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/2026-27/31 **01st 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: Intimation regarding convening of 39th AGM, Submission of Annual Report for FY 2025-26 along with Notice of AGM & Remote E-voting Information

Sir/ Madam,

This is to inform that pursuant to regulation 30, 34, 50, 51 and 53 of SEBI (LODR) Regulations, 2015, as amended from time to time and other applicable Regulations, 39th Annual General Meeting (AGM) of Indian Railway Finance Corporation Limited (IRFC) will be held on **Tuesday, 25th August, 2026 at 3:30 P.M.(IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with the applicable 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.

In compliance with SEBI (LODR) Regulations, 2015, we are enclosing herewith the Annual Report of the Company, which includes Notice of 39th AGM, Board's Report, financial statements for the financial year 2025-26, Auditor's Report thereon, and other statutory reports required to be attached thereto, including Business Responsibility & Sustainability Report (BRSR). The Annual Report will be sent to members of the Company, holding shares either in physical form or in dematerialized form, at their email address registered with the Company / Depository Participants(s). Further, in accordance with the Regulation 36(1)(b) of the SEBI Listing Regulations, the Company has initiated sending a letter to the Shareholders whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web-link, including the exact path & QR code, from where the Annual Report can be accessed on the website of the Company. Details about the manner of participation in the AGM and casting of votes electronically by shareholders are set out in the Notice of the AGM.

The Annual Report of the Company for the Financial Year 2025-26 containing Notice of AGM is also available on the website of the Company at https://irfc.co.in/investors/annual-reports.

Furthermore, Pursuant to the provisions of Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015, it is informed that the Company has fixed the following dates in connection with the 39th AGM & Remote e- voting: -

Sr. No.	Particulars	Details
1	Cut-off date for determining the eligibility of shareholders for remote e- voting or voting during the general meeting	**Tuesday, 18th August, 2026**
2	Period of Remote e-voting Period to enable the shareholders as on the cut-off date i.e., Tuesday, 18th August, 2026 to cast their votes on proposed resolutions electronically	The remote e-voting period begins on **Saturday, 22nd August, 2026** at **9:00 AM (IST)** and ends on **Monday, 24th August, 2026** at **5:00 PM (IST).**

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: 2026.08.01 17:22:11 +05'30'

(Vijay Babulal Shirode)
Company Secretary & Compliance Officer

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

Encl: As Above

Indian Railway Finance Corporation Limited

(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 No.: 011-24361480

Website: https://irfc.co.in **Email Id:** investors@irfc.co.in

NOTICE

Notice is hereby given that the **Thirty Ninth Annual General Meeting (39th AGM)** of **Indian Railway Finance Corporation Limited (IRFC)** will be held on **Tuesday, 25th August, 2026** at **03:30 p.m.** (IST) through Video Conferencing/Other Audio- Visual Means (VC/OAVM) to transact the following businesses: -

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) by passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March 2026 together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India, be and are hereby received, considered and adopted."

Item No. 2

Confirmation of payment of 1st and 2nd interim dividend Paid during the financial year 2025-26 by passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT the 1st and 2nd interim dividend @ 10.50% each (i.e., ₹1.05 per share) on 13,06,85,06,000 Equity Shares of ₹10/- fully paid up, paid to the shareholders for the financial year 2025-26, as per the resolution passed by the Board of Directors at their meetings held on 15th October 2025 and 09th March 2026 respectively, be and are hereby noted and confirmed.

Item No. 3

Re-appointment of Ms. Laya Madduri (DIN:11704330) as a Nominee Director by passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Laya Madduri (DIN : 11704330), who retires by rotation and being eligible be and is hereby re- appointed as a Nominee Director of the Company."

SPECIAL BUSINESS

Item No. 4

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152, 160, and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination & Remuneration Committee, Dr. Ranjay Choudhary (DIN:11796981) who was entrusted the charge of post of Director (Finance)/IRFC by Ministry of Railway (MoR), Government of India vide Order No. 2024/E(O)II/40/1 dated 29th June 2026 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director designated as Director (Finance) on the Board of the Company with effect from 30th June, 2026 and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as the Director (Finance) of the Company for a period of five (5) years with effect from the date of assumption of charge i.e., 30th June 2026 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

For **Indian Railway Finance Corporation Limited**

Sd/-

Date: 30th July 2026 — **(Vijay Babulal Shirode)**

Place: New Delhi — Company Secretary

NOTES: -

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 & 10/2022, 09/2023, 09/2024, 03/2025 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023, 19th September 2024 and 22nd September 2025 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 in relation to "Relaxation from compliance with certain provisions of the SEBI (LODR) Regulations, 2015" it has been permitted to hold the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act 2013("Act"), SEBI Listing Regulations and MCA & SEBI Circulars the 39th AGM of the Company is being conducted through VC/ OAVM facility, without physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Deemed Venue for the 39th AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 of the accompanying Notice, is annexed hereto.

3. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is annexed to this Notice.

4. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the 39th AGM of the Company is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with.

   Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 39th AGM through VC/OAVM facility and for electronic voting during the AGM.

5. Attendance of the Members participating in the 39th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with the above SEBI & MCA circulars, electronic copies of the 39th AGM Notice along with the Annual Report for the Financial Year 2025-26 are being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants. The Notice convening the AGM and the Annual Report for FY 2025-26 are available on the website of the Company at https://irfc.co.in. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Additionally, the AGM Notice is available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address. However, the Shareholders of the Company may request physical copy of the Notice and Annual Report from the Company by sending a request at investors@irfc.co.in, in case they wish to obtain the same.

   The Company had published advertisements in newspapers to encourage shareholders holding shares in physical and electronic form, to register/update their email IDs for receiving the Annual Report of the Company for the financial year 2025-26.

   Those shareholders who have still not been able to update their e-mail IDs, may follow the below process for registration of e-mail IDs with the Company:

   - In case of shares held in Dematerialised mode, please send an e-mail to irfcinvestors@beetalmail.com or investors@irfc.co.in quoting DP ID Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name of holder(s), scanned copy of client master list/demat account statement, PAN Card and Aadhaar Card.

   - In case of shares held in physical mode, please send an e-mail to irfcinvestors@beetalmail.com or investors@irfc.co.in quoting Folio No., Name, scanned copy of Share certificate (front & back), PAN Card and Aadhaar Card.

7. All Members of the Company including Institutional/ Corporate Investors are encouraged to attend the AGM and vote on items to be transacted at the AGM. All Institutional / Corporate shareholders (i.e., other than individuals, HUF, NRI, etc.) are requested to send a certified copy of the Board or governing body resolution / authorization letter authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said resolution/

authorization shall be sent to the Scrutinizer through e-mail at vapassociatespcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on "Upload Board Resolution/Authority letter", etc. displayed under 'e-Voting' tab in their Login.

8. The Company has fixed **Tuesday, 18th August, 2026** as the Cut-off date for determining the eligibility to vote in respect of items of business to be transacted at the 39th AGM.

9. M/s VAP & Associates- Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the votes cast through e-voting by the shareholders in respect of items of business to be transacted at the 39th AGM, in a fair and transparent manner.

10. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) is M/s. Beetal Financial & Computer Services (P) Ltd. (herein after referred to as "R&TA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

    M/s. Beetal Financial & Computer Services (P) Ltd.

    (Unit: Indian Railway Finance Corporation Limited)

    Beetal House, 3rd Floor, 99 Madangir,

    Behind local Shopping Centre,

    Near Dada Harsukhdas Mandir,

    New Delhi- 110062

    Phone- 91-11-2996 1281-83

    Fax- 91-11-2996 1284

    Email: irfcinvestors@beetalmail.com

    Website: https://beetal.in/

11. In compliance with provisions of MCA Circulars and SEBI Circular referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. Those Shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for 15 minutes, by use of remote e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility.

    Only those persons whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM.

    NSDL will be providing a facility for remote e-voting, participation in the 39th AGM through VC/OAVM and voting during the 39th AGM through electronic voting system. The remote e-voting period begins on **Saturday, 22nd August 2026 at 9:00 AM (IST)** and ends on **Monday, 24th August 2026 at 5:00 PM (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

    Members may join the 39th AGM through VC/OAVM, which shall be kept open for the Members on **Tuesday, 25th August, 2026** i.e., 15 minutes before the scheduled start time and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled start time on date of AGM.

    Any person holding shares in physical form and non- individual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.nsdl.com. Any shareholder who disposes off his shareholding such that he/ she is not a member as on the cut- off date should treat this Notice for information purposes only.

    The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again.

    Please refer to detailed instructions for remote e-voting, attending the 39th AGM through VC/OAVM and electronic voting during the AGM as mentioned in point No 25. of Notes. The facility of participation at AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include 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 etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. DIVIDEND RELATED INFORMATION:

A. In pursuance of Article 114 of the Articles of Association of the Company, read with Section 123 of the Companies Act, 2013 and the Companies (Declaration and Payment of Dividend) Rules, 2014, as amended from time to time, the Board of Directors, in their meetings held on 15th October 2025 and 09th March 2026, declared the 1st and 2nd interim dividend at the rate of 10.50% (i.e., ₹1.05 per share) respectively, on 13,06,85,06,000 equity shares of ₹10/- each, fully paid-up, for the financial year 2025–26. These dividends were paid to shareholders on 06th November 2025 and 24th March 2026, respectively.

B. Members who have not received or have not encashed their dividend warrants within the validity period may write to the Company at its Registered Office or to the Registrar and Transfer Agent (R&TA) of the Company for revalidation of the warrants or for payment in lieu thereof, in the form of a demand draft or direct bank credit, by furnishing the requisite documents to the R&TA at the email address: irfcinvestors@beetalmail.com.

C. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of the shareholders w.e.f. April 1, 2020, and the Company will be required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 2025 (“the IT Act”). In order to enable compliance with TDS requirements in respect of dividends declared by the Company in future, members are requested to submit Form 121 on annual basis and update details about their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in the case of shares held in physical form, with the Company / R&TA, so that tax at source, if any as per applicable rates and residential status, may be deducted in respect of dividend payments made by the Company in future. TDS will be deducted at 20% as provided under Section 397(2) of the Income Tax Act, 2025, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company / R&TA / Depository Participant.

D. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits.

E. No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹ 10,000. However, where the PAN is not updated in Company / R&TA/ Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹ 10,000, the Company will deduct TDS / Withholding tax u/s 393(1) with reference to Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / R &TA if shares are held in physical mode) against all their folio holdings.

F. The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / R&TA / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / R&TA to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

G. Application of TDS / withholding tax rate is subject to necessary verification by the Company of the member details as available in register of members as on the Record Date, and other documents available with the Company / R & TA provided by the member by the specified date.

H. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.

I. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the member, such member will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

J. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

K. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members who have not claimed the Unpaid Interim Dividend so far, are requested to make their claim to the Company’s Registrar & Transfer Agents (R & T Agents).

The details of due date of transfer of unpaid/ unclaimed Dividend of the Company to IEPF is as follows:

Financial Year	Type of Dividend	Due date of Transfer to IEPF
2020-21	Interim Dividend	19th April, 2028
2021-22	Interim Dividend	05th January, 2029
	Final Dividend	27th November 2029
2022-23	Interim Dividend	14th January, 2030
	Final Dividend	26th November, 2030
2023-24	Interim Dividend	6th January, 2031
	Final Dividend	2nd November, 2031
2024-25	1st Interim Dividend	8th January, 2032
	2nd Interim Dividend	21st May, 2032
2025-26	1st Interim Dividend	19th December, 2032
	2nd Interim Dividend	13th May, 2033

Further, pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the requisite details of unpaid and unclaimed amounts lying with the Company is available on Company's website (https://irfc.co.in/).

13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

14. As directed by SEBI, Members are requested to:

    I. Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.

    II. Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).

    III. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

15. **Mandatory Electronic Payment of Dividend:** With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued.

    Payment shall be made subject to:

    - Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form)
    - Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

    [Reference: SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026 read with SEBI Listing Regulations]

    Members holding shares in physical form are requested to send the following details/ documents to the Company's R&TA at the address i.e., M/s. Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 and to their email id:

    a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at https://irfc.co.in/.

    b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:

       i. Cancelled cheque in original;

       ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

    c) Self-attested copy of the PAN Card of all the holders; and

    d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

    Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, ensure that their Electronic Bank Mandate is updated with their Respective DPs.

    Those who have already furnished the NECS/NEFT/ Direct Credit Mandate Form to the Company / R&TA / DP with complete details need not send it again.

16 **Dematerialization of shares:**

The Securities and Exchange Board of India ("SEBI") has mandated that listed companies shall process investor service requests only in dematerialized form, subject to the folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4 along with the required documents. The form is available on the websites of the Company and the Registrar & Share Transfer Agent ("RTA"), Beetal Financial & Computer Services Pvt. Ltd. at https://beetal.in/

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuing a Letter of Confirmation (LOC) for processing investor service requests. Securities shall now be credited directly to the shareholder's demat account upon submission of valid demat account details and the latest Client Master List ("CML").

(Reference: SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026)

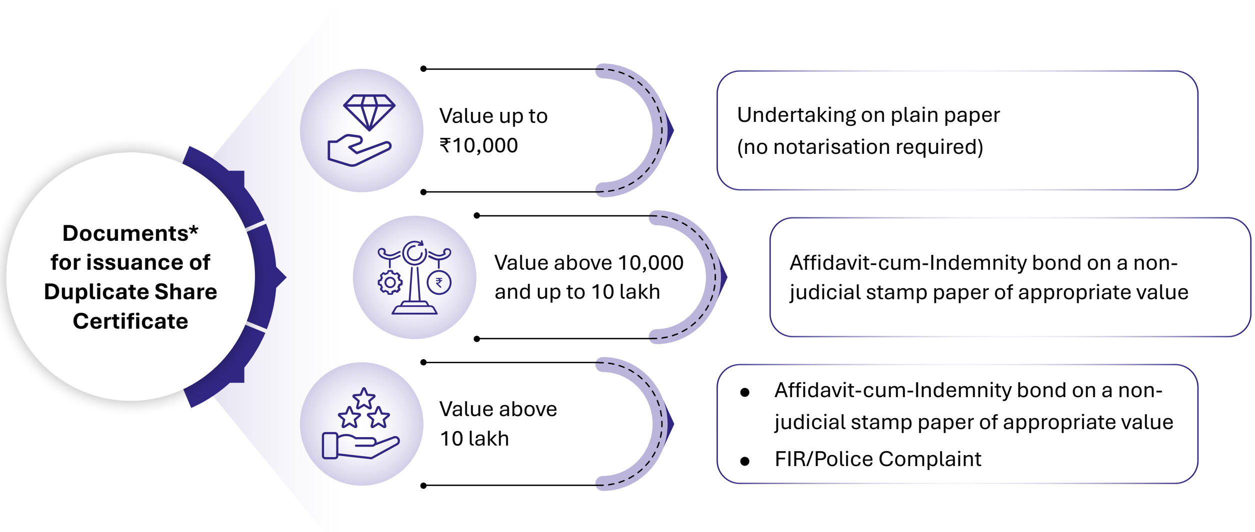
The above requirement applies to the following service requests:

- Issue of duplicate securities certificate
- Claim from unclaimed suspense account
- Renewal / exchange of securities certificate
- Endorsement
- Sub-division / splitting of securities certificate
- Consolidation of securities certificates / folios
- Transmission
- Transposition

Further, requests for transfer, transmission and transposition of securities shall be processed only in dematerialized form. Members holding shares in physical form are therefore advised to dematerialize their holdings at the earliest to avoid risks associated with physical certificates and to avail the benefits of electronic holding of securities. Members may contact the Company or the RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

17. **Simplification of Procedure for Issuance of Duplicate Share Certificates:**

SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form. *[SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]*



*In addition to the aforesaid documents, please refer website of RTA at https://beetal.in/ for the requirement of other relevant documents

18. Pursuant to Section 143(5) of the Act, the Auditors of a Government Company shall be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Sub-section (1) of Section 142 of the Act, their remuneration has to be fixed by the Company in the meeting or in such manner as the Company in General Meeting may determine. The Members of your Company in its 33rd meeting held on 30th September 2020 had authorised the Board of Directors to fix remuneration of Statutory Auditors. Accordingly, the Board of Directors fix the remuneration of the Statutory Auditors every year.

19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

20. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to the R&TA of the Company at irfcinvestors@beetalmail.com in Form SH-13 as prescribed in the Companies (Share Capital and Debentures) Rules, 2014. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective DP.

21. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection through electronic mode, without any fee, by the members from the date of circulation of this Notice, up to the date of AGM i.e **Tuesday, 25th August, 2026**. Members desiring for inspection of said documents are requested to send an e-mail to the Company at investors@irfc.co.in.

22. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/folio number, email id, mobile number to investors@irfc.co.in at least seven (7) days prior to the date of the AGM and the same will be replied by the Company suitably.

23. SEBI vide Circular dated July 31, 2023 and August 4, 2023, read with Master Circular dated July 31, 2023 and all other applicable Circulars (Including updation/amendments thereof), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11th August, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. Link to the ODR Portal is also available on the homepage of Company's website at https://irfc.co.in/investors/investor-grievances#.

24 To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company about any change in address or demise of any Member, as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

25. The instructions for remote e-voting, attending the 39th AGM through VC/OAVM and electronic voting during the AGM are as under:

25.1 THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Saturday, 22nd August 2026** at **9:00 A.M. (IST)** and ends on **Monday, 24th August 2026** at **5:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, 18th August, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 18th August, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

25.2 General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vapassociatespcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

25.3 Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@irfc.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@irfc.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

26. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

27. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:-

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.

   After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@irfc.co.in. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@irfc.co.in. These queries will be replied by the company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Annexure to the Notice

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS]

Name of Director	Ms. Laya Madduri	Dr. Ranjay Choudhary
DIN	11704330	11796981
Date of Birth/Age	14th April, 1985	10th January, 1972
Date of Appointment	07th May, 2026	30th June, 2026
Qualifications	B. E. (Hons) in Mechanical Engineering from Birla Institute of Technology and Science, Pilani and an IAS officer of the 2010 batch	CMA, Ph.D, Master's degree in commerce
Expertise in specific functional areas	Ms. Laya Madduri is an IAS officer currently serving as Joint Secretary in the Department of Economic Affairs, Ministry of Finance, Government of India. She holds a B. E. (Hons) in Mechanical Engineering from Birla Institute of Technology and Science, Pilani. She has extensive experience in public finance, multilateral engagement, rural development, district administration, and governance. She has previously served as Secretary to the Government of Assam in the Finance Department and the Science, Technology and Climate Change Department, and as Managing Director of Assam Financial Corporation. Ms. Madduri has worked extensively in rural and remote areas of Assam, beginning her field career as Sub-Divisional Officer of Majuli, now a district. She also served as Project Director of the District Rural Development Agency and as Officer on Special Duty in the Chief Minister's Office handling matters related to Women and Child Development. Between 2015 and 2020, she served as Deputy Commissioner of Sonitpur, Dibrugarh, and Cachar districts. Prior to her present assignment as Joint Secretary, she served as Director in the Department of Economic Affairs, where she handled matters relating to the International Monetary Fund and the World Bank. She currently serves on the Boards of Directors of various institutions and organizations in her official capacity, bringing expertise in economic policy, infrastructure financing, public administration, and institutional governance.	Dr. Ranjay Choudhary is a seasoned finance professional with over 29 years of multifaceted experience spanning the full spectrum of finance and accounts, loan appraisal, lending policy, corporate financial management, treasury management, fund raising, and implementation of Government of India policy initiatives in Central Public Sector Enterprises. He has held key roles across reputed organisations including Power Finance Corporation Limited (PFC), NTPC, Food Corporation of India (FCI), and other CPSUs. Dr. Choudhary holds a Bachelor of Commerce (Honours) and a Master of Commerce from Ranchi University, Ranchi. He is a qualified Cost Accountant from the Institute of Cost Accountants of India and holds a Doctor of Philosophy (PhD) in Finance from Ranchi University. Prior to his appointment to the Board, Dr. Choudhary was serving as Chief General Manager, Entity Appraisal, at PFC. In this role, he led the appraisal of loans for various government and private sector power projects, as well as large-scale infrastructure projects. He played a key role in finalising the Annual Integrated Rating Framework for Power Distribution Utilities across India. He has represented PFC in several Government of India initiatives under the Ministry of Power, including the 24×7 Power for All programme, and has provided inputs for deliberations of various Parliamentary Standing Committees on the power sector. At PFC, he served on important committees including the Lending Policy Committee, Interest Rate Committee, and Stressed Assets Resolution Committee. His areas of expertise also include RBI regulatory compliance, tariff order analysis, borrower rating, financial concurrence of projects, and stressed asset resolution. He also holds position of Secretary of Power Foundation of India, an autonomous society of CPSUs under Ministry of Power. Dr. Choudhary has extensive experience in the finalisation of quarterly and annual accounts, internal and statutory audit, finance-commercial operations, fund management, contract management, resource mobilisation through bonds, cash credit management, coordination with ministries and regulators.

Name of Director	Ms. Laya Madduri	Dr. Ranjay Choudhary
Terms & conditions of appointment	The Ministry of Railways, vide its order no. 2022/PL/57/10 dated 06th May 2026, communicated the appointment of Ms. Laya Madduri, (DIN: 11704330) as Government Nominee Director of the Company. She was appointed as the Government Nominee Director w.e.f 7th May 2026 till she holds the post of Joint Secretary, Infrastructure Finance Secretariat Department of Economic Affairs` of further orders whichever is earlier. The terms and conditions of her appointment will be governed by MoR order dated 7th May 2026 and any other order(s) etc. issued by the Government of India.	The Ministry of Railways, vide its order no. 2024/E(O)II/40/1 dated 29th June 2026, communicated the appointment of Dr. Ranjay Choudhary (DIN:11796981) as Director (Finance) of the Company with effect from the date of assumption of charge. Dr. Ranjay Choudhary (DIN:11796981) has been appointed as an Additional Director designated as Director (Finance) on the Board of the Company for a period of five (5) years with effect from 30th June 2026. The terms and conditions of her appointment will be governed by MoR order dated 29th June 2026 and any other order(s) etc. issued by the Government of India.
Directorship held in other Companies	Nil	NIL
Details of listed entities from which resigned in the past three years	Nil	NIL
Membership/ Chairmanship of Committees across all Public Companies other than IRFC	Nil	NIL
Relationships between Directors & KMP inter-se	There is no inter-se relationship with any other Director & KMP of the Company.	There is no inter-se relationship with any other Director & KMP of the Company.
Number of equity shares held in the Company	Nil	50

*Since she/he was appointed after the close of the financial year, details regarding the number of Board/Committee meetings attended are not applicable for the year under review. Further, the Government Nominee Director is not entitled to receive any remuneration or sitting fee from the Company, as per the norms of Government of India.

Information at a Glance

Particulars	Details
Day, date, and time of AGM	Tuesday, 25th August, 2026 at 03:30 p.m. (IST)
Mode	Video conference/other audio-visual means (VC/OAVM)
Participation through video conference	www.evoting.nsdl.com
Cut-off date for e-Voting	Tuesday, 18th August, 2026
E-Voting start date and time	Saturday, 22nd August 2026 at 09:00 a.m. (IST)
E-Voting end date and time	Monday, 24th August 2026 at 05:00 p.m. (IST)
E-Voting website of NSDL	www.evoting.nsdl.com
Speaker registration last date and time	Tuesday, 18th August, 2026 till 05:00 p.m. (IST)
Last date for sending questions	Tuesday, 18th August, 2026 till 05:00 p.m. (IST)
Name, address, and contact details of e-Voting service provider	**National Securities Depository Limited** Trade World, A wing, 4th Floor Kamala Mills Compound Lower Parel, Mumbai – 400 013
	Ms. Pallavi Mhatre Senior Manager – NSDL
	Contact Details: Email address: pallavid@nsdl.com evoting@nsdl.com Helpline No. for VC participation and e-Voting: (022) 4886 7000
Name, address and contact details of Registrar and Share Transfer Agent (R & TA)	**M/s. Beetal Financial & Computer Services (P) Ltd.** Beetal House, 3rd Floor, 99 Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone- 91-11-2996 1281-83 Fax- 91-11-2996 1284 Email: irfcinvestors@beetalmail.com Website: https://beetal.in/

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESSES SET OUT IN THE NOTICE

Item No. 4 The Ministry of Railways, vide its order No. 2024/E(O) II/40/1 dated 29th June 2026, entrusted the charge of the post of Director (Finance), IRFC to Dr. Ranjay Choudhary (DIN:11796981) with effect from the date of assumption of charge. Accordingly, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors appointed Dr. Ranjay Choudhary (DIN:11796981) as an Additional Director, designated as Director (Finance), with effect from 30th June 2026, in terms of Section 161 of the Companies Act, 2013 and approval of shareholders for his appointment be taken at the next AGM.

As per Regulation 17(1C) of SEBI (LODR) Regulations, 2015, the Company is required to obtain the approval of shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting.

Pursuant to the Articles of Association of the Company, Dr. Ranjay Choudhary shall be liable to retire by rotation. Further, the terms and conditions of his appointment will be governed by the MoR order dated 29th June 2026 and/or any other order as may be issued by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Dr. Ranjay Choudhary fulfils the conditions as specified in the Act and Rules made thereunder and has also declared that he is not debarred from being appointed as a Director by SEBI or any other authority; and that he is not disqualified from being appointed as a Director of the Company, in terms of Section 164 of the Companies Act, 2013. Further, he is not related to any Director or Key Managerial Personnel of the Company. The Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a director of the Company in terms of Section 160 of the Act.

Save and except Dr. Ranjay Choudhary and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

In view of the above, the board of director of the Company ("Boards"), proposes to seek approval of the member of the Company for appointment of Dr. Ranjay Choudhary as Director (Finance) of the Company, by passing Ordinary Resolution set out at Item No 4. of this Notice.

For **Indian Railway Finance Corporation Limited**

Sd/-

Date: 30th July, 2026
Place: New Delhi

(Vijay Babulal Shirode)
Company Secretary