VAP & ASSOCIATES
Company Secretaries

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Secretarial Compliance Report of
Indian Railway Finance Corporation Limited
(CIN: L65910DL1986GOI026363)
for the financial year ended 31st March, 2026
(Pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
Indian Railway Finance Corporation Limited ("IRFC")
UG-Floor, East Tower, NBCC Place,
Bhishma Pitamah Marg, Pragati Vihar,
Lodhi Road, New Delhi-110003.

We, VAP & Associates have examined:
(a) all the documents and records made available to us and explanation provided by **Indian Railway Finance Corporation Limited ("the listed entity"/ "the Company"/ "IRFC"),**
(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 report,

for the financial year ended 31st March, 2026 **("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 and amendments thereof;
b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018, to the extent applicable**(No such event during the Review Period);**
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment thereof;
d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendment thereof **(No such event during the Review Period);**
e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(No such event during the Review Period);**
f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;
h) The Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder to the extent of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (upto 14" December, 2025) and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 (from 15" December, 2025) regarding the Act and dealing with client to the extent of securities issued

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

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1 (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 (Advisory/Clarification/Fine/ Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	**Regulation 17(1)(a):** At least one independent woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors. **Regulation 17(1)(b):** Where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. **Regulation 17(1)(c):** The Board of Directors of the top 2000 listed entities shall comprise not less than six directors.	SEBI (LODR) Regulations, 2015	**Regulation 17(1)(a):** No Independent Woman Director on the Board throughout the Review Period. **Regulation 17(1)(b):** Since the Chairperson is an Executive Director (CMD), at least 50% of the Board was required to be Independent Directors. However, there was no Independent Director from 01.04.2025 to 15.04.2025, and only one thereafter till 31.03.2026. **Regulation 17(1)(c):** Against the minimum requirement of six directors for top 2000 listed entities, the Board strength was four (01.04.2025 to 15.04.2025) and five (16.04.2025 to 31.03.2026).	BSE and NSE	Fine	Regulation 17(1), 17(2A) 18(1), 19(1)/19(2), 20(2), 20(2A) and 21(2) of SEBI (LODR) Regulations, 2015 for Quarter ended 31.03.2025 and 30.06.2025 Regulation 17(1), 18(1), 19(1)/19(2) of SEBI (LODR) Regulations, 2015. for Quarter ended 30.09.2025 and 31.12.2025	Rs. 14,51,400/- (including GST) each by BSE and NSE for Quarter ended 31.03.2025. Rs. 10,77,340/- (including GST) each by BSE and NSE for Quarter ended 30.06.2025. Rs. 9,77,040/- (including GST) each by BSE and NSE for Quarter ended 30.09.2025. Rs. 9,77,040/- (including GST) each by BSE and NSE for Quarter ended 31.12.2025.	During the Review Period, the composition of the Board of Directors of the Company was not in compliance with Regulation 17(1) of the SEBI (LODR) Regulations, 2015, in the following respects: (a) No Independent Woman Director was on the Board throughout the Review Period [Regulation 17(1)(a)]; (b) The number of Independent Directors was less than 50% of the Board strength, as the Chairperson is an Executive Director [Regulation 17(1)(b)]; and (c) The total Board strength was less than six directors, against the requirement applicable to the top 2000 listed entities [Regulation 17(1)(c)]	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 and a Woman Director on its Board. In view of the above, Company has requested NSE & BSE to waive off the fines imposed on the Company.	Subsequent to the close of the Review Period: (i) the National Stock Exchange of India Limited (NSE) vide its e-mail dated 24.04.2026, has communicated the waiver of fines levied for the period from March 2022 to December 2025 for non-compliance with Regulations 17(1), 17(2A), 18, 19, 20, and 21 of the SEBI (LODR) Regulations, 2015; and (ii) BSE Limited vide its communication dated 27.04.2026, has similarly approved the Company's request for waiver of fines levied for the same period.

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2.	**Regulation 17(2A):** The quorum for every meeting of the board of directors of the top 2000 listed entities shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.	SEBI (LODR) Regulations, 2015	The Board Meeting held on 15.04.2025 did not meet the quorum requirement of at least one Independent Director, as none was on the Board on that date.	BSE and NSE	Fine	Regulation 17(2A)	Included in the consolidated fine mentioned in Sr. No. 1 above.	The quorum requirement of inclusion of at least one Independent Director was not met at the Board Meeting held on 15.04.2025 in terms of Regulation 17(2A) of the SEBI (LODR) Regulations, 2015.	Same as Sr. No. 1 above.	Same as Sr. No. 1 above.
3.	**Regulation 18(1)(b):** The Audit Committee shall have minimum three directors as members; two-thirds of the members of the Audit Committee shall be Independent Directors.	SEBI (LODR) Regulations, 2015	**Regulation 18(1)(b):** Due to insufficient Independent Directors on the Board, two-thirds of the Audit Committee did not comprise Independent Directors during the Review Period.	BSE and NSE	Fine	Regulation 18(1)	Included in the consolidated fine mentioned in Sr. No. 1 above.	During the period under review, the composition of the Audit Committee of the Company was not in compliance with Regulation 18(1)(b) of the SEBI (LODR) Regulations, 2015 on account of there being insufficient number of Independent Directors on the Board.	Same as Sr. No. 1 above.	Same as Sr. No. 1 above.
4.	**Regulation 19(1):** The Nomination and Remuneration Committee (NRC) shall comprise of at least three Directors; all Directors of the Committee shall be Non-Executive Directors; at least two-thirds of the Directors shall be Independent Directors.	SEBI (LODR) Regulations, 2015	**Regulation 19(1):** Due to insufficient Independent Directors on the Board, two-thirds of the NRC did not comprise Independent Directors during the Review Period.	BSE and NSE	Fine	Regulation 19(1)/19(2)	Included in the consolidated fine mentioned in Sr. No. 1 above.	During the period under review, the composition of the NRC of the Company was not in compliance with Regulation 19(1)/19(2) of the SEBI (LODR) Regulations, 2015 on account of there being insufficient number of Independent Directors on the Board.	Same as Sr. No. 1 above.	Same as Sr. No. 1 above.

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5.	**Regulation 20(2):** The chairperson of Stakeholders Relationship Committee (SRC) shall be a non-executive director. **Regulation 20(2A):** At least one independent director shall be member of the SRC.	SEBI (LODR) Regulations, 2015	Due to the absence of Independent Directors on the Board from 01.04.2025 to 21.04.2025: **Regulation 20(2):** The SRC was chaired by an Executive Director, instead of a Non-Executive Director. **Regulation 20(2A):** The SRC did not include the requisite Independent Director.	BSE and NSE	Fine	Regulation 20(2)/20(2A)	Included in the consolidated fine mentioned in Sr. No. 1 above.	The SRC was not properly constituted from 01.04.2025 to 21.04.2025. The SRC was reconstituted on 22.04.2025 with the appointment of one Independent Director.	Same as Sr. No. 1 above.	Same as Sr. No. 1 above.
6.	**Regulation 21(2):** At least one independent director shall be member of the Risk Management Committee (RMC).	SEBI (LODR) Regulations, 2015	**Regulation 21(2):** Due to the absence of Independent Directors on the Board from 01.04.2025 to 21.04.2025, the RMC did not include the requisite Independent Director.	BSE and NSE	Fine	Regulation 21(2)	Included in the consolidated fine mentioned in Sr. No. 1 above.	The RMC was not properly constituted from 01.04.2025 to 21.04.2025. The RMC was reconstituted on 22.04.2025 with the appointment of one Independent Director.	Same as Sr. No. 1 above.	Same as Sr. No. 1 above.

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous Report	Observations made in the Secretarial Compliance report for the year ended 31.03.2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Regulation 17(1), 17(2A), 18(1), 19(1)/ 19(2), 20(2)/(2A) and 21(2) of SEBI (LODR) Regulations, 2015.	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). For the quarter ended on December 2024, and March 2025 Composition of the committees namely Audit committee, Nomination and Remuneration committee, Stakeholder Relationship, committee and Risk Management committee are not in compliance of Regul 18(1), 19, 20 and 21(2)of SEBI (LODR) Regulations, 2015	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(2A), 18(1), 19, 20 and 21(2) pertaining to the quorum of Board meetings, constitution of committees namely Audit committee, Nomination and Remuneration committee, Stakeholder Relationship, committee and Risk Management committee.	Regulation 17(1), 17(2A), 18(1), 19(1)/ 19(2), 20(2)/(2A) and 21(2) 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 financial year 2024-25 For the quarter ended on December 2024 and March 2025 Composition of the committees namely Audit committee, Nomination and Remuneration committee, Stakeholder Relationship, committee and Risk Management committee are not in compliance of Regul 18(1), 19, 20 and 21(2)of SEBI (LODR) Regulations, 2015. NSE & BSE each levied fine of Rs. 26,62,080/- during FY 2024-25	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 has requested NSE & BSE to waive off all the fines imposed on the Company.	As per the information and explanations furnished by the management, the Company had submitted requests to BSE Limited and the National Stock Exchange of India Limited seeking waiver of the fines levied during FY 2024-25. Subsequent to the close of the Review Period: (i) the National Stock Exchange of India Limited (NSE) has communicated the waiver of fines levied for the period from March 2022 to December 2025 for non-compliance with Regulations 17(1), 17(2A), 18, 19, 20, and 21 of the SEBI (LODR) Regulations, 2015; and (ii) BSE Limited has similarly approved the Company's request for waiver of fines levied for the same period

Note: Non-Compliance for periods prior to the previous year has already been informed in previous Secretarial Compliance Report.

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2. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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	--
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes Yes	--
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	--
4.	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	As per MCA, Sub-section (2) of Section 164 shall not apply in case of Government company .
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	As per the information provided by the Company, there was no subsidiary of the Company during the F.Y. 2025-26
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	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	NA	As per the information and explanation provided by the Company, IRFC is a Public Sector Undertaking (Government Company) and the appointment of Directors, both Executive and Non-Executive are made by the Government of

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			India. Further, Ministry of Corporate Affairs has, vide its notification dated June 05, 2015, has notified that sub-section (2) of Section 178 regarding the performance evaluation shall not apply to Directors of Government Companies. Further, MCA vide its notification dated July 05, 2017, has made an amendment in the Schedule IV of the act, whereby it has exempted Government Companies from complying with the requirement of performance evaluation of Non Independent Directors and Chairman by the Independent Directors and performance evaluation of the Independent Director by the Board, if the concerned department or ministries have specified these requirements.
8.	Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all Related party transactions In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA NA	Being a government related entity
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: ~~No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder~~ (or) The Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	Mentioned in Table 1 (a) above
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is)	NA	Not applicable during the period as in case of Government companies, the Comptroller and Auditor General of India (C&AG) appoints statutory auditors. Additionally, the terms and conditions of their appointments are determined by

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	has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		the C&AG.
13.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	None	--

3. We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations: Not Applicable

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 Company.
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 Company.
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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **VAP & Associates**
Company Secretaries
FRN: P2023UP098500
Peer Review No: 7629/2026

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Parul Jain
Managing Partner
M. No. F8323
CP No. 13901
UDIN: F008323H000365603

Place: Ghaziabad
Date: 14.05.2026