इंडियन रेलवे फाईनेन्स कॉरपोरेशन लिमिटेड

(भारत सरकार का उपक्रम) (सी आई एन : L65910DL1986GOI026363)

पंजीकृत कार्यालय : रूम नं. 1316 & 1349, तीसरी मंजिल, दि अशोक, डिप्लोमैटिक एन्क्लेव 50–बी, चाणक्यपुरी, नई दिल्ली–110021

दूरभाष : 011-24100385

INDIAN RAILWAY FINANCE CORPORATION LTD.

(A Government of India Enterprise) (CIN : L65910DL1986GOI026363)

Regd. Office : Room Nos. 1316 – 1349, 3rd Floor, The Ashok, Diplomatic Enclave:- 50-B, Chanakyapuri, New Delhi-110021

Phone : 011-24100385, E-mail : info@irfc.nic.in, Website : www.irfc.nic.in

No: IRFC/SE/2023-24/16 **29th May, 2023**

National Stock Exchange of India Limited Listing department, Exchange Plaza, Bandra- Kurla Complex, Bandra (E) Mumbai- 400 051 **Scrip Symbol: IRFC**	**BSE Limited** Listing Dept / Dept of Corporate Services, PJ Towers, Dalal Street, Mumbai -400 001 **Scrip Code: 543257**

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2023

Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the Annual Secretarial Compliance Report dated 24th May 2023 for the year ended 31st March 2023 issued by M/s Akhil Rohatgi & Co., Practicing Company Secretaries, New Delhi.

This is submitted for your information and record.

Thanking You,
For **Indian Railway Finance Corporation Limited**

VIJAY BABULAL SHIRODE
Digitally signed by VIJAY BABULAL SHIRODE
Date: 2023.05.29 14:06:35 +05'30'

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

Indian Railway Finance Corporation Ltd. IRFC CIN L65910DL1986 GOI026363 New Delhi

Enclosure: As above

आज़ादी का अमृत महोत्सव

AKHIL ROHATGI & COMPANY
Company Secretaries
21, Shamnath Marg, Civil Lines, Delhi – 110054.
Phone : 9810690633, 8527087435
Email : rohatgi_co_secy@gmail.com
csdelhi84@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
INDIAN RAILWAY FINANCE CORPORATION LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023
[Pursuant to regulation 3.b. of SEBI Circular No CIR / CFD/ CMD1 / 27 / 2019 dated 8th February 2019 under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
Indian Railway Finance Corporation Limited
CIN: L65910DL1986GOI026363
Registered Office: Room No 1316-1349, 3rd Floor
Hotel The Ashok Diplomatic Enclave,
50-B, Chanakyapuri, New Delh-110021

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Indian Railway Finance Corporation Limited** ("Company/IRFC"), having its Registered Office at Room No 1316-1349, 3rd Floor, The Ashok Diplomatic Enclave, 50-B, Chanakyapuri, New Delh-110021. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observation thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and in the manner and subject to the reporting made hereinafter:

We **Akhil Rohatgi & Co. Practicing Company Secretaries** have examined:

(a) all the documents and records made available to us, and explanation provided by the **Indian Railway Finance Corporation Limited** ("the listed entity/Company"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2023** ("Review Period") in respect of compliance with the provisions of:



(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable on the company during review period]

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable on the company during review period]

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not applicable on the company during review period]

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not applicable on the company during review period]

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories & Participants) Regulation, 1996 and 2018 and circulars/ guidelines issued thereunder; to the extent applicable

(j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the period under review]

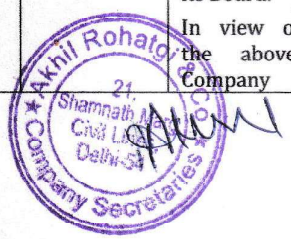
And circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1) of SEBI (LODR) Regulations, 2015- The Listed Company shall have an optimum combination of executive and non-executive Directors and not less than fifty percent of the board of directors shall comprise of non- executive directors. Where the listed entity does not have regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Composition of Board was not in compliance as per SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors during the period under review.	National Stock Exchange of India Limited ("NSE") & BSE Limited ("BSE")	Fine	Regulation 17(1) of SEBI (LODR) Regulations, 2015	NSE & BSE each levied fine of Rs. 21,53,500 /- during FY 2022-23	During the period under review, the number of Independent Directors on the Board was less than half of the total strength of Board as required under regulation 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.	The Company /IRFC has communicated to the stock exchanges that being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control in the appointment of Directors on its Board. The Company has been requesting and following up with its administrative ministry i.e., Ministry of Railways (MoR) for appointment of requisite number of independent Directors on its Board. In view of the above, Company	The Company/IRFC being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control in the appointment of Directors on its Board.



									has requested NSE & BSE to waive off all the fines imposed on the Company.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1) and 17(2A) of SEBI (LODR) Regulations, 2015	Regulation 17(1) and 17(2A)	Composition of Board including failure to appoint independent woman director and quorum of meetings was not in compliance as per SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.	National Stock Exchange of India Limited ("NSE") & BSE Limited ("BSE")	Fine	Composition of Board/Committee including failure to appoint independent woman director and quorum of meetings was not in compliance as per SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.	NSE & BSE each levied fine of Rs 35,88,380/- during FY 2021-22.	During the period under review, the Company did not have requisite number on Independent Directors on its Board. Further, as informed, Company/IRFC being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control in the appointment of Directors on its Board.	The Company/IRFC being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control in the appointment of Directors on its Board. During the period under review, Company has requested the Ministry of Railways (MoR) for appointment of requisite number of independent Directors	NSE waived off the fine imposed vide its letter dated 30.08.2022 w.r.t. Regulations 17,18,19 of SEBI (LODR) Regulations 2015 for quarter ended March 31, 2021 to December 31, 2021; Regulation 17(2A) of SEBI (LODR) Regulations, 2015 for quarter ended September 30, 2021 & December 31, 2021; Regulation 20 of SEBI (LODR) Regulations, 2015 for quarter ended December 31, 2021; and Regulation 21 of SEBI (LODR), Regulations 2015 for
2.	Regulation 18(1) of SEBI (LODR) Regulations, 2015	Regulation 18(1) of SEBI (LODR) Regulations, 2015	Composition of Audit Committee was not in compliance as per SEBI (LODR) Regulations, 2015 due to non-availability of requisite numbers of Independent directors							
3.	Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015	Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015	Composition of Nomination and Remuneration Committee was not in compliance							

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			as per SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.					has been requesting and following up with its administrative ministry i.e., Ministry of Railways (MoR) for appointment of requisite number of independent Directors on its Board. Further, two (2) Independent Directors (including one women independent director) were appointed by the Ministry of Railways (MoR) on November 09, 2021, for a period of three years and the same has been duly intimated to the stock exchanges and accordingly the committees of Board were also reconstituted w.e.f November 24, 2021. Further, there was a requirement of two (2) more Independent Directors on its Board.	on its Board. Two (2) Independent Directors (including one women independent director) were appointed by the Ministry of Railways (MoR) on November 09, 2021, for a period of three years and the same has been duly intimated to the stock exchanges and accordingly the committees of Board were also reconstituted w.e.f November 24, 2021. Further, there was a requirement of two (2) more Independent Directors on its Board. In view of the above, Company has requested NSE & BSE to waive off all the fines imposed on the Company. Accordingly, NSE waived off the fine imposed	quarter ended December 31, 2021. During the FY 2022-23 the composition of Audit Committee, Nomination &Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee was in compliance as per SEBI (LODR) Regulations, 2015.
4.	Regulation 20(2) /(2A) of SEBI (LODR) Regulations, 2015	Regulation 20(2) /(2A) of SEBI (LODR) Regulations, 2015	Composition of Stakeholder Relationship Committee was not in compliance as per SEBI(LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.							
5.	Regulation 21(2) of SEBI (LODR) Regulations, 2015	Regulation 21(2) of SEBI (LODR) Regulations, 2015	Composition of Risk Management Committee was not in compliance as per SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.							

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								Once the requisite number of independent directors are appointed by Ministry of Railways, the Company will be in compliance with SEBI (LODR) Regulations, 2015.	vide its letter dated 30.08.2022 w.r.t. Regulations 17,18,19 of SEBI (LODR) Regulations, 2015 for quarter ended March 31, 2021 to December 31, 2021; Regulation 17(2A) of SEBI (LODR) Regulations, 2015 for quarter ended September 30, 2021 & December 31, 2021; Regulation 20 of SEBI (LODR) Regulations, 2015 for quarter ended December 31, 2021; and Regulation 21 of SEBI (LODR) Regulations, 2015 for quarter ended December 31, 2021.	
6.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Disclosure of Related Party transactions for the half year ended 31st March 2021 and 30th September,2021	National Stock Exchange of India Limited ("NSE") & BSE Limited ("BSE")	Fine	Disclosure of Related Party transactions for the half year ended 31st March 2021 and 30th September,2021	NSE & BSE each levied fine of Rs 1,29,800/- & Rs 2,53,700/-for the half year ended 31st March 2021 & 30th Sept. 2021 respectively.	Company has made the necessary disclosure for the year ended 31st March 2021 in notes to accounts on page Nos. 189 & 190 in the Annual Report of the Company	NSE waived off the fine imposed vide its letter dated 30.08.2022 w.r.t regulation 23(9) for the half year ended March 31, 2021 and September 30, 2021.	NSE waived off the fine imposed vide its letter dated 30.08.2022 w.r.t regulation 23(9) the half year ended March 31, 2021 and September 30, 2021.

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								and submitted to the exchanges. Further, disclosure for the half year ended 30th September, 2021 has been submitted by the Listed entity on 14th January, 2022 to the Stock exchanges. Company has requested to stock exchanges to consider the submission of disclosure of Related Party Transactions as on the date of filing of financial results.		

II. Being a Government Company, appointment of Statutory Auditors of the Company has been done by the office of the Comptroller and Auditor General Auditor General or India (C&AG). The appointment letter also contains terms of appointment of the Statutory Auditors Since, terms of appointment were communicated by the C&AG. compliance by listed entity with clause 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. However, there is no case of resignation by Statutory Auditors appointed by C&AG.

III. We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	**Yes**	None

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2	**Adoption and timely up-dation of the policies:** **a)** All the applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. **b)** All the policies are in conformity with SEBI regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI	**Yes** **Yes**	None
3	**Maintenance and disclosures on Websites:** **a)** The Listed Entity is maintaining a functional website. **b)** Timely dissemination of the documents/ Information under a separate section on the website **c)** Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant documents / section of the website.	**Yes** **Yes** **Yes**	None
4	**Disqualification of Directors:** None of the Directors of the Company are disqualified under Section 164 of Companies Act 2013	**Yes**	None
5	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** **a)** Identification of Material Subsidiary Companies **b)** Requirements with respect to disclosure of material as well as other subsidiaries	**NA**	The Company does not have any Subsidiary
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI regulations and disposal of records as per policy of preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	**Yes**	None
7	**Performance of Evaluation:** The Listed Entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year / during the financial year as prescribed in SEBI regulations.	**NA**	MCA vide its notification dated 05.06.2015, has, inter-alia, exempted Government companies from the evaluation of performance of Directors in case the Directors are evaluated by the Ministry or Department of the Central Government, which is

Akhil Rohatgi & Co. Company Secretaries

			administratively in charge of the company, as per its own evaluation methodology. Further, MCA vide notification dated 05.07.2017, also prescribed that the provisions relating to review of performance of Independent Directors and evaluation mechanism prescribed in Schedule IV of the Companies Act, 2013, is also not applicable to Government Companies.
8	**Related Party Transactions:** **a)** The Listed entity has obtained prior approval of Audit Committee for all related party transactions **b)** The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	**Yes** **Yes**	None
9	**Disclosure of events or information:** The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations 2015 within the time limits prescribed there under.	**Yes**	None
10	**Prohibition of Insider Trading:** The Listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading} Regulations, 2015.	**Yes**	None
11	**Actions taken by SEBI or Stock Exchanges, if any:** No actions has been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges under SEBI regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	**Yes**	Mentioned in Table (a) below.
12	**Additional Non- Compliances, if any:** No additional non compliances observed for any SEBI regulation/circular/guidance note etc.	**Yes**	None

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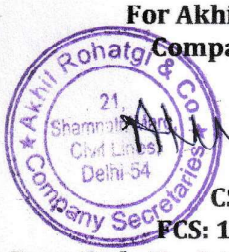
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Akhil Rohatgi & Co.
Company Secretaries



CS Akhil Rohatgi
FCS: 1600, COP:2317
ICSI Unique Regn Code No: P1995DE072900
UDIN No: F001600E000367361

Place: New Delhi
Date: 24.05.2023