

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

PERIOD : 2024-25		Quarter Period : Quarter 3(Oct to Dec)		Submit Date :14/01/2025	
S.No.	Prescribed Guideline	Prescribed Marks	Criteria for Measurement	Awarded Marks	Remarks
Ministry of Railways					
INDIAN RAILWAY CATERING AND TOURISM CORPN. LTD.					
Composition of Board (2 Marks)					
1.1 (i)	Does the Board of the Company have an optimum combination of functional, nominee and independent directors?	1	No	0	The Company could not have optimum combination of functional , nominee and independent directors due to vacancy of five (05) independent directors including one woman Independent director on the Board of the Company. Indian Railway Catering and Tourism Corporation Limited (IRCTC) is a Government Company under the administrative control of Ministry of Railways. Also, President of India through Ministry of Railways holds 62.40% of share capital of the Company. Accordingly, the power to appoint directors on its Board vests with President of India, in accordance with the Article No. 58 (e) of Articles of Association of the Company. The Company has been chasing the issue with the Ministry of Railways, Government of India i.e. the appointing authority, from time to time, for the appointment of requisite number of Independent Directors including woman independent director on the Board of the Company.
1.1 (ii)	Does the number of functional directors in the company (including CMD/ MD) not exceed 50% of the actual strength of the board?	1	Yes	1	
Non-Official Directors (5 Marks)					
1.2 (i)	Is the number of Nominee Directors appointed by Government/other CPSE as per the DPE Guidelines?	1	Yes	1	

1.2 (ii)	Is the number of Independent Directors at least 50% of Board Members (in the case of listed CPSE with an executive chairman) and at least one-third (in the case of listed but without an executive chairman or not listed CPSE)?	4	No	0	The Company could not comply with the requirements of having 50 % of the Board due to vacancy of five (05) independent directors including one woman Independent director on the Board of the Company. Indian Railway Catering and Tourism Corporation Limited (IRCTC) is a Government Company under the administrative control of Ministry of Railways. Also, President of India through Ministry of Railways holds 62.40% of share capital of the Company. Accordingly, the power to appoint directors on its Board vests with President of India, in accordance with the Article No. 58 (e) of Articles of Association of the Company. The Company has been chasing the issue with the Ministry of Railways, Government of India i.e. the appointing authority, from time to time, for the appointment of requisite number of Independent Directors including director woman independent director on the Board of the Company.
Part-Time Directors' Compensation and Disclosure (1 Marks)					
1.3 (i)	Is the fee/compensation of Non-Official Part-time Directors fixed by Board as per the DPE Guidelines and Companies Act, 2013?	1	Yes	1	
Board Meetings (2 Marks)					
1.4 (i)	Does the Board meet at least once in every three months and the time gap between any two meetings is not more than three months?	1	Yes	1	
1.4 (ii)	Does the Company send to all the members of the Board notification of Board Meeting with at least one volume of agenda at least 7 days in advance of meetings?	1	Yes	1	
Review of Compliance of Laws (5 Marks)					
1.5 (i)	Does the Board periodically review compliance reports of all laws applicable to the company as well steps taken by the Company to rectify instances of non-compliances?	5	Yes	5	
Code of Conduct (2 Marks)					
1.6 (i)	Does the company have Code of Conduct approved by the Board applicable to Board Members and senior management of the company?	1	Yes	1	

1.6 (ii)	Do the members of the Board having conflict of interest abstain from participating in the agenda item in which he/she has personal interest?	1	Yes	1	
Risk Management (4 Marks)					
1.7 (i)	Does the company have risk management plan approved by the Board?	2	Yes	2	
1.7 (ii)	Does the Board periodically review and take remedial action to implement the risk management plan?	2	Yes	2	
Training of New Board Members (4 Marks)					
1.8 (i)	Does the Company have a policy specifying training requirements for board members?	2	Yes	2	
1.8 (ii)	Does the Company provide training to the new Board members of at least three days after appointment to the Board?	2	Yes	2	
Constitution of Audit Committee (4 Marks)					
2.1 (i)	Does the Board of Directors have a qualified and independent Audit Committee with a Terms of Reference?	1	Yes	1	
2.1 (ii)	Does the Audit Committee have Minimum three directors as members and two-third of its members as Independent Directors?	1	No	0	The Audit Committee could not have two-third of its members as Independent Directors due to completion of tenure of Mr. Vinay Kumar Sharma and Mr. Namgyal Wangchuk on 08.11.2024 and 11.11.2024 respectively.
2.1 (iii)	Is the Audit Committee chaired by an independent Director?	1	Yes	1	
2.1 (iv)	Do all members of the Audit Committee have knowledge of financial matters of the company and at least one member has expertise in accounting and financial management?	1	Yes	1	
Audit Committee Role (6 Marks)					
2.2 (i)	Does the scope/ terms of reference governing the Audit Committee specify that the Audit Committee is responsible for the oversight of the company's financial reporting process and the disclosures of its financial information?	1	Yes	1	
2.2 (ii)	Does the scope/ terms of reference governing the Audit Committee specify that it can recommend to the Board the fixation of audit fees?	1	Yes	1	
2.2 (iii)	Does the scope/ terms of reference governing the Audit Committee specify that it can approve the payment to statutory auditors for any other services rendered by them?	1	Yes	1	
2.2 (iv)	Does the scope/ term of reference governing the Audit Committee specify that the Audit Committee is responsible for reviewing with the management and ensuring that the company's annual financial statements and audits are in compliance with applicable laws, regulations, and the company policies before submission to the Board for approval?	1	Yes	1	
2.2 (v)	Does the scope/ terms of reference governing the Audit Committee specify that the Audit Committee is responsible for reviewing with the management the performance of internal auditors and adequacy of the internal control systems?	1	Yes	1	
2.2 (vi)	Does the scope/ terms of reference governing the Audit Committee approved by the Board?	1	Yes	1	

Audit Committee Powers (5 Marks)					
2.3 (i)	Is the Audit Committee empowered to seek information from any employee of the CPSE?	1	Yes	1	
2.3 (ii)	Does the Audit Committee have powers to secure help of outside legal or any other experts when necessary?	1	Yes	1	
2.3 (iii)	Does the Audit Committee have powers to mitigate conflicts of interest by strengthening auditor independence?	1	Yes	1	
2.3 (iv)	Is the Audit Committee empowered to ensure the effectiveness of internal controls and risk management?	1	Yes	1	
2.3 (v)	Is there a system of protection for employees and others who report infractions	1	Yes	1	
Meeting of Audit Committee (5 Marks)					
2.4 (i)	Did the Audit Committee meet at least four times during the last 12 months?	1	Yes	1	
2.4 (ii)	Does the frequency of the Audit Committee meetings as per the norms (i.e., not more than four months shall elapse between two meetings)?	2	Yes	2	
2.4 (iii)	Did the minimum of two Independent Directors attend the meeting of the Audit Committee?	2	Yes	2	
Review of Information by Audit Committee (5 Marks)					
2.5 (i)	Does the Audit Committee review the management discussion and analysis of financial condition and results of operations?	1	Yes	1	
2.5 (ii)	Does the Audit Committee review the statement of related party transactions submitted by management?	1	Yes	1	
2.5 (iii)	Is the internal audit report relating to internal control weaknesses reviewed by the Audit Committee?	1	Yes	1	
2.5 (iv)	Is the information regarding appointment and/or removal of Chief Internal Auditor placed before the Audit Committee?	1	Yes	1	
2.5 (v)	Does the Audit Committee review the declaration of financial statements by the CEO/CFO?	1	Yes	1	
Constitution of Remuneration Committee (5 Marks)					
3.1 (i)	Does the Company have Remuneration Committee?	1	Yes	1	
3.1 (ii)	Does the Remuneration Committee comprise of at least 3 directors who are all part-time directors (Nominee or Independent)?	2	Yes	2	
3.1 (iii)	Is the Remuneration Committee chaired by an Independent Director?	2	Yes	2	
Board of Subsidiary Companies (3 Marks)					
4.1 (i)	Does the Board of Subsidiary Company, whose turnover or net-worth is not less than 20% of the turnover or net-worth respectively of the Holding Company in the immediately preceding accounting year, include at least one independent director of the holding company as a director?	1	Not Applicable	NA	As the subsidiary Company has been incorporated on 10.02.2024 and the first financial year of the company is from the date of incorporation i.e. from 10th February 2024 to 31st March 2025 (both days inclusive) in accordance with the applicable provisions of Companies Act, 2013 and rules framed thereunder.
4.1 (ii)	Are the minutes of meetings of Board of Directors of subsidiary company placed in the Board meetings of the holding company	1	Yes	1	

4.1 (iii)	Does the number of functional directors (including CMD/MD) not exceed 50% of the actual strength of the board of Subsidiary Company, whose turnover or net-worth respectively is not less than 20% of the turnover or net-worth of the Holding Company in the immediately preceding accounting year?	1	Not Applicable	NA	As the subsidiary Company has been incorporated on 10.02.2024 and the first financial year of the company is from the date of incorporation i.e. from 10th February 2024 to 31st March 2025 (both days inclusive) in accordance with the applicable provisions of Companies Act, 2013 and rules framed thereunder.
Review of Financial Statement of Subsidiary by Audit Committee (1 Marks)					
4.2 (i)	Does the Audit Committee of the holding company review the financial statements of the subsidiary company?	1	Yes	1	As the Subsidiary Company has been incorporated on 10.02.2024 i.e. after 1st January, 2024, the first financial year of the Subsidiary Company will be completed on 31.03.2025. Hence, there is unavailability of financial statements of the IRCTC Payments Ltd. However, for the purposes of the consolidation of financial statements of IRCTC with IRCTC Payments Ltd. for the quarter ended 30th June 2024 and 30th September, 2024, the un-audited (management certified) financial statements of IRCTC Payments Ltd. for the quarter ended 30th June 2024 and 30th September, 2024, were placed before the Audit Committee and the Board of IRCTC Ltd.
Review of Performance of Subsidiary by Board (1Marks)					
4.3 (i)	Does the Board of Directors of the holding company review the performance of the subsidiary company?	1	Yes	1	
Transactions (3 Marks)					
5.1 (i)	Is the summary of transactions with related parties in the normal and ordinary course of business placed periodically before the Audit Committee?	1	Yes	1	
5.1 (ii)	Are the details of material individual transactions with related parties undertaken in extraordinary circumstances of business placed before the Audit Committee?	1	Yes	1	
5.1 (iii)	Are the details of material individual transactions with related parties or others, which are not on an arm's length basis placed before the Audit Committee along with Management's Justification for the same?	1	Yes	1	
Accounting Standards (3 Marks)					
5.2 (i)	Do the company's accounting procedures comply with the Accounting Standards adopted by concerned regulatory authority from time to time?	2	Yes	2	

5.2 (ii)	Is the deviation from the prescribed Accounting Standards disclosed and explained in the financial statements and in the Corporate Governance Report of the Company?	1	Yes	1	
Consolidated Financial Statements (3 Marks)					
5.3 (i)	Are the Consolidated Financial Statements of the Company prepared in accordance with the Accounting Standards issued by concerned regulatory authority from time to time?	3	Yes	3	The Company is not able to prepare consolidated financial statements of its Joint Venture (JV), Royale India Rail Tours Limited (RIRTL) since fiscal 2011 on account of ongoing litigation with Cox Kings Limited (the JV partner with 50% share) and the unavailability of financial statements of the RIRTL and also the matter being sub-judice before the National Company Law Tribunal (NCLT). However, the financial statements of the Company's wholly owned subsidiary, IRCTC Payments Ltd, were consolidated with the Company's financial statements in accordance with the accounting standards prescribed by the regulatory authority.
Segment-wise Profit and Loss Statement (3 Marks)					
5.4 (i)	Does the company disclose segment-wise profit & loss, as per Accounting Standard issued by concerned regulatory authority from time to time?	3	Yes	3	
Board Disclosures- Risk Management (3 Marks)					
5.5 (i)	Do the company's latest Annual Report include management's assessment of the company's outlook for the future and identify important risks that the company may face in future?	2	Yes	2	
5.5 (ii)	Has the company included in its latest Annual Report a statement of its corporate objectives (Mission)?	1	Yes	1	
Remuneration of Directors (3 Marks)					
5.6 (i)	Does the company's latest Annual Report disclose all pecuniary relationship or transactions of the part-time directors vis-a-vis the company?	2	Yes	2	
5.6 (ii)	Does the company disclose in its latest Annual Report the details on remuneration of Directors?	1	Yes	1	
Management Discussion and Analysis (1Marks)					
5.7 (i)	Does the Management Discussion and Analysis Report include the matters as specified in the DPE Guidelines?	1	Yes	1	
Disclosures by Senior Management (1Marks)					
5.8 (i)	Does the company's latest Annual Report disclose significant "related party" transactions of Board Members where they have personal interest?	1	Yes	1	

Report on Corporate Governance (4 Marks)					
6.1 (i)	Does the company's latest Annual Report have a separate section on Compliance to Corporate Governance Guidelines issued by DPE?	2	Yes	2	
6.2 (ii)	Does the company produce periodic reports and press releases to indicate significant developments impact on corporate governance (such as, legal and environmental issues; commitment to workforce, suppliers, customers and local communities etc.)?	1	Yes	1	
6.3 (iii)	Does the company have a facility for information sharing with stakeholders through the use of information and Communication Technologies (ICT)?	1	Yes	1	
Compliance Certificate (4 Marks)					
6.2 (i)	Has the company obtained a Certificate from the auditors and/ or practicing Company Secretary regarding Compliance of Corporate Governance Guidelines and Annexes?	2	Yes	2	
6.2 (ii)	Does the latest Annual Report of the company include the Compliance Certificate along with the Directors' Report, which is also sent to all shareholders?	2	Yes	2	
Chairman's Message in AGM and Annual Report (4 Marks)					
6.3 (i)	Does the Chairman's message to shareholders form part of annual report of the company?	2	Yes	2	
6.3 (ii)	Does the Chairman's message include a section on compliance with Corporate Governance Guidelines?	2	Yes	2	
Holding AGM, Adoption of Audited Accounts and Filing of adopted Accounts with the registrar of Companies within the stipulated time (4Marks)					
6.4 (i)	Did the company hold an Annual General Meeting (AGM) as per the provisions of the Companies Act, 2013?	1	Yes	1	
6.4 (ii)	Are the year-end Audited Accounts placed in the AGM for adoption by the shareholders of the company?	2	Yes	2	
6.4 (iii)	Are the year-end Audited Accounts adopted in the AGM filed with the Registrar of Companies within the stipulated time?	1	Yes	1	
Timely Submission of Grading Report (4 Marks)					
6.5 (i)	Does the company submit quarterly grading report regarding DPE Guidelines on Corporate Governance in the prescribed format to respective Administrative Ministries within 15 days from the close of each quarter?	4	Yes	4	

Summary of Quarterly Compliance Report submitted to Administrative Ministry/Department			
CPSE	INDIAN RAILWAY CATERING AND TOURISM CORPN. LTD.		
Ministry/Department	Ministry of Railways		
Listed / Unlisted	Listed		
Financial Year	2024-25	Quater Ended	Quarter 3(Oct to Dec)
Total Applicable marks :	98		
Total Awarded Marks :	92		
Quarterly percentage (%) :	93.88		
		Company Secretary of CPSE NAME:	INDIAN RAILWAY CATERING AND TOURISM CORPN. LTD.
2.The grading shall be determined as under			

Grade	Annual/Quarterly Score (in %)
Excellent	85 and above
Very Good	75-84
Good	60-74
Fair	50-59
Poor	Below 50

Signature Not Verified

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Reason: Delhi
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