

<b>General information about company</b>	
Scrip code	542830
NSE Symbol	IRCTC
MSEI Symbol	NA
ISIN	INE335Y01012
Name of the entity	Indian Railway Catering and Tourism Corporation Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## 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				
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 (Refer Regulation 17A(1) of Listing Regulations)	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)
ADGPM5659N	02316235	Executive Director	Chairperson	MD	02-01-1961	NA		18-09-2017	18-09-2017	31-01-2021	0	0	0	0	0
ABKPH3049P	08083674	Executive Director	Not Applicable		09-05-1963	NA		18-05-2018	18-05-2018		0	1	0	2	0
ADLPK4428L	07247362	Executive Director	Not Applicable		06-09-1964	NA		29-05-2020	29-05-2020		0	1	0	0	0
AEAPS2729G	08177824	Non-Executive - Nominee Director	Not Applicable		05-07-1964	NA		12-07-2018	12-07-2018		0	1	0	1	1

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

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	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 (Refer Regulation 17A(1) of Listing Regulations)	Number in Sta Con incl list (Re 2 1 Reg)
5	Mr	Vinay Srivastava	AFIPS1696D	08638850	Non-Executive - Nominee Director	Not Applicable		19-05-1971	NA		20-03-2020	20-03-2020		0	4	0	1
6	Ms	Sarita Deshpande	AEFPD4786D	08098222	Non-Executive - Independent Director	Not Applicable		09-03-1959	NA		29-03-2018	29-03-2018	28-03-2021	36	0	0	0

<b>Text Block</b>	
Textual Information(1)	Tenure is filled only for ID's as per SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated 16-07-2019

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	08098222	Sarita Deshpande	Non-Executive - Independent Director	Chairperson	13-10-2020	28-03-2021	Textual Information(1)
2	08177824	Neeraj Sharma	Non-Executive - Nominee Director	Chairperson	29-03-2021		Textual Information(2)
3	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Member	13-10-2020		
4	08083674	Rajni Hasija	Executive Director	Member	13-10-2020		

<b>Sr Text Block</b>	
Textual Information(1)	Ms. Sarita Deshpande Non- Executive Independent Director ceased to be Director on the Board as well as Chairperson of the Audit Committee w.e.f 29-03-2021
Textual Information(2)	Mr. Neeraj Sharma Non- Executive, Government Nominee Director was inducted as Chairperson of the Audit Committee on 29-03-2021

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	08098222	Sarita Deshpande	Non-Executive - Independent Director	Chairperson	13-10-2020	28-03-2021	Textual Information(1)
2	08177824	Neeraj Sharma	Non-Executive - Nominee Director	Chairperson	29-03-2021		Textual Information(2)
3	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Member	13-10-2020		
4	08083674	Rajni Hasija	Executive Director	Member	29-03-2021		Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Ms. Sarita Deshpande Non- Executive Independent Director ceased to be Director on the Board as well as Chairperson of the Nomination & Renumeration Committee w.e.f 29-03-2021
Textual Information(2)	Mr. Neeraj Sharma Non- Executive Government Nominee Director was inducted as Chairperson of the Nomination & Remuneration Committee on 29-03-2021
Textual Information(3)	Mrs. Rajni Hasija Executive Director was inducted as member of the Nomination & Remuneration Committee on 29-03-2021

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	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Chairperson	10-10-2020		
2	08098222	Sarita Deshpande	Non-Executive - Independent Director	Member	31-01-2020	28-03-2021	Textual Information(1)
3	08083674	Rajni Hasija	Executive Director	Member	26-07-2019		
4	08177824	Neeraj Sharma	Non-Executive - Nominee Director	Member	29-03-2021		Textual Information(2)

<b>Sr Text Block</b>	
Textual Information(1)	Ms. Sarita Deshpande Non- Executive Independent Director ceased to be Director on the Board as well as Member of the Stakeholder Relationship Committee w.e.f 29-03-2021
Textual Information(2)	Mr. Neeraj Sharma, Non Executive Director was inducted as member of the Stakeholders Relationship Committee on 29-03-2021

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	02316235	Mahendra Pratap Mall	Executive Director	Chairperson	12-10-2015	31-01-2021	Textual Information(1)
2	08083674	Rajni Hasija	Executive Director	Chairperson	01-02-2021		Textual Information(2)
3	08177824	Neeraj Sharma	Non-Executive - Nominee Director	Member	24-07-2018		
4	07247362	Ajit Kumar	Executive Director	Member	29-03-2021		Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Mahendra Pratap Mall, Executive Director ceased to be Director on the Board as well as Chairperson of the Risk Management Committee w.e.f 01.02.2021
Textual Information(2)	Mrs. Rajni Hasija, Executive Director was inducted as Chairperson of the Risk Management Committee on 01.02.2021
Textual Information(3)	Mr. Ajit Kumar, Executive Director was inducted as Member of the Risk Management Committee on 29-03-2021

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02316235	Mahendra Pratap Mall	Executive Director	Chairperson	01-08-2017	31-01-2021	Textual Information(1)
2	08083674	Rajni Hasija	Executive Director	Chairperson	01-02-2021		Textual Information(2)
3	07247362	Ajit Kumar	Executive Director	Member	13-10-2020		
4	08177824	Neeraj Sharma	Non-Executive - Nominee Director	Member	13-11-2019		
5	08098222	Sarita Deshpande	Non-Executive - Independent Director	Member	27-04-2018	28-03-2021	Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Mahendra Pratap Mall, Executive Director ceased to be Director on the Board as well as Chairperson of the CSR & SD Committee w.e.f 01.02.2021
Textual Information(2)	Mrs. Rajni Hasija, Executive Director was inducted as Chairperson of the CSR & SD Committee on 01.02.2021
Textual Information(3)	Ms. Sarita Deshpande Non- Executive Independent Director ceased to be Director on the Board as well as Member of the CSR & SD Committee w.e.f 29-03-2021

<b>Other Committee</b>						
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	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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-11-2020				Yes	4	1
2		28-01-2021	76		Yes	6	1
3		24-03-2021	54		Yes	5	1

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
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)		
1	Audit Committee	12-11-2020				No	3	1
2	Audit Committee	28-01-2021	76			No	4	1
3	Audit Committee	24-03-2021	54			No	4	1
4	Stakeholders Relationship Committee	12-11-2020				Yes	3	1
5	Risk Management Committee	11-11-2020				Yes	3	1
6	Corporate Social Responsibility Committee	11-11-2020				Yes	3	1

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	28-01-2021	77			Yes	4	1
8	Corporate Social Responsibility Committee	24-03-2021	54			Yes	4	1

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. 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	No
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 500 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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Suman Kalra
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
12	Financial results	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
13	Shareholding pattern	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.irctc.com/ml">https://www.irctc.com/ml</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	NA		
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.irctc.com/">https://www.irctc.com/</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	As on 31-03-2021, Board of IRCTC comprised of 4 Directors (2 Functional and 2 Government Nominee. The Board had no Independent Directors as on 31.03.2021 due to expiry of their tenure. The administrative Ministry has been informed of the status and has been requested repeatedly to take expediate action to fill up the posts.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	Till 12.10.2020, Composition of Audit Committee was in accordance with applicable provisions with Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Thereafter, due to completion of tenure of 2 Independent Directors, Audit Committee was left with only Independent Director. Accordingly Audit Committee was reconstituted with one Independent Director, two Government Nominee Directors and a Whole Time Director. Subsequent to completion of the tenure of only Independent Director left on the Board of IRCTC on 28.03.2021, Audit Committee had to be again reconstituted with two Government Nominee Directors and a Whole Time Director. In this regard, it may kindly be noted that the administrative Ministry has been informed of the status and has been requested repeatedly to take expedite action to fill up the posts. Compliance would be adhered subsequent to the appointment of Independent Directors on the Board of IRCTC
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	As on 31-03-2021, Board of IRCTC comprised of 4 Directors (2 Functional and 2 Government Nominee). The Board had no Independent Directors as on 31.03.2021 due to expiry of their tenure. The administrative Ministry has been informed of the status and has been requested repeatedly to take expediate action to fill up the posts.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	As on 31-03-2021, Board of IRCTC comprised of 4 Directors (2 Functional and 2 Government Nominee). The Board had no Independent Directors as on 31.03.2021 due to expiry of their tenure. The administrative Ministry has been informed of the status and has been requested repeatedly to take expediate action to fill up the posts.

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Suman Kalra
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Suman Kalra
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Suman Kalra
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	12-04-2021

