



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, Bhisham 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/2023-24/37

22nd September, 2023

National Stock Exchange of India Limited Listing department, Exchange Plaza, Bandra- Kurla Complex, Bandra (E) Mumbai- 400 051	BSE Limited Listing Dept / Dept of Corporate Services, PJ Towers, Dalal Street, Mumbai -400 001
Scrip Symbol: IRFC	Scrip Code: 543257

Sub: Declaration of voting Results of 36th AGM of IRFC Limited held on 22nd September 2023 through VC/OA VM.

Sir/ Madam,

Pursuant to the provisions of Section 108 of the Companies Act` 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations. 2015 and other applicable regulations, the Company had provided e-voting facility to the members entitled to cast their vote on the business to be transacted in the 36th Annual General Meeting of the Company held through VC/OAVM. It is hereby informed that all Resolutions as set out in the Notice of 36th AGM of the Company have been duly approved & passed by the shareholders with requisite majority.

Shri. Deepak Kumar, partner at M/s Akhil Rohatgi & Company, Company Secretaries, New Delhi who was appointed as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting and venue voting, has submitted his Consolidated Scrutinizer Report dated 22nd September 2023. The Consolidated Report of Scrutinizer along with the details of the voting results in the prescribed format as per Regulation 44(3) of the SEBI (LODR) Regulations, 2015 are enclosed herewith.

The same is being also hosted on the website of the company at <https://irfc.co.in/> and the website of CDSL (e-voting agency) at www.evotingindia.com

This is submitted for your information and record.

Thanking You,

For Indian Railway Finance Corporation Limited

(Vijay Babul Shirode)
Company Secretary & Compliance Officer

Enclosure: As Above

(Handwritten signature)





AKHIL ROHATGI & COMPANY

Company Secretaries

21, Shamnath Marg, Civil Lines, Delhi - 110054.

Phone : 9810690633, 8527087435

Email : rohatgi_co_secy@gmail.com

csdelhi84@gmail.com

GSTIN : 07ABTFA2714K1Z7

Consolidated Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman & Managing Director

Indian Railway Finance Corporation Limited

CIN: L65910DL1986GOI026363

Regd. Office: UG Floor, East Tower, NBCC Place,

Bhisham Pitamah Marg, Pragati Vihar,

Lodhi Road, New Delhi- 110003

Sub: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 at the 36th Annual General Meeting of the Equity Shareholders of Indian Railway Finance Corporation Limited held on Friday, September 22nd, 2023 at 3.00 P.M through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Deemed venue at its Registered Office: UG Floor, East Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi- 110003

Dear Madam,

I, **CS Deepak Kumar**, Company Secretary in Practice & Partner of **M/s Akhil Rohatgi & Company** having Office at **21, Shamnath Marg, Civil Lines , New Delhi, - 110054** was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on **May 25, 2023** for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the Resolutions contained in the Notice of Annual General Meeting dated 14th August, 2023 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 & 10/2022 dated 8th April 2020, 13th April 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May 2022 and 28th December 2022 respectively issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India for the **36th Annual General Meeting ("AGM")** of the members of the Company held on **Friday, September 22nd, 2023 at 3.00**



P.M through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) deemed venue at its Registered office i.e. UG Floor, East Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi- 110003

1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").
 - (iii) The AGM was convened for passing the following **Resolutions**:

Resolution No(s).	Particulars	
Ordinary Business:		
1.	Ordinary Resolution	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)
2.	Ordinary Resolution	Confirmation of payment of interim dividend and declaration of final dividend on equity shares
3.	Ordinary Resolution	Re-appointment of Shri. Bhaskar Choradia, (DIN: 08975719), as a Nominee Director of the Company.
Special Business:		
4.	Special Resolution	Alteration of Articles of Association (AOA) of the Company



Management Responsibility:

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to E-Voting on the resolutions contained in the Notice of AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility:

3. My responsibility as Scrutinizer for E-Voting process i.e., remote E-Voting and E-Voting at AGM is restricted to ensuring that the e-voting process is conducted in a fair and transparent manner and making a Consolidated Scrutinizer's Report of the votes cast "**in favour**" or "**against**" the resolutions contained in the Notice, based on the reports generated through scrutinizer's secured link from the E-Voting system provided by **Central Depository Services (India) Limited ("CDSL")**, the authorized Agency under the Rules and engaged by the Company for my verification.

Cut-off Date & Dispatch of Notice:

4. In term of regulation 44 of SEBI (LODR) Regulations, 2015 and Section 108 of the Act read with the Rules the Company has engaged the services of **CDSL** as the Authorized Agency to provide secured system for remote e-voting to the shareholders to vote on resolution(s) through the remote e-voting facility & e-voting at meeting to the equity shareholders of the Company who could not vote earlier through remote e- voting facility, by casting their votes on the designated website of CDSL. The Company on **23rd August 2023** has completed the dispatch of Notice along with the details of Login ID and password to its members through email by **CDSL** to members whose email ID were registered with the Depositories / Company and/or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **Friday, 15th September 2023**. Total shareholders of the Company as on the cut-off date were **26,66,260**.

5. Remote E-voting Process:

The remote e-voting period remained open **from 9.00 a.m. Tuesday, 19th September 2023 and ended at 5.00 p.m., Thursday, 21st September 2023**. Votes casted electronically through **CDSL** portal up to **5.00 p.m., Thursday, 21st September 2023**, being the last date and



time fixed by the Company, was considered for my scrutiny. The Remote e-voting facility was blocked forthwith thereafter.

6. E-voting process at the AGM:

- a. The AGM of the Company was conducted as per the guidelines issued by the MCA vide General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 & 10/2022 dated 8th April 2020, 13th April 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May 2022 and 28th December 2022 respectively through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members have attended and participated in the AGM through VC/OAVM. The facility of participation at the AGM through VC/OAVM was made available for members on first come- first served basis excluding large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, who were allowed to attend the AGM without restriction on account of first come- first served basis.
 - b. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by **CDSL** under my instructions.
7. After the conclusion of e-voting at the Annual General Meeting , the votes cast through Remote e-voting & e- voting at AGM were unblocked on **Friday, 22nd September, 2023** at **04:33 PM** in the presence of **2 (Two)** witnesses namely **(1) Miss. Kanishka Tyagi R/o WZ-20 Budella Market, Vikaspuri, New Delhi-110018** **(2) Mr. Aniket Sharma R/o D-50 Dayanand Block, Shakarpur, New Delhi-110092** who are not in the employment of the Company. They have signed below in the confirmation of the votes being finalized in their presence.

Kanishka

Name: Miss. Kanishka Tyagi

Aniket

Name: Mr. Aniket Sharma

8. Thereafter, the details containing *inter-alia*, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of **CDSL**.

Based on report generated from the e-voting website of **CDSL** i.e., remote e-voting and e-voting at AGM, the consolidated report on the result of voting on Resolutions are given hereunder:



Item No -1: Ordinary Resolution

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):

(i) Voted '**FOR**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	3,813	11,48,24,53,382	99.94
e-voting at AGM	54	57,906	0.00
Total	3,867	11,48,25,11,288	99.94

(ii) Voted '**AGAINST**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	47	72,82,643	00.06
e-voting at AGM	0	0	00.00
Total	47	72,82,643	00.06

(iii) Votes '**ABSTAIN**':

Mode of voting	Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	18	9,45,758
e-voting at AGM	0	0
Total	18	9,45,758



Item No -2- Ordinary Resolution

Confirmation of payment of interim dividend and declaration of final dividend on equity shares:

(i) Voted '**FOR**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	3,815	11,49,06,53,658	100.00
e-voting at AGM	54	57,906	0.00
Total	3,869	11,49,07,11,564	100.00

(ii) Voted '**AGAINST**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	58	21,531	00.00
e-voting at AGM	0	0	00.00
Total	58	21,531	00.00

(iii) Votes '**ABSTAIN**':

Mode of voting	Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	5	6,594
e-voting at AGM	0	0
Total	5	6,594



Item No -3- Ordinary Resolution**Re-appointment of Shri. Bhaskar Choradia, (DIN: 08975719), as a Nominee Director of the Company:**(i) Voted '**FOR**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of number of valid votes cast
Remote e-voting	3,580	11,36,11,61,023	98.87
e-voting at AGM	52	57,609	0.00
Total	3,632	11,36,12,18,632	98.87

(ii) Voted '**AGAINST**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of number of valid votes cast
Remote e-voting	273	12,95,03,318	1.13
e-voting at AGM	2	297	0.00
Total	275	12,95,03,615	1.13

(iii) Votes '**ABSTAIN**':

Mode of voting	Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	25	17,442
e-voting at AGM	0	0
Total	25	17,442



Item No -4- Special Resolution**Alteration of Articles of Association (AOA) of the Company:**

(i) Voted '**FOR**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	3,644	11,49,04,88,010	100.00
e-voting at AGM	52	57,700	0.00
Total	3,696	11,49,05,45,710	100.00

(ii) Voted '**AGAINST**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	200	1,43,242	00.00
e-voting at AGM	2	206	0.00
Total	202	1,43,448	00.00

(iii) Votes '**ABSTAIN**':

Mode of voting	Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	34	50,531
e-voting at AGM	0	0
Total	34	50,531


9. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the 36th AGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary for safe keeping.



10. 154 Members were present in the meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM).
11. I would like to inform you that the Resolution(s) as contained in the Notice of Annual General Meeting dated **14th August 2023** have been passed with requisite majority i.e., **Resolution No 1, 2 & 3 as Ordinary Resolutions and 4 as Special Resolution**. You may accordingly declare the result of the voting made through remote e-voting and e-voting at AGM.



Thanking You
Yours Faithfully

**For Akhil Rohatgi & Company
Company Secretaries
Registration No.: P1995DE072900**


**CS Deepak Kumar
Partner
FCS: I0189,
COP:11372
UDIN NO: F010189E001063824**

Place: New Delhi
Date: 22/09/2023

Countersigned By



**(Ms. Shelly Verma)
CMD (Addnl. Charge) & Director (Finance)
Indian Railway Finance Corporation Ltd.**

INDIAN RAILWAY FINANCE CORPORATION LIMITED

Voting result of the Annual General Meeting of the Company Held on September 22, 2023

Date of AGM	22-Sep-23
Total No. of shareholders as on Record Date (15/09/2023)	2666260
No of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	NA
No of shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group: Public:	154 1 153

Detail of the Agenda:

Item No. 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).							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11286437000	11286437000	100.00	11286437000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		11286437000	11286437000	100.0000	11286437000	0	100.0000
Public - Institutional holders	E-Voting	380926150	199196004	52.2926	191922075	7273929	96.3484	3.6516
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		380926150	199196004	52.2926	191922075	7273929	96.3484
Public - Non Institutional holders *	E-Voting	1401142850	4103021	0.2928	4094307	8714	99.7876	0.2124
	Poll		57906	0.0041	57906	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		1401142850	4160927	0.2970	4152213	8714	99.7906
G-TOTAL		13068506000	11489793931	87.9197	11482511288	7282643	99.9366	0.0634

Item No. 2	Confirmation of payment of interim dividend and declaration of final dividend on equity shares.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11286437000	11286437000	100.00	11286437000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		11286437000	11286437000	100.0000	11286437000	0	100.0000
Public - Institutional holders	E-Voting	380926150	200130293	52.5378	200130293	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		380926150	200130293	52.5378	200130293	0	100.0000
Public - Non Institutional holders *	E-Voting	1401142850	4107896	0.2932	4086365	21531	99.4759	0.5241
	Poll		57906	0.0041	57906	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		1401142850	4165802	0.2973	4144271	21531	99.4831
G-TOTAL		13068506000	11490733095	87.9269	11490711564	21531	99.9998	0.0002



Item No. 3		Re-appointment of Shri. Bhaskar Choradia, (DIN: 08975719), who retires by rotation and being eligible be and is hereby re appointed as a Nominee Director of the Company.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11286437000	11286437000	100.00	11286437000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	11286437000	11286437000	100.0000	11286437000	0	100.0000	0.0000
Public - Institutional holders	E-Voting	380926150	200130293	52.5378	70845746	129284547	35.3998	64.6002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	380926150	200130293	52.5378	70845746	129284547	35.3998	64.6002
Public - Non Institutional holders *	E-Voting	1401142850	4097048	0.2924	3878277	218771	94.6603	5.3397
	Poll		57906	0.0041	57609	297	99.4871	0.5129
	Postal Ballot (if Any)							
	TOTAL	1401142850	4154954	0.2965	3935886	219068	94.7275	5.2725
G-TOTAL		13068506000	11490722247	87.9268	11361218632	129503615	98.8730	1.1270

Item No. 4		Alteration of Articles of Association (AOA) of the Company.						
Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11286437000	11286437000	100.00	11286437000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	11286437000	11286437000	100.0000	11286437000	0	100.0000	0.0000
Public - Institutional holders	E-Voting	380926150	200130293	52.5378	200130293	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	380926150	200130293	52.5378	200130293	0	100.0000	0.0000
Public - Non Institutional holders *	E-Voting	1401142850	4063959	0.2900	3920717	143242	96.4753	3.5247
	Poll		57906	0.0041	57700	206	99.6443	0.3557
	Postal Ballot (if Any)							
	TOTAL	1401142850	4121865	0.2942	3978417	143448	96.5198	3.4802
G-TOTAL		13068506000	11490689158	87.9266	11490545710	143448	99.9988	0.0012

