

Integrated Governance

INDIAN RAILWAY FINANCE CORPORATION LIMITED

General information about company

Scrip code	543257	
NSE Symbol	IRFC	
MSEI Symbol	NA	
ISIN	INE053F01010	
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	31-12-2025	
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?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
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?	false	NA
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?	false	NA
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?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	i00368	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

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												true									
Whether Chairperson is related to MD or CEO												true					Disqualification of Directors under section 164 of t				
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	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 Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Da ces					
1	Mr	Manoj Kumar Dubey	07518387	Executive Director	Chairperson	CEO-MD	false				Active	NA		10-10-2024							
2	Mr	Randhir Sahay	10591482	Executive Director	Not Applicable		false				Active	NA		01-05-2025							
3	Mr	Abhishek Kumar	10644411	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		29-05-2024							
4	Mr	Alok Tiwari	11409207	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		05-12-2025							
5	Mr	Vallabhbai Maneklal Patel	07713055	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-04-2025							
6	Mr	Baldeo Purushartha	07570116	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		03-06-2020		04 21					

Text Block

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 (including women ID). Further, IRFC ensures compliance with the provisions of the SEBI LODR, 2015, to the extent applicable.
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Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
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		
2	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	29-05-2024		
3	07570116	Baldeo Purushartha	Non-Executive - Nominee Director	Member	27-11-2024	04-12-2025	Textual Information(1)
4	11409207	Alok Tiwari	Non-Executive - Nominee Director	Member	05-12-2025		Textual Information(2)
5	07518387	Manoj Kumar Dubey	Executive Director	Member	04-12-2025	05-12-2025	Textual Information(3)

Text Block

Textual Information(1)	Consequent upon cessation of Shri Baldeo Purushartha Non Executive Nominee Director of IRFC w.e.f 04.12.2025, he ceased to be the member of the Committee.
Textual Information(2)	Shri. Alok tiwari has been appointed as Non executive Nominee Director on the Board of IRFC w.e.f 05.12.2025
Textual Information(3)	Shri. Manoj Kumar Dubey has been appointed as memeber of the committee w.e.f 04.12.2025 Due to cessation of Shri Baldeo Purushartha, Non- Executive Nominee Director and subsequently upon the appointment of Shri. Alok Tiwari as Non-Executive Nominee Director on Board of IRFC w.e.f 05.12.2025, he ceased to be member of the committee.

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
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		
2	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	27-11-2024		
3	07570116	Baldeo Purushartha	Non-Executive - Nominee Director	Member	29-09-2020	04-12-2025	Textual Information(1)
4	11409207	Alok Tiwari	Non-Executive - Nominee Director	Member	05-12-2025		Textual Information(2)
5	07518387	Manoj Kumar Dubey	Executive Director	Member	04-12-2025	05-12-2025	Textual Information(3)

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Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
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		
2	10591482	Randhir Sahay	Executive Director	Member	01-05-2025		
3	07570116	Baldeo Purushartha	Non-Executive - Nominee Director	Member	27-11-2024	04-12-2025	Textual Information(1)
4	11409207	Alok Tiwari	Non-Executive - Nominee Director	Member	05-12-2025		Textual Information(2)
5	07518387	Manoj Kumar Dubey	Executive Director	Member	04-12-2025	05-12-2025	Textual Information(3)

Text Block

Textual Information(1)	Consequent upon cessation of Shri Baldeo Purushartha Non Executive Nominee Director of IRFC w.e.f 04.12.2025, he ceased to be the member of the Committee.
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Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
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		
3	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	22-04-2025		
4	07713055	Vallabhbai Maneklal Patel	Non-Executive - Independent Director	Member	22-04-2025		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
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		
3	07713055	Vallabhbai Maneklal Patel	Non-Executive - Independent Director	Member	22-04-2025		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	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)	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	22-07-2025			true	5	5	1
2	19-09-2025	58		true	5	5	1
3	15-10-2025	25		true	5	5	1
4	20-11-2025	35		true	5	5	1
5	18-12-2025	27		true	5	4	1
6	26-12-2025	7		true	5	4	1

Annexure I

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	21-07-2025				true	3	3	1	0
2	Audit Committee	14-10-2025	84			true	3	3	1	0
3	Nomination and remuneration committee	21-07-2025				true	3	3	1	0
4	Nomination and remuneration committee	14-10-2025	84			true	3	3	1	0
5	Risk Management Committee	29-09-2025				true	4	4	1	0
6	Risk Management Committee	29-12-2025	90			true	4	3	1	0
7	Corporate Social Responsibility Committee	21-07-2025				true	3	3	1	0
8	Corporate Social Responsibility Committee	20-11-2025				true	3	3	1	0
9	Stakeholders Relationship Committee	14-10-2025				true	3	3	1	0

Annexure I

V. 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	false
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	false
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	false
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block

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 (including women ID). Further, IRFC ensures compliance with the provisions of the SEBI LODR, 2015, to the extent applicable.
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Sr	Subject	Compliance status
1	Name of signatory	VIJAY BABULAL SHIRODE
2	Designation	Company Secretary and Compliance Officer

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		false
Other details of cyber security incidence or breaches or loss of data event		
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
No records available		

Signatory Details

Name of signatory	VIJAY BABULAL SHIRODE
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	23-01-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	921
No. of investor complaints disposed off during the Quarter	921
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

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					
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
No records available					

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