

LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTOR*

**Name & Address
of Independent Director**

Sub: Appointment as Part-time (Non-Official) / Independent Director on the Board of Ircon.

Ref.: Railway Board letter no. _____ dated _____.

Dear Sir,

It is our pleasure to communicate that you have been appointed as Part-time (Non-Official) / Independent Director on the Board of Ircon in terms of Presidential Order communicated from Railway Board, vide their above mentioned letter (**copy is at Appendix ____**).

DATA REQUIRED:

We are sending herewith following forms which need to be filled and submitted to the Company with reference to your directorship:

1. **DIN allotment letter** -- As per section 152(3) of the Companies Act, 2013, no person shall be appointed as a director of a company unless he has been allotted the Director Identification Number (DIN), thus, you are requested to send a copy of your DIN allotment letter (issued by Ministry of Corporate Affairs).
2. **Form DIR – 2** (placed at **Appendix ____**): Consent to act as director [Your directorship would take effect from the date of your consent].
3. **Form MBP – 1**: Disclosure of Interest by director - Form MBP-1 along with its background is placed at **Appendix ____**.
4. **Form I & II** (placed at **Appendix ____**): Details of director required to be filed with the Registrar of Companies (as per Companies Act) and with DPE.
5. **Declaration of Independence**: A format containing declaration that an independent Director meets the criteria of independence as specified in section 149 is placed at **Appendix ____**.

In addition, kindly arrange to provide following documents:

1. **Your detailed bio-data.**
2. **Your six (6) passport size photographs in all**

3. **A copy of passport, PAN card, driving license (self attested without date)**

FOR INFORMATION AND REFERENCE:

We are also sending following documents containing information/ details about the Company along with write-ups on role, responsibility, and liability as a director of a Company, for your information and reference purpose:

- i) Duties of Director as per the section 166 of the Companies Act, 2013. **Appendix __**
- ii) Provisions related to Duties, functions, etc. of Independent Directors under Schedule IV of the Companies Act, 2013. **Appendix __**
- iii) DPE Guidelines on Role of Non-official part-time Directors dated 28th December 2012. Forwarded vide Railway Board's letter dated ____.
- iv) Disqualifications for appointment of directors as per section 164 of the Companies Act, 2013. **Appendix __**
- v) A paper on "Ethics & Governance" – A perspective by CVC. **Appendix __**
- vi) Memorandum (charter) and Articles of Association (bye-laws) of the Company. **Appendix __**
- vii) Ircon's Profile along with its Corporate Plan **Appendices and respectively __**
- viii) Latest MoU signed between Ircon and Ministry of Railways. Last year MoU self evaluation already submitted to DPE / would be sent after finalization of financial statements for the year. **Appendix __**
- ix) Latest MoU Composite Score from DPE. **Appendix __**
- x) Latest Unaudited financial results for quarter ended **Appendix __**
- xi) A copy of Ircon's BoD approved:
 - a) Policy for Training of Directors **Appendix __**
 - b) Fraud, Prevention, Detection, and Control (FPDC) Policy. **Appendix __**
 - c) Whistle Blower Policy. **Appendix __**
- xii) Code of Conduct for Board of Directors and Senior Management, and Key Values of Ircon. **Appendix __**

Every director has to furnish to the Company Secretary Ircon, a certificate of compliance with the Code of Conduct every year during April in respect of the previous financial year and if office is relinquished during any financial year, certificate should be submitted at the time of relinquishing office for the period worked **Appendix __** [sample attached as for guidance]

during the relevant year.

- xiii) Terms of Reference of Committees of Board viz. Audit Committee, CSR & Sustainability Committee, Nomination & Remuneration Committee, Committee for Issue of Renewed / Duplicate Share Certificates. **Appendix __**
- xiv) DPE Guidelines on Corporate Governance Guidelines, 2010 is available at following link --
http://dpe.nic.in/sites/upload_files/dpe/files/gcgcps10.pdf .
- xv) DPE Guidelines on CSR & Sustainability, 2014, is available at following link --
[http://dpe.nic.in/sites/upload_files/dpe/files/Guidelines on CSR SUS 2014.pdf](http://dpe.nic.in/sites/upload_files/dpe/files/Guidelines_on_CSR_SUS_2014.pdf).
- xvi) A copy of section 135 read with Schedule VII of the Companies Act, 2013 read with Companies (CSR) Rules, 2014, containing provisions related to Corporate Social Responsibility (CSR) **Appendix __**
- xvii) Annual Report of the Company **Appendix __**
- xviii) Brochure of the Company **Appendix __**

DATES OF BOD AND AUDIT COMMITTEE MEETING:

The forthcoming Audit Committee and BoD meetings are scheduled to be held during _____(if any proposed)

Thanking you,

Yours faithfully,

Company Secretary

Phone No.: _____

Mobile: _____

Email: _____

Encl: Appendices.

* Model letter of Appointment subject to modification/ amendment from time to time