

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Ircon International Limited**
 2. Quarter ending - **30-Jun-2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /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 Directorship 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	ADAP C3981 F	ED	CEO -MD	29-Oct-2016		30-Apr-2021	54	03-Apr-1961	NA		1	0	0	0		
Mr.	Mukesh Kumar Singh	06607392	APUP S3339 H	C & ED	CEO -MD	01-May-2016			62	25-Sep-1961	NA		1	0	2	1	SC,RC	
Mr.	Yogesh Kumar Misra	07654014	AFFP M012 0F	ED		28-Dec-2018			30	29-Oct-1965	NA		1	0	1	0	AC,RC	
Mr.	Shyam Lal Gupta	07598920	AAHP G3614 R	ED		01-Nov-2019			20	02-Dec-1962	NA		1	0	1	0	AC,SC,RC,NRC	
Mr.	Dhananjaya	089555	AJNP S4771	NED,N D		10-Nov-			8	26-Jan-	NA		2	0	3	1	AC,AC,SC,NR	

	Singh	00	Q			2020				1971							C	
Mr.	Rajesh Argal	09171980	AATP A9883 A	NED,ND		13-May-2021			2	04-Jul-1962	NA		2	0	2	1	AC, NR C	

Company Remarks	<p>IRCON being a Govt. Co., the power to appoint directors' vests with the Ministry of Railways (MoR). The Company has no role to play in it. The Company has already requested MOR for appointment of requisite number of Independent Directors (including Woman Director) on the Board of IRCON.</p> <p>Shri Mukesh Kumar Singh has assumed the additional charge of the post of CMD in addition to his own duties on 01.05.2021. The Board of the Company has nominated Shri Mukesh Kumar Singh as CEO w.e.f. 11.06.2021.</p>
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	Rajesh Argal	NED,ND	Chairperson	11-Jun-2021	
2	Dhananjaya Singh	NED,ND	Member	11-Jun-2021	
3	Yogesh Kumar Misra	ED	Member	28-Oct-2020	
4	Shyam Lal Gupta	ED	Member	20-Sep-2020	11-Jun-2021
5	Dhananjaya Singh	NED,ND	Chairperson	26-Mar-2021	11-Jun-2021

Company Remarks	The Composition of Audit, NRC, SRC, Risk Management and CSR Committee is not in compliance with the provisions of Companies Act, 2013, SEBI (LODR) Regulations and DPE Guidelines, due to insufficient number of Independent Directors on the Board to be nominated by the MoR.
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	Dhananjaya Singh	NED,ND	Chairperson	26-Mar-2021	
2	Mukesh Kumar Singh	C & ED	Member	21-Mar-2020	
3	Shyam Lal Gupta	ED	Member	28-Oct-2020	

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	Mukesh Kumar Singh	C & ED	Chairperson	15-Feb-2021	
2	Yogesh Kumar Misra	ED	Member	28-Dec-2018	
3	Shyam Lal Gupta	ED	Member	01-Nov-2019	

Company Remarks	
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	Rajesh Argal	NED,ND	Chairperson	11-Jun-2021	
2	Dhananjaya Singh	NED,ND	Member	11-Jun-2021	
3	Shyam Lal Gupta	ED	Member	11-Jun-2021	

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

13-Feb-2021	05-Apr-2021	Yes	5	0
15-Feb-2021	11-Jun-2021	Yes	5	0
	30-Jun-2021	Yes	5	0

Company Remarks	During the current quarter, requirement of quorum for Board Meeting as per SEBI (LODR) has not met due to insufficient number of Independent Directors.
Maximum gap between any two consecutive (in number of days)	66

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-Feb-2021		Yes	3	1
Audit Committee	15-Feb-2021		Yes	2	1
Audit Committee		05-Apr-2021	Yes	3	0
Audit Committee		11-Jun-2021	Yes	2	0
Audit Committee		30-Jun-2021	Yes	3	0
Nomination & Remuneration Committee		29-Jun-2021	Yes	3	0
Stakeholders Relationship Committee	12-Feb-2021		Yes	3	1

Company Remarks	The requirement of quorum of committee meetings as per SEBI (LODR) has not met due to insufficient number of Independent Directors.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	66

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	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 - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **No**
 - d. Risk management committee (applicable to the top 100 listed entities) - **No**
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.- **No**
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:

For Point No.1

The power to appoint directors' vests with the Administrative Ministry i.e. Ministry of Railways (MoR). The Company has no role to play in it. The Company has already requested the MoR for

appointment of requisite number of Independent Director (including Woman Independent Director) on the Board.

For Point No.2(a), (b), (c) and (d)

W.e.f. 08.03.2021, there is no Independent Director on the Board of the Company. Therefore, the composition of Audit, NRC, SRC and Risk Management Committee are in non-compliance.

For Point 7

Due to non-availability of sufficient number of Independent Directors on the Board of IRCON, the Board Meeting, Audit Committee Meetings, NRC were not conducted in line with the provisions of SEBI (LODR).

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