



# इंडियन रेलवे फाइनेंस कॉर्पोरेशन लिमिटेड

(भारत सरकार का उद्यम) (सीआईएन L65910DL1986GOI026363)

पंजीकृत कार्यालय: यूजी फ्लोर, ईस्ट टॉवर, एनबीसीसी प्लेस, भीष्म पितामह मार्ग, प्रगति विहार, लोधी रोड, नई दिल्ली - 110003

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## INDIAN RAILWAY FINANCE CORPORATION LTD.

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

Regd. Office: UG Floor, East Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi - 110003

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No: IRFC/SE/2025-26/77

13<sup>th</sup> January, 2026

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

### Sub: Board Comments on fine levied by the Exchanges

Sir/ Madam,

This is with reference to NSE Letter and BSE Email dated 28th November, 2025, regarding non-compliance with the requirements pertaining to the composition of the Board and constitution of committees namely Audit and Nomination and Remuneration for the quarter ended 30th September 2025 as stipulated under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and imposing fine on the Company for the same. The same was intimated vide our letter No: IRFC/SE/2025-26/63 dated 28th November, 2025.

As advised by the Exchanges, the aforesaid matter of non-compliance was placed before the Board in its meeting held on 18<sup>th</sup> December, 2025 wherein the Board deliberated and noted the position of non-compliances with respect to the composition of the Board and constitution of committees namely Audit and Nomination and Remuneration and the fine imposed by the Exchanges. In this regard, the Board desired that follow-up be made with the appointing authority i.e. Ministry of Railways (MoR), to expedite the appointment of requisite number of Independent Directors (including one- Women Independent Directors) on the Board of IRFC. The Board also noted that the stock exchanges has been requested to waive the fine so imposed on the Company, as the matter of appointment of Directors is beyond the control of the Company. Board further noted that, in earlier instances of non-compliance of similar nature, NSE & BSE had already waived fine Imposed on Company on the similar ground for the period of March, 2021 to December, 2021.

Furthermore, 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.

This is submitted for your information and record.

Thanking You,

**For Indian Railway Finance Corporation Limited**

**(Vijay Babulal Shirode)**

**Company Secretary & Compliance Officer**