

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Ircon International Limited**
2. Quarter ending - **31st March, 2021**

i. Composition of Board of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chair person /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 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	Memberships in Committees of the Company	Remarks
Mr.	Sunil Kumar Chaudhary	00515672	ADA PC3 981F	C & ED	CEO -MD	29-Oct-2016			53	03-Apr-1961	NA		1	0	0	0		
Mr.	Mukesh Kumar Singh	06607392	APU PS33 39H	ED		01-May-2016			59	26-Sep-1961	NA		1	0	2	0	SC, RC, NR C	
Mr.	Yogesh Kumar Misra	07654014	AFF PM0 120F	ED		28-Dec-2018			27	29-Oct-1965	NA		1	0	1	0	AC, RC	
Mr.	Shyam Lal Gupta	07598920	AAH PG3 614R	ED		01-Nov-2019			17	02-Dec-1962	NA		1	0	2	0	AC, SC, RC	
Mr.	Dhananjaya Singh	08955500	AJN PS47 71Q	NED,ND		10-Nov-2020			5	26-Jan-1971	NA		2	0	2	2	AC, SC, NR C	
Mr.	Ashok Kumar Ganju	07014589	AAE PG1 796R	NED		08-Mar-2018		07-Mar-2021	36	25-Jul-1952	NA		0	0	0	0	AC, SC, NR C	

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 six Independent Directors (including one Women Director) and one Government Nominee Director(s) on the Board of IRCON.
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	Ashok Kumar Ganju	NED	Chairperson	20-Sep-2020	07-Mar-2021
2	Dhananjaya Singh	NED,ND	Chairperson	26-Mar-2021	
3	Yogesh Kumar Misra	ED	Member	28-Oct-2020	
4	Shyam Lal Gupta	ED	Member	20-Sep-2020	

Company Remarks	The Composition of Audit Committee, Stakeholders Relationship Committee and CSR Committee is not in compliance with the provisions of Companies Act, 2013, SEBI (LODR) Regulations and DPE Guidelines, due to insufficient number of Independent Directors/ Part time (Official) Directors on the Board of IRCON to be nominated by the Ministry of Railways. Nomination and Remuneration
-----------------	---

	Committee is suspended till such time, Independent Directors and /or Part time (Official) Directors are appointed by the Ministry of Railways on the Board.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Kumar Ganju	NED	Chairperson	20-Sep-2020	07-Mar-2021
2	Dhananjaya Singh	NED,ND	Chairperson	26-Mar-2021	
3	Mukesh Kumar Singh	ED	Member	21-Mar-2020	
4	Shyam Lal Gupta	ED	Member	28-Oct-2020	

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	Chairperson	15-Feb-2021	
2	Yogesh Kumar Misra	ED	Member	28-Dec-2018	
3	Shyam Lal Gupta	ED	Member	01-Nov-2019	
4	Mukesh Kumar Singh	ED	Member	01-May-2016	15-Feb-2021

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dhananjaya Singh	NED,ND	Member	10-Dec-2020	26-Mar-2021
2	Mukesh Kumar Singh	ED	Member	10-Dec-2020	26-Mar-2021
3	Ashok Kumar Ganju	NED	Chairperson	10-Dec-2020	07-Mar-2021

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
28-Oct-2020	13-Feb-2021	Yes	6	1
11-Nov-2020	15-Feb-2021	Yes	6	1
17-Dec-2020		Yes	6	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	57

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	11-Nov-2020		Yes	3	1
Audit Committee	17-Dec-2020		Yes	3	1
Audit Committee		11-Feb-2021	Yes	3	1
Audit Committee		15-Feb-2021	Yes	3	1
Nomination & Remuneration Committee	17-Dec-2020		Yes	3	1
Stakeholders Relationship Committee		11-Feb-2021	Yes	3	1

Company Remarks	The requirement of quorum for the committees of Board has not been met due to insufficient no. of Independent Directors on the Board. However, all the existing committee members attended the
-----------------	--

	respective committee meetings.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	55

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
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	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

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 - **No**
 - 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.- **No**
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) and Part time (official) Director on the Board of IRCON.

For Point No.2 (a), (b), (c).

With effect from 8th March, 2021, there is no Independent Director on the Board of the Company. Therefore, the composition of Audit, Nomination & Remuneration committees and Stakeholders Relationship Committee are in non-compliance. The Company has already initiated requests to the Ministry of Railway regarding the appointment of a sufficient number of Independent Directors (including woman Director) on the Board of IRCON.

For Point No. 4

During the quarter, the Board Meetings were conducted in compliance with the provisions of SEBI (LODR) Regulations, 2015. However, due to the non-availability of the sufficient number of Independent Directors on the Board of IRCON, the Audit Committee Meetings were not conducted in line with the provisions of SEBI (LODR) Regulations, 2015.

Name : Ritu Arora
Designation : Company Secretary and Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.ircon.org
Terms and conditions of appointment of independent	Yes		www.ircon.org
Composition of various committees of board of	Yes		www.ircon.org
Code of conduct of board of directors and senior	Yes		www.ircon.org
Details of establishment of vigil mechanism/ Whistle	Yes		www.ircon.org
Criteria of making payments to non-executive directors	Yes		www.ircon.org
Policy on dealing with related party transactions	Yes		www.ircon.org
Policy for determining 'material' subsidiaries	Yes		www.ircon.org
Details of familiarization programs imparted to	Yes		www.ircon.org
Email address for grievance redressal and other relevant details entity who are responsible for assisting	Yes		www.ircon.org
Contact information of the designated officials of the	Yes		www.ircon.org
Financial results	Yes		www.ircon.org
Shareholding pattern	Yes		www.ircon.org
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.ircon.org
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.ircon.org
Credit rating or revision in credit rating obtained by the	Yes		www.ircon.org
Separate audited financial statements of each	Yes		www.ircon.org
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ircon.org
Materiality Policy as per Regulation 30	Yes		www.ircon.org
Dividend Distribution policy as per Regulation 43A (as	Yes		www.ircon.org
It is certified that these contents on the website of the	Yes		www.ircon.org
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	No	The Company is not complying with the provisions of Regulation 25(6). IRCON being a Government Company, the power to appoint Independent directors vests with the Ministry of railways. The Company has already requested MOR for appointment of six Independent Directors on the Board of IRCON.

<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	Regulation 17 (1) has not been complied with, due to not having an optimum combination of executive and non-executive Directors and sufficient number of Independent Director (including women director) optimum combination of executive and non-executive Directors and sufficient number of Independent Director (including women director) optimum combination of executive and non-executive Directors and sufficient number of Independent Director (including women director)
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Not Applicable	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	No	The composition of the Audit Committee is not in compliance w.e.f. 20th September 2020 due to not having sufficient number of Independent Directors on the Board.
<i>Meeting of Audit Committee</i>	18(2)	No	The quorum of the Audit Committee is not in compliance w.e.f. 20th September 2020 due to not having sufficient number of Independent Directors.
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	No	The composition of Nomination and Remuneration Committee is not in compliance w.e.f. 20th September 2020 due to not having sufficient no of Independent and non-executive directors.
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	No	The composition of Stakeholders Relationship Committee is not in compliance as per Regulation 20(2A) w.e.f. 8th March, 2021 due to not having any Independent Director.
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	

Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	No	With effect from 20th September 2020, the Company was having only one Independent Director whose tenure also ended on 7th March 2021. Hence, due to the non-availability of the Independent directors, the meeting of the Independent Directors could not be held during the year.
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	For Point No.6: The Plan for orderly succession for appointment to the Board of Directors is not applicable. However, plan for orderly succession for seniormanagement are in place.
--------------------------	---

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Yes**

Other Information	
--------------------------	--

Name : **Ritu Arora**
Designation : **Company Secretary & Compliance Officer**