

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 03.06.2020

ANNEXURE- I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Ircon International Limited**
 2. Quarter ending - **30-Jun-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mr.	Sunil Kumar Chaudhary	00515672	ADAP C3981F	C & ED	CEO-MD	29-Oct-2016	29-Oct-2016		60	03-Apr-1961	NA		1	0	0	0		
Mr.	Mukesh Kumar Singh	06607392	APUPS 3339H	ED		01-May-2016	01-May-2016		60	25-Sep-1961	NA		1	0	1	0	SC, RC	
Mr.	Yogesh Kumar Misra	07654014	AFFPM 0120F	ED		28-Dec-2018	28-Dec-2018		60	29-Oct-1965	NA		1	0	1	0	AC, RC	
Mr.	Shyam Lal Gupta	07598920	AAHP G3614R	ED		01-Nov-2019	01-Nov-2019		60	02-Dec-1962	NA		1	0	0	0	RMC	
Mr.	C . B. Venkataramana	03179171	AAXPC 8287E	ID		28-Sep-2017	28-Sep-2017		36	29-Sep-1955	NA		1	1	2	2	AC, SC, NRC	

Mr.	Narinder Singh Raina	07968391	ABNP R8150 L	ID		17-Oct-2017	17-Oct-2017		36	05-Apr-1966	NA		1	1	0	0	NRC	
Mr.	Ashok Kumar Ganju	07014589	AAEP G1796 R	ID		08-Mar-2018	08-Mar-2018		36	25-Jul-1952	NA		1	1	1	0	AC, NRC	
Mr.	Hari Mohan Gupta	08453476	ABIPG 9104C	NED, ND		15-May-2019	15-May-2019			01-Jul-1966	NA		2	0	1	0	SC	
Mr.	Sudheer Kumar	01429832	ADXPK 7025K	NED, ND		12-May-2020		30-Jun-2020	2	27-Jun-1960	NA		2	0	0	0		

Company Remarks	IRCON being a Government Company, the power to appoint directors vests with the Ministry of Railways (MOR). The Company has no role to play in it. The Company has already requested MOR for appointment of requisite number of Independent Directors (including one Woman Director) on the Board of IRCON. Consequent upon attaining the age of superannuation, Shri Sudheer Kumar (DIN-01429832) has been superannuated from Railway Board on 30th June 2020; hence, ceased to be a Director from that date.
Whether Regular 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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Mukesh Kumar Singh	ED	Member	01-May-2016	
2	Yogesh Kumar Misra	ED	Member	28-Dec-2018	
3	Shyam Lal Gupta	ED	Member	01-Nov-2019	

Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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
11-Feb-2020	30-Apr-2020	Yes	6	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	78

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	07-Feb-2020		Yes	3	2
Audit Committee	11-Feb-2020		Yes	3	2
Audit Committee		30-Apr-2020	Yes	3	2
Nomination & Remuneration Committee	06-Feb-2020		Yes	2	2
Nomination & Remuneration Committee	02-Mar-2020		Yes	2	2
Nomination & Remuneration Committee	18-Mar-2020		Yes	2	2
Nomination & Remuneration Committee		16-Apr-2020	Yes	2	2
Nomination & Remuneration Committee		29-May-2020	Yes	2	2
Stakeholders Relationship Committee	06-Feb-2020		Yes	2	1
Risk Management Committee	04-Mar-2020		Yes	3	0
Risk Management Committee		27-May-2020	Yes	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	78

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:

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 requested the Ministry of Railways for appointment of requisite number of Independent Director (including Woman Independent Director) on the Board of IRCON.

Name : Ritu Arora
Designation : Company Secretary & Compliance Officer