

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-2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive / Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed?	Date of passing resolution	No. of Directorships in listed entities including this listed entity [in Reg. 17 (1A) of Listing Regulations]	No. of Independent Directorships in listed entities including this listed entity [in reference to provision to regulation 17A (1)]	No. of memberships in Audit/ Stakeholder Committee(s) in listed entities including this listed entity	No. of posts of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Yogesh Kumar Misra	07654014	C & ED	CEO-MD	28-Dec-2018				29-Oct-1965	No				Active	NA		1	0	0	0		
Mrs.	Ragini Advani	09575213	ED		19-Apr-2022				15-Feb-1975	No				Active	NA		1	0	1	0	SC, RC	
Mr.	Parag	05272	ED		21-				01-May-	No				Active	NA		1	0	1	1	RM	

	Verma	169			Sep-2022			1965												C
Mr.	Sandeep Jain	09435375	ED		12-Jan-2023			21-Aug-1968	No				Active	NA		2	0	1	0	RM C
Mr.	Dhananjaya Singh	08955500	NED, ND		10-Nov-2020			26-Jan-1971	No				Active	NA		2	0	4	1	AC, SC, N RC
Mr.	Ram Prakash	09746225	NED, ND		23-Sep-2022	31-Jan-2023		10-Jan-1963	No				Inactive	NA		0	0	0	0	
Mr.	Brijesh Kumar Gupta	10092756	NED, ND		29-Mar-2023			03-Dec-1964	No				Active	NA		1	0	0	0	
Mr.	Ajay Kumar Chauhan	09394953	ID		11-Nov-2021	11-Nov-2021	16.21	08-Oct-1960	No				Active	NA		1	1	1	1	AC, N RC
Mrs.	Ranjana Upadhyay	07787711	ID		16-Nov-2021	16-Nov-2021	16.16	05-Jan-1970	No				Active	NA		1	1	1	0	AC
Mr.	Dipendra Kumar Gupta	09398271	ID		16-Nov-2021	16-Nov-2021	16.16	27-Nov-1972	No				Active	NA		1	1	0	0	NR C
Mr.	Kartik Chandulal Bhadra	09453387	ID		31-Dec-2021	31-Dec-2021	15.01	16-May-1966	No				Active	NA		1	1	1	0	SC, RC

Company Remarks	As on 31.03.2023, the total strength of BoD is 10 comprising 4 Functional Directors, 2 Government Nominee Directors and 4 Independent Directors. The request for appointment of Directors on the Board of the Company has initiated from time to time.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Ajay Kumar Chauhan	ID	Chairperson	18-Nov-2021	
2	Ranjana Upadhyay	ID	Member	18-Nov-2021	
3	Dhananjaya Singh	NED,ND	Member	01-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Dhananjaya Singh	NED,ND	Chairperson	26-Mar-2021	
2	Ragini Advani	ED	Member	27-May-2022	
3	Kartik Chandulal Bhadra	ID	Member	27-May-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Parag Verma	ED	Chairperson	11-Nov-2022	

2	Ragini Advani	ED	Member	27-May-2022	
3	Kartik Chandulal Bhadra	ID	Member	27-May-2022	
4	Sandeep Jain	ED	Member	12-Jan-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Ajay Kumar Chauhan	ID	Chairperson	18-Nov-2021	
2	Dipendra Kumar Gupta	ID	Member	18-Nov-2021	
3	Dhananjaya Singh	NED,ND	Member	01-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
11-Nov-2022	Yes	10	9	4
31-Dec-2022	Yes	10	10	4
08-Feb-2023	Yes	9	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	38

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	11-Nov-2022	Yes	4	2	2	0
Audit Committee	08-Feb-2023	Yes	3	2	2	0
Nomination & Remuneration Committee	28-Oct-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	07-Feb-2023	Yes	3	3	2	0
Risk Management Committee	15-Nov-2022	Yes	4	4	1	0
Stakeholders Relationship Committee	06-Mar-2023	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	88

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	RPT though exempted being with other government companies/WOS, however, approval of Audit Committee is taken.
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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 1000 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:

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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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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=1&Itemid=101&lang=en
Terms and conditions of appointment of independent directors	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=218&Itemid=605&lang=en
Composition of various committees of board of directors	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=209&Itemid=604&lang=en
Code of conduct of board of directors and senior management personnel	Yes		https://www.ircon.org/images/file/cosecy/Code_of_Conduct.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.ircon.org/images/file/cosecy/Whistle-Blower-Policy.pdf
Criteria of making payments to non-executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		https://www.ircon.org/images/file/cosecy/03062022_Final_RPT_Policy.pdf
Policy for determining 'material' subsidiaries	Yes		https://www.ircon.org/images/file/cosecy/Policy-on-Material-Subsidiaries.pdf
Details of familiarization programs imparted to independent directors	Yes		https://www.ircon.org/images/DETAILS_OF_FAMILIARIZATION_PROGRAMMES_1.pdf
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	No	Point 10 & 11 are same. Email address for grievances is placed on the website of the Company under the URL mentioned at	

Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=208&Itemid=607&lang=en
Financial results	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=225&Itemid=625&lang=en
Shareholding pattern	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=214&Itemid=602&lang=en
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 institutional investors simultaneously with submission to stock	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=226&Itemid=643&lang=en
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=227&Itemid=642&lang=en
Credit rating or revision in credit rating	Yes		https://www.ircon.org/images/20190228CreditRating.pdf
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=58&Itemid=611&lang=en
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=1&Itemid=101&lang=en
Materiality Policy as per Regulation 30	Yes		https://www.ircon.org/images/file/cosecy/Policy-on-disclosure-of-material-events.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.ircon.org/images/file/cosecy/Dividend%20Distribution%20Policy.pdf
It is certified that these contents on the website of the listed entity are correct.	Yes		https://www.ircon.org/index.php?option=com_content&view=article&id=1&Itemid=101&lang=en
II Annual Affirmations			

Particulars	Regulation Number	Compliance status	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)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	As per Regulation 17(1) half of the Board is not Independent due to not having requisite number of Independent Director on the Board
<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)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<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)	Yes	
<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	

<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<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</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	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	

Other Information	
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(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:

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)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(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:

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) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations	
<i>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</i>	
Company Remarks in case of non-compliant status	

Name: Designation: Place: Date:
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