



इंडियन रेलवे फाइनेंस कॉर्पोरेशन लिमिटेड

(भारत सरकार का उद्यम) (सीआईएन L65910DL1986GOI026363)

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

दूरभाष: +91-011- 24361480 ई-मेल: 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, Website: <https://irfc.co.in>

No: IRFC/SE/2025-26/45

30th August 2025

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: Proceedings of 38th Annual General Meeting of IRFC Limited held on 30th August 2025

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 38th Annual General Meeting of Indian Railway Finance Corporation Limited (IRFC) held on 30th August, 2025 at 03:43 p.m. through video conferencing (VC)/ Other Audio-Visual Means (OAVM) 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

Encl: As Above



PROCEEDINGS OF 38th ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN RAILWAY FINANCE CORPORATION LIMITED HELD ON SATURDAY, 30th AUGUST, 2025 AT 03:43 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM)

The 38th Annual General Meeting (AGM) of Indian Railway Finance Limited ("IRFC") was held on Saturday, 30th August, 2025 at 03:43 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: -

1. Shri Manoj Kumar Dubey, Chairman and Managing Director & CEO
2. Shri Randhir Sahay, Director (Finance) (Addl Charge) & CFO
3. Shri Abhishek Kumar, Govt Nominee Director
4. Shri Vallabhbhai Maneklal Patel, Non-Official /Independent Director, Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee

Ms. Manjusha Jain, Addl. Member Budget, Railway Board, Representative of the Hon'ble President of India and Shri Pranav Kumar Mallick, CVO have also joined the meeting.

Shri Vijay Babulal Shirode, Company Secretary & Chief Investor Relation Officer was also in attendance. Further, Shri Naveen K Somani (Statutory Auditors), Shri Deepak Kumar (Secretarial Auditor & 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.

105 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, 51 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations the proceedings of 38th AGM of IRFC were as under: -

1. At the outset, the Company Secretary welcomed the shareholders to the 38th AGM held through VC/OAVM. He confirmed that the requisite quorum for the meeting was 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 address the shareholders.

*Shirode
30/08/2025*



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, 'Nil' Comments of C&AG and, Secretarial Auditor Report were taken as read which was already circulated. The Chairman addressed the shareholders, highlighting operational achievements, 'NAVRATNA' status, business diversification, and Road ahead. He extended sincere gratitude to shareholders, debenture-holders, investors, and lending institutions, our customers and partners, especially Indian Railways for their steadfast collaboration and longstanding association. He also extended heartfelt gratitude to the Hon'ble Minister of Railways and Hon'ble Minister of Finance, along with all officials of their ministries, for their continued guidance and vision. He also expressed appreciation for the Company's Board of Directors for their strategic oversight, and our employees whose professionalism, dedication, and commitment have been critical in navigating challenges and delivering consistent performance. Thereafter, he 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 Wednesday, 27th August 2025 at 9:00 AM (IST) and concluded on Friday, 29th August 2025 at 5:00 PM (IST) and this facility was made available to all the shareholders of the Company as on the cutoff date i.e., Saturday, 23rd August 2025. 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 38th 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 2025, 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 1st and 2nd interim dividend Paid during the financial year 2024-25	Ordinary Resolution
3	Re-appointment of Shri Abhishek Kumar (DIN: 10644411) as a Nominee Director	Ordinary Resolution
SPECIAL BUSSINESS		
4	Appointment of Shri Manoj Kumar Dubey (DIN: 07518387) as Chairman and Managing Director & CEO on the Board.	Ordinary Resolution
5	Appointment of Shri Randhir Sahay (DIN: 10591482) as Director (Finance) (Addl. Charge) on the Board.	Ordinary Resolution
6	Appointment of Shri Vallabhbhai Maneklal Patel (DIN: 07713055) as Non- Official / Independent Director on the Board	Special Resolution
7	Appointment of M/s VAP & Associates, Practicing Company Secretaries (Firm Registration No. S2014UP280200) as Secretarial Auditors of the Company for the Period of Five Years (2025-26 to 2029-30)	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 17 registered speaker shareholders asked the questions. The CMD 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. Thereafter, CS requested the Director (Finance) – Addnl. Charge to give vote of thanks.

6. Shri Randhir Sahay, Director (Finance) Addnl. Charge, extended a Vote of Thanks, expressing gratitude to Chairman & Managing Director, Board Members, Representative of Hon'ble

Shinde
30/08/2025



President of India, Valued shareholders, auditors, scrutinizer, NSDL and M/s Beetal Financial & Computer Services Pvt Ltd. and last but not least, the entire IRFC team for their dedicated efforts in ensuring the smooth conduct of this meeting.

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 4:43 P.M.

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 30/08/25
(Vijay Babulal Shirode)

Company Secretary & Compliance Officer

