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
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/2026-27/39

25th August 2026

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**

Sub: Proceedings of 39th Annual General Meeting of IRFC Limited held on 25th August 2026

Sir/ Madam,

Pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable regulations, the proceedings of 39th Annual General Meeting of Indian Railway Finance Corporation Limited (IRFC) held on Tuesday, 25th August, 2026 at 03:30 P.M. (IST) 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
Digitally signed by VIJAY BABULAL SHIRODE
Date: 2026.08.25 17:54:06 +05'30'

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

Enclosure: As Above

Indian Railway Finance Corporation Ltd.
IRFC
CIN
L65910DL1986
GOI026363
New Delhi

PROCEEDINGS OF 39th ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN RAILWAY FINANCE CORPORATION LIMITED HELD ON TUESDAY, 25th AUGUST, 2026 AT 03:30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)

The 39th Annual General Meeting (AGM) of Indian Railway Finance Corporation Limited ("IRFC") was held on Tuesday, 25th August, 2026 at 03:30 P.M. (IST), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Secretarial Standard – 2 on General Meetings issued by ICSI, read with all applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities Exchange Board of India ("SEBI"), as amended from time to time.

Following Directors were present: -

1. Shri Manoj Kumar Dubey, Chairman and Managing Director & CEO
2. Shri Ranjay Choudhary, Director (Finance)
3. Shri Abhishek Kumar, Govt Nominee Director
4. Shri Pradeep Ahlawat, Non-Official Independent Director, Chairman of Audit Committee & Stakeholders Relationship Committee
5. Ms. Manjula Mishra, Non-Official Independent Director, Chairman of Nomination & Remuneration Committee

Shri Rahul Kapoor Presidential Nominee- ED (RM & PPP)/ Railway Board, Representative of the Hon'ble President of India was also present.

Shri Vijay Babulal Shirode, Company Secretary was also in attendance. Further, the Representatives of M/s KGRS & Co. & M/s O P Totla & Co., (Joint Statutory Auditors), Ms. Parul Jain (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.

134 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 39th AGM of IRFC were as under: -

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1. At the outset, the Company Secretary welcomed the shareholders to the 39th 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, Joint Statutory Auditor(s), Secretarial Auditor(s), Scrutinizer and requested Chairman and Managing Director to address the shareholders.

2. Shri Manoj Kumar Dubey, 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 were already circulated. The Chairman addressed the shareholders and presented his Chairman's Speech, highlighting the Company's key operational and financial achievements during FY 2025–26, business diversification initiatives, and the Company's strategic roadmap and growth prospects for the coming years. He highlighted the Company's record performance during the year, including its highest-ever revenue, Profit After Tax, Net Worth, Assets Under Management and Earnings Per Share, while maintaining a zero-NPA position and strong financial fundamentals.

   Further, he expressed his sincere gratitude to the shareholders, Bondholders, customers, suppliers, lending institutions, employees and the Government of India for their continued support and association. He also appreciated the Board of Directors for their strategic guidance and the employees for their dedication and commitment. He extended his appreciation to the Comptroller and Auditor General of India (C&AG), the Statutory Auditors, the Secretarial Auditors, and the Internal Auditors for their valuable contributions. Thereafter, he requested the Company Secretary to explain the electronic voting procedure and agenda items.

3. Company Secretary informed that the Company had provided the remote e-voting period which had commenced on Saturday, 22nd August 2026 at 9:00 AM (IST) and concluded on Monday, 24th August 2026 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., Tuesday, 18th August, 2026. 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.

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Ms. Parul Jain representing M/s VAP &Associates, 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 39^{th} 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 2026, 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 2025-26	Ordinary Resolution
3	Re-appointment of Ms. Laya Madduri (DIN:11704330) as a Nominee Director	Ordinary Resolution
SPECIAL BUSSINESS		
4	Appointment of Dr. Ranjay Choudhary (DIN:11796981) as Director (Finance) 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 10 (Ten) 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, CMD requested the Director (Finance) to give vote of thanks.

6. Shri Ranjay Choudhary, Director (Finance), extended a Vote of Thanks, expressing gratitude to CMD, Board Members, Representative of Hon'ble President of India, Valued shareholders,

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auditors, scrutinizer, NSDL and M/s Beetal Financial & Computer Services Pvt. Ltd. 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" through remote E-voting prior to AGM & E-voting facility provided during the AGM, 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 (NSE & BSE) and will be hosted on the Company's website https://irfc.co.in/ and the website of NSDL, https://www.evoting.nsdl.com/.

9. The meeting concluded at 04:49 P.M. (including the time allowed for e-voting).

It is hereby confirmed that the AGM was called, convened, held and conducted as per the provisions of the Companies Act, 2013; the rules notified thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

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 25/08/26

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

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