



(भारत सरकार का उपक्रम)



IRCON INTERNATIONAL LIMITED

(A Govt. of India Undertaking) An integrated Engineering and Construction Company

ONICECVICTEV/424

IRCON/SECY/STEX/124	17 th June, 2021
BSE Limited	National Stock Exchange of India Limited
Listing Dept./ Dept. of Corporate Services	Listing Department
Phiroze Jeejeebhoy Towers	Exchange Plaza, Plot no. C/I, G Block
Dalal Street	Bandra –Kurla Complex,
Mumbai – 400001	Bandra (East) Mumbai – 400051
बीएसई लिमिटेड	नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
लिस्टिंग विभाग / कॉर्पोरेट सेवा विभाग	लिस्टिंग विभाग
पी. जे. टावर्स,	एक्सचेंज प्लाजा, प्लॉट नं सी / आई, जी ब्लॉक,
दलाल स्ट्रीट,	बांद्रा-कुर्ला कॉम्प्लेक्स,
मुंबई– 400001	बांद्रा (पूर्व) मुंबई-400051
Scrip code / ID: 541956 / IRCON	Scrip Code: IRCON

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021/ 31 मार्च, 2021 को समाप्त वर्ष के लिए वार्षिक सचिवीय अनुपालन रिपोर्ट

Dear Sir/Madam, महोदय / महोदया.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report dated 14th June, 2021 for the year ended 31st March 2021 is attached as Annexure-1

Please take note of above information on record.

सेबी (सुचिबद्ध दायित्व एवं प्रकटीकरण अपेक्षाए) विनियमन, 2015 के विनियमन 24ए के अनुसरण में, 31 मार्च, 2021 को समाप्त वर्ष के लिए दिनांक 14 जुन, 2021 की वार्षिक सचिवीय अनुपालन रिपोर्ट अनुलग्नक-1 के रूप में संलग्न है।

कृपया उपरोक्त जानकारी को रिकॉर्ड पर लें।

धन्यवाद. भवदीया.

कृते इरकॉन इंटरनेशनल लिमिटेड

(रित् अरोडा कम्पनी सचिव एवं अनुपालन अधिकारी सदस्यता क्र.: FCS 5270





Secretarial Compliance Report of IRCON International Limited for the year ended March 31, 2021

To, The Board of Directors, IRCON INTERNATIONAL LIMITED CIN: L45203DL1976GOI008171 Plot No. C-4, District Centre, Saket New Delhi-110017

We have examined:

- (a) all the documents and records made available to us and explanation provided by **IRCON International Limited** (hereinafter called "the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2021 (hereinafter called "Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not Applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not Applicable as the listed entity has not issued and listed any debt securities during the Review Period];

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not Applicable as the listed entity has not issued and listed any preference shares during the Review Period];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable)

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 17(1), 18, 19 and 20 of the SEBI (LODR) Regulations, 2015	Non-compliance with the provisions pertaining to board composition [Regulation 17(1)] for the quarters ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021. Non-compliance with the provisions pertaining to composition of Audit Committee (Regulation 18) and composition of Nomination and Remuneration Committee (Regulation 19) for the quarters ended September 30, 2020 (20-09- 2020 to 30-09-2020), December 31, 2020 and March 31, 2021. Non-compliance with the provisions pertaining to composition of Stakeholders Relationship Committee (Regulation 20) for the quarters ended March 31, 2021 (08- 03-2021 to 31-03-2021).	The Listed Entity (IRCON) has clarified to the Stock Exchanges that the Company is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India. In absence of non-appointment of independent directors, the listed entity could not comply with the provisions of Regulation 17(1), 18, 19 and 20 of the SEBI (LODR) Regulations, 2015 during the quarters indicated in the deviations column.
2.	Regulation 25(3) of the SEBI (LODR) Regulations, 2015	Non-compliance with the provisions pertaining to the Obligations with respect to independent directors [Regulation 25(3)] i.e. no meeting of Independent Directors took place during the period under review.	The independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non- independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.	Action		Details of action taken	Observations/remarks of the Practicing
No.	taken by	Details of violation	E.g. fines, warning	Company Secretary, if any.
			letter, debarment,	
			etc.	
1.	BSE	1. Non-compliance	Stock exchanges levied	The listed entity (IRCON) has submitted
	&	with provisions	monetary fine(s) for:	to the stock exchanges that they should
	NSE	pertaining to board		not be held liable to pay the fine and
		composition	(i) non-compliance	the same is not applicable on the
		(Regulation 17(1) of	with provisions	Company on account of the fact that the
		the SEBI (LODR)	pertaining to board	appointment of directors in a
		Regulations, 2015)	composition	Government Company is done by the
		during the quarters	Regulation 17(1) of	Government of India. The listed entity
		ended June 30,	SEBI (LODR)	has no role to play for appointment of
		2020, September	Regulations, 2015 for	Independent Directors unless
		30, 2020, December 31, 2020 and March	the quarters ended	nominated by the Government. The
		31, 2020 and March 31, 2021.	June 30, 2020, September 30, 2020,	listed entity has already made request from time to time to the administrative
		51, 2021.	December 31, 2020,	ministry (i.e. Ministry of Railways) for
		2. Non-compliance	and March 31, 2021.	appointment of requisite number of
		with the provisions		Independent Directors on the Board of
		pertaining to	(ii) non-compliance	IRCON in order to ensure compliance.
		composition of	with the provisions	incontinoraci to clisure compliance.
		Audit Committee	pertaining to	The matter regarding levying of fine by
		(Regulation 18) and	composition of Audit	the stock exchanges for non-compliance
		composition of	Committee	of composition of Board and its
		Nomination and	(Regulation 18) and	Committees has been discussed
		Remuneration	composition of	regularly in the Board meeting of IRCON
		Committee	Nomination and	and the Board is of the view that these
		(Regulation 19) for	Remuneration	non-compliances are due to not having
		the quarters ended	Committee	Independent Directors on the Board
		December 31, 2020	(Regulation 19) for the	and the Company has no role to play for
		and March 31,	quarters ended	appointment of Independent Directors
		2021.	December 31, 2020	on its Board.
			and March 31, 2021.	
		3. Non-compliance		BSE vide mail dated April 19, 2021 has
		with the provisions	(iii) non-compliance	communicated that based upon the
		pertaining to	with provisions	company's representation, the
		composition of	pertaining to	"Committee for Reviewing
		Stakeholders	composition of	Representations for Waiver of Fines
		Relationship	Stakeholders	Levied under Standard Operating
		Committee	Relationship	Procedure (SOP)" has decided to waive
		(Regulation 20) for	Committee	the fines levied for the quarter ended
		the quarters ended	(Regulation 20) for the	September, 2020 and December, 2020
		March 31, 2021.	quarter ended March	for non-compliance of Reg 17- Board of
			31, 2021	Director, Reg 18- Audit Committee, Reg

				 19 – Nomination and Remuneration Committee under SEBI (LODR) Regulations, 2015. NSE vide its various emails has stated that the Company can apply for the waiver of fine as per SEBI SOP once the compliances are made by the Company.
2.	-NIL-	Non-compliance with the provisions pertaining to the Obligations with respect to independent directors [Regulation 25(3)] i.e. no meeting of Independent Directors took place during the period under review.	-NIL-	The independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non- independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Α.	Pertaining to the year end	ded March 31, 2020		
	1. Non-compliance with provisions pertaining to board composition (Regulation 17 of the SEBI (LODR) Regulations, 2015) during the quarters ended June 30, 2019, September 30, 2019, December 31, 2019 and March 31, 2020.	Stock exchanges levied monetary fine(s) for non- compliance with SEBI (LODR) Regulations, 2015 for the quarters ended June 30, 2019, September 30, 2019 and December 31, 2019. Clarification has been sought by NSE regarding non- compliance with provisions pertaining to board	The listed entity (IRCON) has submitted to the stock exchanges that they should not be held liable to pay the fine and the same is not applicable on the Company on account of the fact that the appointment of directors in a Government Company is done by the Government of India. The listed entity has no role to play for appointment of Independent Directors unless nominated by the Government. The listed entity has already made	As per Uniform Carve Outs for SOP Fines Levied as per the provisions of SEBI SOP circular which stipulates POLICY FOR EXEMPTION OF FINES LEVIED. In case of any non- compliance arising out of inability of company to comply on account of any of the following reasons: a) make any appointment to the
		composition for the	request from time to time to the administrative	Board of Directors / of KMPs due to

quarter ended	ministry (i.e. Ministry of pending appr	roval
March 31, 202		
		KMP
	number of Independent etc., from	the
	Directors on the Board of Government	
	IRCON in order to ensure (Ministry)/	
	compliance and the same Regulator/	Any
	is under process. Statutory Autho	ority
	b) any steps take	n by
	The matter regarding Government	
	levying of fine by the (Ministry)/	
		Court
	compliance of /Tribunal/	Any
	composition of Board has Statutory Author	-
	been discussed regularly resulting in the	
	in the Board meeting of compliance rela IRCON and the board was to B	-
	IRCON and the board was to B of the view that the composition	oard
	company has no role to appointment	e.g. of a
		ector
		evant
	its Board. authorities, lea	
	to the preva	-
	compliance	0
	becoming a	non-
	compliance	
	in such cases,	the
	company has	to
	provide evidence	that
	it has taken adequ	uate
	steps to remedy	the
	non-compliance	
	within the stipula	ated
	time.	
	The non-compliance	ce is
	beyond the contro	
	the listed entity, IRC	
	The Company has	
	to time taken up	the
	matter of appointr	ment
	of requisite number	
	independent direc	
	on the Board of IR	
	with its administra	
	ministry i.e. Ministr	•
	Railways and	has
	intimated the sam	
	the stock exchanges	5.

В.	Pertaining to the year end	ded March 31, 2019		
1.	1. Non-compliance with	Fine of	The listed entity has	As per Uniform Carve
	provisions pertaining to	Rs.1,22,720/- on	replied to the Stock	Outs for SOP Fines
	board composition	the listed entity was	Exchanges that :	Levied as per the
	(Regulation 17 of the	imposed vide;		provisions of SEBI SOP
	SEBI (LODR) Regulations,	NSE letter No.	• the appointment	circular which stipulates
	2015) during the quarter	NSE/LIST-	of directors in a	POLICY FOR EXEMPTION
	ended December 31,	SOP/FINES/72800/	Government Company is	OF FINES LEVIED.
	2018	20 dated January	done by the Government	
		31, 2019	of India. The listed entity	In case of any non-
	2. Non-compliance with		has no role to play for	compliance arising out
	provisions pertaining to	and	appointment of	of inability of company
	Audit Committee		Independent Directors	to comply on account of
	composition (Regulation	BSE letter No.	unless nominated by the	any of the following
	18 of the SEBI (LODR)	LIST/COMP/Reg.27(Government. The listed	reasons:
	Regulations, 2015)	2)&Reg.17to21/Dec	entity has already made	
	during the quarter	-	request to the	(a)make any
	ended December 31,	18/541956/1093/2	administrative ministry	appointment to the
	2018	018-19 dated	(i.e. Ministry of Railways)	Board of Directors /
		January 31, 2019	for appointment of	of KMPs due to
			requisite number of	pending approval for
	3. Non-compliance with		Independent Directors on	appointment of
	provisions pertaining to		the Board in order to	Directors / KMP etc.,
	Nomination and		ensure compliance and	from the
	Remuneration		the same is under process.	Government
	Committee composition			(Ministry)/
	(Regulation 19 of the		• in case of	Regulator/ Any
	SEBI (LODR) Regulations,		cessation of a director by	Statutory Authority
	2015) during the quarter		reason of resignation/	
	ended December 31,		superannuation/ death,	b) any steps taken by
	2018.		practically it is not possible	Government
			for a company to	(Ministry)/
			reconstitute the	Regulator/ Court
			Committees, on the same	/Tribunal/ Any
			day of such change. In the	Statutory Authority,
			listed entity, the Committees have been	resulting in the non- compliance relating
			Committees have been reconstituted in the	to Board composition
			shortest possible period	e.g. appointment of a
			vide Board Note for	nominee director by
			Circulation without	relevant authorities,
			waiting for the Board	leading to the
			Meeting.	prevailing
			weeting.	compliance
			In view of above	becoming a non-
			clarification, the listed	compliance
			entity has contended that	in such cases, the
			the levy of fine is not	company has to
			applicable on IRCON.	
				provide evidence that
			The matter was also	it has taken adequate
			placed before the Board of	steps to remedy the
			Directors of the Company	non-compliance
L	I	I	Directors of the company	

		and Board was also of the view that since the appointment of Directors in a Government Company is done by the Government of India and Company has no role to play in it. The Board also noted that the Audit Committee and Nomination & Remuneration Committees were reconstituted by the circular resolution without waiting for the Board Meeting. Hence, the levy of fine by the exchanges (BSE and NSE) are not reasonable.	within the stipulated time. The non-compliance is beyond the control of the listed entity, IRCON. The Company has time to time taken up the matter of appointment of requisite number of independent directors on the Board of IRCON with its administrative ministry i.e. Ministry of Railways and has intimated the same to the stock exchanges.
4. Non-compliance with provisions pertaining to board composition (Regulation 17 of the SEBI (LODR) Regulations, 2015) during the quarter ended March 31, 2019.	Fine of Rs.5,31,000/- on the listed entity was imposed vide; NSE letter No. NSE/LIST- SOP/FINES/80162 dated May 02, 2019 And BSE letter No. LIST/COMP/Reg.27(2)&Reg.17to21/Ma r- 19/541956/37/201 9-20 dated May 02, 2019	The listed entity has replied to the Stock Exchanges that: • appointment of directors in a Government Company is done by the Government of India. The listed entity has no role to play for appointment of Independent Directors unless nominated by the Government. The listed entity has already made request to the administrative ministry (i.e. Ministry of Railways) for appointment of requisite number of Independent Directors on the Board in order to ensure compliance and the same is under process.	

the levy of fine is not applicable on IRCON.	

We further report that during the Review Period,

- i. There was no event of resignation of statutory auditor of the company during the review period and as such, the compliance of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.
- ii. In view of the situation emerging out of COVID-19 Pandemic, we could not examine physical documents, records & other papers etc. of the Company for the year ended March 31, 2021 and the documents/information required by us were provided through electronic Mode.

For Kumar Naresh Sinha & Associates Company Secretaries

Place: Noida Date: 14.06.2021 CS Naresh Kumar Sinha (Proprietor) FCS: 1807, CP No.: 14984 PR: 610/2019 UDIN: F001807C000460760