



# इंडियन रेलवे फाइनेंस कॉर्पोरेशन लिमिटेड

(भारत सरकार का उद्यम) (सीआईएन L65910DL1986GO1026363)

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

दूरभाष: +91-011-24361480 ई-मेल: [info@irfc.co.in](mailto:info@irfc.co.in), वेबसाइट: <https://irfc.co.in/>

## 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](mailto:info@irfc.co.in), Website: <https://irfc.co.in/>

No: IRFC/SE/2024-25/37

30<sup>th</sup> August 2024

<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>
---	--

### **Sub: Declaration of voting Results of 37th AGM of IRFC Limited held on 29<sup>th</sup> August 2024 through VC/OAVM.**

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, as amended from time to time 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 37th Annual General Meeting of the Company held through VC/OAVM. It is hereby informed that all Resolutions as set out in the Notice of 37th AGM of the Company have been duly approved & passed by the shareholders with requisite majority.

The AGM started at 03.00 PM and concluded at 04:17 P.M including e-voting period of 15 minutes for members who had not cast their vote on the resolutions as mentioned in the AGM Notice through remote e-voting prior to the AGM.

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 30<sup>th</sup> August 2024. 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. Based on the Report of the Scrutinizer, it is hereby informed that all the resolutions as set out in the Notice of 37th AGM have been duly approved & passed by the shareholders with requisite majority.

The same is being also hosted on the website of the company at <https://irfc.co.in/> and the website of NSDL (e-voting agency) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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: 2024.08.30 15:18:53 +05'30'

**(Vijay Babulal Shirode)**  
**Company Secretary & Compliance Officer**

Enclosure: As Above



## AKHIL ROHATGI & COMPANY

Company Secretaries

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

Phone : 9810690633, 8527087435

Email : rohatgi\_co\_secy@gmail.com

esdelhi84@gmail.com

### **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 37th Annual General Meeting of the Equity Shareholders of Indian Railway Finance Corporation Limited held on Thursday, August 29th, 2024 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, Company Secretaries** having Office at **21, Sharnath Marg, Civil Lines, New Delhi - 110054** was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on 20<sup>th</sup> May, 2024 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 **1<sup>st</sup> August, 2024 ("Notice")** issued in accordance with General Circular No. 09/2023, 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 & 10/2022 dated 25<sup>th</sup> September 2023, 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 respectively issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of



India for the **37<sup>th</sup> Annual General Meeting ("AGM")** of the members of the Company held on **Thursday, August 29<sup>th</sup>, 2024 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, NECC Place, Bhasham 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	
<b>Ordinary Business:</b>		
1.	<b>Ordinary Resolution</b>	To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March 2024, along with the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller and Auditor General of India (CAG)
2.	<b>Ordinary Resolution</b>	Confirmation of payment of interim dividend and declaration of final dividend on equity shares
3.	<b>Ordinary Resolution</b>	Re-appointment of Shri. Baldeo Purushartha as a Nominee Director
<b>Special Business:</b>		
4.	<b>Ordinary Resolution</b>	Appointment of Smt. Usha Venugopal (DIN: 10725298) as Chairman & Managing Director (Addl. Charge) on the Board



### **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 **National Securities Depository Limited ("NSDL")**, 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 **NSDL** 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 NSDL. The Company on **06th August 2024** has completed the dispatch of Notice along with the details of Login ID and password to its members through email by **NSDL** 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 **Thursday, 22<sup>nd</sup> August 2024**. Total shareholders of the Company as on the cut-off date were 56,91,069.

### **5. Remote E-voting Process:**


The remote e-voting period remained open **from 9.00 a.m. Monday, 26<sup>th</sup> August 2024 and ended at 5.00 p.m., Wednesday, 28<sup>th</sup> August 2024**. Votes casted electronically through **NSDL** portal up to **5.00 p.m., Wednesday, 28<sup>th</sup> August 2024**, 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. 09/2023, 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 & 10/2022 dated 25<sup>th</sup> September 2023, 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> 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 **NSDL** 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 **Thursday, 29th August, 2024** at **04:21 PM** in the presence of **2 (Two)** witnesses namely (1) **Miss. Somya Asija R/o 739/7 Govindpuri, Delhi-110019** (2) **Miss Pooja Rawat R/o B1, Flying Club Road, Near Safdarjung Airport, New Delhi,110003** who are not in the employment of the Company. They have signed below in the confirmation of the votes being finalized in their presence.

  
Name: Miss. Somya Asija

  
Name: Miss Pooja Rawat

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 **NSDL**.

Based on report generated from the e-voting website of **NSDL** 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 2024, 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	5859	11438412278	99.95
e-voting at AGM	30	5950	0.00
<b>Total</b>	<b>5889</b>	<b>11438418228</b>	<b>99.95</b>

(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	85	5172139	0.05
e-voting at AGM	0	0	0.00
<b>Total</b>	<b>85</b>	<b>5172139</b>	<b>0.05</b>



**Item No -2- Ordinary Resolution**

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

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast in 'Favour' of resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	5864	11443967788	100.00
e-voting at AGM	30	5950	0.00
<b>Total</b>	<b>5894</b>	<b>11443973738</b>	<b>100.00</b>

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast 'Against' the resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	93	204344	0.00
e-voting at AGM	0	0	0.00
<b>Total</b>	<b>93</b>	<b>204344</b>	<b>0.00</b>



**Item No -3- Ordinary Resolution**

**Re-appointment of Shri. Baldeo Purushartha as a Nominee Director:**

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast in 'Favour' of resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	5517	11329913531	99.00
e-voting at AGM	28	5939	0.00
<b>Total</b>	<b>5545</b>	<b>11329919470</b>	<b>99.00</b>

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast 'Against' the resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	399	114242492	1.00
e-voting at AGM	2	11	0.00
<b>Total</b>	<b>401</b>	<b>114242503</b>	<b>1.00</b>





**Item No -4- Special Resolution**

**Appointment of Smt. Usha Venugopal (DIN: 10725298) as Chairman & Managing Director (Addl. Charge) on the Board:**

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast in 'Favour' of resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	5630	11417303202	99.77
e-voting at AGM	30	5950	0.00
<b>Total</b>	<b>5660</b>	<b>11417309152</b>	<b>99.77</b>

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

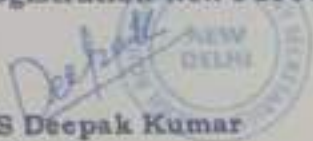
<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast 'Against' the resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	290	26854476	0.23
e-voting at AGM	0	0	0.00
<b>Total</b>	<b>290</b>	<b>26854476</b>	<b>0.23</b>



9. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the 37<sup>th</sup> 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. 214 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 1<sup>st</sup> August, 2024 have been passed with requisite majority i.e., **Resolution No 1, 2, 3 & 4 as Ordinary Resolutions.** You may accordingly declare the result of the voting made through remote e-voting and e-voting at AGM.

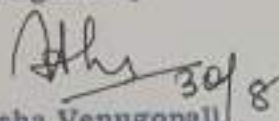
Thanking You  
Yours Faithfully

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

  
**CS Deepak Kumar**  
**Partner**  
**FCS: 10189,**  
**COP: 11372**  
**UDIN NO: FO10189FO01081468**

**Place: New Delhi**  
**Date: 30/08/2024**

**Countersigned By**

  
**[Smt. Usha Venugopal]**  
**CMD (Addl. Charge)**  
**Indian Railway Finance Corporation Ltd.**

INDIAN RAILWAY FINANCE CORPORATION LIMITED

Voting result of the Annual General Meeting of the Company held on August 29, 2024

Date of AGM	29-Aug-24
Total No. of shareholders as on record Date (22/08/2024)	5631069
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	214 1 213

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 2024, 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	100.000	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	269119662	152652671	56.7230	147686576	4944095	96.7468	1.2512
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		269119662	152652671	56.7230	147686576	4944095	96.7468
Public - Non Institutional holders	E-Voting	1112949338	4494746	0.2971	4280702	306044	95.4159	4.5841
	Poll		5950	0.0004	5950	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		1112949338	4500696	0.2975	4294652	206044	95.4720
G-TOTAL		13068506000	11443590367	87.5662	11438418228	1172138	99.9548	0.0452

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	100.000	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	269119662	153203479	56.9273	153203479	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		269119662	153203479	56.9273	153203479	0	100.0000
Public - Non Institutional holders	E-Voting	1112949338	4532653	0.2994	4328009	204344	95.4917	4.5083
	Poll		5950	0.0004	5950	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		1112949338	4538603	0.3000	4342558	204344	95.4976
G-TOTAL		13068506000	11444178082	87.5707	11441973738	204344	99.9982	0.0018



Item No. 3		Re-appointment of Sri. Babbar Purusharthi as a Non-exec Director						
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)	$(3)=[(2)/(1)]*$	(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
	Post		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	269119662	153201479	56.9273	39249253	133953238	25.4192	74.3808
	Post		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		269119662	153201479	56.9273	39249253	133953238	25.4192
Public - Non Institutional holders	E-Voting	1512949338	4516544	0.2985	4277778	289266	11.5904	6.4048
	Post		5950	0.0004	5950	13	99.8151	0.1849
	Postal Ballot (if Any)							
	TOTAL		1512949338	4522494	0.2989	4283728	289279	98.6038
G-TOTAL		13068536000	11464161972	87.5705	11329919479	114242503	98.0017	0.9983

Item No. 4		Appointment of Smt. Usha Vanagopal (DIN: 16725258) as Chairman & Managing Director (Add. Charge) on the Board.						
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)	$(3)=[(2)/(1)]*$	(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
	Post		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	269119662	153201479	56.9273	126958438	26544043	81.6729	17.3261
	Post		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		269119662	153201479	56.9273	126958438	26544043	81.6729
Public - Non Institutional holders	E-Voting	1512949338	4518189	0.2986	4267766	310433	91.1251	6.8707
	Post		5950	0.0004	5950	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		1512949338	4524149	0.2990	4273716	310433	91.1381
G-TOTAL		13068536000	11464161972	87.5706	11417901152	26954476	96.7653	0.2347

