

**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 - **30-Sep-2021**

**i. Composition Of Board Of Director**

Title	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director or 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	C & ED	CEO-MD	12-Oct-2019			60	21-Dec-1963						NA		1	0	2	0	AC,SC,R C,NRC
Ms	SHELLY VERMA	07935630	AAFPV5213K	ED		01-Sep-2020			60	13-Apr-1965						NA		1	0	1	0	SC,RC
Mr.	ASHOK KUMAR SINGHAL	08193963	ACAP50027R	ID		20-Jul-2018	20-Jul-2018	20-Jul-2021	36	10-Jan-1956						NA		1	1	2	2	AC,SC,R C,NRC
Mr.	BHASKAR CHORADIA	08975719	AEHPC1421J	NED,ND		27-Nov-2020				24-Sep-1975						NA		1	0	2	1	AC,SC,R C,NRC
Mr.	BALDEO PURUSHA RTHA	07570116	AMEPP3669G	NED,ND		03-Jun-2020				05-Jan-1974						NA		1	0	1	1	AC,NRC

Company Remarks	Board constitution is not in line with SEBI LODR due to non appointment of Independent Director, as the power to appoint Directors vests with Ministry of Railways (MoR) and Company has no role to play in it.
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	BALDEO PURUSHARTHA	NED,ND	Chairperson	09-Mar-2021	
2	AMITABH BANERJEE	C & ED	Member	12-Oct-2019	
3	BHASKAR CHORADIA	NED,ND	Member	09-Aug-2021	
4	ASHOK KUMAR SINGHAL	ID	Chairperson	10-Sep-2018	20-Jul-2021

Company Remarks	
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	BHASKAR CHORADIA	NED,ND	Chairperson	09-Aug-2021	
2	AMITABH BANERJEE	C & ED	Member	12-Oct-2019	
3	SHELLY VERMA	ED	Member	01-Sep-2020	
4	ASHOK KUMAR SINGHAL	ID	Chairperson	10-Sep-2018	20-Jul-2021

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	AMITABH BANERJEE	C & ED	Chairperson	12-Oct-2019	
2	BHASKAR CHORADIA	NED,ND	Member	09-Aug-2021	
3	SHELLY VERMA	ED	Member	01-Sep-2020	
4	ASHOK KUMAR SINGHAL	ID	Chairperson	19-May-2021	20-Jul-2021

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	BALDEO PURUSHARTHA	NED,ND	Chairperson	29-Sep-2020	
2	AMITABH BANERJEE	C & ED	Member	09-Aug-2021	
3	BHASKAR CHORADIA	NED,ND	Member	09-Mar-2021	
4	ASHOK KUMAR SINGHAL	ID	Chairperson	26-Jul-2019	20-Jul-2021

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
06-May-2021	Yes		4	1
19-May-2021	Yes		4	0
29-Jun-2021	Yes		4	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	24

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of	Whether requirement of Quorum	Total Number of Directors	Number of Directors present (All	Number of Independent directors	Number of Members attending
-----------------------	------------------------------------	-------------------------------	---------------------------	----------------------------------	---------------------------------	-----------------------------

	Previous quarter and Current quarter in chronological order)	met (Yes/No)	in the Committee as on date of the meeting	directors including Independent Director)	attending the meeting	the Meeting (Other than Board of Directors)
Audit Committee	29-Jun-2021	Yes		2	1	
Audit Committee	13-Aug-2021	Yes		3	0	
Nomination & Remuneration Committee	16-Jul-2021	Yes		1	1	
Risk Management Committee	28-Jun-2021	Yes		2	1	
Risk Management Committee	25-Aug-2021	Yes		3	0	

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	44

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	
--	--

## 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 - **No**
  - b. Nomination & remuneration committee - **No**
  - c. Stakeholders relationship committee - **No**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **No**
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:

**Point 1 to 5 & 7: Company got listed as on 29-01-2021. Presently, the IRFC Board comprises four directors comprising two Executive Directors and two Non-Executive Directors (Government Nominees) . Therefore, in view of the above, as on date, the Company needs four Independent Directors including one woman independent director to ensure compliance with the requirement of Regulation 17(1)(b) of the SEBI Listing Regulations. The power to appoint Directors vests with Ministry of Railways (MoR) and Company has no role to play in it. The Company has already requested MoR for appointment of requisite number of Independent Directors.**

Name : VIJAY BABULAL SHIRODE  
 Designation : Company Secretary & Compliance Officer

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

--

**Name** : **Vijay Babulal Shirode**  
**Designation** : **Company Secretary & Compliance Office**

**ANNEXURE IV**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
2681252	0	0	0	38318400	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0

<i>KMPs or any other entity controlled by them</i>	0	0	0
--	---	---	---

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

--



<b>Affirmations</b>	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
<b>Company Remarks in case of non-compliant status</b>	1. Balance outstanding includes lease financing to Indian Railways Rs. 376359 cr and loan to Railway Entities Rs. 6825 cr. 2 Above figures are provisional and unaudited.

<p><b>Name:</b> Shelly Verma <b>Designation:</b> Chief Financial Officer <b>Place:</b> New Delhi <b>Date:</b> 20-Oct-2021</p>
---