

## 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 - **31-Mar-2022**

**i. Composition Of Board of Director**

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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Remarks
Mr.	AMITABH BANERJEE	03315975	AALPB6983E	C & ED	CEO-MD	12-Oct-2019			60	21-Dec-1963	NA		1	0	2	0	AC,SC,RC	
Ms.	SHELLY VERMA	07935630	AAFPV5213K	ED		01-Sep-2020			60	13-Apr-1965	NA		1	0	1	0	SC,RC	
Mr.	BHASKAR CHORADIA	08975719	AEHPC1421J	NED, ND		27-Nov-2020				24-Sep-1975	NA		1	0	0	0		
Mr.	BALDEO PURUSHAR THA	07570116	AMEPP3669G	NED, ND		03-Jun-2020				05-Jan-1974	NA		1	0	0	0	NRC	
Mr.	VALLABH HAI MANEKLAL PATEL	07713055	ABRPP9807G	ID		10-Nov-2021	10-Nov-2021		5	06-Jan-1969	NA		1	1	1	1	AC,RC,NRC	
Mrs.	SHEELA PANDIT	09403193	DDYPP3015C	ID		22-Nov-2021	22-Nov-2021		4	04-May-1985	NA		1	1	2	1	AC,SC,NRC	

Company Remarks	The power to appoint Directors vests with Ministry of Railways (MoR) and Company has no role to play in it. The Company has already requested MoR for appointment of requisite number of Independent Directors. As on date Company requires two more additional Independent Directors.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	VALLABHBHAI MANEKLAL PATEL	ID	Chairperson	24-Nov-2021	
2	SHEELA PANDIT	ID	Member	24-Nov-2021	
3	AMITABH BANERJEE	C & ED	Member	12-Oct-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SHEELA PANDIT	ID	Chairperson	24-Nov-2021	
2	AMITABH BANERJEE	C & ED	Member	12-Oct-2019	
3	SHELLY VERMA	ED	Member	01-Sep-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	AMITABH BANERJEE	C & ED	Chairperson	12-Oct-2019	
2	VALLABHBHAI MANEKLAL PATEL	ID	Member	24-Nov-2021	
3	SHELLY VERMA	ED	Member	01-Sep-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
01-Nov-2021	10-Feb-2022	Yes	6	2
	30-Mar-2022	Yes	6	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	100

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	01-Nov-2021		Yes	3	0
Audit Committee		10-Feb-2022	Yes	3	2
Audit Committee		30-Mar-2022	Yes	3	2

Risk Management Committee	24-Dec-2021		Yes	3	1
Risk Management Committee		29-Mar-2022	Yes	3	1
Nomination & Remuneration Committee		09-Feb-2022	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	100

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 100 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:

**Point 1: The power to appoint Directors vests with Ministry of Railways (MoR) and Company has no role to play in it. The Company has already requested MoR for appointment of requisite number of Independent Directors.**

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

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://irfc.co.in/">https://irfc.co.in/</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
Composition of various committees of board of directors	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Code of conduct of board of directors and senior management	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
Details of establishment of vigil mechanism/ Whistle Blower	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
Policy on dealing with related party transactions	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Contact information of the designated officials of the listed entity	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Financial results	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Shareholding pattern	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Credit rating or revision in credit rating obtained by the entity for	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Separate audited financial statements of each subsidiary of the	Not Applicable		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://irfc.co.in/investors-2/">https://irfc.co.in/investors-2/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
Dividend Distribution policy as per Regulation 43A (as	Yes		<a href="https://irfc.co.in/policies/">https://irfc.co.in/policies/</a>
It is certified that these contents on the website of the listed entity	Yes		<a href="https://irfc.co.in/">https://irfc.co.in/</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	

<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	The power to appoint Directors vests with Ministry of Railways (MoR) and Company has no role to play in it. The Company has already requested MoR for appointment of requisite number of Independent Directors.
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Not Applicable	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Not Applicable	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **VIJAY BABULAL SHIRODE**  
**Designation** : **Company Secretary & Compliance Officer**



**ANNEXURE IV**

Disclosure of Loans/ guarantees/ comfort letter/ securities etc. refer note below

<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>		
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	330862400000.00	4300289490982.52
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

**(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 controlled by them</i>	0	0	0
<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**

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**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**

1. Balance outstanding includes lease financing to Indian Railways Rs. 4232041444254.28 and loan to Railway Entities Rs. 68248046728.24. 2 Above figures are provisional and unaudited.

**Name:** Shelly Verma  
**Designation:** Chief Financial Officer  
**Place:** New Delhi  
**Date:** 20-Apr-2022