

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Ircon International Limited**  
 2. Quarter ending - **31-Mar-2019**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure (in months)	No of 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	ADAPC3981F	C & ED	CEO-MD	29-Oct-2016		60	1	0	0	NA	
Mr.	Deepak Sabhlok	03056457	AREPS9124L	ED		16-Apr-2010		112	1	0	0	RMC	
Mr.	Mukesh Kumar Singh	06607392	APUPS3339H	ED		01-May-2016		60	1	1	0	SC,RMC	
Mr.	Avineesh Matta	00011749	AALPM5607N	ID		08-Apr-2016	31-Mar-2019	36	1	0	0	NA	The three years tenure of Shri Avineesh Matta as an Independent Director of IRCON completed on 31st March, 2019.
Ms.	Vasudha Vasant Kamat	07500096	AAGPK4987N	ID		22-Apr-2016	31-Mar-2019	36	1	0	0	NA	The three years tenure of Prof. Vasudha Vasant Kamat as an Independent Director of

													IRCON completed on 31st March, 2019.
Mr.	C. B. Venkataramana	03179171	AAXPC8287E	ID		28-Sep-2017		36	1	0	2	AC,SC, NRC	
Mr.	Narinder Singh Raina	07968391	ABNPR8150L	ID		17-Oct-2017		36	1	0	0	NRC	
Mr.	Ashok Kumar Ganju	07014589	AAEPG1796R	ID		08-Mar-2018		36	1	1	0	AC,NRC	
Mr.	S.C. Jain	07564584	AAUPJ1789P	NED,ND		24-Oct-2018			1	1	0	AC,SC	
Mr.	Piyush Agarwal	08305385	AALPA7553R	NED,ND		17-Dec-2018			1	0	0	NA	
Mr.	Yogesh Kumar Misra	07654014	AFFPM0120F	ED		28-Dec-2018		60	1	1	0	AC,RM C	

Company Remarks	As on 31st March, 2019, IRCON has 4 Whole-Time Directors, 2 Govt. Nominee Directors and 5 Independent Directors, compliance with composition of Board as per Regulation 17 (1) of the SEBI (LODR) Regulations, 2015 has not been complied with. IRCON being a Govt. Company, the power to appoint Functional/ Official Part-time Directors/ Non- Official Part-Time Directors (Independent Directors) vests with the Administrative Ministry (i.e. Ministry of Railways). The Company has no role to play in it.
Whether Permanent chairperson appointed	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Yogesh Kumar Misra	ED	Member	07-Feb-2019	
2	S.C. Jain	NED,ND	Member	26-Oct-2018	07-Feb-2019
3	C. B. Venkataramana	ID	Chairperson	21-Mar-2018	
4	Ashok Kumar Ganju	ID	Member	02-Aug-2018	

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	S.C. Jain	NED,ND	Member	26-Oct-2018	
2	Mukesh Kumar Singh	ED	Member	21-Mar-2018	
3	C. B. Venkataramana	ID	Chairperson	21-Mar-2018	

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

Company Remarks	The Company has constituted a Risk Management Committee comprising whole time directors, though not mandatory as per SEBI (LODR) Regulations, 2015
Whether Permanent chairperson appointed	Yes

**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	C. B. Venkataramana	ID	Member	21-Mar-2018	
2	Ashok Kumar Ganju	ID	Chairperson	21-Mar-2018	
3	Narinder Singh Raina	ID	Member	22-Oct-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>
26-Oct-2018	16-Jan-2019
13-Nov-2018	07-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	63

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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	13-Nov-2018	15-Jan-2019		Yes
Audit Committee		07-Feb-2019		Yes
Nomination & Remuneration Committee	12-Nov-2018	15-Jan-2019		Yes
Nomination & Remuneration Committee		06-Feb-2019		Yes
Risk Management Committee		28-Feb-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62

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) - **Not applicable**
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:

**As on 31st March, 2019, IRCON has 4 Whole-Time Directors, 2 Govt. Nominee Directors and 5 Independent Directors, the requirement as per Regulation 17 (1) of the SEBI (LODR) Regulations, 2015 has not been complied with. IRCON, being a Govt. Company, the power to appoint Functional/ Official Part-time Directors/ Non- Official Part-Time Directors (Independent Directors) vests with the Administrative Ministry (i.e. Ministry of Railways). The Company has no role to play in it.**

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

**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.ircon.org
Terms and conditions of appointment of	Yes		www.ircon.org
Composition of various committees of board of directors	Yes		www.ircon.org
Code of conduct of board of directors and senior management personnel	Yes		www.ircon.org
Details of establishment of vigil mechanism/ Whistle Blower policy	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 independent directors	Yes		www.ircon.org
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ircon.org
email address for grievance redressal and other relevant details	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		
New name and the old name of the listed entity	Not Applicable		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>

<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	No	As on 31st March, 2019, IRCON has 4 Whole-Time
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Not Applicable	
<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 &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Not Applicable	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	<b>* For plans for orderly succession for appointments- IRCON being a Govt Company , the power to appoint Directors on the Board of IRCON vests with the Administrative Ministry (i.e. Ministry of Railways). *For Performance of Evaluation of Independent Directors, MCA has exempted the Government Companies?from similar provisions as the evaluation of Independent Directors is done by the Administrative Ministry (Government of India).</b>
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**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**

<b>Other Information</b>	
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**Name** : **Ritu Arora**  
**Designation** : **Company Secretary & Compliance Officer**