



# इंडियन रेलवे फाइनेन्स कॉर्पोरेशन लिमिटेड

(भारत सरकार का उपक्रम) (सी आई एन : L65910DL1986GOI026363)

पंजीकृत कार्यालय : रूम नं. 1316 & 1349, तीसरी मंजिल, दि अशोक, डिप्लोमैटिक एन्क्लेव 50-बी, चाणक्यपुरी, नई दिल्ली-110021

दूरभाष : 011-24100385

## INDIAN RAILWAY FINANCE CORPORATION LTD.

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

Regd. Office : Room Nos. 1316 – 1349, 3rd Floor, The Ashok, Diplomatic Enclave:- 50-B, Chanakyapuri, New Delhi 110021

Phone : 011-24100385, E-mail : info@irfc.nic.in, Website : www.irfc.nic.in

No: IRFC/SE/2021-22/39

29<sup>th</sup> September, 2021

<b>National Stock Exchange of India Limited</b> Listing department, Exchange Plaza, Bandra- Kurla Complex, Bandra (E) Mumbai- 400 051  <b>Scrip Symbol: IRFC</b>	<b>BSE Limited</b> Listing Dept / Dept of Corporate Services, PJ Towers, Dalal Street, Mumbai -400 001  <b>Scrip Code: 543257</b>
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**Sub: Proceedings of 34<sup>th</sup> Annual General Meeting of IRFC Limited held on 29<sup>th</sup> September, 2021.**

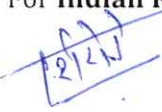
Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the proceedings of 34<sup>th</sup> Annual General Meeting of IRFC held at 03:00 p.m. on 29<sup>th</sup> September, 2021 are enclosed.

This is submitted for your information and record.

Thanking You,

For Indian Railway Finance Corporation Limited

  
(Vijay Babulal Shirode)  
Company Secretary & Compliance Officer



Enclosure: As Above



## INDIAN RAILWAY FINANCE CORPORATION LIMITED

### PROCEEDINGS OF 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN RAILWAY FINANCE CORPORATION LIMITED HELD ON WEDNESDAY, 29<sup>TH</sup> SEPTEMBER, 2021 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM)

The 34<sup>th</sup> Annual General Meeting (AGM) of Indian Railway Finance Limited ("IRFC") was held on Wednesday, 29<sup>th</sup> September, 2021 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. Shri Amitabh Banerjee, Chairman and Managing Director
2. Ms. Shelly Verma, Director (Finance)
3. Shri Bhaskar Choradia, Government Nominee Director and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee

Shri Mohit Sinha, Additional Member (Revenue)/ Railway Board, Representative of the Hon'ble President of India, joined the Annual General Meeting through VC/OAVM.

Shri Vijay Babulal Shirode, Company Secretary and Shri P. K. Ojha, General Manager (Finance -II) were also in attendance. Further, Shri D K Singh (Statutory Auditors), Shri Navneet Arora (Secretarial Auditors and 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.

141 Members were present in the meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 34<sup>th</sup> AGM of IRFC were as under: -

1. At the outset, the Company Secretary welcomed the shareholders including Representative of President of India and Auditors to the 34<sup>th</sup> 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 and other Directors present in the Meeting 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. The Notice of Annual General Meeting and Directors' Report along with its annexures were taken as read. He highlighted brief about the Operational highlights of the Company. He extended sincere gratitude to customers, shareholders, suppliers, employees, lending institutions and the Government of India for their unabated trust, support and faith in company's abilities. He also mentioned that the Statutory Auditors have audited the standalone financial statements of the Company for the financial year 2020-21; and they have given their report without any qualification, reservation, adverse remark or disclaimer. Further, the Comptroller & Auditor General of India has also given 'Nil' comments on the audited financial statements of the Company for the financial year 2020-21.

He asked the Company Secretary, to read the observations & replies of management given in Secretarial Audit Report, electronic voting system and agenda items.

3. Company Secretary read out the observations and reply of management given in the Secretarial Audit Report. He further informed that the Company had provided the remote e-voting period which had commenced on Sunday, 26th September, 2021 at 9.00 a.m. and ended on Tuesday, 28th September, 2021 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., 22nd September, 2021. e- voting on the CDSL platform was made available for all the shareholders to cast their vote.

Shri. Navneet Arora, Practicing Company Secretary 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 are available for inspection online. Further, the proceedings of AGM are being webcast on the Company's website.


4. Company Secretary read the items of Ordinary and Special Business contained in the Notice of the 34th AGM ,as detailed below:-
  1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 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. To confirm the payment of Interim Dividend for the financial year 2020-21 – Ordinary Resolution
  3. Re-appointment of Shri Baldeo Purushartha as a Nominee Director- Ordinary Resolution
  4. Increase in borrowing Powers of the Board of Directors of IRFC in terms of Section 180(1)(c) of the Companies Act, 2013 – Special Resolution
  5. Increase in ceiling for creation of charge in terms of Section 180(1)(a) of the Companies Act, 2013 – 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 none of the registered speaker shareholders asked the questions. Further, the Chairman and Managing Director of the Company answered the questions received from the shareholders in writing. The Chairman and Managing Director thanked the shareholders for their continued support.
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 valued Shareholders, Auditors, CDSL and Registrar and Share Transfer Agents of the Company.
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 [www.irfc.nic.in](http://www.irfc.nic.in) and the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
9. The meeting concluded at 03:34 P.M. (1ST) (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**

  
29/09/2024  
**(Vijay Babulal Shirode)**  
**Company Secretary & Compliance Officer**

