

| <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                                | 01-04-2019  |
| Date of end of financial year                                  | 31-03-2020  |
| Reporting Quarter  | Yearly  |
| Date of Report   | 31-03-2020  |
| Risk management committee                                      | Applicable  |
| Market Capitalisation as per immediate previous Financial Year | Any other   |

## 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 | 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) | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr              | Mahendra Pratap Mall | ADGPM5659N | 02316235 | Executive Director               | Chairperson             | MD                      | 02-01-1961    | NA  |                                    | 18-09-2017                  | 18-09-2017             |                        | 0                              | 1  | 0   | 0   | 0  |                             |                             |
| 2  | Mrs             | Rajni Hasija         | ABKPH3049P | 08083674 | Executive Director               | Not Applicable          |                         | 09-05-1963    | NA  |                                    | 18-05-2018                  | 18-05-2018             |                        | 0                              | 1  | 0   | 1   | 0  |                             |                             |
| 3  | Mr              | Neeraj Sharma        | AEAPS2729G | 08177824 | Non-Executive - Nominee Director | Not Applicable          |                         | 05-07-1964    | NA  |                                    | 12-07-2018                  | 12-07-2018             |                        | 0                              | 1  | 0   | 1   | 0  |                             |                             |
| 4  | Mr              | Vinay Srivastava     | AFIPS1696D | 08638850 | Non-Executive - Nominee Director | Not Applicable          |                         | 19-05-1971    | NA  |                                    | 20-03-2020                  | 20-03-2020             |                        | 0                              | 3  | 0   | 1   | 0  |                             |                             |

## I. Composition of Board of Directors

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

#### Wether 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 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) | Notes for not providing PAN |
|----|-----------------|---------------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|
| 5  | Mr              | Prof Sachin Chaturvedi          | ADEPC6681J | 07960871 | Non-Executive - Independent Director | Not Applicable          |                         | 26-10-1967    | NA  |                                    | 10-10-2017                  | 10-10-2017             |                   | 36                             | 1  | 1   | 1   | 1  |                             |
| 6  | Mr              | Comal Ramachandran Sundaramurti | AZEPS2979R | 07965899 | Non-Executive - Independent Director | Not Applicable          |                         | 02-06-1952    | NA  |                                    | 13-10-2017                  | 13-10-2017             |                   | 36                             | 1  | 1   | 0   | 1  |                             |
| 7  | Ms              | Sarita Deshpande                | AEFPD4786D | 08098222 | Non-Executive - Independent Director | Not Applicable          |                         | 09-03-1959    | NA  |                                    | 29-03-2018                  | 29-03-2018             |                   | 36                             | 1  | 1   | 2   | 0  |                             |
| 8  | Mr              | Sanjeeb Kumar                   | AHGPK6147B | 03383641 | Non-Executive - Nominee Director     | Not Applicable          |                         | 11-05-1965    | NA  |                                    | 13-02-2020                  | 13-02-2020             |                   | 0                              | 1  | 0   | 0   | 0  |                             |

## I. Composition of Board of Directors

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

#### Wether 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 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) | Notes for not providing PAN | Notes no provi DI |
|----|-----------------|--------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-------------------|
| 9  | Mr              | Dr. Rabi Narayan Bohidar | ABEPB0881D | 00637818 | Non-Executive - Independent Director | Not Applicable          |                         | 05-06-1949    | NA  |                                    | 31-01-2017                  | 31-01-2017             | 30-01-2020        | 36                             | 1  | 1   | 0   | 1  |                             |                   |
| 10 | Mr              | Dr. Dheeraj Sharma       | ALZPS2922H | 07683375 | Non-Executive - Independent Director | Not Applicable          |                         | 11-07-1976    | NA  |                                    | 31-01-2017                  | 31-01-2017             | 30-01-2020        | 36                             | 2  | 2   | 1   | 1  |                             |                   |
| 11 | Mrs             | Kanak Aggarwal           | AACPA0668C | 00074469 | Non-Executive - Independent Director | Not Applicable          |                         | 13-11-1955    | NA  |                                    | 31-01-2017                  | 31-01-2017             | 30-01-2020        | 36                             | 1  | 1   | 2   | 0  |                             |                   |

**Text Block**

Textual Information(1)

1)Tenure is filled only for IDs 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   | 07965899   | Comal Ramachandran Sundaramurti | Non-Executive - Independent Director | Chairperson             | 31-01-2020          |                   | Textual Information(1) |
| 2   | 07960871   | Prof Sachin Chaturvedi          | Non-Executive - Independent Director | Member                  | 31-01-2020          |                   | Textual Information(2) |
| 3   | 08098222   | Sarita Deshpande                | Non-Executive - Independent Director | Member                  | 31-01-2020          |                   | Textual Information(3) |
| 4   | 08177824   | Neeraj Sharma                   | Non-Executive - Nominee Director     | Member                  | 31-01-2020          |                   | Textual Information(4) |
| 5   | 00637818   | Dr. Rabi Narayan Bohidar        | Non-Executive - Independent Director | Chairperson             | 10-02-2017          | 30-01-2020        | Textual Information(5) |
| 6   | 07683375   | Dr. Dheeraj Sharma              | Non-Executive - Independent Director | Member                  | 10-02-2017          | 30-01-2020        | Textual Information(6) |
| 7   | 00074469   | Kanak Aggarwal                  | Non-Executive - Independent Director | Member                  | 10-02-2017          | 30-01-2020        | Textual Information(7) |

**Sr Text Block**

|                        |   |
|------------------------|---|
| Textual Information(1) | Mr Comal Ramachandran Sundaramurti Non- Executive Independent Director was inducted as Chairperson in the Audit Committee on 31-01-2020.                        |
| Textual Information(2) | Prof Sachin Chaturvedi Non- Executive Independent Director was inducted as Member in the Audit Committee on 31-01-2020.   |
| Textual Information(3) | Ms Sarita Deshpande Non- Executive Independent Director was inducted as Member in the Audit Committee on 31-01-2020.  |
| Textual Information(4) | Mr. Neeraj Sharma Non- Executive Nominee Director was inducted as Member in the Audit Committee on 31-01-2020.  |
| Textual Information(5) | Dr. Rabi Narayan Bohidar Non- Executive Independent Director ceased to be Director on the Board as well as Chairperson in the Audit Committee w.e.f 30-01-2020. |
| Textual Information(6) | Dr Dheeraj Sharma Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Audit Committee w.e.f 30-01-2020.             |
| Textual Information(7) | Mrs Kanak Aggarwal Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Audit Committee w.e.f 30-01-2020.            |

| <b>Nomination and remuneration committee</b>                                |            |                                 |                                      |                         |                     |                   |                        |
|---|------------|---------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| 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   | 07965899   | Comal Ramachandran Sundaramurti | Non-Executive - Independent Director | Chairperson             | 31-01-2020          |                   | Textual Information(1) |
| 2   | 07960871   | Prof Sachin Chaturvedi          | Non-Executive - Independent Director | Member                  | 31-01-2020          |                   | Textual Information(2) |
| 3   | 08098222   | Sarita Deshpande                | Non-Executive - Independent Director | Member                  | 31-01-2020          |                   | Textual Information(3) |
| 4   | 08177824   | Neeraj Sharma                   | Non-Executive - Nominee Director     | Member                  | 31-01-2020          |                   | Textual Information(4) |
| 5   | 07683375   | Dr. Dheeraj Sharma              | Non-Executive - Independent Director | Chairperson             | 10-02-2017          | 30-01-2020        | Textual Information(5) |
| 6   | 00637818   | Dr. Rabi Narayan Bohidar        | Non-Executive - Independent Director | Member                  | 10-02-2017          | 30-01-2020        | Textual Information(6) |
| 7   | 00074469   | Kanak Aggarwal                  | Non-Executive - Independent Director | Member                  | 10-02-2017          | 30-01-2020        | Textual Information(7) |

**Sr Text Block**

|                        |   |
|------------------------|---|
| Textual Information(1) | Mr Comal Ramachandran Sundaramurti Non- Executive Independent Director was inducted as Chairperson in the Nomination & Remuneration Committee on 31-01-2020.                  |
| Textual Information(2) | Prof Sachin Chaturvedi Non- Executive Independent Director was inducted as Member in the Nomination & Remuneration Committee on 31-01-2020.                                   |
| Textual Information(3) | Ms Sarita Deshpande Non- Executive Independent Director was inducted as Member in the Nomination & Remuneration Committee on 31-01-2020.                                      |
| Textual Information(4) | Mr Neeraj Sharma Non- Executive Nominee Director was inducted as Member in the Nomination & Remuneration Committee on 31-01-2020.   |
| Textual Information(5) | Dr Dheeraj Sharma Non- Executive Independent Director ceased to be Director on the Board as well as Chairperson in the Nomination & Remuneration Committee w.e.f 30-01-2020.  |
| Textual Information(6) | Dr Rabi Narayan Bohidar Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Nomination & Remuneration Committee w.e.f 30-01-2020. |
| Textual Information(7) | Mrs Kanak Aggarwal Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Nomination & Remuneration Committee w.e.f 30-01-2020.      |

| 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   | 07960871   | Prof Sachin Chaturvedi    | Non-Executive - Independent Director | Chairperson             | 31-01-2020          |                   | Textual Information(1) |
| 2   | 08098222   | Sarita Deshpande          | Non-Executive - Independent Director | Member                  | 31-01-2020          |                   | Textual Information(2) |
| 3   | 08083674   | Rajni Hasija              | Executive Director                   | Member                  | 26-07-2019          |                   |                        |
| 4   | 07683375   | Dr. Dheeraj Sharma        | Non-Executive - Independent Director | Chairperson             | 21-08-2017          | 30-01-2020        | Textual Information(3) |
| 5   | 00074469   | Kanak Aggarwal            | Non-Executive - Independent Director | Member                  | 21-08-2017          | 30-01-2020        | Textual Information(4) |

**Sr Text Block**

|                        |  |
|------------------------|--|
| Textual Information(1) | Prof Sachin Chaturvedi Non- Executive Independent Director was inducted as Chairperson in the Stakeholders Relationship Committee on 31-01-2020.                             |
| Textual Information(2) | Ms Sarita Deshpande Non- Executive Independent Director was inducted as Member in the Stakeholders Relationship Committee on 31-01-2020.                                     |
| Textual Information(3) | Dr Dheeraj Sharma Non- Executive Independent Director ceased to be Director on the Board as well as Chairperson in the Stakeholders Relationship Committee w.e.f 30-01-2020. |
| Textual Information(4) | Mrs Kanak Aggarwal Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Stakeholders Relationship Committee w.e.f 30-01-2020.     |

| <b>Risk Management Committee</b>                                |            |                           |                                      |                         |                     |                   |                        |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| 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          |                   |                        |
| 2   | 08083674   | Rajni Hasija              | Executive Director                   | Member                  | 24-07-2018          |                   |                        |
| 3   | 08177824   | Neeraj Sharma             | Non-Executive - Nominee Director     | Member                  | 24-07-2018          |                   |                        |
| 4   | 07960871   | Prof Sachin Chaturvedi    | Non-Executive - Independent Director | Member                  | 27-10-2017          |                   |                        |
| 5   | 08098222   | Sarita Deshpande          | Non-Executive - Independent Director | Member                  | 26-07-2019          |                   |                        |
| 6   | 07683375   | Dr. Dheeraj Sharma        | Non-Executive - Independent Director | Member                  | 21-08-2017          | 30-01-2020        | Textual Information(1) |

**Sr Text Block**

Textual Information(1)

Dr Dheeraj Sharma Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Risk Management Committee w.e.f 30-01-2020.

| 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   | 02316235   | Mahendra Pratap Mall      | Executive Director                   | Chairperson             | 01-08-2017          |                   |                        |
| 2   | 08177824   | Neeraj Sharma             | Non-Executive - Nominee Director     | Member                  | 13-11-2019          |                   |                        |
| 3   | 07960871   | Prof Sachin Chaturvedi    | Non-Executive - Independent Director | Member                  | 27-10-2017          |                   |                        |
| 4   | 08098222   | Sarita Deshpande          | Non-Executive - Independent Director | Member                  | 27-04-2018          |                   |                        |
| 5   | 00637818   | Dr. Rabi Narayan Bohidar  | Non-Executive - Independent Director | Member                  | 10-02-2017          | 30-01-2020        | Textual Information(1) |
| 6   | 07683375   | Dr. Dheeraj Sharma        | Non-Executive - Independent Director | Member                  | 10-02-2017          | 30-01-2020        | Textual Information(2) |

**Sr Text Block**

|                        |   |
|------------------------|---|
| Textual Information(1) | Mr Rabi Narayan Bohidar Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Corporate Social Responsibility Committee w.e.f 30-01-2020. |
| Textual Information(2) | Dr Dheeraj Sharma Non- Executive Independent Director ceased to be Director on the Board as well as Member in the Corporate Social Responsibility Committee w.e.f 30-01-2020.       |

| <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 |   |  |   | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|---|--|---|------------------------------|--|------------------------------|---|
| 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) |                              |  |                              |   |
| 1  | 07-10-2019  |  |   |                              | Yes  | 6                            | 2   |
| 2  | 13-11-2019  |  | 36  |                              | Yes  | 9                            | 6   |
| 3  |   | 10-01-2020   | 57  |                              | Yes  | 7                            | 4   |
| 4  |   | 12-02-2020   | 32  |                              | Yes  | 5                            | 2   |

**Annexure 1**

**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory |   |   |   |                         |                              |  |                              |   |
|--|---|---|---|-------------------------|------------------------------|--|------------------------------|---|
| 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 | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | Audit Committee                           | 13-11-2019  |   |                         |                              | Yes  | 4                            | 4   |
| 2  | Audit Committee                           | 12-02-2020  | 90  |                         |                              | Yes  | 3                            | 2   |
| 3  | Corporate Social Responsibility Committee | 13-11-2019  |   |                         |                              | Yes  | 4                            | 3   |
| 4  | Corporate Social Responsibility Committee | 28-01-2020  | 75  |                         |                              | Yes  | 5                            | 3   |
| 5  | Risk Management Committee                 | 13-11-2019  |   |                         |                              | Yes  | 4                            | 2   |
| 6  | Risk Management Committee                 | 28-01-2020  | 75  |                         |                              | Yes  | 5                            | 3   |

**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  | Nomination and remuneration committee | 28-01-2020  |   |                         |                               | Yes  | 4                            | 4   |
| 8  | Stakeholders Relationship Committee   | 19-03-2020  |   |                         |                               | Yes  | 3                            | 2   |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is <b>No</b> 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  | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 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 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                        |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | Mrs Suman Kalra                          |
| 2  | Designation       | Company Secretary and Compliance Officer |

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item   | Compliance status (Yes/No/NA) | If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> material <input checked="" type="checkbox"/> 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> |

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr | Item   | Compliance status (Yes/No/NA) | If status is <b>No</b> 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/">https://www.irctc.com/</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)   | Yes                           |   | <a href="https://www.irctc.com/">https://www.irctc.com/</a> |
| 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> |

**Annexure II**

**II. Annual Affirmations**

| Sr | Particulars   | Regulation Number      | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here.   |
|----|---|------------------------|-------------------------------|---|
| 1  | Independent director(s) have been appointed in terms of <b>independence</b> and/or <b>eligibility</b> | 16(1)(b) & 25(6)       | Yes                           |   |
| 2  | Board composition   | 17(1), 17(1A) & 17(1B) | No                            | As on 31-03-2020, Board of IRCTC comprised of 8 Directors (2 Functional including CMD, 3 Government Nominee and 3 Independent Directors). The post of 3 Independent Directors was laying vacant since 31-01-2020. The administrative Ministry has been informed of the status and has been requested to take necessary 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 <b>No</b> 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)                 | Yes                           |   |
| 16 | Meeting of Audit Committee                              | 18(2)                 | Yes                           |   |
| 17 | Composition of nomination & remuneration committee      | 19(1) & (2)           | Yes                           |   |
| 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) | Yes                           |   |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number             | Compliance status (Yes/No/NA) | If status is <b>No</b> 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)       | Yes                           |   |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is <b>No</b> 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)            | NA                            |   |
| 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  |                   |                               |   |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | Mrs Suman Kalra                          |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Annexure II**

**III. Affirmations**

| <b>Sr</b> | <b>Particulars</b>   | <b>Compliance status<br/>(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   |  |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | Mrs Suman Kalra                          |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | Mrs Suman Kalra                          |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | New Delhi                                |
| Date                  | 06-05-2020                               |

