

**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-2023**

**i. Composition Of Board Of Director**

Sr. No	Title (Mr./Ms)	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 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 Regulation]	Date of passing special resolution	No. of Directors in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directors 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
1.	Ms.	SHELLY VERMA	07935630	AAFV5213K	C & ED	CEO-MD	01-Sep-2020			60	13-Apr-1965	No				Active	NA		1	0	1	0	SC,RC
2.	Mr.	BHASKAR CHORADIA	08975719	AEHPC1421J	NED,ND		27-Nov-2020				24-Sep-1975	No				Active	NA		1	0	1	0	AC
3.	Mr.	BALDEO PURUSHARTHA	07570116	AMEPP3669G	NED,ND		03-Jun-2020				05-Jan-1974	No				Active	NA		1	0	0	0	NRC
4.	Mr.	VALLABH BHAI MANEKLA L PATEL	07713055	ABRPP9807G	ID		10-Nov-2021	10-Nov-2021		20.21	06-Jan-1969	No				Active	NA		1	0	2	1	AC,SC,RC,NRC
5.	Mrs.	SHEELA PANDIT	09403193	DDYPP3015C	ID		22-Nov-2021	22-Nov-2021		22.9	04-May-1985	No				Active	NA		1	0	2	1	AC,SC,RC,NRC

Company Remarks	MoR, GOI vide order No 2018/E(OII/40/19 dated 06.05.2023,hascommunicated Premature termination of services of Sh. Amitabh Banerjee from post of CMD wef 15.10.2022 & entrusted Addl Charge of post of CMD to Ms. Shelly Verma, DF for a period of1year wef15.10.2022 or until further orders. MoR order dated18.09.2023, has communicated extension of addl. charge of post CMD for a further period of 6mon w.e.f.15.10.23 or till appointment of a regular incumbent to post or until further orders, whichever is earliest.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	VALLABHBHAI MANEKLAL PATEL	ID	Chairperson	24-Nov-2021	
2	SHEELA PANDIT	ID	Member	24-Nov-2021	
3	BHASKAR CHORADIA	NED,ND	Member	18-Oct-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SHEELA PANDIT	ID	Chairperson	24-Nov-2021	
2	VALLABHBHAI MANEKLAL PATEL	ID	Member	18-Oct-2022	
3	SHELLY VERMA	C & ED	Member	01-Sep-2020	

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	SHELLY VERMA	C & ED	Chairperson	01-Sep-2020	
2	VALLABHBHAI MANEKLAL PATEL	ID	Member	24-Nov-2021	
3	SHEELA PANDIT	ID	Member	18-Oct-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration 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	VALLABHBHAI MANEKLAL PATEL	ID	Chairperson	24-Nov-2021	
2	SHEELA PANDIT	ID	Member	24-Nov-2021	
3	BALDEO PURUSHARTHA	NED,ND	Member	29-Sep-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
25-May-2023	Yes	5	5	2
18-Jul-2023	Yes	5	5	2
11-Aug-2023	Yes	5	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	53

iv. Meeting of Committees

Name of the Committee	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 in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	25-May-2023	Yes	3	3	2	0
Audit Committee	11-Aug-2023	Yes	3	3	2	0
Risk Management Committee	26-Jun-2023	Yes	3	3	2	0
Risk Management Committee	19-Sep-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

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	
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**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 - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
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:

**Being CPSE 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.**

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:

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

**ANNEXURE IV**

%symbol%	%company Name%	%quarter Ended%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<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>
4599200002.67	0	0	0	4664295777426.85	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:**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</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</i>	0	0	0

<i>controlled by them</i>			
<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**



**Above figures are provisional and unaudited.**

**Affirmations**

*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*

**Company Remarks in case of non-compliant status**

Above figures are provisional and unaudited.

**Name:** SUNIL KUMAR GOEL  
**Designation:** Chief Financial Officer  
**Place:** NEW DELHI  
**Date:** 18-Oct-2023