Sub: Annual Secretarial Compliance Report for the year ended 31st March 2019

Dear Sir/Madam,


Please take note of above information on record.

Thanking you,

Yours faithfully,

For IRCON International Limited

(Ritu Arora)
Company Secretary & Compliance Officer
Membership No.: FCS 5270
Secretarial Compliance Report of Ircan International Limited for the year ended March 31, 2019

We have examined:
(a) all the documents and records made available to us and explanation provided by Ircan 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, 2019 (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/proposed 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:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Regulation 17 of the SEBI (LODR) Regulations, 2015</td>
<td>Non-compliance with the provisions pertaining to board composition for the quarters ended 31st December, 2018 and 31st March, 2019</td>
<td>The listed entity 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. Accordingly, the listed entity has requested their Administrative Ministry (i.e. Ministry of Railways) for appointment of requisite number of Independent Directors on its Board.</td>
</tr>
<tr>
<td>2</td>
<td>Regulation 18 and 19 of the SEBI (LODR) Regulations, 2015</td>
<td>Non-compliance with provisions pertaining to Audit Committee composition and Nomination &amp; Remuneration Committee composition for the quarter ended 31st December, 2018</td>
<td>The listed entity has submitted a reply to the Stock Exchanges that in case of cessation of a director by reason of resignation/superannuation/death, practically it is not possible for a company to reconstitute the Committees, on the same day of such change and the listed entity has reconstituted its Audit Committee and Nomination &amp; Remuneration Committee in the shortest possible time to make its composition in line with the provisions of Regulations 18 &amp; 19 of SEBI (LODR), Regulations, 2015.</td>
</tr>
</tbody>
</table>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder 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:
<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken e.g. fines, warning letter, debarment, etc.</th>
<th>Observations/remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>BSE &amp; NSE</td>
<td>1. Non-compliance with provisions pertaining to board composition (Regulation 17 of the SEBI (LODR) Regulations, 2015) during the quarter ended December, 2018 and March, 2019</td>
<td>Levied monetary fine(s) for non-compliance with SEBI (LODR) Regulations, 2015.</td>
<td>The listed entity has submitted that they should not be held liable to pay the fine and the same be waived-off since non-compliance is not due to any negligence/default by the listed entity.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>2. Non-compliance with provisions pertaining to Audit Committee composition (Regulation 18 of the SEBI (LODR) Regulations, 2015) during the quarter ended December, 2018</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>3. Non-compliance with provisions pertaining to Nomination and Remuneration Committee composition (Regulation 19 of the SEBI (LODR) Regulations, 2015) during the quarter ended December, 2018</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>NOT APPLICABLE</td>
</tr>
</tbody>
</table>
We further report that during the Review Period,

The equity shares of the listed entity were disinvested by The President of India, acting through the Ministry of Railways, Government of India through an Initial Public Offering of 9,905,157 equity shares of face value of Rs. 10 each, by way of an offer for sale, for cash at a price of Rs. 475 per equity share including a share premium of Rs. 465 per equity share, aggregating to Rs. 466.70 crore. A discount of Rs. 10 per Equity Share on the Offer Price was offered to the Retail Individual Investors and Eligible Employee. The offer was made in terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and in accordance with Regulation 26(1) of the SEBI ICDR Regulations. Consequently, with effect from September 28, 2018, the equity shares of Iircon International Limited, are listed and admitted to dealings on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

Place: NOIDA
Date: 23.05.2019

For Kumar Naresh Sinha & Associates
Company Secretaries

CS Naresh Kumar Sinha
(Proprietor)
FCS: 1807
CP No.: 14984