

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-2018**

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	Memberships in Committees of the Company	Remarks
Mr.	Sunil Kumar Chaudhary	00515672	ADAPC3981F	C & ED	CEO -MD	29-Oct-2016		60	1	0	0	NA	
Mr.	Deepak Sabhlok	03056457	AREPS9124L	ED		16-Apr-2010		112	1	0	0	SC, RMC	
Mr.	Mukesh Kumar Singh	06607392	APUPS3339H	ED		01-May-2016		60	1	1	0	SC, RMC	
Mr.	Avineesh Matta	00011749	AALPM5607N	ID		08-Apr-2016		36	1	0	0	NA	
Ms.	Vasudha Vasant Kamat	07500096	AAGPK4987N	ID		22-Apr-2016		36	1	0	0	NA	
Mr.	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	AC, NRC	
Mr.	Ashok Kumar Ganju	07014589	AAEPG1796R	ID		08-Mar-2018		36	1	1	0	AC,NRC	
Mr.	S.C. Jain	07564584	AAUPJ1789P	NED		24-Oct-2018			1	2	0	AC,SC	
Mr.	Piyush Agarwal	08305385	AALPA7553R	NED		17-Dec-2018			1	0	0	NA	
Mr.	Yogesh Kumar Misra	07654014	AFFPM0120F	ED		28-Dec-2018		60	1	0	0	RMC	

Company Remarks

Shri Yogesh Kumar Misra is appointed as Director (Works) [Executive Director] w.e.f. 28.12.2018. Prior to this, the composition of the Board of IRCON was in compliance with the requirement of SEBI (LODR) Regulations, 2015, i.e. half of the board of directors comprised of independent directors with Chairman as executive Chairperson. IRCON being a Government Company, Ministry of Railways has been requested for appointment of one more Independent Director.

Whether Permanent chairperson appointed	Yes
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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Narinder Singh Riana	ID	Member	22-Oct-2018	26-Oct-2018
2	S.C. Jain	NED	Member	26-Oct-2018	
3	C. B. Venkataramana	ID	Chairperson	21-Mar-2018	
4	Ashok Kumar Ganju	ID	Member	02-Aug-2018	

Company Remarks	Mr. C.B. Venkataramana was appointed as Chairperson from 02-08-2018. Mr. N.S. Raina was member from 22-10-2018 to 26-10-2018
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Deepak Sabhlok	ED	Member	22-Oct-2018	26-Oct-2018
2	Mukesh Kumar Singh	ED	Member	21-Mar-2018	
3	S.C. Jain	NED	Member	26-Oct-2018	
4	C. B. Venkataramana	ID	Chairperson	21-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

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

Company Remarks	The Company has constituted a Risk Management Committee comprising whole time directors, though not mandatory as per SEBI (LODR) Regulations, 2015
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

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

Company Remarks	Mr. Ashok Kumar Ganju was appointed as Chairperson w.e.f. 02-08-2018.
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
02-Aug-2018	26-Oct-2018
31-Aug-2018	13-Nov-2018
20-Sep-2018	
Company Remarks	
The meeting dated 02.08.2018 was continued on 03.08.2018 also.	
Maximum gap between any two consecutive (in number of days)	35

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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	02-Aug-2018	13-Nov-2018		Yes
Audit Committee	20-Sep-2018			Yes
Nomination & Remuneration Committee	02-Aug-2018	12-Nov-2018		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	53

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
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 - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**

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:

Clarification for Composition of Board of Directors - Shri Yogesh Kumar Misra is appointed as Director (Works) [Executive Director] w.e.f. 28.12.2018. Prior to this, the composition of the Board of IRCON was in compliance with the requirement of SEBI (LODR) Regulations, 2015. IRCON being a Government Company, Ministry of Railways has been requested for appointment of one more Independent Director.

Clarification for composition of Committees- Consequent upon the superannuation of Shri Ved Pal from the Ministry of Railways w.e.f. 30.09.2018, he ceased to be a member of the Board and Audit and Nomination & Remuneration Committees of IRCON. Thereafter, the Committees have been re-constituted w.e.f. 22.10.2018 and are in compliance thereafter.

Name : Ritu Arora
Designation : Company Secretary & Compliance Officer