

General information about company		
Scrip code	541956	
NSE Symbol	IRCON	
MSEI Symbol	NOTLISTED	
ISIN	INE962Y01021	
Name of the entity	Ircon International Limited	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	Ircon Bhoj Morbe Expressway Limited, Ircon Ludhiana Roopnagar Highway Limited and Ircon Akloli-Shirsad Expressway Limited are special purpose Vehicle (SPV) formed by IRCON under the Companies Act, 2013 (as wholly owned subsidiaries) for execution of Road & Highway Projects of National Highways Authority of India (NHAI). During the quarter ended September, 2025, IRCON has made investment of Rs.4 Crore in Ircon Bhoj Morbe Expressway Limited, Rs.3.16 Crore in Ircon Ludhiana Rupnagar Highway Limited and Rs.5 Crore in Ircon Akloli-Shirsad Expressway Limited as per the progress of the PPP project. As 100% equity is held by IRCON, there is no percentage change in holding of IRCON as at the end of period Q1 for FY 2025-26 and current Q2 for FY 2025-26, accordingly, the disclosure requirement is not applicable to the Company.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Nil
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	COMI00208	
Reason For No SCORE ID		
Type of Submission	Original	

Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Hari Mohan Gupta	ABIPG9104C	08453476	Executive Director	Chairperson	CEO-MD	01-07-1966
2	Mrs	Ragini Advani	ACBPJ2346P	09575213	Executive Director	Not Applicable		15-02-1975
3	Mr	Anand Kumar Singh	ADNPS2680Q	07918656	Executive Director	Not Applicable		01-01-1966
4	Mr	Anupum Singh	ASTPS8111M	10637375	Non-Executive - Nominee Director	Not Applicable		31-05-1975
5	Mr	Anand Bhatia	ACRPB6950H	10937265	Non-Executive - Nominee Director	Not Applicable		05-04-1967
6	Mr	Varadharajan T	AFEPV3467K	08556664	Non-Executive - Independent Director	Not Applicable		17-11-1978
7	Mr	Ajit Kumar Mishra	AFTPM6555N	11108237	Executive Director	Not Applicable		04-04-1973

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-07-2024				1	0	0	0			
2	NA		19-04-2022				1	0	2	1			
3	NA		07-07-2023				1	0	0	0			
4	NA		06-11-2024				1	0	1	0			
5	NA		04-02-2025				1	0	2	1			
6	NA		15-05-2025			4.16	1	1	2	1			
7	NA		15-05-2025				1	0	0	0			

Text Block	
Textual Information(1)	As on 30.09.2025, the total strength of BoD is 7 directors comprising 4 Functional Directors and 2 Government Nominee Directors and 1 Independent Director. The Company being a Govt. Company, the appointment of Independent Directors is made by Ministry of Railways, Govt. of India and the Company has no role to play in the matter. The Company has already made several requests to Ministry of Railways for the appointment of requisite number of Independent Directors on the Board of the Company.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	The Composition of Audit and Nomination & Remuneration Committee is not in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, due to not having sufficient number of Independent Directors on the Board of IRCON. Kindly refer note given in Composition of BoD.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08556664	Varadharajan T	Non-Executive - Independent Director	Chairperson	15-05-2025		
2	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		
3	10937265	Anand Bhatia	Non-Executive - Nominee Director	Member	15-05-2025		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08556664	Varadharajan T	Non-Executive - Independent Director	Chairperson	15-05-2025		
2	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		
3	10937265	Anand Bhatia	Non-Executive - Nominee Director	Member	15-05-2025		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10937265	Anand Bhatia	Non-Executive - Nominee Director	Chairperson	04-02-2025		
2	09575213	Ragini Advani	Executive Director	Member	27-05-2022		
3	08556664	Varadharajan T	Non-Executive - Independent Director	Member	15-05-2025		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07918656	Anand Kumar Singh	Executive Director	Chairperson	09-05-2025		
2	09575213	Ragini Advani	Executive Director	Member	27-05-2022		
3	08556664	Varadharajan T	Non-Executive - Independent Director	Member	15-05-2025		
4	11108237	Ajit Kumar Mishra	Executive Director	Member	15-05-2025		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09575213	Ragini Advani	Executive Director	Chairperson	15-05-2025		
2	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		
3	08556664	Varadharajan T	Non-Executive - Independent Director	Member	15-05-2025		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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)	
1	29-04-2025				Yes	6	5	0
2	21-05-2025		21		Yes	7	7	1
3		06-08-2025	76		Yes	7	7	1
4		10-09-2025	34		Yes	7	7	1

Text Block	
Textual Information(1)	During the previous quarter except the meeting held on 21.05.2025, the requirement of quorum for Board Meeting as per SEBI (LODR) Regulations, 2015 has not been met due to insufficient number of Independent Directors.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-05-2025				Yes	3	3	1	0
2	Audit Committee	06-08-2025	76			Yes	3	3	1	0
3	Audit Committee	10-09-2025	34			Yes	3	3	1	0
4	Nomination and remuneration committee	21-05-2025				Yes	3	3	1	0
5	Nomination and remuneration committee	05-08-2025	75			Yes	3	3	1	0
6	Nomination and remuneration committee	10-09-2025	35			Yes	3	3	1	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	10-09-2025				Yes	3	3	1	0
8	Risk Management Committee	30-05-2025				Yes	4	4	1	0
9	Corporate Social Responsibility Committee	05-08-2025	66			Yes	3	3	1	0

Text Block	
Textual Information(1)	The requirement of quorum of Audit and Nomination & Remuneration committee meetings as per SEBI (LODR) has not been met due to insufficient number of Independent Directors.Kindly refer note given in Composition of BoD

Annexure 1

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Pratibha Aggarwal
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>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. The Company has already made several request to the Ministry of Railways for appointment of requisite number of Independent Directors. For Point No.2 and 3 The Board has only one Independent Director since 15.05.2025. Therefore, the composition of Audit Committee and Nomination and Remuneration Committee are not in compliance of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. For Point No. 7 Though meetings of the board of directors have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, due to the non-availability of the sufficient number of Independent Directors on the Board, the Audit Committee and Nomination & Remuneration Committee Meeting during the quarter were conducted without presence of sufficient number of Independent Directors.</p>

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Pratibha Aggarwal
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Pratibha Aggarwal
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	21-10-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India Limited	Fine	29-08-2025	National Stock Exchange of India Limited vide their email dated 29th August, 2025 have levied fine of Rs.11,85,900/- each (incl. GST) on the Company for the non-compliance with Regulation 17(1)(2A), 18(1), 19, 20, 21(2) i.e. non-compliance for the composition of the Board and its committees for the quarter ended 30th June, 2025.	The fine imposed on the Company by National Stock Exchange of India Limited and BSE Limited has no impact on the financial, operation or other activities of the Company. However, the Company has identified the same under “contingent liability” in the financial statements of the Company. On attaining compliance with Regulation 17(1)(2A), 18(1), 19, 20, 21(2) of SEBI (LODR) upon appointment of the requisite number of Directors by MoR, the Company will be eligible for the waiver of fines as per the SEBI’s policy for exemption of fines. It may be noted that in earlier instances of non-compliance, NSE & BSE had already waived off fine imposed on the Company upon attaining the requisite compliances.
2	BSE Limited	Fine	29-08-2025	BSE Limited vide their email dated 29th August, 2025 have levied fine of Rs.11,85,900/- each (incl. GST) on the Company for the non-compliance with Regulation 17(1)(2A), 18(1), 19, 20, 21(2) i.e. non-compliance for the composition of the Board and its committees for the quarter ended 30th June, 2025.	Same as above

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	The state of Bihar & Anr.	21-04-2018	The matter was heard by the Patna High Court on multiple dates during the quarter, the last hearing on the matter was held on 24th September 2025 and on the said date the arguments has been completed from the petitioner side (i.e. Matter has been partly heard) and Patna High Court fixed the next date of hearing on 03rd November 2025	The matter is subjudice in Patna High Court and next date of hearing is 03rd November, 2025. The total financial implication would be Rs. 108.75 Crore.