes		www.ircon.org	
Details of agreements entered into with the	Not			
media companies and/or their associates	Applicable			
Schedule of analyst or institutional investor meet and presentations madeby the listed	Yes		www.ircon.org	
New name and the old name of the listed	Not			
	Yes		www.ircon.org	
	Yes		www.ircon.org	
Separate audited financial statements of	Yes		www.ircon.org	
As per other regulations of the LODR:				
per Regulation 46(2)	Yes		www.ircon.org	
	Yes		www.ircon.org	
Dividend Distribution policy as per	Yes		www.ircon.org	
t is certified that these contents on the	Yes		www.ircon.org	

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been	16(1)(b) & 25(6)		The Company has complied with
appointed in terms of specified criteria of			Regulations 16(1)(b). However, the
'independence' and/or 'eligibility'			Company is not complying with the
			provisions of Regulation 25(6). IRCON
			being a Government Company, the
			power to appoint Independent
		No	directors'vests with the Ministry of
		110	railways.
Board composition	17(1), 17(1A) & 17(1B)		As per Regulation 17(1) half of the Board
			is not Independent due to not having
		No	requisite number of Independent
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	163	Due to non-appointment of ID, the
Ŭ			meeting of BoD held between
			05.04.2021 to 24.08.2021 were
		No	conducted without the presence of ID.
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Not Applicable	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	

Composition of Audit Committee	18(1)		The Audit Committee is in non-
		No	compliance upto 17.11.2021 due to non-
			appointment of IDs.
Meeting of Audit Committee	18(2)		Due to not having ID, the quorum for
			Audit Committee meetings upto
		No	12.11.2021 was in non-compliance.
Composition of nomination & remuneration	19(1) & (2)		The NRC is in non-compliance upto
committee			17.11.2021 due to non-appointment of
		No	Independent Directors.
Quorum of Nomination and Remuneration			Due to not having ID, the quorum for
Committee meeting	19(2A)		NRC meetings upto 29.06.2021 was in
		No	non-compliance.
Meeting of nomination & remuneration		Yes	
committee	19(3A)		
Composition of Stakeholder Relationship	20(1), 20(2) and 20(2A)		The SRC is in non-compliance upto
Committee	20(2A)		17.11.2021 due to non-appointment of
		No	IDs.
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management	21(1),(2),(3),(4)		The Risk Management Committee is in
committee			_
			non-compliance upto 17.11.2021 due to
		No	non-appointment of IDs.
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party	23(4)	Not Applicable	
transactions			

Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Other Information	

#### **III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes** 

Other Information	

Name : Ritu Arora

Designation : Company Secretary & Compliance Officer

#### **ANNEXURE IV**

	· · · · · · · · · · · · · · · · · · ·				
symbol	Company Name	quarter Ended- Not Applicable			

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

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promot er or any other entity controll ed by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them

(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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

# (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:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			

Promoter Group						
or any other						
entity controlled						
by them						
Directors						
(including						
, · · · · · · · · · · · · · · · · · · ·						
relatives) or any						
other entity controlled by						
them						
KMPs or any						
other entity						
controlled by						
them						
(D) If the Listed Entity	would like to provide any ot	her information the same may b	pe indicated here			
		-				
Affirmations						
All loans (or other form	n of debt) quarantees comfor	t letters (by whatever name calle	d) 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					
personner (including ti	ieli relatives) or arry eritity cori	inolled by them are in the econor	The interest of the company			
Company Remarks in	n					
case of non-						
compliant status						
'						
Namai						
Name:						
Designation:						
Place:						
Date:						