



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

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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/2024-25/35

29th August 2024

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| 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 37th Annual General Meeting of IRFC Limited held on 29th August 2024.

Sir/ Madam,

Pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations as amended from time to time, the proceedings of 37th Annual General Meeting of Indian Railway Finance Corporation Limited (IRFC) held at 03:00 p.m. on 29th August, 2024 through video conferencing are enclosed.

The meeting was concluded at 04:17 PM (including e-voting period).

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: 2024.08.29
17:04:14 +05'30'

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

Enclosure: As Above

PROCEEDINGS OF 37th ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN RAILWAY FINANCE CORPORATION LIMITED HELD ON THURSDAY, 29th AUGUST, 2024 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM)

The 37th Annual General Meeting (AGM) of Indian Railway Finance Limited ("IRFC") was held on Thursday, 29th August, 2024 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. Smt. Usha Venugopal, Chairman & Managing Director (Addnl. Charge)
2. Ms. Shelly Verma, Director (Finance)
3. Shri Abhishek Kumar, Govt Nominee Director
4. Shri Vallabhbhai Maneklal Patel, Non-Official /Independent Director, Chairman of Audit Committee, Nomination & Remuneration Committee and CSR Committee
5. Smt. Sheela Pandit, Non-Official /Independent Director, Chairman of Stakeholders Relationship Committee

Dr. Nawal K. Srivastava, Addl. 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 Naveen K Somani (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.

214 Members were present in the meeting through Video Conferencing (VC)/Other Audit 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 37th AGM of IRFC were as under: -



1. At the outset, the Company Secretary welcomed the shareholders to the 37th 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 (Addnl. Charge), other Directors present in the Meeting, Representative of President of India, Statutory Auditor(s), Secretarial Auditor(s), Scrutinizer and requested Chairman and Managing Director (Addnl. Charge) to conduct the proceedings of the AGM.
2. Chairman and Managing Director (Addnl. Charge) took the Chair and welcomed all shareholders and others present in the Meeting. The requisite quorum being present, the Chairman and Managing Director (Addnl. Charge) 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, Secretarial Auditor Report were taken as read which was already circulated. She highlighted about the Operational highlights of the Company. She extended sincere gratitude to customers, shareholders, Bondholders, suppliers, employees, lending 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 Monday, 26th August, 2024 at 9:00 AM and ends on Wednesday, 28th August, 2024 at 5:00 PM and this facility was made available to all the shareholders of the Company as on the cutoff date i.e., 22nd August, 2024. 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 37th AGM, as detailed below: -

| Item No | Particulars | Type of Resolutions |
|--------------------------|--|---------------------|
| ORDINARY BUSINESS | | |
| 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) | Ordinary Resolution |
| 2 | Confirmation of payment of interim dividend and declaration of final dividend on equity shares | Ordinary Resolution |
| 3 | Re-appointment of Shri. Baldeo Purushartha as a Nominee Director | Ordinary Resolution |
| SPECIAL BUSSINESS | | |
| 4 | Appointment of Smt. Usha Venugopal (DIN: 10725298) as Chairman & Managing Director (Addl. Charge) on the Board | Ordinary 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 twenty-two (22) registered speaker shareholders asked the questions. It was informed to the 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 (Addnl. Charge), Board Members of the Company, Representative of the Hon'ble President of India, the esteemed Shareholders, Auditors, NSDL team, Stakeholders, 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 two working days 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 NSDL, www.evoting@nsdl.com.
9. The meeting concluded at 04:17 P.M. (including the time allowed for e-voting).

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

For **Indian Railway Finance Corporation Limited**

Shirode
29/08/24
(Vijay Babulal Shirode)

Company Secretary & Compliance Officer

