

General information about company

Scrip code	543257
NSE Symbol	IRFC
MSEI Symbol	NA
ISIN	INE053F01010
Name of the entity	INDIAN RAILWAY FINANCE CORPORATION LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory								Textual Information(1)
Whether the listed entity has a Regular Chairperson								Yes
Whether Chairperson is related to MD or CEO								Yes
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Ms	Usha Venugopal	AAKPV7301F	10725298	Executive Director	Chairperson	CEO-MD	15-11-1965
2	Ms	Uma Ranade	ADDPR0003L	10565537	Executive Director	Not Applicable	CEO-MD	16-07-1964
3	Ms	Shelly Verma	AAFPV5213K	07935630	Executive Director	Not Applicable		13-04-1965
4	Mr	Abhishek Kumar	ALMPK2522L	10644411	Non-Executive - Nominee Director	Not Applicable		01-04-1977
5	Mr	BALDEO PURUSARTHA	AMEPP3669G	07570116	Non-Executive - Nominee Director	Not Applicable		05-01-1974
6	Mr	VALABHBHAI MANEKLAL PATEL	ABRPP9807G	07713055	Non-Executive - Independent Director	Not Applicable		06-01-1969
7	Mrs	Sheela Pandit	DDYPP3015C	09403193	Non-Executive - Independent Director	Not Applicable		04-05-1985

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-08-2024				1	0	0	0			
2	NA		27-03-2024		01-08-2024		1	0	0	0	Tenure Completion		
3	NA		01-09-2020				1	0	1	0			
4	NA		29-05-2024				1	0	1	0			
5	NA		03-06-2020				1	0	0	0			
6	NA		10-11-2021	10-11-2021		34.22	1	0	2	1			
7	NA		22-11-2021	22-11-2021		34.1	1	0	2	1			

Text Block

Textual Information(1)

MoR vide its order dated 29.07.2024 had entrusted addl charge of the post of CMD IRFC to Ms Usha Venugopal, IRAS,AM(Finance),Railway Board and she assumed the charge on 01.08.2024.Further due to superannuation of Ms. Uma Ranade, IRAS/IRFC, she had relinquished the addl charge of the post of CMD IRFC w.e.f 01.08.2024.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07713055	VALABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Chairperson	24-11-2021		
2	09403193	Sheela Pandit	Non-Executive - Independent Director	Member	24-11-2021		
3	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	29-05-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07713055	VALABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Chairperson	24-11-2021		
2	09403193	Sheela Pandit	Non-Executive - Independent Director	Member	24-11-2021		
3	07570116	BALDEO PURUSARTHA	Non-Executive - Nominee Director	Member	29-09-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09403193	Sheela Pandit	Non-Executive - Independent Director	Chairperson	24-11-2021		
2	07713055	VALABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Member	18-10-2022		
3	07935630	Shelly Verma	Executive Director	Member	01-09-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10725298	Usha Venugopal	Executive Director	Chairperson	01-08-2024		
2	10565537	Uma Ranade	Executive Director	Chairperson	08-05-2024	01-08-2024	Textual Information(1)
3	07935630	Shelly Verma	Executive Director	Member	01-09-2020		
4	07713055	VALABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Member	24-11-2021		
5	09403193	Sheela Pandit	Non-Executive - Independent Director	Member	18-10-2022		

Sr Text Block

Textual Information(1)

Due to superannuation of Ms. Uma Ranade, IRAS IRFC, she had relinquished the addl charge of the post of CMD IRFC w.e.f 01.08.2024. Ms Usha Venugopal, IRAS,AM(Finance),Railway Board and she assumed the charge on 01.08.2024

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07713055	VALABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Chairperson	24-11-2021		
2	07935630	Shelly Verma	Executive Director	Member	01-09-2020		
3	09403193	Sheela Pandit	Non-Executive - Independent Director	Member	21-03-2023		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	20-05-2024				Yes	5	5	2
2		29-07-2024	69		Yes	6	5	2
3		01-08-2024	2		Yes	6	4	2
4		12-08-2024	10		Yes	6	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20-05-2024				Yes	3	3	2	0
2	Audit Committee	12-08-2024	83			Yes	3	3	2	0
3	Nomination and remuneration committee	01-08-2024				Yes	3	2	2	0
4	Stakeholders Relationship Committee	29-07-2024				Yes	3	3	2	0
5	Corporate Social Responsibility Committee	29-07-2024				Yes	3	3	2	0
6	Corporate Social Responsibility Committee	30-09-2024	62			Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	VIJAY BABULAL SHIRODE
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

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.

Annexure III**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

1	Name of signatory	VIJAY BABULAL SHIRODE
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	4622870580173.08	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	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			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
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.		Yes	Textual Information(3)
Name	SUNIL KUMAR GOEL		
Designation	CFO		
Place	New Delhi		
Date	17-10-2024		

Text Block

Textual Information(2)

Above figures are provisional and unaudited.

Textual Information(3)

Above figures are provisional and unaudited.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	VIJAY BABULAL SHIRODE
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	17-10-2024

