

# Corporate Governance

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-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Half Yearly
Date of Report	30-Sep-2024
Risk management committee	Applicable

<b>Annexure I</b>
<b>Annexure I to be submitted by listed entity on quarterly basis</b>
<b>I. Composition of Board of Directors</b>

Disclosure of notes on composition of board of directors explanatory							As on 30.09.2024, the total strength of BoD is 10 directors comprising 4 F					
Whether the listed entity has a Regular Chairperson							Yes					
Whether Chairperson is related to MD or CEO							Yes					
							Disqualification of Directors under section 164 of the					
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	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	
1	Mr.	Hari Mohan Gupta	ABIPG9104C	08453476	Executive Director	Chairperson	CEO-MD	01-Jul-1966	No			
2	Mrs.	Ragini Advani	ACBPJ2346P	09575213	Executive Director	Not Applicable		15-Feb-1975	No			
3	Mr.	Parag Verma	ACZPV9689H	05272169	Executive Director	Not Applicable		01-May-1965	No			
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<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	

<b>Audit Committee Details</b>	
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	Ren
1	09394953	Ajay Kumar Chauhan	Non-Executive - Independent Director	Chairperson	18-Nov-2021		
2	07787711	Ranjana Upadhyay	Non-Executive - Independent Director	Member	18-Nov-2021		
3	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	01-Aug-2022		

<b>Nomination and remuneration committee</b>	
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	Ren
1	09394953	Ajay Kumar Chauhan	Non-Executive - Independent Director	Chairperson	18-Nov-2021		
2	09398271	Dipendra Kumar Gupta	Non-Executive - Independent Director	Member	18-Nov-2021		
3	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	01-Aug-2022		



<b>Stakeholders Relationship Committee</b>	
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	Ren
1	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Chairperson	26-Mar-2021		
2	09575213	Ragini Advani	Executive Director	Member	27-May-2022		
3	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Member	27-May-2022		

<b>Risk Management Committee</b>	
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	Ren
1	05272169	Parag Verma	Executive Director	Chairperson	11-Nov-2022		
2	09575213	Ragini Advani	Executive Director	Member	27-May-2022		
3	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Member	27-May-2022		
4	07918656	Anand Kumar Singh	Executive Director	Member	07-Jul-2023		

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	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)	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)	No. of Independ Directors attend the meeting*
1	19-Apr-2024			true	9	9	4
2	21-May-2024	31		true	10	8	4
3	18-Jul-2024	57		true	10	7	4
4	08-Aug-2024	20		true	10	10	4
5	20-Sep-2024	42		true	10	9	4

## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

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 meeting (other than Board of Directors)
1	Audit Committee	21-May-2024				true	3	2	2	0
2	Audit Committee	18-Jul-2024	57			true	3	2	2	0
3	Audit Committee	08-Aug-2024	20			true	3	2	2	0
4	Nomination and remuneration committee	06-May-2024				true	3	3	2	0
5	Nomination and remuneration committee	20-May-2024	13			true	3	2	2	0
6	Nomination and remuneration committee	18-Jul-2024	58			true	3	3	2	0
7	Nomination and remuneration committee	08-Aug-2024	20			true	3	2	2	0
8	Risk Management Committee	02-May-2024				true	4	4	1	0

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance m be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions	RPT though exempted being with other government companies/WOS, however, approval of Audit Committee is taken
Disclosure of notes of material transaction with related party	



<b>Details of Cyber security incidence</b>	
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
Other details of cyber security incidence or breaches or loss of data event	
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
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**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance statu (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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
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	Yes
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:	The power to appoint directors vests with the Administrative Ministry i.e. Ministry of Railways. The Company has no role to play in it.
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<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Ankit Jain
2	Designation	Compliance Officer

**Annexure III**

**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given h
1	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)	0	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	0	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	0	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	0	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	0	
6	Submission of Annual Secretarial Compliance Report	24A(2)	0	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	0	
Any other information to be provided				

<b>Annexure III</b>		
1	Name of signatory	Ankit Jain
2	Designation	

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Irecon has not provided any loan guarantees comfort letter advance to promoters, Directors of IRCON. However Interest bearing Loan, Non interest bearing loan is provided to Subsidiaries, JVs of IRCON.		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
<b>II. Affirmations</b>			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			
Date			



