

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Quarterly
Date of Quarter Ending	31-12-2024
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No Ircon Bhoj Morbe Expressway Limited and Ircon Ludhiana Roopnagar Highway Limited are special purpose Vehicle (SPV) formed by IRCON under the Companies Act, 2013 (as wholly owned subsidiaries) for execution of Road & Highway Projects of National Highways Authority of India (NHAI). During the quarter ended December, 2024, IRCON has made investment of Rs.5.40 Crore in Ircon Bhoj Morbe Expressway Limited and Rs.7.49 Crore in Ircon Ludhiana Roopnagar Highway Limited as per the progress of the PPP project. As 100% equity is held by IRCON, there is no percentage change in holding of IRCON as at end of period Q2 and current Q3, accordingly, the above report is Nil.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	COMI00208
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
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
1	Mr	Hari Mohan Gupta	ABIPG9104C	08453476	Executive Director	Chairperson	CEO-MD	01-07-1966
2	Mrs	Ragini Advani	ACBPI2346P	09575213	Executive Director	Not Applicable		15-02-1975
3	Mr	Parag Verma	ACZPV9689H	05272169	Executive Director	Not Applicable		01-05-1965
4	Mr	Anand Kumar Singh	ADNPS2680Q	07918656	Executive Director	Not Applicable		01-01-1966
5	Mr	Anupum Singh	ASTPS8111M	10637375	Non-Executive - Nominee Director	Not Applicable		31-05-1975
6	Mr	Brijesh Kumar Gupta	ADUPG2143D	10092756	Non-Executive - Nominee Director	Not Applicable		03-12-1964
7	Mr	Dhananjaya Singh	AJNPS4771Q	08955500	Non-Executive - Nominee Director	Not Applicable		26-01-1971
8	Mr	Ajay Kumar Chauhan	AAHPC8659E	09394953	Non-Executive - Independent Director	Not Applicable		08-10-1960
9	Mrs	Ranjana Upadhyay	ACOPU0074A	07787711	Non-Executive - Independent Director	Not Applicable		05-01-1970
10	Mr	Dipendra Kumar Gupta	ABQPG3006R	09398271	Non-Executive - Independent Director	Not Applicable		27-11-1972
11	Mr	Kartik Chandulal Bhadra	ABIPB6249F	09453387	Non-Executive - Independent Director	Not Applicable		16-05-1966

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Inactive
7	No				Inactive
8	No				Inactive
9	No				Inactive
10	No				Inactive
11	No				Inactive

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-07-2024				1	0	0	0			
2	NA		19-04-2022				1	0	1	0			
3	NA		21-09-2022				1	0	1	1			
4	NA		07-07-2023				1	0	0	0			
5	NA		06-11-2024				1	0	2	1			
6	NA		29-03-2023		31-12-2024		0	0	0	0	Tenure Completion		
7	NA		10-11-2020		06-11-2024		0	0	0	0	Others		
8	NA		11-11-2021		08-11-2024	35.28	0	0	0	0	Tenure Completion		
9	NA		16-11-2021		08-11-2024	35.23	0	0	0	0	Tenure Completion		
10	NA		16-11-2021		08-11-2024	35.23	0	0	0	0	Tenure Completion		
11	NA		31-12-2021		28-12-2024	35.28	0	0	0	0	Tenure Completion		

Text Block	
Textual Information(1)	As on 31.12.2024, the total strength of BoD is 6 directors comprising 4 Functional Directors and 2 Government Nominee Director. The Company has made request to Ministry of Railways for the appointment of requisite number of Independent Directors on the Board of the Company.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	As on 31.12.2024, the composition of Committees of Board i.e., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and CSR Committee are not in compliance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and DPE Guidelines due to not having requisite number of Independent Directors on the Board of IRCON. The Company has made request to Ministry of Railways for the appointment of requisite number of Independent Directors on the Board of the Company.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09394953	Ajay Kumar Chauhan	Non-Executive - Independent Director	Chairperson	18-11-2021	08-11-2024	
2	07787711	Ranjana Upadhyay	Non-Executive - Independent Director	Member	18-11-2021	08-11-2024	
3	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	01-08-2022	06-11-2024	
4	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Chairperson	09-11-2024	28-12-2024	
5	10092756	Brijesh Kumar Gupta	Non-Executive - Nominee Director	Member	09-11-2024	31-12-2024	
6	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09394953	Ajay Kumar Chauhan	Non-Executive - Independent Director	Chairperson	18-11-2021	08-11-2024	
2	09398271	Dipendra Kumar Gupta	Non-Executive - Independent Director	Member	18-11-2021	08-11-2024	
3	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	01-08-2022	06-11-2024	
4	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Chairperson	09-11-2024	28-12-2024	
5	10092756	Brijesh Kumar Gupta	Non-Executive - Nominee Director	Member	09-11-2024	31-12-2024	
6	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship 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	Remarks
1	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Chairperson	26-03-2021	06-11-2024	
2	09575213	Ragini Advani	Executive Director	Member	27-05-2022		
3	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Member	27-05-2022	28-12-2024	
4	10637375	Anupum Singh	Non-Executive - Nominee Director	Chairperson	09-11-2024		

Risk Management Committee							
Whether the Risk Management 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	Remarks
1	05272169	Parag Verma	Executive Director	Chairperson	11-11-2022		
2	09575213	Ragini Advani	Executive Director	Member	27-05-2022		
3	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Member	27-05-2022	28-12-2024	
4	07918656	Anand Kumar Singh	Executive Director	Member	07-07-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07787711	Ranjana Upadhyay	Non-Executive - Independent Director	Chairperson	18-11-2021	08-11-2024	
2	08955500	Dhananjaya Singh	Non-Executive - Nominee Director	Member	01-08-2022	06-11-2024	
3	05272169	Parag Verma	Executive Director	Member	01-01-2023		
4	09453387	Kartik Chandulal Bhadra	Non-Executive - Independent Director	Chairperson	09-11-2024	28-12-2024	
5	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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 Independent Directors attending the meeting*
1	18-07-2024				Yes	10	7	4
2	08-08-2024				Yes	10	10	4
3	20-09-2024				Yes	10	9	4
4		07-11-2024			Yes	10	9	4
5		18-12-2024			Yes	7	7	1

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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 the meeting (other than Board of Directors)
1	Audit Committee	18-07-2024				Yes	3	2	2	0
2	Audit Committee	08-08-2024				Yes	3	2	2	0
3	Audit Committee	07-11-2024				Yes	3	2	2	0
4	Audit Committee	18-12-2024				No	3	3	1	0
5	Nomination and remuneration committee	18-07-2024				Yes	3	3	2	0
6	Nomination and remuneration committee	08-08-2024				Yes	3	2	2	0

Annexure 1

IV. Meeting of Committees

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 the meeting (other than Board of Directors)
7	Nomination and remuneration committee	18-12-2024				Yes	3	3	1	0
8	Stakeholders Relationship Committee	18-12-2024				Yes	3	3	1	0
9	Risk Management Committee	19-11-2024				Yes	4	4	1	0
10	Corporate Social Responsibility Committee	06-08-2024				Yes	3	3	1	0

Text Block	
Textual Information(1)	Due to not having requisite numbers of Independent Directors, the quorum of the Audit Committee Meeting held on 18.12.2024 was not in compliance with the SEBI (LODR) Regulations, 2015. The Company has made request to Ministry of Railways for the appointment of requisite number of Independent Directors on the Board of the Company.

Annexure 1		
V. Affirmations		
Sr	Subject	Compliance status (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	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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)	No
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.	No
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:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Ankit Jain
2	Designation	Compliance Officer

Text Block	
Textual Information(1)	<p>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 Directors. For Point No.2, 3, 4, and 5. As on 30th December, 2024, there is no Independent Director on the Board of the Company. Therefore, the composition of Audit, Nomination & Remuneration Committees, Stakeholders Relationship Committee, Risk Management Committee and CSR Committee are not in compliance. The Company has made request to Ministry of Railways for the appointment of requisite number of Independent Directors on the Board of the Company. For Point No. 7 Due to not having requisite number of Independent Directors on the Board of IRCON, the Audit Committee Meeting held on 18.12.2024, was not conducted in line with the provisions of SEBI (LODR) Regulations, 2015.</p>

Details of Cyber security incidence		
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
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

Signatory Details	
Name of signatory	Ankit Jain
Designation of person	Compliance Officer
Place	New Delhi
Date	04-02-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

<p align="center">Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</p>					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India Limited	Fine	21-11-2024	National Stock Exchange of India Limited vide their letter dated 21st November, 2024 have levied fine of Rs.5,42,800/- (incl. GST) on the Company for the non-compliance with Regulation 17(1) of SEBI (LODR) i.e., half of the Board was not independent, for the quarter ended 30th September, 2024.	The fine imposed on the Company by National Stock Exchange of India Limited and BSE Limited has no impact on the financial, operation or other activities of the Company. However, the Company has identified the same under “contingent liability” in the financial statements of the Company. On attaining compliance with Regulation 17 (1) of SEBI (LODR) upon appointment of the requisite number of Directors by MoR, the Company will be eligible for the waiver of fines as per the SEBI’s policy for exemption of fines. It may be noted that in earlier instances of non-compliance, NSE & BSE had already waived off fine imposed on the Company upon attaining the requisite compliances.the SEBI’s policy for exemption of fines. It may be noted that in earlier instances of non-compliance, NSE & BSE had already waived off fine imposed on the Company upon attaining the requisite compliances.
2	BSE Limited	Fine	21-11-2024	BSE Limited vide their e-mail dated 21st November, 2024 have levied fine of Rs.5,42,800/- (incl. GST) on the Company for the non-compliance with Regulation 17(1) of SEBI (LODR) i.e., half of the Board was not independent, for the quarter ended 30th September, 2024.	Same as above

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Ganga Bridge Project	21-04-2018	Cases disclosed for the first time on 14th August, 2023 (as per fresh requirement)	Matter is before the Patna High Court, listed for hearing on 27th February, 2025. The total financial implication would be Rs.108.75 Crore.

