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/2026-27/40 **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**

Subject: Declaration of Voting Results of 39th AGM of IRFC held on Tuesday, 25th August 2026 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 39th Annual General Meeting of the Company held on 25th August 2026 through VC/OAVM.

The AGM started at 03:30 P.M. (IST) and concluded at 04:49 P.M. (IST). E-voting period of 15 minutes was allowed to the members who had not cast their vote on the resolutions as mentioned in the AGM Notice, after conclusion of AGM.

Ms. Parul Jain, Managing Partner of M/s. VAP & Associates, Company Secretaries, Ghaziabad who was appointed as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting and venue voting, has submitted their Consolidated Scrutinizer Report dated 25th August 2026. 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 39th 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.

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 19:50:25 +05'30'

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

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

Enclosure: As Above

VAP & ASSOCIATES
Company Secretaries

Head Office:
105, Charms Solitaire, Ahinsa Khand -2,
Indirapuram, Ghaziabad-201014, U.P.
Tel:+91-0120-4272409 M:+91-9910091070
E-mail: vapassociatespcs@gmail.com

Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

To
The Chairman & Managing Director
Indian Railway Finance Corporation Limited
CIN: L65910DL1986GOI026363
UG-Floor, East Tower, NBCC Place,
Bhishma Pitamah Marg, Lodhi Road,
Pragati Vihar, New Delhi-110003.

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 39th Annual General Meeting ("AGM") of Indian Railway Finance Corporation Limited ("Company"), held on Tuesday, August 25, 2026, at 03:30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Respected Sir,

I, Parul Jain, Managing Partner of M/s. VAP & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on April 13, 2026, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the Company held on **Tuesday, August 25, 2026, at 03:30 p.m. (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with Circular No. 03/2025 dated September 22, 2025 and read with previous circulars issued by the Ministry of Corporate Affairs in this regard ("**MCA Circulars**") and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated July 30, 2026 ("**AGM Notice**").

1. The AGM Notice along with Annual Report for the Financial Year 2025-26 was sent electronically on Saturday, August 1, 2026 to all members whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories and in respect of Members whose email IDs were not available, a letter providing the web-link for accessing the Annual Report was sent through post, in compliance with Regulation 36(1)(b) of the Listing Regulations.

2. The Company engaged National Securities Depository Limited ("**NSDL**") for providing services related to remote e-voting and e-voting at the AGM.

3. The members of the Company as on the "cut off" date i.e. Tuesday, August 18, 2026 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.

VAP & ASSOCIATES * CP No. 13901 * COMPANY SECRETARIES

4. The remote e-voting period commenced on Saturday, August 22, 2026 at 9:00 a.m. (IST) and ended on Monday, August 24, 2026 at 5:00 p.m. (IST).

5. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on Tuesday, August 25, 2026 around 05:05 p.m. (IST), in the presence of two witnesses, Mr. Vishal Gupta and Ms. Shifa Badri, who are not in the employment of the Company.

6. The data of remote e-voting and e-voting at AGM was carefully scrutinized and reconciled with the records maintained by the Beetal Financial and Computer Services Private Limited (RTA) and with the authorizations lodged.

7. The Management of the Company is responsible to ensure compliance with the provisions of the Act and rules in relation to remote e-voting prior to and during the 39th AGM on the resolutions set out in the notice of the AGM.

   My responsibility, as Scrutinizer, is to ensure that the process of voting through remote e-voting and e-voting during the AGM is carried out in a fair and transparent manner, and to submit a consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" the resolutions, to the Chairman, based on the data generated from the electronic voting system (remote e-voting and e-voting during the AGM), both facilities provided by the NSDL.

8. Based on the data downloaded from the e-voting system/facility provided by NSDL, the consolidated summary of results of remote e- voting and e-voting conducted at the AGM, indicating the number of Members who voted "in favour" or "against" the resolutions is annexed herewith as **Annexure- A**.

Countersigned by

VIJAY BABULAL SHIRODE

Digitally signed by VIJAY BABULAL SHIRODE
Date: 2026.08.25 19:31:30 +05'30'

Company Secretary & Compliance Officer
(Authorized by the Chairman)
Indian Railway Finance Corporation Limited

For VAP & Associates
Company Secretaries
FRN: P2023UP098500
Peer Review No: 7629/2026

Parul Jain

Parul Jain
Managing Partner
M. No. F8323, CP No. 13901
Managing Partner
Place: Delhi
Date: 25.08.2026
UDIN: F008323H001220743

VAP & ASSOCIATES COMPANY SECRETARIES CS CP No. 13901

Annexure- A

ORDINARY BUSINESS:

Item No. 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).

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of valid votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of valid votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	2642	11467827591	99.8469	156	17571744	0.0001		
E-Voting at AGM	21	10411	0.1530	1	100	0.0000	Nil	
Total	**2663**	**11467838002**	**99.9999**	**157**	**17571844**	**0.0001**		

Result: The Ordinary Resolution has been passed with requisite majority.

Item No. 2:

Confirmation of payment of 1st and 2nd interim dividend Paid during the financial year 2025-26.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	2720	11485442153	99.9996	77	34782	0.0001		
E-Voting at AGM	22	10511	0.0003	0	0	0.0000	Nil	
Total	**2742**	**11485452664**	**99.9999**	**77**	**34782**	**0.0001**		

Result: The Ordinary Resolution has been passed with requisite majority.

Item No. 3:

Re-appointment of Ms. Laya Madduri (DIN:11704330) as a Nominee Director.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	2419	11325179147	98.6043	373	160289742	0.0001		
E-Voting at AGM	18	9374	1.3956	4	1137	0.0000	Nil	
Total	**2437**	**11325188521**	**99.9999**	**377**	**160290879**	**0.0001**		

Result: The Ordinary Resolution has been passed with requisite majority.

SPECIAL BUSINESS:

Item No. 4:

Appointment of Dr. Ranjay Choudhary (DIN:11796981) as Director (Finance) on the Board.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	2517	11357197595	98.8830	283	128278530	0.0001		
E-Voting at AGM	19	9949	1.1169	3	562	0.0000	Nil	
Total	**2536**	**11357207544**	**99.9999**	**286**	**128279092**	**0.0001**		

Result: The Ordinary Resolution has been passed with requisite majority.

VAP & ASSOCIATES
CS
CP No. 13901
COMPANY SECRETARIES

INDIAN RAILWAY FINANCE CORPORATION LIMITED

Voting result of the Annual General Meeting of the Company Held on August 25, 2026

Date of AGM	25-Aug-26
Total No. of shareholders as on Record Date	5202144
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	134
Promoters and Promoters Group	1
Public	133

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 2026, 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	10833651764	10833651764	100.00	10833651764	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	10833651764	10833651764	100.0000	10833651764	0	100.0000	0.0000
Public - Institutional holders	E-Voting	666342218	649632932	97.4924	632121984	17510948	97.3045	2.6955
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	666342218	649632932	97.4924	632121984	17510948	97.3045	2.6955
Public - Non Institutional holders	E-Voting	1568512018	2125150	0.1355	2064254	60896	97.1345	2.8655
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	1568512018	2125150	0.1355	2064254	60896	97.1345	2.8655
G-TOTAL		13068506000	11485409846	87.8862	11467838002	17571844	99.8470	0.1530

Beetal Financial & Computer Services (P) Ltd. New Delhi

Item No. 2	Confirmation of payment of 1st and 2nd interim dividend Paid during the financial year 2025-26.							
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	10833651764	10833651764	100.00	10833651764	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	10833651764	10833651764	100.0000	10833651764	0	100.0000	0.0000
Public - Institutional holders	E-Voting	666342218	649676065	97.4989	649676065	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	666342218	649676065	97.4989	649676065	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	1568512018	2159617	0.1377	2124835	34782	98.3894	1.6106
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	1568512018	2159617	0.1377	2124835	34782	98.3894	1.6106
G-TOTAL		13068506000	11485487446	87.8868	11485452664	34782	99.9997	0.0003

Beetal Financial & Computer Services (P) Ltd. New Delhi

Item No. 3	Re-appointment of Ms. Laya Madduri (DIN:11704330) as a Nominee 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)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	10833651764	10833651764	100.00	10833651764	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	10833651764	10833651764	100.0000	10833651764	0	100.0000	0.0000
Public - Institutional holders	E-Voting	666342218	649676065	97.4989	489566739	160109326	75.3555	24.6445
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	666342218	649676065	97.4989	489566739	160109326	75.3555	24.6445
Public - Non Institutional holders	E-Voting	1568512018	2151571	0.1372	1970018	181553	91.5618	8.4382
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	1568512018	2151571	0.1372	1970018	181553	91.5618	8.4382
G-TOTAL		13068506000	11485479400	87.8867	11325188521	160290879	98.6044	1.3956

Beetal Financial & Computer Services (P) Ltd.
New Delhi

Item No. 4	Appointment of Dr. Ranjay Choudhary (DIN:11796981) as Director (Finance) 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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10833651764	10833651764	100.00	10833651764	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	10833651764	10833651764	100.0000	10833651764	0	100.0000	0.0000
Public - Institutional holders	E-Voting	666342218	649676065	97.4989	521496791	128179274	80.2703	19.7297
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	666342218	649676065	97.4989	521496791	128179274	80.2703	19.7297
Public - Non Institutional holders	E-Voting	1568512018	2158807	0.1376	2058989	99818	95.3762	4.6238
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	1568512018	2158807	0.1376	2058989	99818	95.3762	4.6238
G-TOTAL		13068506000	11485486636	87.8868	11357207544	128279092	98.8831	1.1169

Beetal Financial & Computer Services (P) Ltd. New Delhi