

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

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

i. Composition of Board Of Director

Title Mr./ Ms.)	Name of the Director	DIN	PAN	Category (Chair person /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors in listed entities including this listed entity	No of Independent 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	29-Oct-2016		60	03-Apr-1961	NA		1	0	0	0		
Mr.	Deepak Sabhlok	03056457	AREPS9124L	ED		16-Apr-2010	16-Apr-2010	31-Oct-2019	114	31-Oct-1959	NA		1	0	0	0	RMC	
Mr.	Mukesh Kumar Singh	06607392	APUPS3339H	ED		01-May-2016	01-May-2016			25-Sep-1961	NA		1	0	1	0	SC, RC	
Mr.	Yogesh Kumar Misra	07654014	AFFPM0120F	ED		28-Dec-2018	28-Dec-2018			29-Oct-1965	NA		1	0	1	0	AC, RC	
Mr.	C. B. Venkataramana	03179171	AAXPC8287E	ID		28-Sep-2017	28-Sep-2017		36	29-Sep-1955	NA		1	1	0	2	AC, SC, NRC	
Mr.	Narinder Singh Raina	07968391	ABNPR8150L	ID		17-Oct-2017	17-Oct-2017		36	05-Apr-1966	NA		1	1	0	0	NRC	
Mr.	Ashok Kumar Ganju	07014589	AAEPG1796R	ID		08-Mar-2018	08-Mar-2018		36	25-Jul-1952	NA		1	1	1	0	AC, NRC	
Mr.	Piyush Agarwal	08305385	AALPA7553R	NED, ND		17-Dec-2018	17-Dec-2018			15-Mar-1960	NA		1	0	0	0		
Mr.	Hari Mohan Gupta	08453476	ABIPG9104C	NED, ND		15-May-2019	15-May-2019			01-Jul-1966	NA		2	0	1	0	SC	

Mr.	Avineesh Matta	0001 1749	AALP M560 7N	ID		08-Apr-2016	15-Jul-2019		9	28-Apr-1959	NA		1	1	0	0		
Ms.	Vasudha Vasant Kamat	0750 0096	AAG PK49 87N	ID		22-Apr-2016	15-Jul-2019		9	26-Jun-1952	NA		1	1	0	0		
Mr.	Shyam Lal Gupta	0759 8920	AAHP G361 4R	ED		01-Nov-2019	01-Nov-2019		60	02-Dec-1962	NA		1	0	0	0	RMC	

Company Remarks	As on 31.12.2019, the total strength of BoD is eleven comprising 4 Functional Directors, 2 Part-Time (Official) Directors, and 5 Independent Directors; however, compliance with respect to composition of Board has not been complied with, as the Company is not having one Independent Director. The power to appoint directors' vests with the Administrative Ministry. IRCON has no role to play in it and has already requested the MOR for appointment of Independent Director on the Board of IRCON.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	C. B. Venkataramana	ID	Chairperson	21-Mar-2018	
2	Mukesh Kumar Singh	ED	Member	21-Mar-2018	
3	Hari Mohan Gupta	NED, ND	Member	15-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mukesh Kumar Singh	ED	Member	01-May-2016	
2	Deepak Sabhlok	ED	Member	16-Apr-2010	31-Oct-2019
3	Yogesh Kumar Misra	ED	Member	28-Dec-2018	

4	Shyam Lal Gupta	ED	Member	01-Nov-2019	
---	-----------------	----	--------	-------------	--

Company Remarks	The composition of Risk Management Committee comprises of the Board Members only.
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Kumar Ganju	ID	Chairperson	21-Mar-2018	
2	Narinder Singh Raina	ID	Member	22-Oct-2018	
3	C . B. Venkataramana	ID	Member	21-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
12-Jul-2019	16-Oct-2019	Yes	9	4
08-Aug-2019	24-Oct-2019	Yes	8	3
	13-Nov-2019	Yes	8	4
	17-Dec-2019	Yes	9	4

Company Remarks	
Maximum gap between any two consecutives (in number of days)	68

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors' present
Audit Committee	12-Jul-2019	16-Oct-2019	Yes	3	2
Audit Committee	08-Aug-2019	13-Nov-2019	Yes	3	2
Audit Committee	27-Sep-2019	17-Dec-2019	Yes	3	2
Nomination & Remuneration Committee	12-Jul-2019	13-Nov-2019	Yes	3	3
Risk Management Committee	09-Sep-2019		Yes	3	0

Company Remarks	
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	33

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	
--	--

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) - **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 Board was apprised that notices were received from both NSE & BSE for imposing fine for non-compliance with the provisions to composition of the Board of Directors. The Company had already replied to the notices and mentioned that the appointment of Directors is done by the Ministry of Railways, Government of India and IRCON being a Government Company, has no role to play in the appointment of Independent Directors unless nominated by the Government. The Board consented the same and stated that penalty imposed by Stock Exchanges is not justifiable.

Name : Ritu Arora
Designation : Company Secretary & Compliance Officer