

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	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	NOT APPLICABLE DURING THE QUARTER
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	i00368	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

<b>Annexure I</b>								
<b>Annexure I to be submitted by listed entity on quarterly basis</b>								
<b>I. Composition of Board of Directors</b>								
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	Mr	Manoj Kumar Dubey	AFZPD2666M	07518387	Executive Director	Chairperson	CEO-MD	01-05-1970
2	Ms	Shelly Verma	AAFPV5213K	07935630	Executive Director	Not Applicable		13-04-1965
3	Mr	Randhir Sahay	ANIPS8395K	10591482	Executive Director	Not Applicable		20-01-1973
4	Mr	Abhishek Kumar	ALMPK2522L	10644411	Non-Executive - Non Independent Director	Not Applicable		01-04-1977
5	Mr	Baldeo Purushartha	AMEPP3669G	07570116	Non-Executive - Non Independent Director	Not Applicable		05-01-1974
6	Mr	Vallabhbhai Maneklal Patel	ABRPP9807G	07713055	Non-Executive - Independent Director	Not Applicable		06-01-1969

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
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

**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) & reg. 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			10-10-2024			1	0	0	0			
2	NA			01-09-2020		01-05-2025		0	0	0	0	Others	
3	NA			01-05-2025			1	0	1	0			
4	NA			29-05-2024			2	0	1	0			
5	NA			03-06-2020			1	0	2	0			
6	NA			16-04-2025		2.15	1	1	2	2			

<b>Text Block</b>	
Textual Information(1)	The power to appoint Directors vests with Government of India through 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. Further, IRFC ensures compliance with the provisions of the SEBI LODR, 2015, to the extent applicable.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

<b>Annexure 1 Text Block</b>	
Textual Information(1)	The power to appoint Directors vests with Government of India through 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. Further, IRFC ensures compliance with the provisions of the SEBI LODR, 2015, to the extent applicable.

The power to appoint Directors vests with Government of India through 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. Further, IRFC ensures compliance with the provisions of the SEBI LODR, 2015, to the extent applicable.

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	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Chairperson	22-04-2025		Textual Information(1)
2	10644411	Abhishek Kumar	Non-Executive - Non Independent Director	Member	29-05-2024		Textual Information(2)
3	07570116	Baldeo Purushartha	Non-Executive - Non Independent Director	Member	27-11-2024		
4	07518387	Manoj Kumar Dubey	Executive Director	Member	27-11-2024	22-04-2025	Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Shri. Patel appointed as Chairman of the audit committee w.e.f 22.04.25
Textual Information(2)	Ceased as a Chariman w.e.f. 22.04.25.
Textual Information(3)	Shri. Manoj Kumar Dubey Ceased to be member of the audit committee w.e.f 22.04.2025

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	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Chairperson	22-04-2025		Textual Information(1)
2	07570116	Baldeo Purushartha	Non-Executive - Non Independent Director	Member	29-09-2020		Textual Information(2)
3	10644411	Abhishek Kumar	Non-Executive - Non Independent Director	Member	27-11-2024		
4	07518387	Manoj Kumar Dubey	Executive Director	Member	27-11-2024	22-04-2025	Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Shri. Patel appointed as Chairman of the NRC committee w.e.f 22.04.25
Textual Information(2)	Ceased as Chairman w.e.f. 22.04.25
Textual Information(3)	Shri. Manoj Kumar Dubey ceased to be member of the NRC w.e.f 22.04.2025

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	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Chairperson	22-04-2025		Textual Information(1)
2	10591482	Randhir Sahay	Executive Director	Member	01-05-2025		Textual Information(2)
3	07570116	Baldeo Purushartha	Non-Executive - Non Independent Director	Member	27-11-2024		
4	07935630	Shelly Verma	Executive Director	Chairperson	01-09-2020	01-05-2025	Textual Information(3)
5	10644411	Abhishek Kumar	Non-Executive - Non Independent Director	Member	27-11-2024	22-04-2025	Textual Information(4)

<b>Sr Text Block</b>	
Textual Information(1)	Shri. Patel appointed as Chairman of the stakeholders relationship committee w.e.f 22.04.25
Textual Information(2)	Shri. Randhir Sahay has assumed the charge of Director(Finance)- Addnl. charge/ IRFC w.e.f 01.05.2025
Textual Information(3)	Ms. Shelly Verma, has superannuated on 30th April 2025 and ceased to be a Director of IRFC with effect from 1.05.25
Textual Information(4)	Shri. Abhishek Kumar ceased to be member of the Stakeholders relationship committee w.e.f 22.04.2025

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	07518387	Manoj Kumar Dubey	Executive Director	Chairperson	10-10-2024		
2	10591482	Randhir Sahay	Executive Director	Member	01-05-2025		Textual Information(1)
3	10644411	Abhishek Kumar	Non-Executive - Non Independent Director	Member	22-04-2025		Textual Information(2)
4	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Member	22-04-2025		Textual Information(3)
5	07935630	Shelly Verma	Executive Director	Member	01-09-2020	01-05-2025	Textual Information(4)

<b>Sr Text Block</b>	
Textual Information(1)	Shri. Randhir Sahay has assumed the charge of Director(Finance)- Addnl. charge/ IRFC w.e.f 01.05.2025
Textual Information(2)	Appointed as member of the risk management committee w.e.f 22.04.2025
Textual Information(3)	Shri Patel appointed as member of the risk management committee w.e.f 22.04.2025
Textual Information(4)	Ms. Shelly Verma, superannuated on 30th April 2025 and ceased to be a Director of IRFC with effect from 1st May 2025.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	07518387	Manoj Kumar Dubey	Executive Director	Chairperson	27-11-2024		
2	10591482	Randhir Sahay	Executive Director	Member	01-05-2025		Textual Information(1)
3	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Member	22-04-2025		Textual Information(2)
4	07935630	Shelly Verma	Executive Director	Member	01-09-2020	01-05-2025	Textual Information(3)
5	10644411	Abhishek Kumar	Non-Executive - Non Independent Director	Member	27-11-2024	22-04-2025	Textual Information(4)

<b>Sr Text Block</b>	
Textual Information(1)	Shri. Randhir Sahay has assumed the charge of Director(Finance)- Addnl. charge/ IRFC w.e.f 01.05.2025
Textual Information(2)	Shri. Patel appointed as member of the CSR committee w.e.f 22.04.2025
Textual Information(3)	Ms. Shelly Verma, superannuated on 30th April 2025 and ceased to be a Director of IRFC with effect from 1st May 2025.
Textual Information(4)	Shri. Abhishek Kumar ceased to be member of the CSR committee w.e.f 22.04.2025

<b>Other Committee</b>						
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			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*
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter						
1	20-01-2025				Yes	4	4	0
2	12-02-2025		22		Yes	4	4	0
3	23-02-2025		10		Yes	4	4	0
4	11-03-2025		15		Yes	4	3	0
5	17-03-2025		5		Yes	4	3	0
6	27-03-2025		9		Yes	4	3	0
7		15-04-2025	18		Yes	4	3	0
8		28-04-2025	12		Yes	5	5	1
9		28-05-2025	29		Yes	5	5	1
10		25-06-2025	27		Yes	5	5	1

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
<b>IV. Meeting of Committees</b>										
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	20-01-2025				Yes	3	3	0	0
2	Audit Committee	28-04-2025	97			Yes	3	3	1	0
3	Nomination and remuneration committee	20-01-2025				Yes	3	3	0	0
4	Nomination and remuneration committee	23-02-2025	33			Yes	3	3	0	0
5	Nomination and remuneration committee	28-04-2025	63			Yes	3	3	1	0
6	Nomination and remuneration committee	28-05-2025	29			Yes	3	3	1	0

**Annexure 1**

**IV. Meeting of Committees**

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)
7	Risk Management Committee	27-03-2025				Yes	3	3	0	0
8	Risk Management Committee	25-06-2025				Yes	4	4	1	0

**Annexure 1**

<b>V. Affirmations</b>		
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	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
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

<b>Text Block</b>	
Textual Information(1)	The power to appoint Directors vests with Government of India through 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. Further, IRFC ensures compliance with the provisions of the SEBI LODR, 2015, to the extent applicable.

<b>Details of Cyber security incidence</b>		
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

<b>Signatory Details</b>	
Name of signatory	VIJAY BABULAL SHIRODE
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	25-07-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	681
No. of investor complaints disposed off during the Quarter	681
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Imposition of Fine or Penalty					Textual Information(1)
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	BSE Limited (BSE)	Fine of Rs. 49560/- (Inclusive of GST)	30-04-2025	Regulation 57(1) Non-submission of information related to payment obligation. Para 8.4 of Chapter XVII of SEBI circular dated August 10, 2021 Non-submission of certificate relating to fulfillment of payment obligation by issuers of Commercial Paper	Has no impact
2	National Stock Exchange of India Limited (NSE)	Fine of Rs. 49560/- (Inclusive of GST)	30-04-2025	Non submission of certificate regarding fulfillment of payment obligations (Commercial Paper)	Has no impact

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below: Text Block**

Textual Information(1)	NSE & BSE has levied the fine on IRFC and IRFC has represented for waiver of fine which is currently under review.
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**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	GST Department	09-06-2023	Disclosed in the Notes to Financial Statement in the Balance Sheet	Appeal filed at the High Court of Madras and obtained a stay for the demand

