

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 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

Disqualification of Directors under section 164 of the Companies Act, 2013

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	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	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 (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	AMITABH BANERJEE	AALPB6983E	03315975	Executive Director	Not Applicable		21-12-1963	No				Active	NA		12-10-2019			60	1	0	0	0		
2	Ms	SHELLY VERMA	AAFPV5213K	07935630	Executive Director	Chairperson	CEO-MD	13-04-1965	No				Active	NA		01-09-2020			60	1	0	1	0		
3	Mr	BHASKAR CHORADIA	AEHPC1421J	08975719	Non-Executive - Nominee Director	Not Applicable		24-09-1975	No				Active	NA		27-11-2020				1	0	1	0		
4	Mr	BALDEO PURUSHARTHA	AMEPP3669G	07570116	Non-Executive - Nominee Director	Not Applicable		05-01-1974	No				Active	NA		03-06-2020				1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

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	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	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 (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	VALLABHBHAI MANEKLAL PATEL	ABRPP9807G	07713055	Non-Executive - Independent Director	Not Applicable		06-01-1969	No				Active	NA		10-11-2021	10-11-2021		16.22	1	1	2	1		
6	Mrs	SHEELA PANDIT	DDYPP3015C	09403193	Non-Executive - Independent Director	Not Applicable		04-05-1985	No				Active	NA		22-11-2021	22-11-2021		16.1	1	1	2	1		

Text Block	
Textual Information(1)	Shri Amitabh Banerjee has been divested of the charge of post of CMD/IRFC wef 15/10/2022 as per MoRorder No.2018/E(O)II/40/19 of 15.10.2022 & Ms. Shelly Verma has been entrusted with the Addnl. charge of the post of CMD/IRFC wef15/10/2022 in addition to her own,for a period of 3months.Further,MOR letter of 16.01.2023MoRdecided that,pending approval of Competent Authority,Ms.Shelly Verma,will continue to hold addnl.charge of post of CMD,in addition to her own until further orders.

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	24-11-2021		
2	09403193	SHEELA PANDIT	Non-Executive - Independent Director	Member	24-11-2021		
3	08975719	BHASKAR CHORADIA	Non-Executive - Nominee Director	Member	18-10-2022		

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	24-11-2021		
2	09403193	SHEELA PANDIT	Non-Executive - Independent Director	Member	24-11-2021		
3	07570116	BALDEO PURUSHARTHA	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	VALLABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Member	24-11-2021		
3	07935630	SHELLY VERMA	Executive Director	Member	18-10-2022		

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	07935630	SHELLY VERMA	Executive Director	Chairperson	18-10-2022		
2	07713055	VALLABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Member	24-11-2021		
3	09403193	SHEELA PANDIT	Non-Executive - Independent Director	Member	18-10-2022		

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	07713055	VALLABHBHAI MANEKLAL PATEL	Non-Executive - Independent Director	Chairperson	24-11-2021		Textual Information(1)
2	07935630	SHELLY VERMA	Executive Director	Member	01-09-2020		
3	09403193	SHEELA PANDIT	Non-Executive - Independent Director	Member	20-03-2023		Textual Information(2)
4	08975719	BHASKAR CHORADIA	Non-Executive - Nominee Director	Member	18-10-2022	20-03-2023	Textual Information(3)

Sr Text Block	
Textual Information(1)	Shri. Vallabhbai Maneklal Patel appointed as chairperson of the committee w.e.f. 20-03-2023. Earlier he has been only member of committee from 24-11-2021.
Textual Information(2)	She has been appointed as Member of the Committee w.e.f. 20/03/2023
Textual Information(3)	He ceased to be committee chairman & member w.e.f. 20-03-2023

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				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	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)					
1	28-12-2022				Yes	6	5	2
2		13-02-2023	46		Yes	6	5	2
3		24-03-2023	38		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	10-11-2022				Yes	3	3	2	0
2	Audit Committee	13-02-2023	94			Yes	3	3	2	0
3	Audit Committee	21-03-2023	35			Yes	3	3	2	0
4	Nomination and remuneration committee	28-12-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	13-02-2023	46			Yes	3	3	2	0
6	Nomination and remuneration committee	23-03-2023	37			Yes	3	3	2	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	Corporate Social Responsibility Committee	23-12-2022				Yes	3	3	1	0
8	Corporate Social Responsibility Committee	13-02-2023	51			Yes	3	3	1	0
9	Corporate Social Responsibility Committee	23-03-2023	37			Yes	3	3	2	0
10	Risk Management Committee	23-12-2022				Yes	3	3	2	0
11	Risk Management Committee	08-02-2023	46			Yes	3	3	2	0
12	Risk Management Committee	21-03-2023	40			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 II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://irfc.co.in/
2	Terms and conditions of appointment of independent directors	Yes		https://irfc.co.in/sites/default/files/inline-files/Appointment-of-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes		https://irfc.co.in/investors/corporate-governance
4	Code of conduct of board of directors and senior management personnel	Yes		https://irfc.co.in/sites/default/files/inline-files/Code%20of%20Business%20Conduct%20and%20Ethics%20for%20Board%20Members%20and%20Senior%20Management.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://irfc.co.in/sites/default/files/inline-files/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://irfc.co.in/sites/default/files/inline-files/Related-Party-Transactions-Policy.pdf
8	Policy for determining 'material' subsidiaries	NA		

9	Details of familiarization programmes imparted to independent directors	Yes		https://irfc.co.in/investors/independent-directors-familiarization-programme
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Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://irfc.co.in/investors/investor-contact
11	email address for grievance redressal and other relevant details	Yes		https://irfc.co.in/investors/investor-contact
12	Financial results	Yes		https://irfc.co.in/investors/financial-information
13	Shareholding pattern	Yes		https://irfc.co.in/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://irfc.co.in/investors/investor-presentations-and-transcripts
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://irfc.co.in/investors/newspaper-publications
18	Credit rating or revision in credit rating obtained	Yes		https://irfc.co.in/sites/default/files/inline-files/Credit%20Rating%202022-23.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://irfc.co.in/investors/disclosure-under-regulation
21	Materiality Policy as per Regulation 30	Yes		https://irfc.co.in/sites/default/files/inline-files/Policy-on-Material-Disclosure-of-Events.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://irfc.co.in/sites/default/files/inline-files/Dividend-Distribution-Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://irfc.co.in/

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	IRFC Board comprises Six directors comprising two Executive Directors, two Non-Executive Directors (Government Nominees) and two Non official Independent Director (including one Woman Independent Director). Therefore, in view of the above, as on date, the Company needs two more additional Independent Directors to ensure compliance with the requirement of Regulation 17(1)(b) of the SEBI Listing Regulations. 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.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

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

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	Our Company does not have any Subsidiary.

Annexure II		
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	235090973000	4608421363687	
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.		No	Textual Information(3)

Name	Shelly Verma		
Designation	CEO		
Place	New Delhi		
Date	13-04-2023		

Text Block	
Textual Information(3)	1. Above figures are provisional and unaudited.

Signatory Details	
Name of signatory	VIJAY BABULAL SHIRODE
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	13-04-2023

