

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Ircon International Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

Tit le (M r./ M s)	Name of the Director	DIN	PAN	Cate gory (Chai rpers on /Execu tive/Non- Execut ive/ Indepe ndent/ Nomin ee)	Sub Cate gory	Initi al Dat e of App oint me nt	Date of App oint me nt	Dat e of ces sati on	Tenu re	Date of Birth	No. of Direc torshi p in listed entiti es inclu ding this listed entity	No of Indepen dent Director ship in listed entities includin g this listed entity	No of member ships in Audit/ Stakehol der Committ ee(s) includin g this listed entity	No of post of Chairpe rson in Audit/ Stakeh older Commit tee held in listed entities includin g this listed entity	Memb ership in Com mittee s of the Comp any	Rem arks
Mr.	Sunil Kumar Chaudhary	00515672	ADAPC3981F	C & ED	CEO-MD	29-Oct-2016	29-Oct-2016		60	03-Apr-1961	1	0	0	0		
Mr.	Deepak Sabhlok	03056457	AREPS9124L	ED		16-Apr-2010	16-Apr-2010		112	31-Oct-1959	1	0	0	0	RMC	
Mr.	Mukesh Kumar Singh	06607392	APUUPS3339H	ED		01-May-2016	01-May-2016		60	25-Sep-1961	1	0	1	0	SC,RC	
Mr.	Yogesh Kumar Misra	07654014	AFFPM0120F	ED		28-Dec-2018	28-Dec-2018		60	29-Oct-1965	1	0	1	0	AC,RC	
Mr.	C . B. Venkataramana	03179171	AAXPC8287E	ID		28-Sep-2017	28-Sep-2017		36	29-Sep-1955	1	1	0	2	AC,SC,NRC	
Mr.	Narinder Singh Raina	07968391	ABNPR8150L	ID		17-Oct-2017	17-Oct-2017		36	05-Apr-1966	1	1	0	0	NRC	

Mr.	Ashok Kumar Ganju	07014589	AAEPG 1796R	ID		08-Mar-2018	08-Mar-2018		36	25-Jul-1952	1	1	1	0	AC,NRC	
Mr.	Piyush Agarwal	08305385	AALPA 7553R	NED, ND		17-Dec-2018	17-Dec-2018			15-Mar-1960	1	0	0	0		
Mr.	Hari Mohan Gupta	08453476	ABIPG9 104C	NED, ND		15-May-2019	15-May-2019			01-Jul-1966	2	0	1	0	SC	
Mr.	Avineesh Matta	00011749	AALPM 5607N	ID		08-Apr-2016	15-Jul-2019		9	28-Apr-1959	1	1	0	0		
Ms.	Vasudha Vasant Kamat	07500096	AAGPK 4987N	ID		22-Apr-2016	15-Jul-2019		9	26-Jun-1952	1	1	0	0		

Company Remarks	As on 30.09.2019, the total strength of BoD of IRCON is eleven comprising four Functional Directors, two Part-Time (Official) [Government Nominee] Directors, and five Independent Directors; however compliance with respect to composition of Board as per Regulation 17 (1) of the SEBI (LODR) Regulations, 2015 has not been complied with; the Company is not having one Independent Director. 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 requested the Ministry of Railways for appointment of Independent Director on the Board of IRCON. n
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	C . B. Venkataramana	ID	Chairperson	21-Mar-2018	
2	Ashok Kumar Ganju	ID	Member	02-Aug-2018	
3	Yogesh Kumar Misra	ED	Member	07-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	C . B. Venkataramana	ID	Chairperson	21-Mar-2018	
2	Mukesh Kumar Singh	ED	Member	21-Mar-2018	
3	Hari Mohan Gupta	NED,ND	Member	15-May-2019	

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	Mukesh Kumar Singh	ED	Member	01-May-2016	
2	Deepak Sabhlok	ED	Member	16-Apr-2010	
3	Yogesh Kumar Misra	ED	Member	28-Dec-2018	

Company Remarks	The composition of Risk Management Committee comprises of the Board Members only.
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

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

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
15-May-2019	12-Jul-2019	Yes	8	3
28-May-2019	08-Aug-2019	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	44

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	15-May-2019		Yes		
Audit Committee	28-May-2019		Yes		
Audit Committee		12-Jul-2019	Yes	3	2
Audit Committee		08-Aug-2019	Yes	3	2
Audit Committee		27-Sep-2019	Yes	3	2

Nomination & Remuneration Committee	15-May-2019		Yes		
Nomination & Remuneration Committee		12-Jul-2019	Yes	3	3
Stakeholders Relationship Committee	27-May-2019		Yes		
Risk Management Committee		09-Sep-2019	Yes	3	0

Company Remarks	
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	49

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 - **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:

Notices received from both NSE & BSE for imposing fine for non-compliance with the provisions pertaining to composition of the Board of Directors shall be placed before the Board at its ensuing meeting.

Name : Ritu Arora
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : Ritu Arora
Designation : Company Secretary & Compliance Officer