

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 - **31st March, 2021**

i. Composition Of Board Of Directors

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	
Mrs.	Shelly Verma	07935630	AAFPV5213K	ED		01-Sep-2020			60	13-Apr-1965	NA		1	0	1	0	SC,RC	
Mr.	Ashok Kumar Singhal	08193963	ACAPS0027R	ID		20-Jul-2018	20-Jul-2018		36	10-Jan-1956	NA		1	1	2	2	AC,SC,NRC	
Mr.	Bhaskar Choradia	08975719	AEHPC1421J	NED,ND		27-Nov-2020				24-Sep-1975	NA		1	0	0	0	NRC	

Mr.	Baldeo Purushartha	07570 116	AMEPP3 669G	NED,ND		03- Jun- 2020				05- Jan- 1974	NA		1	0	1	0	AC,NRC	
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Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	ASHOK KUMAR SINGHAL	ID	Chairperson	10-Sep-2018	
2	BALDEO PURUSHARTHA	NED,ND	Member	09-Mar-2021	
3	AMITABH BANERJEE	C & ED	Member	12-Oct-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	ASHOK KUMAR SINGHAL	ID	Chairperson	10-Sep-2018	
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	AMITABH BANERJEE	C & ED	Chairperson	12-Oct-2019	
2	SHELLY VERMA	ED	Member	01-Sep-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	ASHOK KUMAR SINGHAL	ID	Chairperson	26-Jul-2019	
2	BHASKAR CHORADIA	NED,ND	Member	09-Mar-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
23-Oct-2020	09-Jan-2021	Yes	6	2
13-Nov-2020	22-Jan-2021	Yes	5	2
02-Dec-2020	13-Feb-2021	Yes	5	2
	04-Mar-2021	Yes	5	2
	12-Mar-2021	Yes	5	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	37

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	23-Oct-2020		Yes	3	2
Audit Committee	13-Nov-2020		Yes	3	2
Audit Committee	02-Dec-2020		Yes	3	2
Audit Committee		13-Feb-2021	Yes	3	2
Audit Committee		04-Mar-2021	Yes	3	2
Audit Committee		12-Mar-2021	Yes	3	1
Nomination & Remuneration Committee	02-Dec-2020		Yes	2	2
Nomination & Remuneration Committee		13-Feb-2021	Yes	2	2
Nomination & Remuneration Committee		04-Mar-2021	Yes	2	2
Risk Management Committee	31-Dec-2020		Yes	2	0
Risk Management Committee		31-Mar-2021	Yes	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	72

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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		

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 - **No**
 - b. Nomination & remuneration committee - **No**
 - 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. - **No**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Point 1: Company got listed as on 29-01-2021. Presently, the IRFC Board comprises five directors comprising two Executive Directors, two Non-Executive Directors (Government Nominees) and one independent Director. Therefore, in view of the above, as on date, the Company needs three 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.

Point 2 & 3: The composition of Audit and Nomination & Remuneration Committees are in non-compliance. The Company has already initiated request to the Ministry of Railway regarding the appointment of sufficient Independent Directors on the Board of IRFC.

Point 8: Company got listed on 29.01.2021.

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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://irfc.nic.in/
Terms and conditions of appointment of independent directors	Yes		http://irfc.nic.in/polici
Composition of various committees of board of directors	Yes		http://irfc.nic.in/invest
Code of conduct of board of directors and senior management personnel	Yes		http://irfc.nic.in/polici
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://irfc.nic.in/polici
Criteria of making payments to non-executive directors	Yes		http://irfc.nic.in/polici
Policy on dealing with related party transactions	Yes		http://irfc.nic.in/polici
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent directors	Not Applicable		
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		http://irfc.nic.in/invest ors/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		http://irfc.nic.in/invest ors/
Financial results	Yes		http://irfc.nic.in/invest
Shareholding pattern	Yes		http://irfc.nic.in/invest
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 investors simultaneously with submission to stock exchange	Yes		http://irfc.nic.in/invest ors/
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		http://irfc.nic.in/invest
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		http://irfc.nic.in/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable		
As per other regulations of the LODR:			

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://irfc.nic.in/investors/
Materiality Policy as per Regulation 30	Yes		http://irfc.nic.in/policies/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://irfc.nic.in/policies/
It is certified that these contents on the website of the listed entity are correct.	Yes		http://irfc.nic.in/
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Not Applicable	
<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 & 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>	<i>18(1)</i>	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 Audit Committee</i>	<i>18(2)</i>	Yes	
<i>Composition of nomination & remuneration committee</i>	<i>19(1) & (2)</i>	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>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes	
<i>Meeting of nomination & remuneration committee</i>	<i>19(3A)</i>	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes	
<i>Meeting of stakeholder relationship committee</i>	<i>20(3A)</i>	Yes	
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	Yes	
<i>Meeting of Risk Management Committee</i>	<i>22</i>	Yes	
<i>Vigil Mechanism</i>	<i>22</i>	Yes	
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) & (8)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Not Applicable	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	Not Applicable	

<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Not Applicable	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Not Applicable	
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	Yes	
<i>D & O Insurance for Independent Directors</i>	<i>25(10)</i>	Yes	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes	

Other Information	
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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**

Other Information	
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Name : **Vijay Babul Shirode**
Designation : **Company Secretary & Compliance Officer**