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	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2026	
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	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?	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	Yes	
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)		

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			
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 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	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Manoj Kumar Dubey	07518387	Executive Director	Chairperson	CEO-MD	No				Active	NA		10-10-2024				1	0	1	0			
2	Mr	Randhir Sahay	10591482	Executive Director	Not Applicable		No				Active	NA		01-05-2025		30-06-2026		0	0	0	0	Others		
3	Mr	Ranjay Choudhary	11796981	Executive Director	Not Applicable		No				Active	NA		30-06-2026				1	0	1	0			
4	Mr	Abhishek Kumar	10644411	Non-Executive - Nominee Director	Not Applicable		No				Active	NA		29-05-2024				2	0	2	1			
5	Ms	Laya Madduri	11704330	Non-Executive - Nominee Director	Not Applicable		No				Active	NA		07-05-2026				1	0	2	1			
6	Mr	Alok Tiwari	11409207	Non-Executive - Nominee Director	Not Applicable		No				Active	NA		05-12-2025		06-05-2026		0	0	0	0	Others		
7	Mr	Vallabhbhai Maneklal Patel	07713055	Non-Executive - Independent Director	Not Applicable		No				Active	NA		16-04-2025		15-04-2026	12	0	0	0	0	Tenure Completion	Textual Information(1)	

Text Block

Textual Information(1)	Upon completion of tenure, Shri Vallabhbhai Maneklal Patel, Non -Official Director (Independent Director) ceased to be Independent Director of the Company with effect from 15th April 2026.

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						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Chairperson	29-05-2024		Textual Information(1)
2	07518387	Manoj Kumar Dubey	Executive Director	Member	15-04-2026		
3	11704330	Laya Madduri	Non-Executive - Nominee Director	Member	07-05-2026		
4	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Chairperson	22-04-2025	15-04-2026	
5	11409207	Alok Tiwari	Non-Executive - Nominee Director	Member	05-12-2025	06-05-2026	

Text Block

Textual Information(1)	Shri Abhishek Kumar has been appointed as the Chairperson of the Audit Committee with effect from 15-04-2026, upon the cessation of Shri Vallabhbhai Maneklal Patel.

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	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Chairperson	27-11-2024		Textual Information(1)
2	07518387	Manoj Kumar Dubey	Executive Director	Member	15-04-2026		
3	11704330	Laya Madduri	Non-Executive - Nominee Director	Member	07-05-2026		
4	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Chairperson	22-04-2025	15-04-2026	
5	11409207	Alok Tiwari	Non-Executive - Nominee Director	Member	05-12-2025	06-05-2026	

Text Block

Textual Information(1)	Shri Abhishek Kumar has been appointed as the Chairperson of the Audit Committee with effect from 15-04-2026, upon the cessation of Shri Vallabhbhai Maneklal Patel.

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	11704330	Laya Madduri	Non-Executive - Nominee Director	Chairperson	07-05-2026		
2	11796981	Ranjay Choudhary	Executive Director	Member	30-06-2026		
3	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	15-04-2026		
4	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Chairperson	22-04-2025	15-04-2026	
5	10591482	Randhir Sahay	Executive Director	Member	01-05-2025	30-06-2026	
6	11409207	Alok Tiwari	Non-Executive - Nominee Director	Chairperson	05-12-2025	06-05-2026	

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	11796981	Ranjay Choudhary	Executive Director	Member	30-06-2026		
3	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	22-04-2025		
4	10591482	Randhir Sahay	Executive Director	Member	01-05-2025	30-06-2026	
5	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Member	22-04-2025	15-04-2026	

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	11796981	Ranjay Choudhary	Executive Director	Member	30-06-2026		
3	10644411	Abhishek Kumar	Non-Executive - Nominee Director	Member	15-04-2026		
4	07713055	Vallabhbhai Maneklal Patel	Non-Executive - Independent Director	Member	22-04-2025	15-04-2026	
5	10591482	Randhir Sahay	Executive Director	Member	01-05-2025	30-06-2026	

Other Committee

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	19-01-2026			Yes	5	5	1
2	09-03-2026	48		Yes	5	4	1
3	17-03-2026	7		Yes	5	4	1
4	30-03-2026	12		Yes	5	3	1
5	13-04-2026	13		Yes	5	3	1
6	30-04-2026	16		Yes	4	3	0
7	08-05-2026	7		Yes	4	4	0
8	14-05-2026	5		Yes	4	4	0
9	30-06-2026	46		Yes	4	4	0

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	Reson 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	19-01-2026				Yes	3	3	1	0
2	Audit Committee	14-05-2026	114			Yes	3	3	0	0
3	Audit Committee	30-06-2026	46			Yes	3	3	0	0
4	Nomination and remuneration committee	16-01-2026				Yes	3	2	1	0
5	Nomination and remuneration committee	19-01-2026	2			Yes	3	3	1	0
6	Nomination and remuneration committee	30-06-2026	161			Yes	3	3	0	0
7	Risk Management Committee	24-03-2026				Yes	4	3	1	0
8	Risk Management Committee	23-06-2026	90			Yes	3	3	0	0
9	Corporate Social Responsibility Committee	16-01-2026				Yes	3	3	1	0
10	Corporate Social Responsibility Committee	09-03-2026	51			Yes	3	3	1	0
11	Corporate Social Responsibility Committee	17-03-2026	7			Yes	3	3	1	0
12	Corporate Social Responsibility Committee	30-03-2026	12			Yes	3	3	1	0
13	Stakeholders Relationship Committee	09-03-2026				Yes	3	2	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	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 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.	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.

Annexure I

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	No
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	
No records available	

Signatory Details

Name of signatory	VIJAY BABULAL SHIRODE
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	21-07-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	636
No. of investor complaints disposed off during the Quarter	636
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
1	E -Stamp Challan, Revenue Department	The Revenue Department issued an e-Stamp Challan levying a penalty of ?1,00,000 for delay in submission of requisite documents in respect of four bond issuances (Series 147-150) beyond the prescribed timeline.	09-06-2026	Delay in Submission of documents for Four Series for Bond Issuances after the prescribed time of 30 days from the date of Allotment. The delay was in respect of series 147(allotment 19.03.2020), 148 (allotment 31.03.2020), 149(allotment 28.04.2020) and 150 (allotment 05.06.2020) wherein the Allotment of Bonds was made during Covid Lockdown Period and there were many restrictions on the Physical movement during covid lockdown period.	Penalty of Rs. 1,00,000

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