

General information about company		
Scrip code	541956	
NSE Symbol	IRCON	
MSEI Symbol	NOTLISTED	
ISIN	INE962Y01021	
Name of the entity	Ircon International Limited	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	The Company did not acquire shares of any other unlisted company during the quarter ended on 31.12.2025.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	COMI00208	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Hari Mohan Gupta	ABIPG9104C	08453476	Executive Director	Chairperson	CEO-MD	01-07-1966
2	Mrs	Ragini Advani	ACBPJ2346P	09575213	Executive Director	Not Applicable		15-02-1975
3	Mr	Anand Kumar Singh	ADNPS2680Q	07918656	Executive Director	Not Applicable		01-01-1966
4	Mr	Ajit Kumar Mishra	AFTPMM6555N	11108237	Executive Director	Not Applicable		04-04-1973
5	Mr	Anupum Singh	ASTPS8111M	10637375	Non-Executive - Nominee Director	Not Applicable		31-05-1975
6	Mr	Anand Bhatia	ACRPB6950H	10937265	Non-Executive - Nominee Director	Not Applicable		05-04-1967
7	Mr	Varadharajan T	AFEPV3467K	08556664	Non-Executive - Independent Director	Not Applicable		17-11-1978

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-07-2024				1	0	0	0			
2	NA		19-04-2022				1	0	2	1			
3	NA		07-07-2023		31-12-2025		1	0	0	0	Tenure Completion		
4	NA		15-05-2025				1	0	0	0			
5	NA		06-11-2024				1	0	1	0			
6	NA		04-02-2025				1	0	2	1			
7	NA		15-05-2025	15-05-2025		7.16	1	1	2	1			

Text Block	
Textual Information(1)	As on 31.12.2025, the total strength of BoD is 7 directors comprising 4 Functional Directors and 2 Government Nominee Directors and 1 Independent Director. The Company being a Govt. Company, the appointment of Independent Directors is made by Ministry of Railways, Govt. of India and the IRCON has no role to play in the appointment of any Director including Independent Directors/Woman Director unless nominated by the Government of India. IRCON has been continuously requesting MoR for the appointment of requisite number of Independent Directors (including Woman Independent Director) on the Board of the Company.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	The Composition of Audit and Nomination & Remuneration Committee is not in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, due to not having sufficient number of Independent Directors on the Board of IRCON. The Company being a Govt. Company, the appointment of Independent Directors is made by Ministry of Railwyas, Govt. of India and the IRCON has no role to play in the appointment of any Director including Independent Directors/Woman Director unless nominated by the Government of India. IRCON has been continuously requesting MoR for the appointment of requisite number of Independent Directors (including Woman Independent Director) on the Board of the Company.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08556664	Varadharajan T	Non-Executive - Independent Director	Chairperson	15-05-2025		
2	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		
3	10937265	Anand Bhatia	Non-Executive - Nominee Director	Member	15-05-2025		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08556664	Varadharajan T	Non-Executive - Independent Director	Chairperson	15-05-2025		
2	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		
3	10937265	Anand Bhatia	Non-Executive - Nominee Director	Member	15-05-2025		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10937265	Anand Bhatia	Non-Executive - Nominee Director	Chairperson	04-02-2025		
2	09575213	Ragini Advani	Executive Director	Member	27-05-2022		
3	08556664	Varadharajan T	Non-Executive - Independent Director	Member	15-05-2025		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07918656	Anand Kumar Singh	Executive Director	Chairperson	09-05-2025	31-12-2025	
2	09575213	Ragini Advani	Executive Director	Member	27-05-2022		
3	08556664	Varadharajan T	Non-Executive - Independent Director	Member	15-05-2025		
4	11108237	Ajit Kumar Mishra	Executive Director	Member	15-05-2025		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09575213	Ragini Advani	Executive Director	Chairperson	15-05-2025		
2	10637375	Anupum Singh	Non-Executive - Nominee Director	Member	09-11-2024		
3	08556664	Varadharajan T	Non-Executive - Independent Director	Member	15-05-2025		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	06-08-2025				Yes	7	7	1
2	10-09-2025		34		Yes	7	7	1
3		17-10-2025	36		Yes	7	6	1
4		12-11-2025	25		Yes	7	7	1

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory									Textual Information(1)	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting					
1	Audit Committee	06-08-2025				Yes	3	3	1		0	
2	Audit Committee	10-09-2025	34			Yes	3	3	1		0	
3	Audit Committee	17-10-2025	36			Yes	3	2	1		0	
4	Audit Committee	12-11-2025	25			Yes	3	3	1		0	
5	Nomination and remuneration committee	05-08-2025				Yes	3	3	1		0	
6	Nomination and remuneration committee	10-09-2025	35			Yes	3	3	1		0	

Annexure 1**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	17-10-2025	36			Yes	3	2	1	0
8	Stakeholders Relationship Committee	10-09-2025				Yes	3	3	1	0
9	Risk Management Committee	19-12-2025	99			Yes	4	4	1	0
10	Corporate Social Responsibility Committee	05-08-2025				Yes	3	3	1	0

Text Block	
Textual Information(1)	The requirement of quorum of Audit committee meeting as per SEBI (LODR) could not be met due to insufficient number of Independent Directors. IRCON, being a Government Company, all Directors in IRCON are appointed by the Government of India through its Administrative Ministry i.e., Ministry of Railways (MoR) and IRCON has no role to play in the appointment of any Director including Independent Directors/Woman Director unless nominated by the Government of India. IRCON has been continuously requesting MoR for the appointment of requisite number of Independent Directors (including Woman Independent Director) on the Board of the Company.

Annexure 1**V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Pratibha Aggarwal
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	For Point No.1 As on 31.12.2025, the total strength of BoD is 7 directors comprising 4 Functional Directors and 2 Government Nominee Directors and 1 Independent Director. IRCON, being a Government Company, all Directors in IRCON are appointed by the Government of India through its Administrative Ministry i.e., Ministry of Railways (MoR) and IRCON has no role to play in the appointment of any Director including Independent Directors/Woman Director unless nominated by the Government of India. IRCON has been continuously requesting MoR for the appointment of requisite number of Independent Directors (including Woman Independent Director) on the Board of the Company, thus the composition of BoD are not in compliance. Further, For Point No.2 and 3 Due to absence of sufficient number of Independent Directors on the Board of the Company, as mentioned above, the composition of Audit Committee and Nomination & Remuneration Committee, are not in compliance. The Company being a Government Company has no role in the matter. Further, Point No. 7 During the quarter, the Board Meetings were conducted in compliance with the provisions of SEBI (LODR) Regulations, 2015. However, due to the non-availability of the sufficient number of Independent Directors on the Board of IRCON, as mentioned above, the Audit Committee Meetings were not conducted in line with the quorum requirements under the provisions of SEBI (LODR) Regulations, 2015. The Company being a Government Company has no role in the matter.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Pratibha Aggarwal
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	22-01-2026

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India Limited	Fine	28-11-2025	National Stock Exchange of India Limited vide their email dated 28th November, 2025 have levied fine of Rs.9,77,040- each (incl. GST) on the Company for the non-compliance with Regulation 17(1), 18(1) and 19, i.e. non-compliance for the composition of the Board and its committees for the quarter ended 30th September, 2025.	The fine imposed on the Company by National Stock Exchange of India Limited and BSE Limited has no impact on the financial, operation or other activities of the Company. However, the Company has identified the same under “contingent liability” in the financial statements of the Company. On attaining compliance with Regulation 17(1), 18(1) and 19 of SEBI (LODR) upon appointment of the requisite number of Directors by MoR, the Company will be eligible for the waiver of fines as per the SEBI’s policy for exemption of fines. It may be noted that in earlier instances of non-compliance, NSE & BSE had already waived off fine imposed on the Company upon attaining the requisite compliances.
2	BSE Limited	Fine	28-11-2025	BSE Limited vide their email dated 28th November, 2025 have levied fine of Rs.9,77,040- each (incl. GST) on the Company for the non-compliance with Regulation 17(1), 18(1) and 19, i.e. non-compliance for the composition of the Board and its committees for the quarter ended 30th September, 2025.	Same as above

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	The state of Bihar & Anr.	21-04-2018	Final hearing has concluded and High Court order is awaited.	The matter is subjudice in Patna High Court, Final hearing has taken place and order is awaited. The total financial implication would be Rs. 108.75 Crore.
2	Commissioner, Trade Tax, Uttar Pradesh, Lucknow	12-10-2023	The company had received a VAT demand in respect of RCF Rae Bareli project for the year 2014-15, amounting to Rs. 42.87 Crore. The Tribunal Bench -II, Commercial Tax Department, Lucknow, has provided relief in the above matter to IRCON. The commercial Trade Tax department has filed revision petition in the Lucknow bench of the Allahabad High Court (along with an application for condonation of delay)	The matter is due to come up for hearing before the Lucknow bench of the Allahabad High Court. The Matter is sub-judice. Hearing on the above matter is not scheduled as on date.

