

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Indian Railway Finance Corporation Limited**
 2. Quarter ending - **31-Dec-2022**

i. Composition Of Board of Director

Title	Name of the Director	DIN	PAN	Category (Chairpersons /Executive/ Non-Executive/ Independent/ Nominee)	Subcategory	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of Disqualification	End Date of Disqualification	Details of Disqualification	Current Status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr	Amitabh Banerjee	03315975	AALPB6983E	ED		21-Oct-2019			60	21-Dec-1963	No				Active	NA		1	0	0	0	AC,SC,RC
Ms	Shelly Verma	07935630	AAFV5213K	C & ED	CEO-MD	01-Sep-2020			60	13-Apr-1965	No				Active	NA		1	0	1	0	SC,RC
Mr	Bhaskar Choradia	08975719	AEHPC1421J	NED, ND		27-Nov-2020				24-Sep-1975	No				Active	NA		1	0	1	0	AC
Mr	Baldeo Purushartha	07570116	AMEPP3669G	NED, ND		03-Jun-2020				05-Jan-1974	No				Active	NA		1	0	0	0	NRC
Mr	Vallabhbhai Maneklal Patel	07713055	ABRPP9807G	ID		10-Nov-2021	10-Nov-2021		14	06-Jan-1969	No				Active	NA		1	1	2	1	AC,SC,RC,NRC
Mrs	Sheela Pandit	09403193	DDYPP3015C	ID		22-Nov-2021	22-Nov-2021		13	04-May-1985	No				Active	NA		1	1	2	1	AC,SC,RC,NRC

Company Remarks	Shri Amitabh Banerjee has been divested of the charge of post of CMD/IRFC wef 15/10/2022 as per MoR order No.2018/E(O)II/40/19 of 15.10.2022 & Ms. Shelly Verma has been entrusted with the Addnl. charge of the post of CMD/IRFC wef15/10/2022 in addition to her own, for a period of 3months.Further,MOR letter of 16.01.2023MoRdecided that, pending approval of Competent Authority, Ms. Shelly Verma, will continue to hold addnl. charge of post of CMD, in addition to her own until further orders.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	VALLABHBHAI MANEKLAL PATEL	ID	Chairperson	24-Nov-2021	
2	SHEELA PANDIT	ID	Member	24-Nov-2021	
3	BHASKAR CHORADIA	NED,ND	Member	18-Oct-2022	
4	AMITABH BANERJEE	ED	Member	12-Oct-2019	17-Oct-2022

Company Remarks	Shri Amitabh Banerjee (DIN: 03315975) has been divested of the charge of the post of CMD / IRFC w.e.f. 15/10/2022 until further orders, as per MoR, Gol order No. 2018/E(O)II/40/19 dated 15th Oct 2022 and Ms. Shelly Verma (DIN: 07935630) has been entrusted with the Addnl. charge of the post of CMD/IRFC w.e.f. 15/10/2022 in addition to her own, for a period of three months or until further orders, whichever is earlier as per MoR, Gol order No. 2018/E(O)II/40/19 dated 15th Oct 2022. Further, vide MOR letter No. 2018/E(O)II/40/19 dated 16.01.2023 Ministry has decided that, pending approval of the Competent Authority, Ms. Shelly Verma, Director Finance will continue to hold the addnl. charge of the post of CMD/IRFC, in addition to her own until further orders.
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	SHEELA PANDIT	ID	Chairperson	24-Nov-2021	
2	VALLABHBHAI MANEKLAL PATEL	ID	Member	18-Oct-2022	
3	SHELLY VERMA	C & ED	Member	01-Sep-2020	
4	AMITABH BANERJEE	ED	Member	12-Oct-2019	17-Oct-2022

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	SHELLY VERMA	C & ED	Chairperson	18-Oct-2022	
2	VALLABHBHAI MANEKLAL PATEL	ID	Member	24-Nov-2021	
3	SHEELA PANDIT	ID	Member	18-Oct-2022	

4	AMITABH BANERJEE	ED	Chairperson	12-Oct-2019	17-Oct-2022
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Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	VALLABHBHAI MANEKLAL PATEL	ID	Chairperson	24-Nov-2021	
2	SHEELA PANDIT	ID	Member	24-Nov-2021	
3	BALDEO PURUSHARTHA	NED,ND	Member	29-Sep-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
10-Aug-2022	Yes	6	6	2
18-Oct-2022	Yes	6	5	2
10-Nov-2022	Yes	6	5	2
28-Dec-2022	Yes	6	5	2

Company Remarks	Same note as per Annx-1. Composition of BOD
Maximum gap between any two consecutive (in number of days)	68

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	10-Aug-2022	Yes	3	3	2	0
Audit Committee	10-Nov-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	10-Nov-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	28-Dec-2022	Yes	3	3	2	0
Risk Management Committee	29-Sep-2022	Yes	3	3	1	0
Risk Management Committee	23-Dec-2022	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Being PSU power to appoint Directors vests with the GOI. Appointment of directors in IRFC is made by President of India & Company has no role to play in it.

Name : Vijay Babulal Shirode
Designation : Company Secretary & Compliance Officer