



इंडियन रेलवे फाइनेंस कॉर्पोरेशन लिमिटेड

(भारत सरकार का उद्यम) (सीआईएन L65910DL1986GOI026363)

पंजीकृत कार्यालय: यूजी फ्लोर, ईस्ट टॉवर, एनबीसीसी प्लेस, भीष्म पितामह मार्ग, प्रगति विहार, लोधी रोड, नई दिल्ली - 110003

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INDIAN RAILWAY FINANCE CORPORATION LTD.

(A Government of India Enterprise) (CIN: L65910DL1986GOI026363)

Regd. Office: UG Floor, East Tower, NBCC Place, Bhisam Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi - 110003

Phone: +91-011- 24361480 E-mail: info@irfc.co.in, Website: <https://irfc.co.in/>

No: IRFC/SE/2023-24/36

22nd September, 2023

National Stock Exchange of India Limited Listing department, Exchange Plaza, Bandra- Kurla Complex, Bandra (E) Mumbai- 400 051 Scrip Symbol: IRFC	BSE Limited Listing Dept / Dept of Corporate Services, PJ Towers, Dalal Street, Mumbai -400 001 Scrip Code: 543257
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Sub: Proceedings of 36th Annual General Meeting of IRFC Limited held on 22nd September, 2023.

Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations as amended from time to time, the proceedings of 36th Annual General Meeting of IRFC held at 03:00 p.m. on 22nd September, 2023 are enclosed.

This is submitted for your information and record.

Thanking You,

For Indian Railway Finance Corporation Limited

VIJAY BABULAL SHIRODE
Digitally signed by VIJAY
BABULAL SHIRODE
Date: 2023.09.22 17:53:15
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(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

Enclosure: As Above

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PROCEEDINGS OF 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN RAILWAY FINANCE CORPORATION LIMITED HELD ON FRIDAY, 22ND SEPTEMBER, 2023 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM)

The 36th Annual General Meeting (AGM) of Indian Railway Finance Limited ("IRFC") was held on Friday, 22nd September, 2023 at 03:00 P.M. (IST), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the provisions of the Companies Act, 2013 and the Circulars issued in this regard by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Following Directors were present through VC/OAVM:-

1. Ms. Shelly Verma, Chairman & Managing Director (Addnl. Charge) & Director (Finance)
2. Shri Bhaskar Choradia, Govt Nominee Director
3. Shri Vallabhbbhai Maneklal Patel, Non- Official /Independent Director, Chairman of Audit Committee, Nomination & Remuneration Committee and CSR Committee
4. Smt. Sheela Pandit, Non- Official /Independent Director, Chairman of Stakeholders Relationship Committee

Ms. Uma Ranade, Additional Member (Budget)/ Railway Board, Representative of the Hon'ble President of India, joined the Annual General Meeting through VC/OAVM.

Shri. Sunil Kumar Goel, Chief Financial Officer (CFO), Shri. PK Ojha, GM (Finance) & Chief Investor Relation Officer and Shri Vijay Babulal Shirode, Company Secretary was also in attendance. Further, Shri Bhawesh Kumar (Statutory Auditors), Shri Akhil Rohatgi (Secretarial Auditor), Shri Deepak kumar (Scrutinizer for the AGM) and Shri S P Gupta (representative of M/s Beetal Financial & Computer Services Pvt Ltd, Registrar & Share Transfer agent) had also joined the meeting through VC/OAVM.

154 Members were present in the meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM).The quorum as required under the Companies Act, 2013 was present throughout the meeting.

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 36th AGM of IRFC were as under: -

1. At the outset, the Company Secretary welcomed the shareholders to the 36th AGM held through VC/OAVM. He confirmed that the requisite quorum for the meeting is present. Thereafter, he introduced and welcomed the Chairman and Managing Director, other Directors present in the Meeting, Representative of President of India, Statutory Auditor(s), Secretarial Auditor(s), Scrutinizer and requested Chairman and Managing Director to conduct the proceedings of the AGM.
2. Chairman and Managing Director took the Chair and welcomed all shareholders and others present in the Meeting. The requisite quorum being present, the Chairman and Managing Director called the Meeting to order. With the permission of the shareholders the Notice convening the Annual General Meeting, Directors' Report along with its Annexures, Auditors Report, Comments of C&AG and reply of management thereto, Secretarial Auditor Report, its observations and reply of management thereto, Secretarial Auditor Report were taken as read which was already circulated. She highlighted about the Operational highlights of the Company and major achievements of the Company. She extended sincere gratitude to customers, shareholders, Bondholders, suppliers, employees, lending

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22/09/23



institutions and the Government of India for their unabated trust, support and faith in company's abilities.

Thereafter, she asked the Company Secretary, to explain the electronic voting system procedure and agenda items.

3. Company Secretary informed that the Company had provided the remote e-voting period which had commenced on Tuesday, 19th September, 2023 at 9.00 a.m. and ended on Thursday, 21st September, 2023 at 5.00 p.m. and this facility was made available to all the shareholders of the Company as on the cut off date i.e., 15th September, 2023. E-voting facility was kept open since start of the meeting and remained active for 15 minutes after the conclusion of the meeting to the shareholders who had not casted their votes earlier through remote e-voting.

Shri Deepak Kumar, Representing M/s Akhil Rohatgi & Company, Practicing Company Secretaries had been appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and electronic voting during the AGM.

The statutory registers and other documents referred to in the meeting were available for inspection online. Further, the proceedings of AGM will be hosted on the Company's website <https://irfc.co.in/>.

4. Company Secretary read the items of Ordinary and Special Business contained in the Notice of the 36th AGM, as detailed below:-
 1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March 2023, along with the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller and Auditor General of India (CAG) – Ordinary Resolution
 2. Confirmation of payment of interim dividend and declaration of final dividend on equity shares – Ordinary Resolution
 3. Re-appointment of Shri. Bhaskar Choradia as a Nominee Director – Ordinary Resolution
 4. Alteration of Articles of Association (AOA) of the Company– Special Resolution
5. Thereafter, the shareholders who had pre-registered themselves as 'Speakers' for the AGM, were invited to share their views with the management and ask questions. During the meeting Eleven (11) registered speaker shareholders asked the questions. It was informed to the speaker shareholders that, questions already raised via email were replied to them. Questions raised by speaker shareholders during the meeting were noted by the Company and informed that it will be replied via email.
6. Company Secretary concluded the meeting with vote of thanks to the Chairman and Managing Director, Board Members of the Company, Representative of the Hon'ble President of India, the esteemed Shareholders, Auditors, CDSL team, Registrar and Share Transfer Agents of the Company and last but not least, the entire IRFC team.
7. Company Secretary further informed that e-voting on the proposed resolutions was kept open for 15 minutes after conclusion of the meeting, to enable the members to cast their votes who had not casted their votes earlier through remote e-voting.

8. Company Secretary further informed that the consolidated report on total votes cast in "favour" and "against" would be submitted by the Scrutinizer within 48 hours of the conclusion of AGM and the same would be submitted to the Stock Exchanges and hosting on the Company's website <https://irfc.co.in/> and the website of CDSL, www.evotingindia.com.
9. The meeting concluded at 3.51 P.M. (IST) (including the time allowed for e-voting).

The aforesaid proceedings does not purport to the minutes of the proceedings at the said Annual General Meeting.

For Indian Railway Finance Corporation Limited


22/09/23

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

