INDIAN RAILWAY FINANCE CORPORATION LIMITED

(A Government of India Enterprise)
Registered & Corporate Office: UG Floor, East Tower, NBCC Place, PragatiVihar, Lodhi Road
New Delhi - 110003
Tel. No: (011) 24369766-69; **Fax No.:** +91-11-24369770; **E-Mail:**dmb@irfc.nic.in,
Website:www.irfc.nic.in; **CIN:** U65910DL1986GOI026363

PRIVATE PLACEMENT OF SECURED, NON-CONVERTIBLE, NON-CUMULATIVE, REDEEMABLE, TAXABLE BONDS IN THE NATURE OF DEBENTURES OF Rs. 10,000/- EACH FOR CASH AT PAR ON "ON TAP" BASIS WITH BENEFITS UNDER SECTION 54EC OF THE INCOME TAX ACT, 1961, IRFC CAPITAL GAIN TAX EXEMPTION BONDS –SERIES-IV ("BONDS"), FOR Rs. 1000 CRORE PLUS GREEN SHOE OPTION TO RETAIN OVERSUBSCRIPTIONBY INDIAN RAILWAY FINANCE CORPORATION LIMITED ("IRFC" OR THE "ISSUER" OR THE "COMPANY")

(PRIVATE & CONFIDENTIAL)
(FOR ADDRESSEE ONLY)

TRUSTEE FOR THE BONDHOLDERS

SBI Caps Trustee Company Limited

Apeejay House,
6th Floor,
West Wing,3
3 DinshawWachha Road,
Churchgate,
Mumbai - 400020
Tel. 022-43025555
Fax : 022-22040465
E-mail: corporate@sbicapstrustee.com

REGISTRAR TO THE ISSUE

KFin Technologies Private Limited (KFPL)
Formerly known as KCPL
Unit : IRFC Bonds
Selenium Tower B,
Plot No. 31 & 32
Gachibowli, Financial District,
Nankramguda, Serilingampally,
Hyderabad - 500032
Tel : (040) 67161598/1600
E- mail : einward.ris@kfintech.com

Bankers to the Issue:

AXIS BANK LTD	**ICICI BANK LTD**
HDFC BANK LTD	**STATE BANK OF INDIA**
IDBI BANK LTD	**CANARA BANK**

For list of bank branches please visit our website www.irfc.nic.in
For list of arrangers please visit our website www.irfc.nic.in
Note: IRFC reserves right to update list of arrangers from time to time. Investors are requested to visit IRFC website from time to time.

ISSUE SCHEDULE

Issue Opening Date	**April 1, 2020**
Issue Closing Date	**March 31, 2021**

LISTING: The Bonds will not be listed on any stock exchange.

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DISCLAIMER

This Information Memorandum dated 01.04.2020 is neither a Prospectus nor a statement in lieu of Prospectus. It does not and shall not deem to constitute an offer or an invitation to the Public to subscribe to the Capital Gain Bonds issued by Indian Railways Finance Corporation Limited ("IRFC" or "Company" or "Issuer"). This Information Memorandum is not intended for distribution and is for the consideration of the person to whom it is addressed and should not be reproduced/redistributed by the recipient. It cannot be acted upon by any person other than to whom it has been specifically addressed. Multiple copies hereof given to the same entity shall be deemed to be offered to the same person. The bonds mentioned herein are being issued strictly on a private placement basis and this offer does not and shall not deem to constitute a public offer/invitation.

This Information Memorandum is not intended to form the basis of evaluation for the potential investors to whom it is addressed and who are willing and eligible to subscribe to these Bonds issued by IRFC. This Information Memorandum has been prepared to give general information regarding IRFC to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. IRFC believes that the information provided in this Information Memorandum as of the date hereof is true and correct in all respects. IRFC and the Arrangers do not undertake to update this Information Memorandum to reflect subsequent events and thus, it should not be relied upon without first confirming its accuracy with IRFC.

Potential investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risks of investing in the Bonds. It is the responsibility of potential investors to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Bonds. It is the responsibility of the potential investors to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Potential investors should conduct their own investigation, due diligence and analysis before applying for the Bonds. Potential investors should not rely solely on information provided in the Information Memorandum or by the Arrangers nor would providing of such information by the Arrangers be construed as advice or recommendation by the Issuer or by the Arrangers to subscribe to and purchase the Bonds. Potential investors also acknowledge that the Arrangers do not owe them any duty of care in respect of their offer to subscribe for and purchase of the Bonds. Potential investors should also consult their own tax advisors on the tax implications of the acquisition, ownership and redemption of Bonds and income arising thereon. IRFC reserves the right to withdraw the Private Placement prior to the closing date at its discretion. In such an event, the Issuer may, at its sole discretion, will make the allotment under the new series of IRFC 54EC bonds, if open for subscription at that time.

For Indian Railways Finance Corporation Limited

Mr. Anup Kr Dubey
Manger (Finance)

April 01, 2020
New Delhi

II. DEFINITIONS/ ABBREVIATIONS

AY	Assessment Year
Allotment/ Allot/ Allotted	The issue and allotment of the Bonds to the successful Applicants in the Issue.
Applicant/Investor	A person who makes an offer to subscribe the Bonds pursuant to the terms of this Private Placement Offer Letter and the Application Form
Application Form	The form in terms of which the Applicant shall make an offer to subscribe to the Bonds and which will be considered as the application for allotment of Bonds for present Bonds
Bondholder(s)	Any person or entity holding the Bonds and whose name appears in the list of Beneficial Owners in the records of the Company.
Beneficial Owner(s)	Bondholder(s) holding Bond(s) in dematerialized form (Beneficial Owner of the Bond(s) as defined in clause (a) of sub-section of Section 2 of the Depositories Act, 1996)
Board/ Board of Directors	The Board of Directors of Indian Railway Finance Corporation Ltd. or Committee thereof, unless otherwise specified
Bond(s)	Secured, Non-convertible, non-Cumulative, Redeemable, Taxable bonds in the nature of debentures of Rs. 10,000/- each for cash at par on "on tap" basis with benefits under section 54EC of the Income Tax Act, 1961,
Book Closure / Record Date	Record date for the Bonds shall be 15 days prior to each interest payment date and/or redemption date.
CAR	Capital Adequacy Ratio
CARE	Credit Analysis & Research Limited
CAG	Comptroller and Auditor General of India
CAGR	Compounded Annual Growth Rate
CBDT	Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, Government of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT (Appeals)	Commissioner of Income Tax (Appeals)
CRISIL	CRISIL Limited
CRAR	Capital Risk Weighted Adequacy Ratio
MD	Managing Director of IRFC
Debt Securities	Non-Convertible debt securities which create or acknowledge indebtedness and include debenture, bonds and such other securities of the Issuer, whether constituting a charge on the assets of the Issuer or not, but excludes security receipts and securitized debt instruments.
Deemed Date of Allotment	Last day of each month in which the subscription money is received and credited to IRFC 54EC collection account
Depository	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant	A Depository participant as defined under Depositories Act
DP	Depository Participant
DRR	Bond/ Debenture Redemption Reserve
EPS	Earnings Per Share
FIs	Financial Institutions
FIIs	Foreign Institutional Investors
FPI	Foreign Portfolio Investors as defined under SEBI (Foreign Portfolio Investors) Regulations, 2014 registered with SEBI.
Financial Year/ FY / Fiscal	Period of twelve months ending March 31, of a particular year

GoI	Government of India/ Central Government
Trustees	Trustees for the Bondholders in this case being SBI Caps Trustee Company Limited
ICRA	ICRA Limited
Issuer/ IRFC/ Company	Indian Railway Finance Corporation Ltd. a company incorporated under Companies Act, 1956, as amended
Independent Director	An independent director referred to in sub-section (5) of section 149 of the Companies Act, 2013
I.T. Act	The Income Tax Act, 1961, as amended from time to time
MF	Mutual Fund
Memorandum/ Memorandum of Association	Memorandum of association of the Company as originally framed or as altered from time to time in pursuance of any previous company law or of the Companies Act, 2013
MoF	Ministry of Finance
MoR	Ministry of Railways
NSDL	National Securities Depository Limited
NRI	Non Resident Indians
PAN	Permanent Account Number
Private Placement/ The Issue/ The Offer	Private Placement of Secured, Non-convertible, non-Cumulative, Redeemable, Taxable bonds in the nature of debentures of Rs. 10,000/- each for cash at par on "on tap" basis with benefits under section 54EC of the Income Tax Act, 1961
Private Placement Offer Letter/PPOL/Information Memorandum/IM	Private Placement Offer Letter/PPOL/Information Memorandum/IMshall mean this Private Placement Offer Letter
GIR	General Index Registration Number
Rupee/ INR/ Rs.	Indian National Rupee
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
ROC	Registrar of Companies, National Capital Territory of Delhi & Haryana
RBI Guidelines	Any rule, regulations, guidelines or amendment as may be issued by RBI from time to time
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
TDS	Tax Deducted at Source
Key Managerial Personnel	Key managerial personnel, in relation to the Company, shall mean: • Managing Director & Chief Executive Officer or the Manager; • Company Secretary; • Whole-Time Directors; • Chief Financial Officer; and • any such other officer as may be prescribed under the Companies Act.
Companies Act	The Companies Act, 1956 as amended from time to time
Companies Act, 2013	The Companies Act, 2013 (18 of 2013), to the extent notified vide notification dated September 12, 2013

III. GENERAL INFORMATION

Name of the Issuer	:	Indian Railway Finance Corporation Limited
Date of Incorporation	:	December 12, 1986
CIN	:	U65910DL1986GOI026363
Registered & Corporate Office	:	UG Floor, East Tower, NBCC Place, Pragati Vihar Lodhi Road, New Delhi-110 003
Tel. No.	:	(011) 24369766/ 69
Fax No.	:	+91-11-24369770
Website	:	www.irfc.nic.in
E-mail	:	dmb@irfc.nic.in

Compliance Officer for the Issue	:	**Mr. Vijay Babulal Shirode** **Deputy General Manager, CS & Law** Indian Railway Finance Corporation Limited Registered Office UG Floor, East Tower NBCC Place, Pragati Vihar Lodhi Road, New Delhi-110 003 Tel No.: (011) 24369766-69 Fax No.: +91-11-24368070 E-mail: dmb@irfc.nic.in
Chief Financial Officer of the Issuer	:	**Mr. Niraj Kumar** **Director Finance** **Indian Railway Finance Corporation Limited** Registered Office UG Floor, East Tower NBCC Place, Pragati Vihar Lodhi Road, New Delhi-110 003 Tel No.: (011) 24369766-69, 24369789 Fax No.: +91-11-24369770 E-mail: df@irfc.nic.in
Arrangers	:	For list of arrangers please visit our website www.irfc.nic.in

Note: IRFC reserves right to update list of arrangers from time to time.
Investors are requested to visit IRFC website from time to time.

Trustees to the Bonds	:	**SBI Caps Trustee Company Limited** Apeejay House, 6th Floor, West Wing, 3 DinshawWachhaRoad,Churchgate, Mumbai - 400020 Tel. 022-43025555 Fax : 022-22040465 E-mail:corporate@sbicapstrustee.com
Credit Rating Agencies	:	**CRISIL Limited** CRISIL House, Central Avenue Hiranandani Business Park, Powai Mumbai - 400076 Tel: +91-22-3342 3000 Fax: +91-22-3342 3050 E-mail:crisilratingdesk@crisil.com Website: www.crisil.com

		ICRA Limited Building No. 8, 2nd Floor, Tower A DLF Cyber City, Phase- II Gurgaon - 122002 Tel: +91-124-4545 300 Fax: +91-124-4545 350 E-mail: vivek@icraindia.com Investor Grievance E-mail: vw@icraindia.com Website: www.icra.in
		Credit Analysis & Research Limited B-47 3rd Floor, Inner Circle Connaught Place, New Delhi - 110001 Tel: +91-11-45333200 Fax: +91-11-45333238 E-mail: jyotsana.gadgil@careratings.com Website: www.careratings.com
Auditors of the Issuer	**:**	**M/s. SPMG & Co.** Chartered Accountants 3322-A, 2nd Floor, Bank Street,Karol Bagh, New Delhi - 110005 Tel: +91-11-25728769,65460082,28727385 Email: spoddar@vsnl.com /sharad@spmgindia.com Firm Registration No.: 509249C

IV. OUR MANAGEMENT

1. CURRENT DIRECTORS OF THE ISSUER

The composition of the Board of Directors of the Issuer as on date of this Private Placement Offer Letter is as under:

The composition of the Board of Directors of the Issuer as on date of this Private Placement Offer Letter is as under:

Sr. No.	Name, Designation and DIN	Age	Address	Occupation	Director of the Company since	Other Directorships
1.	**Mrs. Manjula Rangarajan** *Part-time Chairperson* ***DIN:*** *08607897*	59	50, First Avenue, Indira Nagar, Adyar Chennai, Tamil Nadu- 600020	Service	20-Nov-2019	NRTU Foundation
2.	**Mr. Amitabh Banerjee** *Managing Director* ***DIN:*** *03315975*	55	Flat no. 602, Vashishthi Konkan Rail Vihar Sector-40, Nr. Seawood Station, Nerul West Navi Mumbai-400706	Service	12-Oct-2019	Nil
3.	**Mr. Niraj Kumar** *Director (Finance)* ***DIN:*** *00795972*	58	B-54, Modest Ketki CGHS Ltd, Plot no. 8b Sector 11, Dwarka-110075	Service	01-July-2015	Nil
4.	**Dr. Kumar Vinay Pratap** *Director* ***DIN:*** *07606296*	54	Apartment No-C-13, Kendriya Vihar Sector-51, Noida Gautam Budha Nagar 201307 UP	Service	23-April-2018	ONGC Videsh Limited, India Infrastructure Finance Company Limited, Indian Railway Stations Development Corporation Limited
5.	**Ms. Aditi Sengupta Ray** *Independent Director* ***DIN:*** *00447385*	63	Flat No. EH 1/602, ELDECO Utopia, Sector 93 A Noida-201304	Superannuated from Secretary equivalent level in Central Government	19-Sept-2017	NIL
6.	**Mr. Chetan Venugopal** *Independent Director* ***DIN:*** *00317183*	51	451, 6TH Cross, 7th Block, West Jayanagar, Bangalore-560070	Business	08-March-2018	Pierian Services Private Limited, Flat World Interactive Services Private Limited, E Analytics Partners (India)

						Private Limited & Pierian Digital Private Limited
7.	**Mr. Ashok Kumar Singhal** *Independent Director* ***DIN**: 08193963*	62	D-11/89, Pandara Road, Lodhi Road H.O, South Delhi New Delhi-110003	Retired Govt. Official	20-July-2018	NIL
8.	**Mr. Kishor Jinabhai Devani** *Independent Director* ***DIN:** 07502684*	67	FLAT NO. A-1402 Jupiter CHS Ltd. Suncity Complex Near MTNL Gandhinagar Powai Mumbai-400076	Professional	01-April-2019	Nil

None of the current directors of the Issuer appears in the RBI's defaulter list or ECGC's default list.

* *As a nominee of Ministry of Finance*

None of the current directors of the Issuer appear in the RBI's defaulter list or ECGC's default list.

Relationship with Other Directors:

None of the Directors of the Company are, in any way, related to each other.

2. CHANGE IN DIRECTORS OF THE ISSUER SINCE LAST THREE YEARS

Changes in the Board of Directors of the Issuer during the last three years are as under:

Name of Directors, Designation and DIN	Date of Appointment	Date of Cessation	Reason for change
Mr. A.K. Prasad *FC Railways & Chairman* ***DIN:** 08125752*	August 14, 2018	March 1, 2019	Superannuated
Mr. K B Nanda *Chairman* ***DIN:** 07640826*	October 6, 2016	October 31, 2016	Expiry of Term
Mr. Shahzad Shah *Chairman* ***DIN:** 02349678*	November 28, 2016	February 27, 2017 (FN)	Cessation
Mr. P.V. Vaidialingam *Managing Director* ***DIN:** 07413701*	July 29, 2016	April 30, 2017	Expiry of Term
Mr. Rajiv Datt *Managing Director* ***DIN:** 05129499*	November 14, 2011**	June 30, 2016	Expiry of term
Mr. Sanjoy Mookerjee *Chairman* ***DIN:** 03546243*	October 16, 2015	August 31, 2016	Cessation
Mr. B.N. Mohapatra *Chairman*	April 20, 2017	January 31, 2018	Cessation

Name of Directors, Designation and DIN	Date of Appointment	Date of Cessation	Reason for change
DIN: *00772188*			
Ms. Sharmila Chavaly *Nominee Director (MoF)* ***DIN:*** *06411077*	November 21, 2012	September 26, 2017	Cessation
Mr. S. K. Goel *Independent Director* ***DIN:*** *06742476*	December 31,2013	December 31, 2016	Expiry of Term
Mr. Niraj Kumar *Director (Finance)* ***DIN:*** *00795972*	July 1, 2015	-	Appointment
Mr. S.K. Pattanayak *Managing Director* ***DIN:*** *02396063*	March 9, 2017	July 26, 2018	Cessation
Ms. Aditi Sengupta Ray *Independent Director* ***DIN:*** *00447385*	September 19, 2017	-	Appointment
Mr. Chetan Venugopal *Independent Director* ***DIN:*** *00317183*	March 8, 2018	-	Appointment
Mr. Ashok Kumar Singhal *Independent Director* ***DIN:*** *08193963*	July 20, 2018	-	Appointment
Mr. Vijay Kumar *Addl. Member Budget* *and Managing Director/IRFC* ***DIN:*** *08189249*	July 26, 2018	October 12, 2019	Relinquishment
Mr. Kishor Jinabhai Devani *Independent Director* ***DIN:*** *07502684*	April 1, 2019	-	Appointment
Mr. Amitabh Banerjee *Managing Director* ***DIN:*** *03315975*	October 12, 2019	-	Appointment
Mrs. Manjula Rangarajan *Part-time Chairperson* ***DIN:*** *08607897*	November 20, 2019	-	Appointment

Mr. Niraj Kumar was given additional charge of Managing Director from 01.07.2016 to 28.07.2016.

Remuneration of Directors during the current year and the last three financial years

A. Managing Director/ Whole time Director

The following table sets forth the details of remuneration paid to our Managing Director and Director (Finance) for the financial year ended March 31, 2019:

(In Rs. Lacs)

Name of Director	Designation	Salary	Other Benefits	Total Salary
Mr. S.K. Pattanayak*	Managing Director	11.57	1.65	13.22
Mr. Vijay Kumar*	Managing Director	Nil	Nil	Nil
Mr. Niraj Kumar	Director (Finance)	44.37	22.17	66.54

* *Mr. S. K. Pattanayak was Managing Director upto July 26, 2018. Mr. Vijay Kumar, IRAS, Additional Member (Budget) was entrusted the additional charge of the post of Managing Director/ IRFC from July 26, 2018.*

The following table sets forth the details of remuneration paid to our Managing Director and Director (Finance) for the financial year ended March 31, 2018:

(In Rs. Lacs)

Name of Director	Designation	Salary	Other Benefits	Total Salary
Mr. S.K. Pattanayak*	Managing Director	35.52	4.08	39.60
Mr. Niraj Kumar	Director (Finance)	53.03	0.45	53.48

**Mr. S. K. Pattanayak was appointed our Managing Director on February 16, 2017 replacing Mr. P.V. Vaidialingam who had relinquished additional charge of the Managing Director. He ceased to be MD / IRFC with effect from July 26, 2018.*

The following table sets forth the details of remuneration paid to our Managing Director and Director (Finance) for the financial year ended March 31, 2017:

(In Rs. Lacs)

Name of Director	Designation	Salary	Other Benefits	Total Salary
Mr. Rajiv Datt*	Managing Director	6.57	0.73	7.30
Mr. Niraj Kumar	Director (Finance)	31.13	0.17	31.30
Mr. S.K. Pattanayak*	Managing Director	1.76	-	1.76

* *Mr. Rajiv Datt superannuated on June 30, 2016 and Mr. S.K. Pattanayak was appointed as Managing Director on February 16, 2017.*

B. Non-Executive Directors

The Part time Non-Official Independent Director(s) do not have any material pecuniary relationship with the Company. A sitting fee of Rs.30,000/- per meeting is payable to the independent directors for attending the Board meetings and Rs.20,000/- per meetings of Committee(s) of the Board. No remuneration/ fee is paid to Government Nominee Directors.

The following table sets forth the details of sitting fees paid to Independent Directors:

(In Rs.)

Period	Total Amount
Year ending 31st March 2019	19,00,000.00
Year ending 31st March 2018	6,60,000.00
Year ending 31st March 2017	5,22,000.00

C. Interests of our Directors

All our Directors are appointed by the President of India acting through the Ministry of Railways, who is presently holding 100% of the paid-up equity share capital of our Company along with nominees. Besides this, there are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or member of the senior management was appointed.

Our Company has not entered into any contract, agreements and arrangement during the two years preceding the date of this Private Placement Offer Letter in which the directors are interested directly or indirectly and no payments have been made to them in respect of such contracts or agreements.

Our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses payable to them.

Our Directors, may also be regarded as interested, to the extent they, their relatives or the entities in which they are interested as directors, members, partners or trustees, are allotted Bonds pursuant to this Issue, if any.

Further, none of our current directors are listed as a defaulter in the RBI Defaulter list and/or the ECGC List.

D. Interest of Key Managerial Personnel / Promoters in the Offer:

NIL

E. Litigation:

Since the Government of India is the promoter of the Company, it is not possible to give details of litigations, legal actions or directions pending or taken by any Ministry or Department of the Government or a Statutory Authority against the promoter of the Company during the last three years.

F. DETAILS OF ANY INQUIRY, INSPECTIONS OR INVESTIGATIONS INITIATED OR CONDUCTED UNDER THE COMPANIES ACT OR ANY PREVIOUS COMPANY LAW IN THE LAST THREE YEARS IMMEDIATELY PRECEDING THE YEAR OF CIRCULATION OF PRIVATE PLACEMENT OFFER LETTER AGAINST THE COMPANY AND ITS SUBSIDIARIES

There has been no inquiry, inspection or investigation initiated or conducted against the Company or its subsidiaries under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of Private Placement Offer Letter. Further there was no prosecution filed, fines imposed, compounding of offences against the Company or its subsidiaries in the last three years immediately preceding the year of circulation of Private Placement Offer Letter.

G. DETAILS OF ACTS OF MATERIAL FRAUDS COMMITTED AGAINST THE COMPANY IN THE LAST THREE YEARS, IF ANY, AND IF SO, THE ACTION TAKEN BY THE COMPANY

There has been no act of material fraud committed against the Company in the last three years immediately preceding the year of circulation of Private Placement Offer Letter.

H. OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN PURSUANCE OF AN OPTION

NIL

V. DETAILS OF STATUTORY AUDITORS OF THE ISSUER

1. CURRENT STATUTORY AUDITORS OF THE ISSUER (FY 2019-20)

Details of the statutory auditors of the Issuer for financial year 2019-20 are as under:

Name	Address	Auditors since
M/s. SPMG & Co. *Chartered Accountants*	3322-A, 2ndFloor, Bank Street, Karol Bagh, New Delhi – 110005	2016-17

2. CHANGE IN STATUTORY AUDITORS OF THE ISSUER SINCE LAST THREE YEARS

Details of change in auditor since last three years:

Name	Address	Date of Appointment/ Resignation	Auditor of the Company Since (in case of resignation)	Remarks
M/s. SPMG & Co. *Chartered Accountants*	3322-A, 2ndFloor, Bank Street, Karol Bagh, New Delhi-110005	Date of Appointment: August 29, 2016	-	M/s SPMG & Co., Chartered Accountants, has been appointed as the Statutory Auditors of the Company by the C&AG for FY 2016-17
M/s Bansal Sinha & Co., Chartered Accountants	18/19, Old Rajinder Nagar, New Delhi – 110 060	Date of completion of term: August 29, 2016	Since FY 2012-13	M/s Bansal Sinha & Co., Chartered Accountants were appointed as Statutory Auditors of our Company by the C&AG for FY 2012-13 and reappointed as Statutory Auditors by the C&AG for the years 2013-14, 2014-15 and 2015-16

VI. MANAGEMENT'S PERCEPTION OF RISK FACTORS:-

Prospective investors should carefully consider all the information in this Private Placement Offer Letter, including the risks and uncertainties described below, before making an investment in the Bonds. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business prospects, results of operations and financial condition. If any of the following or any other risks actually occur, our business prospects, results of operations and financial condition could be adversely affected and the price of, and the value of your investment in the Bonds could decline and you may lose all or part of your redemption amounts and/ or interest amounts.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

1. ***We derive a significant amount of our revenue from operations from the Indian Railways and a loss of or reduction of business from the Indian Railways or in our relationship with the MoR could have an adverse effect on our business.***

We are the dedicated market borrowing arm of the Indian Railways. A significant portion of our revenue is generated from the leasing of rolling stock assets, comprising locomotives, passenger coaches and freight wagons, to the Indian Railways. Lease income from the leases with the Ministry of Railways, Government of India ("**MoR**") and other MoR administered entities represented 99.82% of our revenue from operations in FY 2018-19. Any change that might affect the MoR's ability and willingness to meet its contractual obligations under the Standard Lease Agreement entered into with our Company will have an adverse impact on the financial position of our Company. Further, any shift in the funding pattern of the Indian Railways, such as, amongst others, reduced demand for rolling stock assets or reliance on internal accruals or preference to other funding arrangements such as public private partnerships, will have an adverse impact on our results of operations. Therefore, overall prospects of our business are closely tied to our relationship with the MoR. We do not have any control over the Government of India, its related entities including the MoR or its policies. Any corporatization or privatization of the Indian Railways allowing the MoR to raise funds directly from banks, NBFCs and other financial institutions will have an adverse impact on our business, results of operation and financial condition.

2. ***Our business is dependent on the continued growth of the Indian railway sector, which makes us susceptible to GoI initiatives to modernize the railways and other policies and any slowdown in the growth of Indian Railways will impact our business and results of operations.***

The Indian Railways faces significant competition in the transport sector from other means of transportation such as transport by road, sea and air. While the Indian Railways continuously looks to augment its infrastructure and undertake other necessary improvements to the railway network, competition in freight traffic from the road sector is likely to intensify further, as present projects for upgrading road networks are completed. The Indian Railways' vulnerability to competition from other means of transportation could increase if cross-subsidies between freight and passenger fares remain at the current high levels, particularly when the road network improves, and oil pipelines are built. Therefore, any slowdown in the growth of the Indian railways sector and changes in the policies of, or in the level of direct or indirect support to us provided by, the Government of India in these or other areas could have a material adverse effect on our business, financial condition and results of operations.

3. ***Our ability to operate efficiently is dependent on our ability to maintain diverse sources of funds and at a low cost. Any disruption in our funding sources or any inability to raise funds at a low cost could have a material adverse effect on our business, financial condition and results of operations.***

Our liquidity largely depends upon on timely access and costs associated with raising capital. Our funding requirements historically have been met through various sources including from taxable and tax-free bonds in India, term loans from banks/financial institutions, external commercial borrowings including bonds and syndicated loans, internal accruals, asset securitization and lease financing. Owing to our diversified sources of funds, we believe we have access to funds at relatively lower costs. Our finance costs as per audited accounts prepared as per IND-AS were Rs.6637.57 Crore and Rs.8183.06 crore in Fiscal 2018 and 2019 respectively. The same remains at Rs.6,888.08 crore for FY 2017 as per audited accounts prepared in terms with previous Indian GAAP. As we are fundamentally dependent upon funding from the debt markets and commercial borrowings, our ability to continue to obtain funds from the debt markets and through commercial borrowings on acceptable terms and our ability to access new sources of funding, markets or investors, is dependent on various factors which include but are not limited to, our ability to maintain our existing credit ratings, which are based upon several factors, many of which are outside our control, including the economic conditions in the Indian economy and liquidity in the domestic and global financial markets. Further, since we are a non-deposit taking NBFC, we have restricted access to funds in comparison to banks and deposit taking NBFCs.

Our ability to operate efficiently is dependent on our ability to maintain a low effective cost of funds. Therefore, timely access to, and the costs associated with, raising capital and our ability to maintain a low effective cost of funds in the future is critical. Our business depends and will continue to depend on our ability to access diversified low cost funding sources.

If we are unable to obtain adequate financing or financing on terms satisfactory to us and in a timely manner or are unable to access new sources of funding or markets and investors, our ability to grow or support our business and to respond to business challenges could be limited and our business prospects, financial condition and results of operations would be materially and adversely affected.

4. ***In the event the interest margin on the project assets funded by our Company is not favourable, it may have an adverse impact on our financial condition and results of operation.***

We operate on a cost-plus based model and under the terms of the lease agreements we enter with the MoR for funding of project assets, we are entitled to an assured interest margin on the project assets leased in that particular Fiscal. In Fiscal 2019, pursuant to our arrangements with the MoR, we are entitled to a margin of 30/40 bps over our average cost of borrowing. The interest margin is determined by the end of each Fiscal by our Company following discussions with the MoR. There can be no assurance that the interest margin determined will be favourable for our Company. Any adverse determination of the interest margin will also impact our profitability and results of operation including leverage capacity. In the event the interest margin determined is not favourable, it also may also adversely impact our financial condition and results of operation.

5. ***Mismatch in the tenor of our leases and borrowings may lead to reinvestment and liquidity risk, which may adversely impact our financial condition and results of operations.***

A majority of our revenues is derived from the lease agreements with the MoR. These agreements with respect to rolling stock assets acquisition currently provide for a primary lease period of 15 years, followed by a secondary lease period of another 15 years, unless otherwise revised by mutual consent. We recover the full amount of principal borrowed and related interest within the primary lease period. Repayments occur by installments during the primary lease period. One-time repayment of some borrowings in certain years may give rise to a temporary mismatch. This may potentially give rise to a liquidity risk when we are required to refinance our loans and other borrowings. The receipt of lease rentals in an amortised fashion by the Company may lead to reinvestment risk in a falling interest rate scenario. If we are unable to refinance our borrowings on favourable terms or reinvest lease rentals on favourable terms, it could adversely affect our business, financial condition and results of operations.

6. ***Any change in the terms of the Standard Lease Agreement entered into by us with the MoR may have an adverse effect on our business, financial position and result of operations.***

We enter into the Standard Lease Agreement with the MoR on an annual basis in respect of rolling stock assets leased by us to the MoR during a Fiscal. Under the terms of the Standard Lease Agreement, the MoR covenants that in the event we are unable to redeem our bonds on maturity and/or repay our loans resulting from inadequate cash flows, the MoR is required to make good such shortfall through bullet payments in advance before the time of maturity of such bonds/term loans. Such bullet payments shall be set off through mutual agreement against future lease rentals. If such assurance/ undertakings cease to be valid or the MoR fails to comply with performance of such undertakings or such undertakings are amended or modified or altered or if we waive compliance with any provision of such undertakings, it may result in an event of default thereby accelerating repayment under the various bonds issued by our Company and our Company will not have any direct right of action or right of subrogation against the MoR. Also, the MoR may not provide such assurances / undertakings in subsequent lease agreements.

Further, under the terms of the Standard Lease Agreement certain other risks including risk arising from foreign exchange rate fluctuations and interest rate fluctuation are passed on to the MoR. However, there can be no assurance that the MoR

will continue to bear such risks under subsequent lease agreements and should the MoR decline to bear such risks, it may adversely affect our financial conditions and results of operations.

7. ***The Standard Lease Agreement is executed after the end of the Fiscal to which it relates and there can be no assurance that the agreement will be executed each year.***

The Standard Lease Agreement governs the lease rentals payable by the MoR to us and specifies details of the rolling stock assets leased to the MoR by our Company. The lease rentals are calculated as equal to half yearly payments to be made by the MoR based on weighted average cost of incremental borrowing during the relevant year together with a reasonable markup mutually agreed between the MoR and our Company, so as to ensure that our obligation to repay and settle our debts is fully met during primary lease period of 15 years. The Standard Lease Agreement is executed at the end of the financial year but comes into effect from the date of commencement of that year. Lease rentals during any particular year are calculated using the cost of borrowing and margin relevant to the previous year. There can be no assurance that such arrangements will be honoured with respect to our ownership of the rolling stock assets or in relation to the lease rentals in a timely manner or at all. Any failure to execute the Standard Lease Agreement will adversely affect our business, results of operations, prospects and financial condition.

In addition, in relation to funding of project assets we enter into lease agreements with the MoR. There can be no assurance that the MoR will enter into such lease agreements in a timely manner or at all. Specific to each project, we also enter into license agreements and development agreements. Any failure to execute the license agreements and development agreements may impact our title to the project assets being funded by us under such arrangements and could have an adverse impact on our financial condition and results of operation.

8. ***Any downgrade in our credit ratings or India's debt rating could increase our finance costs and adversely affect our business, results of operations, financial condition and cash flows.***

The cost and availability of capital depends in part on our domestic and international credit ratings. Credit ratings reflect the opinions of rating agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. Any downgrade in our credit ratings could cause our lenders to impose additional terms and conditions to any financing or refinancing arrangements that we enter into in the future.

We have been accorded ratings of 'AAA' by CRISIL, 'ICRA (AAA)' by ICRA and 'CARE AAA' by CARE each with respect to our debt programme. International credit rating agencies such as Moody's, Fitch, Standard & Poor and Japan Credit Rating Agency have rated us 'Positive' and 'Stable'. Any downgrade in our credit ratings could increase borrowing costs and adversely affect our business, results of operations, financial condition and cash flows.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. As our international credit ratings are influenced by India's sovereign rating, any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Bonds.

9. ***Our Company has started preparing financial statements under Ind AS from April 1, 2018.***

Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS. There can be no assurance that our Company's balance sheets, statements of profit and loss, cash flow statements or other financial statements will not be presented differently under Ind AS than under IFRS. When our Company adopts Ind AS reporting, it may encounter difficulties in the ongoing process of implementing and enhancing its management information systems.

10. *Our Company is involved in certain legal proceedings, any adverse developments related to which could materially and adversely affect our business, reputation and cash flows.*

There are outstanding legal proceedings involving our Company which are incidental to our business and operations. These proceedings are pending at different levels of adjudication before various courts, tribunals and appellate tribunals. We cannot assure you that these proceedings will be decided in our favour or that no further liability will arise out of these proceedings. A summary of the outstanding criminal proceedings, tax proceedings, actions taken by statutory and regulatory authorities and other 'material' litigation as per the Materiality Policy, if any, involving our Company is set out below:

Litigation involving our Company

(Rs. in crore)

S. No.	Nature of litigation	Number of cases	Approximate amount involved
Litigation against our Company			
1.	Criminal	Nil	Nil
2.	Tax	Nil	Nil
3.	Actions taken by statutory and regulatory authorities	Nil	Nil
4.	Other 'material' litigation as per the Materiality Policy	3	-
5.	Appeal filed by Nagpur Improvement Trust against the Company	1	0.34
Litigation by our Company			
1.	Criminal	1	0.06
2.	Other 'material' litigation as per the Materiality Policy	Nil	Nil

The amounts claimed in the abovementioned proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. Further, such legal proceedings could divert management time and attention and consume financial resources.

11. *Our risk management measures may not be fully effective in mitigating our risks in all market environments or against all types of risks, which may adversely affect our business and financial performance.*

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data. Our hedging strategies and other risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated. Other risk management methods depend upon an evaluation of information regarding markets or other matters. This information may not in all cases be accurate, complete, current, or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although we have established stringent policies and procedures, they may not be fully effective.

Although we have established policies and procedures, they may not be fully effective to accomplish our objectives. Our future success will depend, in part, on our ability to respond to evolving NBFC sector standards and practices on a cost-effective and timely basis. The development and implementation of standards and practices entails significant technical and business risks. There can be no assurance that we will successfully adapt to evolving market standards.

12. *Our ability to raise foreign currency borrowings may be constrained by Indian law.*

One of the sources of our funds is external commercial borrowings. As of March 31, 2019, we had Rs.9,959.88 crore in external commercial borrowings denominated in U.S. Dollars and Japanese Yen. As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required regulatory approvals for borrowings in foreign currencies will be granted to us without onerous conditions, if at all. Limitations on raising foreign debt may have an adverse effect on our business, financial condition and results of operations.

We are subject to the Master Direction on External Commercial Borrowings, Trade Credits and Structured Obligations, 2019 ("**ECB Direction**") issued by the RBI, which governs all forms of borrowing from non-resident entities other than by the issue of non-convertible debentures, affecting our ability to freely raise foreign currency borrowings. For instance, under the ECB Direction, we are restricted to borrowing from certain 'recognised lenders' that are defined therein. The borrowings that we avail are subject to restrictions such as prescriptions on permissible end uses, minimum maturity period specifications and hedging and security requirements. We are also subject to caps on the maximum amount we may raise, beyond which we shall be required to obtain the approval of the RBI for any additional borrowing. Such provisions may affect our ability to borrow effectively and on favourable terms.

13. If we are unable to manage our growth effectively, our business and financial results could be adversely affected.

Our business has grown since we began operations in 1986. Our total assets increased from Rs.70,963.56 crore as of March 31, 2013 (as per previous Indian GAAP) to Rs.2,06,603.61 crore as of March 31, 2019 (as per IND-AS). We intend to continue to grow our business, which could place significant demands on our financial and other internal risk controls. It may also exert pressure on the adequacy of our capitalization, making management of asset quality increasingly important.

Our ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors, including the regulatory environment and policy initiatives in India, lack of liquidity in the market, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of NBFCs, and our current and future results of operations and financial condition. If we are unable to maintain the quality of our assets, obtain adequate financing or financing on terms satisfactory to us and in a timely manner, our ability to grow or support our business and to respond to business challenges could be limited and our business prospects, financial condition and results of operations would be materially and adversely affected.

14. Our Company is subject to supervision and regulation by the RBI, as an NBFC-ND-SI, and other regulatory authorities and changes in the RBI's regulations and other regulations, and the regulation governing our Company or the industry in which our Company operates could adversely affect our business.

Our Company is regulated principally by the RBI and is subject to the RBI's guidelines on the regulation of the NBFC-ND-SI, which includes, among other things, matters related to capital adequacy, exposure and other prudential norms. Our Company being a government company was exempt from capital adequacy and prudential norms till May 31, 2018. However, RBI has since withdrawn the exemption granted to Govt. Owned NBFCs from May 31, 2018. As a result, the Company has to follow the prudential norms except its exposure to Ministry of Railways, Govt. of India and adoption of Fair Practice Code (FPC) for which exemption was obtained

from RBI. The Company's profitability and its Capital Adequacy Ratio etc. will be adversely affected as a result of the mandatory application of prudential norms. Further, there can be no assurance that RBI will not withdraw the existing exemptions including the Company's exposure to Indian Railways and adoption of FPC which may adversely affect our business, financial condition and results of operations.

However, we are subject to reporting obligations to the RBI. The RBI also regulates the credit flow by banks to NBFC-ND-SI and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to the NBFC-ND-SI. The RBI's regulation of NBFC-ND-SI may change in the future which may require us to restructure our activities, incur additional costs or could otherwise adversely affect our business and financial performance. For instance, the RBI has introduced the Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, which are applicable to an NBFC-ND-SI. In order to provide enhanced control, existing rules and regulations have been modified, new Rules and Regulations have been enacted and reforms have been implemented.

There can be no assurance that the RBI and/or the GoI will not implement further regulations or policies, including legal interpretations of existing regulations, relating to or affecting interest rates, taxation, inflation or exchange controls, or otherwise take action, that may have an adverse impact on NBFC-ND-SI. Any change in the rules applicable to us as an NBFC-ND-SI may adversely affect our business, financial condition and results of operations.

15. ***The success of our business operations is dependent on our senior management team and Key Management Personnel as well as our ability to attract, train and retain employees.***

As of the date of this PPOL, our Company has 24 employees. Besides the Managing Director and the Director – Finance, the officers in the executive rank comprise two General Manager, one Additional General Manager and two Deputy General Manager. The continued success of our business operations is attributable to our senior management team and Key Management Personnel. We believe that the experience of our senior management team has enabled us to experience consistent growth and profitability as well as maintain a robust liquidity and capital position. Our ability to sustain our growth depends upon our ability to attract and retain key personnel, developing managerial experience to address emerging business and operating challenges. Considering the small size of our management team, our ability to identify, recruit and retain our employees is critical.

We may be unable to attract and retain appropriate managerial personnel. We may also face attrition of our existing workforce. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. Any inability to attract and retain talented employees, or the resignation or loss of Key Management Personnel, or retain our existing personnel, may have an adverse impact on our business and future financial performance.

16. ***We may fail to obtain certain regulatory approvals in the ordinary course of our business in a timely manner or at all, or to comply with the terms and conditions of our existing regulatory approvals and licenses which may have a material adverse effect on the continuity of our business and may impede our effective operations in the future.***

NBFCs in India are subject to strict regulation and supervision by the RBI. We require certain regulatory approvals, sanctions, licenses, registrations and permissions for operating and expanding our business. In particular, we require approval from RBI for our funding activities and are also required to obtain a loan registration numbers from the RBI in relation to our external commercial borrowings. We may not receive or be

able to renew such approvals in the time frames anticipated by us, or at all, which could adversely affect our business. If we do not receive, renew or maintain the regulatory approvals required to operate our business it may have a material adverse effect on the continuity of our business and may impede our effective operations in the future. Further, the approvals that we have obtained stipulate certain conditions requiring our compliance. If we fail to obtain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected.

In addition to the numerous conditions required for the registration as a NBFC with the RBI, we are required to maintain certain statutory and regulatory approvals for our business. In the future, we will be required to obtain new approvals for any proposed operations. There can be no assurance that the relevant authorities will issue any of such approvals in the timeframe anticipated by us or at all. Failure by us to obtain the required approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

There may be future changes in the regulatory system or in the enforcement of the laws and regulations including policies or regulations or legal interpretations of existing regulations, relating to or affecting interest rates, taxation, or exchange controls, that could have an adverse effect on non-deposit taking NBFCs. In addition, we are required to make various filings with the RBI, the RoC and other relevant authorities pursuant to the provisions of RBI regulations, the Companies Act and other regulations. If we fail to comply with these requirements, or a regulator claims we have not complied with such requirements, we may be subject to penalties. Moreover, these laws and regulations can be amended, supplemented or changed at any time such that we may be required to restructure our activities and incur additional expenses in complying with such laws and regulations, which could materially and adversely affect our business. In addition, any historical or future failure to comply with the terms and conditions of our existing regulatory or statutory approvals may cause us to lose or become unable to renew such approvals.

17. ***Our Company is wholly-owned and controlled by the GoI, which makes us susceptible to changes to its policies. The GoIwill continue to retain majority shareholding in our Company after the Issue, which will allow it to exercise significant influence over our Company. Further, the GoI could require us to take actions aimed at serving the public interest, which may not necessarily be profitable or financially feasible.***

Our Company is wholly-owned and controlled by the GoI acting through the MoR.Upon completion of the Issue, the GoI will control approximately 85% of the paid up Equity Share capital of our Company. Accordingly, the GoI will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholder approval, including the composition of our Board, the adoption of amendments to our Articles of Association, the approval of mergers, strategic acquisitions and joint ventures and the sale of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures.
As a result of our controlling ownership by the GoI, we are required to adhere to certain restrictions and may not be able to diversify our borrowing portfolio by issuing different instruments without the prior approval of the GoI. Further, we may not be able to expand our lending activities to other railway infrastructure projects undertaken by other MoR administered entities unless we obtain the prior approval of the GoI. There can be no assurance that the GoI will grant us such approvals in the future. The GoI will retain control over the decisions requiring adoption by our shareholders acting by a simple majority. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of the GoI. The interests of the GoI with respect to such matters and the factors that it will take into account when exercising its voting rights may not be consistent with and may conflict with the interests of our other shareholders.

Pursuant to our Articles of Association, the Government of India may, from time to time, issue such directives or instructions as may be considered necessary in regard to the conduct of our business and affairs and may vary and annul any such directive or instruction. The GoIwill have the power to elect and remove the Directors and therefore determine the outcome of most proposals for corporate action requiring approval of the Board or the shareholders, including with respect to the payment of dividends. Under our Articles of Association, the GoI may issue directives with respect to the conduct of our business or its affairs or change in control or impose other restrictions.

In addition, the Government of India influences our operations through various departments and policies. Our business is dependent, directly and indirectly, on the policies and support of the GoI, in many significant ways, including with respect to the cost of our capital, the financial strength of the MoR, the management and growth of our business and our overall profitability. Additionally, the MoR is also significantly impacted by the policies and support of the GoI. In particular, given the importance of the Indian Railway sector in the Indian economy, the GoI could require us to take actions aimed at serving the public interest, which may not necessarily be profitable or

financially feasible. Any such actions or directives may adversely impact our business, financial condition and results of operation.

18. ***Our indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to obtain additional financing, raise capital, conduct our business and operations in the manner we desire.***

As of March 31, 2019, our long-term borrowings were Rs.1,50,900.29 crore and short term borrowings including current maturities of long term borrowings were Rs.23,032.39 crore. We will continue to incur additional indebtedness in the future. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow may be used towards servicing of our existing debt, which will reduce the availability of our cash flow to fund working capital and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as a portion of our indebtedness is at variable interest rates; and
- there could be a material adverse effect on our business, prospects, results of operations and financial condition if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements.

Some of the financing arrangements entered into by us include conditions and covenants that require our Company to obtain lender's consents prior to carrying out certain activities and entering into certain transactions. We are required to obtain our lender's consent in case the equity shareholding of the Government of India falls below 51% in our Company. In the event that such consents or waivers are not granted to us in a timely manner or at all, and if we do not repay any such loans from lenders from which we have been unable to obtain required consents by such time, we would be in breach of relevant financing covenants in the event we undertake the Issue.

A failure to observe the covenants under our financing arrangements or failure to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, trigger cross-default provisions and the enforcement of security provided. There can be no assurance that we will be able to persuade our lenders to grant extensions or refrain from exercising such rights which may adversely affect our operations and cash flows. As a result, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Additionally, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing or generate sufficient cash to fund our liquidity requirements.

In addition, we may need to refinance all or a portion of our debt on or before maturity. We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all. Occurrence of any of the above contingencies with respect to our indebtedness could materially and adversely affect our business prospects, financial condition and results of operations.

19. ***Fluctuations in the value of the Indian Rupee against other foreign currencies may have a material adverse effect on our cost of borrowings.***

Changes in currency exchange rates influence our results of operations. A significant portion of our borrowings are denominated in currencies other than Indian Rupees, most significantly the U.S. Dollar and Japanese Yen. Significant fluctuations in currency exchange rates between the Indian Rupee and these currencies and inter-se such currencies may increase the cost of our borrowings and in turn result in an increased cost to the MoR. Although we selectively enter into hedging transactions to minimize our currency exchange risks, there can be no assurance that such measures will enable us to avoid the effect of any adverse fluctuations in the value of the Indian rupee against the U.S. dollar, Japanese Yen or other relevant foreign currencies.

20. ***We have experienced negative cash flows in relation to our operating activities and investment activities in recent years/ periods. If we do not generate sufficient amount of cash flows from operations or experience negative cash flows in the future, our results of operations, our liquidity and our ability to service our indebtedness and fund our operations would be adversely affected.***

The following table sets forth certain information relating to our cash flows for the periods indicated. We may in the future experience negative operating cash flows.

(Rs. In crore)

	Fiscal		
	2017 (as per previous Indian GAAP)	**2018 (as per IND-AS)**	**2019 (as per IND-AS)**
Net cash flow from operations	(19,455.18)	(28,076.12)	(41,748.18)
Cash flow from investment activities	1.79	1.67	1.31
Cash flow from financing activities	18,249.70	28,074.63	41,749.45
Net cash flow during the year	**(1,203.69)**	**0.18**	**2.58**

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans.

Further, we have substantial debt service obligations and contractual commitments and our lease income, available cash and borrowings may not be adequate to meet our future liquidity needs. We cannot assure you that our businesses will generate sufficient cash flow from operations such that our anticipated revenue growth will be realized or that future borrowings will be available to us under credit facilities in amounts sufficient to enable us to repay our existing indebtedness or fund our other liquidity needs. If we are unable to service our existing debt, our ability to raise debt in the future will be adversely affected which will have a significant adverse effect on our results of operations and financial condition.

21. ***Some of our records relating to forms filed with the Registrar of Companies are not available. We cannot assure you that these form filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.***

Our Company does not have access to certain filings pertaining to certain historical legal and secretarial information in relation to certain disclosures in this Information memorandum. These include, requisite filings required to be made with regulatory authorities for the following transactions: (i) the issuance of 499,992 equity shares of our Company on January 7, 1987; (ii) the issuance of 300,000 equity shares of our Company on August 4, 1987; (iii) the issuance of 200,000 equity shares of our Company on September 30, 1987; (iv) the issuance of 600,000 equity shares of our Company on March 27, 1989; and (v) the issuance of 720,000 equity shares of our Company on October 30, 1989.

Accordingly, we have relied on other documents, including annual returns and share certificates issued for the above allotments. While we believe that the forms were duly filed on a timely basis, we have not been able to obtain copies of these documents from the Registrar of Companies, or otherwise. We cannot assure you that these form filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

22. ***We face competition from financial and other institutions in raising funds from the market and may not be able to raise funds on terms beneficial to us.***

We face competition from financial and other institutions aiming to raise funds from the market. The market for raising funds is competitive and our ability to obtain funds on acceptable terms, or at all, will depend on various factors including our ability to maintain our credit ratings. In addition, since we are a non-deposit accepting NBFC, we may have restricted access to funds in comparison to banks and deposit taking NBFCs. Our primary competitors are public sector undertakings, public sector banks, financial institutions and other NBFCs. In the event that the terms and conditions of the debt instruments offered by such institutions are more attractive than those offered by us, we may not be able to raise debt from the market to the extent and on terms and conditions beneficial to us. If we are unable to raise such debt, it would lead to an increase in our cost of borrowings and thus, potentially affect our financial condition and results of operations.

23. We have certain contingent liabilities and commitments, which may adversely affect our financial condition.

The following table sets forth certain information relating to our contingent liabilities and commitments not provided for:

(Rs. in crore)

	As of March 31, 2017	As of March 31, 2018	As of March 31, 2019
Contingent Liabilities			
Claims not acknowledged as debts (Claims by Bond Holders in the Consumer Civil Courts)	0.09	0.09	0.43
Claims not acknowledged as debts (relating to service matters pending in Hon'ble Delhi High Court)	Amount not quantifiable	Amount not quantifiable	Amount not quantifiable
Goods and Service Tax	Nil	Nil	Nil
Commitments			
Stamp duty liability in relation to the registration of the registered office	1.22	0.91	0.91
Tangible assets	Nil	Nil	Nil
Intangible assets	Nil	Nil	Nil

In the event that any of these contingent liabilities materialize, our business prospects, financial condition and results of operations may be adversely affected.

24. We may not be able to adequately protect our intellectual property rights.

Our ability to compete effectively depends in part upon protection of our intellectual property rights. We have made applications for registration of our logo" " and our slogan "Future on track", which are currently pending approval from the Registrar of Trade Marks, New Delhi. Our application for our logo has received objections. Although all the clarifications sought by the registration authority have been provided by us, there can be no assurance that our trademark application will be accepted. Further, there are no assurances that we will be able to register these marks. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of any of the registration of our logo or slogan, we may not be able to avail legal protections under the trade marks or prevent unauthorised use of such trademarks by third parties, and in case the logo or slogan is used or claimed by a third party, our Company's ability to use such logo or slogan may be restricted or lost, which may adversely affect our goodwill or business. There can be no assurance that we will be able to effectively protect our trademarks from infringement or recover damages for any such infringement through legal proceedings.

25. We have entered into certain transactions with related parties in the past and any such transactions or any future related party transactions may potentially involve conflicts of interest, which may adversely affect our business, prospects, financial condition, and results of operation.

We have entered into certain transactions with related parties, including our Directors and may continue to do so in future. In Fiscal 2019, 2018, 2017 and 2016, the total amount of such related party transactions was Rs.0.82 Cr. Rs.1.82 Cr., Rs.0.96 Cr and Rs.1.30 Cr. respectively. While we believe that all such transactions are in compliance with applicable laws and are on arms-length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties, or that we will be able to maintain existing terms in cases where the terms are more favourable than if the transaction had been conducted on arm's length basis. It is likely that we will enter into other related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. There can be no assurance that such

transactions, individually or in aggregate, will not have an adverse effect on our business prospects, financial condition and results of operations, including because of potential conflicts of interest or otherwise.

26. ***We have not registered the title documents to our registered and corporate office premises and accordingly the title to our office premises may be imperfect.***

We have entered into agreements to sale dated April 11, 2002 and November 21, 2002 in respect of the premises where our registered and corporate office is located. Pursuant to the terms of the agreements to sale we took possession of our registered office. However, execution of the sale deed in respect of such premises is pending and is subject to the permission of the government. Accordingly, we presently do not hold title to such premises.

In case the sale deed is not executed and we are required to vacate the premises, we cannot assure whether we will be able to purchase/lease alternative premises on terms favourable to us, which could disrupt our business operations.

27. ***Our statutory auditors have made certain remarks in the Companies (Auditor's) Report Order, 2003 ("CARO") report relating to our historical audited financial statements which may affect our future financial results.***

Our statutory auditors have made certain remarks in their CARO report relating to our historical financial statements. These remarks are in relation to the records of the fixed assets not including the particulars of the fixed assets leased to the MoR and in relation to no physical verification being carried out for the leased fixed assets.

There can be no assurance that our statutory auditors will not include such remarks in CARO relating to our audited financial statements in the future, or that such remarks will not affect our financial results in future fiscal periods. Investors should consider these remarks in evaluating our financial condition, results of operations and cash flows. Any such remarks in CARO on our audited financial statements in the future may also adversely affect our financials.

28. ***Insurance obtained by us may not adequately protect us against all losses and could adversely affect our business prospects, financial condition and results of operations.***

Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We maintain a standard insurance policy for our registered and corporate office, which is renewed every year. There can, however, be no assurance that the terms of our insurance policies will be adequate to cover any loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business prospects, financial condition and results of operations.

29. ***As an NBFC, we may be subject to periodic inspections by the RBI. Non-compliance with observations made by RBI during these inspections could expose us to penalties and restrictions.***

While we are currently exempt from RBI regulations, we may, in future be subject to periodic inspections by the RBI to verify correctness or completeness of any statement, information or particulars furnished to the RBI for the purpose of obtaining any information or particulars which our Company has failed to furnish on being called upon to do so. While, as on the date of this Information Memorandum, the RBI has not made any observations against our Company; there can be no assurance that the RBI will not make observations in the future. If we are unable to resolve such deficiencies to the satisfaction of the RBI, our ability to conduct our business may be adversely affected. Imposition of any penalty or adverse findings by the RBI during the ongoing or any future inspections may have an adverse impact on our business prospects, financial condition and results of operations

30. ***We utilize the services of certain third parties for our operations. Any deficiency or interruption in their services could adversely affect our business and reputation.***

We engage third party service providers from time to time for services including internal auditing, accounting functions, housekeeping, security and secretarial services. Our ability to control the manner in which services are provided by third party service providers is limited and we may be held liable on account of any deficiency of services on the part of such service providers. We cannot assure you that we will be successful in continuing to

receive uninterrupted and quality services from our third party service providers. Any disruption or inefficiency in the services provided by our third party service providers could affect our business and reputation.

31. System failures or inadequacy and security breaches in computer systems may adversely affect our business.

In the course of our business operations, we collect, process, store, use and otherwise have access to a large volume of information. Our computer networks and IT infrastructure may be vulnerable to computer hackers, computer viruses, worms, malicious applications and other security problems resulting from unauthorized access to, or improper use of, such networks and IT infrastructure by our employees, third-party service providers or even independent third parties. Although our security systems have anti-virus software, such malicious attacks or malware related disruptions may jeopardize the security of information stored in and transmitted through our IT infrastructure and computer systems. We may therefore be required to incur significant expenses to protect against the threat of such security breaches and/or to alleviate problems caused by such breaches. Unauthorized access and malware sabotage techniques and systems change frequently and generally are not recognized until launched against a target. We may be unable to anticipate these techniques or implement adequate preventative measures. Even if we anticipate these attacks, we may not be able to prevent or counteract such attacks or control the impact of such attacks in a timely manner or at all.

Any security breach, data theft, unauthorized access, unauthorized usage, virus or similar breach or disruption could result in loss or disclosure of confidential information, damage to our reputation, litigation, regulatory investigation or other liabilities. Further, we could be adversely affected if additional legislation or amendments to existing regulations are introduced to require changes in our business practices or if such legislation or regulations are interpreted or implemented in ways that adversely affect our business, financial condition and results of operations.

32. We may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.

We are required to comply with applicable anti-money-laundering and anti-terrorism laws and other regulations in India. Although we believe that we have adequate internal policies, processes and controls in place to prevent and detect any anti-money laundering activity, there can be no assurance that we will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions including imposition of fines and other penalties.

33. Our business and our industry are dependent on the policies and support of the Indian Government and the MoR and the continued growth of the Indian railway sector, which makes us susceptible to changes to such policies and a slowdown in the growth of Indian railways.

We are a Government enterprise operating in a sensitive and regulated industry. Our business is dependent, directly and indirectly, on the policies and support of the Government, in many significant ways, including with respect to the cost of our capital, the financial strength of the MoR, the management and growth of our business and our overall profitability.

The MoR is also significantly impacted by the policies and support of the Government. Furthermore, the growth of our business is dependent upon the continued growth of the Indian railway sector and the Indian economy, which are significantly impacted by the policies of the Government.

The Indian Railways faces significant competition in transportation from other means of transportation such as transport by road, sea and air. While the Indian railways is planning infrastructure augmentation and other necessary improvements to the railway network, competition in freight traffic from the road sector is likely to intensify further, after the present projects for upgrading road networks are completed. For many decades, the Indian railways' share of the freight market had been progressively decreasing. The Indian railways vulnerability to competition from other means of transportation could increase if cross-subsidies between freight and passenger fares remain at the current high levels, particularly when the road network improves, and oil pipelines are built. Therefore any slowdown in the growth of the Indian railways sector and changes in the policies of, or in the level of direct or indirect support to us provided by, the Government in these or other areas could have a material adverse effect on our business, financial condition and results of operations.

34. We face competition from financial and other institutions in raising funds from the market and may not be able to raise funds on terms beneficial to us.

We face competition from financial and other institutions aiming to raise funds from the market. In the event that the terms and conditions of the debt instruments offered by such institutions is more attractive than those offered by us, we may not be able to raise debt from the market to the extent and on terms and conditions beneficial to us.

35. We are subject to restrictive covenants under our credit facilities that could limit our flexibility in managing our business.

There are restrictive covenants in the agreements we have entered into with certain banks and financial institutions in relation to our borrowings and the consents received from our lenders in relation to the Issue.

These restrictive covenants require us to maintain certain financial ratios, obtaining insurance for our assets and seek the prior permission of these banks/financial institutions for various activities, including, amongst others, selling, leasing, transferring or otherwise disposing of any part of our assets, effecting any scheme of amalgamation or reconstitution, implementing a new scheme of expansion or taking up an allied line of business etc. Further certain of such agreements contain cross default provisions as per which we may be held to be in breach of such agreements if we breach the terms of other loan agreements. Further certain of our lenders have the right to recall the loans advanced at any time at their discretion.

We cannot assure that we will be able to comply with all such conditions at all times. Accordingly, such restrictive covenants in our loan and bond documents may restrict our operations or ability to expand and thereby may adversely affect our business.

36. If we are unable to manage our growth effectively, our business and financial results could be adversely affected.

Our business has grown since we began operations in 1986. Our total assets increased from Rs.60,075.93 crore (as per Previous Indian GAAP) as of March 31, 2012 to 2,06,603.61 crore (as per IND-AS) as of March 31, 2019. We intend to continue to grow our business, which could place significant demands on our financial and other internal risk controls. It may also exert pressure on the adequacy of our capitalization, making management of asset quality increasingly important.

Our asset growth will be primarily funded by the issuance of new debt. We may have difficulty in obtaining funding on attractive terms. Adverse developments in the Indian credit markets, such as the recent increase in interest rates, may significantly increase our debt service costs and the overall cost of our funds. Any inability to manage our growth effectively on favorable terms could have a material adverse effect on our business and financial performance.

EXTERNAL RISK FACTORS

Risks Relating to India and Other External Risk Factors

37. Public companies in India, including us, are required to compute Income Tax under the Income Computation and Disclosure Standards (the "ICDS"). The transition to ICDS in India is very recent and we may be negatively affected by such transition.

The Ministry of Finance has issued a notification dated March 31, 2015 notifying ICDS which creates a new framework for the computation of taxable income. Subsequently, the Ministry of Finance, through a press release dated July 6, 2016, deferred the applicability of ICDS from April 1, 2015 to April 1, 2016 and is applicable from Fiscal 2017 onwards and will have impact on computation of taxable income for Fiscal 2017 onwards. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

38. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP, Ind AS and IFRS, which may be material to investors' assessments of our financial condition.

We have not attempted to quantify the impact of US GAAP, Ind AS or IFRS on the financial data included in this Information Memorandum, nor do we provide a reconciliation of our financial statements to those of US GAAP, Ind AS or IFRS. US GAAP, Ind AS and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements, which are restated as per SEBI ICDR Regulations included in this Information Memorandum will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Information Memorandum should accordingly be limited.

39. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

Our results of operations and financial condition depend significantly on worldwide economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which in turn may adversely impact our business, prospects, financial performance and operations.

We mainly derive revenue from our operations in India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, and emerging market conditions in Asia also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Bonds. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues.

40. Natural disasters, acts of war, political unrest, epidemics, terrorist attacks or other events which are beyond our control, may cause damage, loss or disruption to our business and have an adverse impact on our business, financial condition, results of operations and growth prospects.

We may face the risk of loss or damage to our properties due to natural disasters, such as snow storms, typhoons and flooding. Acts of war, political unrest, epidemics and terrorist attacks may also cause damage or disruption to us, our employees and our facilities, any of which could materially and adversely affect our sales, costs, overall operating results and financial condition. The potential for war or terrorist attacks may also cause uncertainty and cause our business to suffer in ways that we cannot predict. In addition, certain Asian countries, including Hong Kong, China, Singapore and Thailand, have encountered epidemics such as severe acute respiratory syndrome, or SARS and incidents of avian influenza, or H5N1 bird flu. Past occurrences of epidemics have caused different degrees of damage to the national and local economies in India. A recurrence of an outbreak of SARS, avian influenza or any other similar epidemic could cause a slowdown in the levels of economic activity generally, which may adversely affect our business, financial condition and results of operations. In the event any loss exceeds our insurance coverage or is not covered by our insurance policies, we will bear the shortfall. In such an event, our business, financial condition and results of operations could be adversely affected.

41. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, results of operations and, financial condition.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, prospects, results of operations and financial condition, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example:

- the General Anti Avoidance Rules ("GAAR") became effective from assessment year commencing April 1, 2018. The tax consequences of the GAAR provisions being applied to an arrangement may result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of

these provisions is uncertain. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us; and

- the Goods and Services Tax ("GST") in India was introduced on July 1, 2017. GST is a unified and comprehensive indirect tax which subsumes the multiple indirect taxes levied by the central and state governments. India has adopted a dual model of GST. Therefore, under the GST regime, a tax called the Central Goods and Services Tax ("CGST") along with State Goods and Services Tax ("SGST") or Union Territory Goods and Services Tax ("UTGST") would be simultaneously levied on all intra-state supplies of goods and/or services at the rates specified in this regard. Further, Integrated Goods and Services Tax ("IGST") would be levied on all supplies of goods and/or services made in the course of inter-State trade or commerce. In this regard, the CGST Act, 2017, the IGST Act, 2017, the UTGST Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 have received the assent of the President of India on April 12, 2017 and were notified and implemented on July 1, 2017. Further, majority of the states have passed their respective SGST legislations. Since the implementation of this rationalized tax structure is still at a nascent stage, this may create uncertainty, and any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

We have not determined the impact of such legislation on our business. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure may result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

42. Difficulties faced by other financial institutions or the Indian financial sector generally could cause our business to suffer.

We are exposed to the risks consequent to being part of the Indian financial sector. This sector in turn may be affected by financial difficulties and other problems faced by Indian financial institutions. Certain Indian financial institutions have experienced difficulties during recent years. Any major difficulty or instability experienced by the Indian financial sector could create adverse market perception, which, in turn, could adversely affect our business and financial performance.

43. Any anticipated measures undertaken by the Government of India or any regulatory authority such as the recent demonetization measures may adversely affect our business, financial condition and results of operations.

On November 8, 2016, the Indian government announced phasing out of large-denomination currency notes (Rs. 500 and Rs. 1,000, representing 86% of the total currency in circulation) as legal tender. They were immediately replaced with new Rs. 500 and Rs. 2,000 currency notes. This measure was undertaken to curb corruption, tax evasion, and counterfeiting. The withdrawal from circulation started immediately and ended on December 30, 2016. Unexpected demonetization weighed on growth in the third quarter of fiscal 2017. Any such anticipated measures undertaken by the Government of India or any regulatory authority may adversely affect our business, financial condition and results of operations.

44. Investors may not be able to enforce a judgment of a foreign court against us.

We are incorporated under the laws of India and all of our Directors and key management personnel reside in India. The majority of our assets, and the assets of certain of our Directors, key management personnel and other senior management, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the "**CPC**"). Further, the CPC only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a similar nature or in respect of a fine or other penalty. Judgments or decrees from jurisdictions not recognised as a

reciprocating territory by India, whether or not predicated solely upon the general laws of the non-reciprocating territory, cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgment. As a result, the investor may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities.

It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

45. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

The Indian economy has had sustained periods of high inflation in the recent past which has contributed to an increase in interest rates. High fluctuation in inflation rates may make it more difficult for us to accurately estimate or control our costs. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

***46.* Difficulties faced by other financial institutions or the Indian financial sector generally could cause our business to suffer.**

We are exposed to the risks consequent to being part of the Indian financial sector. This sector in turn may be affected by financial difficulties and other problems faced by Indian financial institutions. Certain Indian financial institutions have experienced difficulties during recent years. Any major difficulty or instability experienced by the Indian financial sector could create adverse market perception, which in turn could adversely affect our business and financial performance.

***47.* Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.**

India has from time to time experienced social and civil unrest and hostilities within itself and with neighbouring countries. India has also experienced terrorist attacks in some parts of the country. These hostilities and tensions and/or the occurrence of terrorist attacks have the potential to cause political or economic instability in India and adversely affect our business and future financial performance. Further, India has also experienced social unrest in some parts of the country. If such tensions occur in other parts of the country, leading to overall political and economic instability, it could have an adverse effect on our business, prospects, results of operations and financial condition. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately adversely affect our business.

***48.* An outbreak of an infectious disease or any other serious public health concerns in Asia or elsewhere could have a material adverse effect on our business, financial condition and results of operations.**

The outbreak of an infectious disease in Asia or elsewhere or any other serious public health concern such as swine influenza around the world could have a negative impact on economies, financial markets and business activities worldwide, which could have a material adverse effect on our business, financial condition and results of operations. Although, we have not been adversely affected by such outbreaks yet, but we can give no assurance that a future outbreak of an infectious disease among humans or animals (if any) or any other serious public health concern will not have a material adverse effect on our business, financial condition and results of operations.

RISKS RELATING TO THE BONDS

49. Bonds will not be listed. Bonds are not marketable, non-transferable, non-negotiable

Bonds will not be listed on any stock exchange. The Bonds are not marketable, neither they are transferable nor negotiable. Holders of these bonds will not be able to transfer them and they may not be liquid in nature.

50. Foreign Investors, including Eligible NRIs, FIIs and Eligible QFIs subscribing to the Bonds are subject to risks in connection with (i) exchange control regulations, and, (ii) fluctuations in foreign exchange rates.

The Bonds will be denominated in Indian rupees and the payment of interest and redemption amount shall be made in Indian rupees. Various statutory and regulatory requirements and restrictions apply in connection with the Bonds held by Eligible NRIs, FIIs and Eligible QFIs ("**Exchange Control Regulations**"). Amounts payable to Eligible NRIs, FIIs and Eligible QFIs holding the Bonds, on redemption of the Bonds and/or the interest paid/payable in connection with such Bonds or the amount payable on enforcement of security would accordingly be subject to prevailing Exchange Control Regulations in case of applicants who have invested on repatriation basis.

Any change in the Exchange Control Regulations may adversely affect the ability of such Eligible NRIs, FIIs and Eligible QFIs to convert such amounts into other currencies, in a timely manner or at all. Further, fluctuations in the exchange rates between the Indian rupee and other currencies could adversely affect the amounts realized by Eligible NRIs, FIIs and Eligible QFIs on redemption or payment of interest on the Bonds by us. Additionally, our Bonds are quoted in Indian rupees in India and Investors may be subject to potential losses arising out of exchange rate risk on the Indian rupee and risks associated with the conversion of Indian rupee proceeds into foreign currency. Investors are subject to currency fluctuation risk and convertibility risk since the Bonds are quoted in Indian rupees on the Indian stock exchanges on which they are listed. Returns on the Bonds will also be paid in Indian rupees. The volatility of the Indian rupee against the U.S. dollar and other currencies subjects Investors who convert funds into Indian rupees to purchase our bonds to currency fluctuation risks.

51. Investor may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Bonds.

Our ability to pay interest accrued on the Bonds and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors, including our financial condition, profitability and the general economic conditions in India and the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the Bonds and/or the interest accrued thereon in a timely manner, or at all.

52. Changes in prevailing interest rates may affect the price of the Bonds.

All securities where a fixed rate of interest is offered, such as the Bonds, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e., when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon rate, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the trading price of the Bonds.

53. Any downgrading in our domestic and international credit rating of our Bonds may affect the trading price of our Bonds.

CRISIL Ltd. ("CRISIL") has accorded "CRISIL AAA" Stable" vide its letter Ref No. INRAFIC/224346/LTB/04062019 dated June 4, 2019, ICRA Ltd. ("ICRA") vide its letter No. D/RAT/2019-20/II/04 dated May 31, 2019 has also assigned a credit rating of "[ICRA] AAA" with a Stable Outlook for the entire borrowing programme of Rs.55,471.00 crore for FY 2019-20. Further, the Company has received "CARE AAA" from Credit Analysis & Research Ltd. ("CARE") which was intimated to the Company vide CARE's letter Ref. No. CARE/DRO/RL/2019-20/1255 dated June 5, 2019.

Further, international rating agencies like Japan Credit Rating Agency Limited has affirmed its BBB+ (Stable Outlook) rating on the long term senior debts and the Japanese Yen bonds issued by the Company. Standard & Poor's, Moody's and Fitch have assigned BBB- (Stable Outlook), Baa2 (Stable) and BBB- (Stable Outlook) rating respectively to the foreign currency borrowings of the Company.

These ratings may be suspended, withdrawn or revised at any time. Any revision or downgrading in the credit rating may lower the trading price of the Bonds and may also affect our ability to raise further debt. For the rationale for these ratings by domestic Credit Rating Agencies, refer to the Annexure.

54. Payments made on the Bonds will be subordinate to certain tax and other liabilities as laid down by law.

The Bonds will be subordinate to certain liabilities preferred by law such as to claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of our transactions. In particular, in the event of bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the Bonds only after all of the liabilities that rank senior to these Bonds have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying the aforesaid senior ranking claims, to pay amounts due on the Bonds. Further, there is no restriction on the amount of debt securities that we may issue that may rank above the Bonds. The issue of any such debt securities may reduce the amount recoverable by Investors in the Bonds on our bankruptcy, winding-up or liquidation.

55. The Bonds are subject to the risk of change in law.

The terms and conditions of the Bonds are based on Indian law in effect as of the date of issue of the relevant Bonds. No assurance can be given as to the impact of any possible judicial decision or change to Indian law or administrative practice after the date of issue of the relevant Bonds and any such change could materially and adversely impact the value of any Bonds affected by it.

56. No debenture redemption reserve will be created for the Bonds issued under this issue since as per Companies (Share Capital & Debentures) Rules, 2014, as amended ("Debentures Rules"), or NBFC's registered with the RBI under section 45-1A of the RBI (Amendment) Act, 1997, no DRR is required in the case of privately placed debenture.

According to the Companies (Share Capital and Debentures) Rules, 2014, or NBFCs registered with the RBI under Section 45-1A of the RBI (Amendment) Act, 1997, the adequacy of the DRR will be 25% of the value of debentures issued through public issue as per present SEBI (Issue & Listing of Debt Securities) Regulation 2008, and no DRR is required in Case of privately placed debentures. Therefore, creation of DRR is not envisaged against the Bonds being issued under the terms of this Private Placement Offer Letter.

VII. BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS

1. OVERVIEW

The Company was incorporated on December 12, 1986 under the Companies Act as a public limited company and received its certificate for commencement of business on December 23, 1986. The GoI, Ministry of Railways, incorporated the Company as a financial arm of Indian Railways, for the purpose of raising a part of the resources necessary for meeting the developmental needs of the Indian Railways. The President of India along with nominees is holding 100% of the Company's equity share capital.

The Ministry of Corporate Affairs, through its notification dated October 8, 1993 published in the Official Gazette of India, classified the Company as a Public Financial Institution under Section 4(A) of the Companies Act (now as defined under sub-section 72 of Section 2 of the Companies Act, 2013).

The Company was registered with the RBI under Section 45-IA of RBI Act as a non-banking financial company without accepting public deposits *vide* certificate of registration dated February 16, 1998. The Company was later classified under the category "Infrastructure Finance Company" by the RBI through a fresh certificate of registration dated November 22, 2010.

The Company's registered and corporate office is situated at UG Floor, East Tower, NBCC Place, Pragati Vihar, Lodhi Road, New Delhi-110 003, India.

Due to the Company's status as a Government company, it was exempt from provisions of the RBI Act relating to the maintenance of liquid assets, the creation of reserve funds and prudential norms. However, the exemptions granted to the Govt. NBFC have since been withdrawn from May 31, 2018. Accordingly, the Company is complying with all the prudential norms applicable to NBFC-ND-SI except for its exposure to Sovereign. RBI vide its letter dated December 21, 2018 has granted exemption from Income

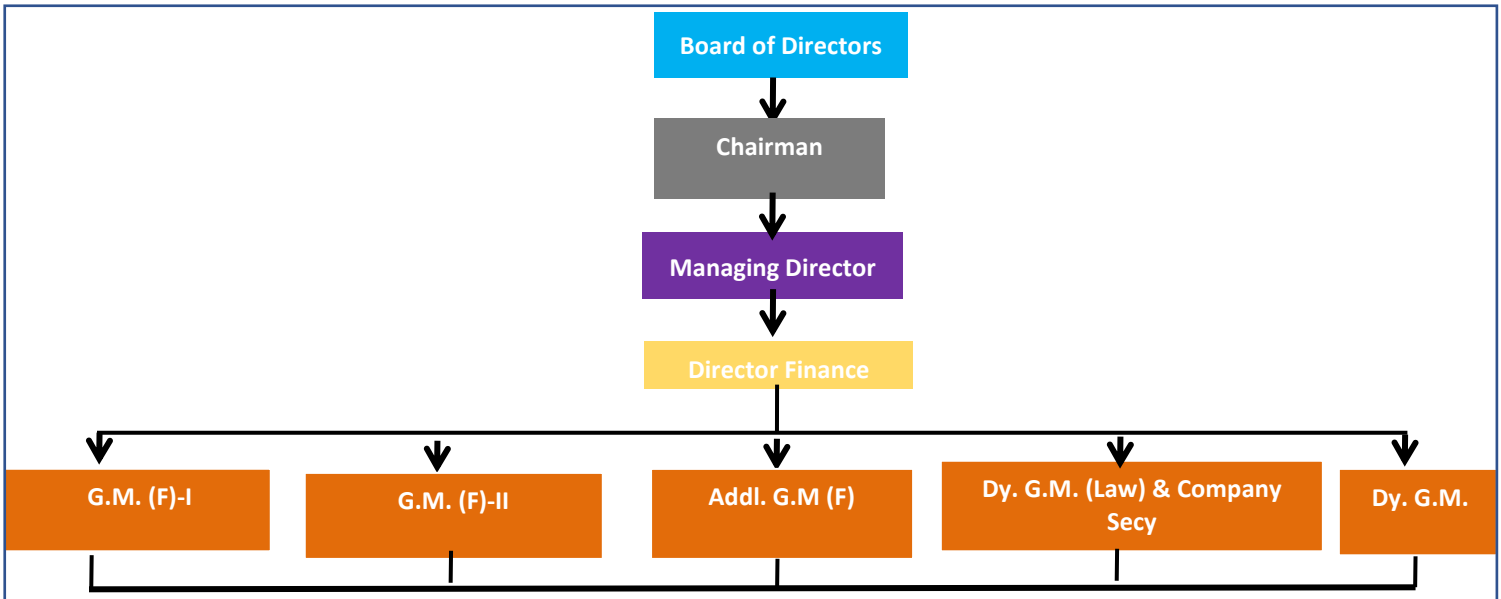
Recognition and Asset Classification (IRAC) norms, standard asset provisioning and exposure norms to the extent of their direct exposure on the sovereign.

The primary objective of the Company is to act as a financing arm for the Indian Railways. The development of the Company's business is dependent on the MOR's strategy concerning the growth of the Indian Railways. (The MOR is responsible for the acquisition of rolling stock and for the improvement, expansion and maintenance of the railway infrastructure. The Company is responsible mainly for raising the finance necessary for the acquisition of rolling stock ordered by the MOR). The Company's principal business therefore is borrowing funds from the commercial markets to finance the acquisition of new rolling stock which is then leased to the Indian Railways. For the first time during FY 2011-12, the Company was assigned the additional task of financing select capacity enhancement works of Indian Railways including doubling, electrification etc. to the tune of Rs.2,078.49 crore. However, for the FY 2012-13, FY 2013-14 and FY 2014-15, no amount has been mandated by MOR for funding such capacity enhancement works of Indian Railways.

For the year 2015-16, the Company has been assigned the additional task of funding Railway Projects through Institutional Finance from LIC. The target of borrowing through this route has been pegged at Rs.1.50 lakh crore over the next five years with effect from the FY 2015-16. By the end of FY 2018-19, the disbursement by the Company for funding of Railway Projects has remained at Rs.59,715.29 crore. Besides the Company has funded National Projects to the extent of Rs.5078.70 crore

At the beginning of each Fiscal Year, the MOR notifies the Company of its financing requirements which are to be met through market borrowings. The Company then undertakes to provide finance to the Indian Railways subject to market conditions. At the end of each year, a lease agreement is drawn in relation to the rolling stock acquired by the MOR from IRFC funds during the previous year. The Lease is for a period of 30 years comprising primary lease period of 15 years followed by a secondary lease period of another 15 years. Lease rentals represent the Company's capital recovery plus the cost plus a net interest margin. The full recovery of principal and interest takes place during the primary lease period. The Company charges a thin margin of only 50 bps over its cost of incremental borrowings which has been brought down to 30/40 bps for FY 2018-19. A part of the funds so raised are also utilized for funding bankable projects (i.e. such projects or proposals that have sufficient collateral, future cash flows and high probability of success) approved by the MOR and which are executed by Rail Vikas Nigam Limited ("**RVNL**"). Similar to core lease transactions, the interest charged by the Company is on a cost plus margin basis. In addition, the Company has also granted loans to Railway PSUs like Railtel Corporation of India Limited ("**RailTel**"). To the end of March, 2019, IRFC has funded rolling stock assets worth Rs.1,98,409 crore. Further, it has disbursed funds to the tune of Rs.7,951 crore to various railway entities.

2. CORPORATE STRUCTURE AS ON DATE OF THIS INFORMATION MEMORANDUM



3. KEY OPERATIONAL & FINANCIAL PARAMETERS OF THE ISSUER

(Rs. In crore)

Sr. No.	Particulars	Year ended 31.03.2019 (Audited) IND AS	Year ended 31.03.2018 (Audited) IND AS	Year ended 31.03.2017 (Audited) Indian GAAP
1	Net worth	18585.51	13928.68	12009.60
2	Total Debt of which:	173932.67	134005.53	106394.86
a.	Non-Current Maturities of Long Term Borrowing	150900.29	113907.09	96710.27
b.	Short Term Borrowing	5405.88	4966.79	5769.35
c.	Current Maturities of Long Term Borrowing	17626.50	15131.65	3915.24
3	Net Fixed Assets	11.27	11.30	11.51
4	Non-Current Assets	193610.07	147304.77	118562.46
5	Cash and Cash Equivalents	3.71	1.13	7.52
6	Current Investments	1.11	1.21	1.33
7	Current Assets	12993.54	14163.55	11087.18

Sr. No.	Particulars	Year ended 31.03.2019 (Audited) IND AS	Year ended 31.03.2018 (Audited) IND AS	Year ended 31.03.2017 (Audited) Indian GAAP
8	Current Liabilities	26911.53	24599.92	12797.48
9	Assets Under Management	-	-	-
10	Off Balance Sheet Assets	-	-	-
11	Interest Income*	11131.80	9266.65	9045.97
12	Interest Expense	8183.06	6637.57	6875.65
13	Provisioning & Write-offs	-	-	-
14	Profit for the period	2254.75	2054.66	933.81
15	Gross NPA to Gross Advances (%)	Nil	Nil	Nil
16	Net NPA to Net Advances (%)	Nil	Nil	Nil
17	Tier I Capital Adequacy Ratio (%)	265.10%	224.80%	355.88%
18	Tier II Capital Adequacy Ratio (%)	-	-	-

* Includes lease income

4. GROSS OF THE ISSUER

Gross Debt Equity Ratio of the Company#

Before the issue of debt securities	**10.80**
After the issue of debt securities	**10.85**

Any change in shareholders fund and debt has not been considered after March 31, 2019 except for Rs.3000 crore towards Bonds issue pertaining to 136th series, Rs.1800 crore towards Bonds issue pertaining to 137th series, Rs.2120 crore towards Bonds issue pertaining to 138th series, Rs.2455.60 crore towards Bonds issue pertaining to 139th series, Rs.2592 crore towards Bonds issue pertaining to 140th series, Rs.2107 crore towards Bonds issue pertaining to 141st Series, Rs.2707 crore towards Bonds issue pertaining to 142nd Series, Rs.2454.90 Crore towards Bonds issue pertaining to 143rd Series, Rs.1580 Crore towards Bonds issue pertaining to 144th Series, Rs.3000 Crore towards Bonds issue pertaining to 145th Series and Rs.3000 Crore towards Bonds issue pertaining to 146th Series

4. PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS

The funds being raised by the Issuer through present issue of Bonds are not meant for financing any particular project. The funds shall be used for meeting the requirement for identified railway projects which shall be part of annual budget estimates. The funds shall be invested in railway projects as contained in MOR's annual works, machinery, and rolling stock programme as contained in annual budget estimates presented before Parliament.

5. SUBSIDIARIES OF THE ISSUER

The Company does not have any subsidiary.

VIII. BRIEF HISTORY OF ISSUER SINCE INCORPORATION, DETAILS OF ACTIVITIES INCLUDING ANY REORGANIZATION, REONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE, (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS

1. BRIEF HISTORY OF THE ISSUER

Indian Railway Finance Corporation Limited, a wholly GOI owned Public Financial Institution was incorporated on 12th December, 1986 by the Ministry of Railways, for the purpose of raising the necessary

resources for meeting the developmental needs of the Indian Railways (the "Indian Railways"). IRFC began its operations after obtaining the certificate of Commencement of Business on 23rd December, 1986. IRFC was initially set up with an Authorised Capital of Rs. 200 cr. Which was increased to Rs.500 cr. In 1989-90 and was further enhanced to Rs.1,000 Crore during the year 2007-08. During the year 2009-10, the Authorised Capital was again increased to Rs.2000 cr. And further to Rs. 5000 cr. In 2011-12 and to Rs. 15000 crores in 2015-16. Similarly, the paid-up share capital has gone up from Rs.100 cr. In 1986-88 to Rs.160 cr. During 1988-89, Rs.232 cr. In the year 1989-90, Rs.500 crore in the year 2007-08, Rs.800 crore in 2008-09, Rs.1091 crore in 2009-10, Rs.1602 crore in 2010-11, Rs.2102 crore in FY 2011-12, Rs.2352 crore in FY 2012-13, Rs.3352 crore in FY 2013-14, Rs.3583.96 crore in FY 2014-15, Rs.4526.46 crore in FY 2015-16, Rs.6526.46 crore in FY 2016-17 and Rs.9380.46 crore in FY 2018-19. It continues to remain at Rs.9380.46 crore in FY 2018-19.

The shares of the Company are not listed in any of the stock/shares markets since it is fully owned by the Government of India. The balance sheet size of IRFC has increased consistently over the years from Rs.33,283.17 crore (as per Indian GAAP) in 2008-09 to Rs.1,61,468.32 crore (as per IND-AS) in 2017-18 and further to Rs.2,06,603.61 Crore (as per IND-AS) for the year ending March 31, 2019.

IRFC's registered office is at UG Floor, East Tower, NBCC Place, Pragati Vihar, Lodhi Road, New Delhi 110 003. Its registration number with Registrar of Companies, NCT of Delhi & Haryana is 26363. (New CIN allotted by Ministry of Company Affairs under MCA – 21 is U65910DL1986GOI 026363)

IRFC is registered as a Non- Banking Finance Company fully owned by the Government under section 45 IA – with the RBI, previously IRFC was not required to comply with the Reserve Bank of India's regulatory requirements on asset classification, income recognition, provisioning, and prudential exposure norms, which restrict a non-banking finance Company's maximum exposure to a sector or an entity. However, the exemptions granted to the Govt. NBFC have since been withdrawn from May 31, 2018. Accordingly, the Company is complying with all the prudential norms applicable to NBFC-ND-SI except for its exposure to Sovereign. RBI vide its letter dated December 21, 2018 has granted exemption from Income Recognition and Asset Classification (IRAC) norms, standard asset provisioning and exposure norms to the extent of their direct exposure on the sovereign.

IRFC was ranked among top ten central Public Sector Undertakings for its performance during 2001-02, 2002-03, 2003-04 and 2004-05 by the Department of Public Enterprises and has also been given an award by President of India and Prime Minister of India for these years. Out of 21 years, upto 2017-18, the Company has been rated "Excellent" for 20 years by the Department of Public Enterprises on the basis of achievement of performance targets set out in the MOU with the Ministry of Railways.

Looking at the financials and Balance Sheet strength of the Company among other things, CRISIL, ICRA and CARE have accorded stand-alone rating of "CRISIL AAA/Stable" (pronounced as "CRISIL Triple A with stable outlook"),"[ICRA] AAA" (pronounced as "ICRA triple A") and "CARE AAA" (pronounced as "triple A") respectively to IRFC. Standard and Poor's, Moody's and Fitch Ratings the well-known international credit rating agencies have accorded IRFC rating of BBB- (Stable), Baa2 (Stable) and BBB- (Stable) respectively on long term foreign currency rating. Japanese Credit Rating Agency Limited have also assigned rating of BBB + (Stable) to the Company. The ratings assigned by the above International Credit Rating Agencies are at par with the rating assigned to the Government of India.

Since its inception, IRFC has been earning profits every year and has paid dividend of Rs. 3,557.66 crore till date. The paid up capital is Rs.9,380.46 crore as on date.

2. BACKGROUND

Soon after India attained independence in 1947, Five Year Plans were implemented with the intention of establishing planned development in the Indian economy. Under the initial Five Year Plans the Government funded Indian Railways centrally through the Ministry of Finance. In 1986, following a change in Government policy, IRFC was established with the sole purpose of acting as a financial intermediary between the financial market and the Ministry of Railways (MOR) to enable the Ministry of Railways to access funds raised in the market, an activity which the Ministry of Railways could not have entered into itself as under Government policy, the Government departments other than the Ministry of Finance cannot raise money directly in the financial market. IRFC is, therefore, a dedicated funding arm of the MOR, Government of India. It has a monopoly in the business of raising funds for the Ministry of Railways since they rely solely on IRFC for external funding of its rolling stock assets.

3. OBJECTS AND PRESENT BUSINESS

The primary objective of IRFC is to act as a financing arm for the Indian Railways. The development of IRFC's business is dependent on the Ministry of Railways' strategy concerning the growth of Indian Railways. Its principal business is borrowing from the commercial markets to finance the acquisitions of the rolling stock assets which is then in turn leased to Indian Railways. The Ministry of Railways is responsible for the acquisition of rolling stock assets and for the improvement, expansion and maintenance of the railway rolling stock. IRFC is responsible only for raising the finance necessary for the acquisition of rolling stock assets ordered by the Ministry of Railways. Besides, the Company has been assigned the task of funding Railway Projects through Institutional Finance (EBR-IF) route.

At the beginning of each fiscal year, Ministry of Railways (MOR) notifies IRFC of its financing needs to be met through market borrowings. IRFC then undertakes to provide finance to Indian Railways subject to market conditions. At the end of each year, a lease agreement is drawn up to cover the capital value of the infrastructure assets acquired by MOR during the previous year. Lease rentals represent IRFC's cost plus a margin. Part of the funds so raised shall also be utilized for funding bankable projects approved by MOR and to be executed by RVNL. Debt servicing will be done from revenues generated by MOR from the projects. (As in the core lease transactions, Debt servicing will be on cost plus margin basis.)

4. PROFITABILITY AND NET INTEREST MARGINS

Lease income from rolling stock leased to MOR represents 84.53% of IRFC's total income, the balance comes from interest on loans and deposits and amortization of Gain on Account of Securitisation. This level of revenue concentration is expected to continue, as IRFC is likely to remain focused on financing Indian Railways. Furthermore, the regulatory restrictions on IRFC's investments limit the potential for any significant change in investment income.

Profit before tax for the year 2018-19 is Rs.2901.58 Crore (as per IND-AS) as against Rs.2592.49 Crore (as per IND-AS) for the previous year, up by 11.92%. The increase in the profit growth is attributed to low establishment, overhead and administrative expenses. However, Profit after tax has registered an year to year growth of 9.74% from Rs.2054.66 Crore (as per IND AS) in FY 2017-18 to Rs.2254.74 Crore (as per IND AS) in FY 2018-19 mainly on account of higher incremental disbursement and lower operating costs.

The Company has achieved the target of funding set by the Ministry of Railways for 2018-19 and transferred a sum of Rs.52,480.10 crore. The story of IRFC's excellence is unambiguously encapsulated by the progressive reduction in the cost to the Railways from almost 14.97% in 1996-97 to 8.49% in 2018-19.

IRFC's cost-plus based lease agreement with Ministry of Railways assures a moderate net interest margin. The margin on the incremental assets leased to MOR for the last five years is as follows:-

Period	Lease pricing (IRR to the Railways)	Average cost of funds to IRFC	Margin
2014-15	8.96%	8.46%	0.50%
2015-16	8.12%	7.62%	0.50%
2016-17	7.65%	7.15%	0.50%
2017-18	8.05%	7.75%	0.30%
2018-19	8.49%	8.09%	0.40%

5. NON-PERFORMING LOANS

IRFC had no non-performing loans as at March 31, 2019. There is no precedent of Indian Railways delaying payments to IRFC. All assets leased to India Railways are standard assets. Moreover, as a result of restrictions placed by the Department of Public Sector Enterprises on investments and IRFC's own conservative guidelines, IRFC's investment portfolio is likely to remain limited in size. Therefore, overall prospects for IRFC's asset quality will be even more closely tied to its relationship with Indian Railways.

6. PERFORMANCE DURING FINANCIAL YEAR 2017-18

IRFC clocked a year to year revenue growth of 20.12% from Rs.9,268.38 crore (as per IND AS) for the year 2017-18 to Rs.11,133.59 crore (as per IND AS) for the year 2018-19. The main reasons attributed to the growth in revenue are incremental leasing of rolling stock assets and additional funding of Railway Projects. On the other hand, the total expenditure has registered a growth of 23.31% from Rs.6675.89 Crore (as per IND AS) in FY 2017-18 to Rs.8232.01 Crore (as per IND AS) in FY 2018-19 due to higher interest outgo on additional borrowings, issue expenses pertaining to fresh borrowings and the expenses on CSR.

Profit before tax for the year 2018-19 is Rs.2,901.58 Crore (as per IND AS) as against Rs.2,592.49 Crore (as per IND AS) for the previous year, up by 11.92 %. The increase in the profit growth is attributed to low establishment, overhead and administrative expenses. However, Profit after tax has registered an year to year growth of 9.74% from Rs.2054.66 Crore (as per IND AS) in FY 2017-18 to Rs.2254.74 Crore (as per IND AS) in FY 2018-19 mainly on account of higher incremental disbursement and lower operating costs.

7. KEY MILESTONES

Year	Event
1986	• Incorporation of our Company.
1987	• Commencement of fund raising from the domestic capital market; and • Financing the procurement of rolling stock assets by Indian Railways.
1988	• Raised loan from Export Import Bank of Japan on behalf of the Ministry of Finance.
1991	• Company declared maiden dividend to the GoI.
1993	• Declared as a Public Financial Institution under Section 4A of the Companies Act.
1996	• Maiden issue of floating rate notes of USD 70 million in the offshore market; • Public issue of deep discount bonds; and • First MoU entered with the GoI through MoR in relation to operational targets.
1998	• Registered as a NBFC; • Rated excellent by the DPE for overall performance in respect of the MoU entered with the GoI through MoR for the year 1997-98; • Raised term loans from Corporation Bank and Indian Overseas Bank for a tenure of 15 years; and • Maiden issue of secured, redeemable, non-cumulative, taxable bonds to Life Insurance Corporation of India for tenure of 15 years.
1999	• Maiden issue of secured, redeemable, non-cumulative, taxable bonds in Separately Transferable Redeemable Principal Parts (STRPP).
2003	• Ranked among the top ten central public sector undertakings for overall performance with respect to the MoU entered with the GoI acting through MoR for the year 2001-02; and • Raised USD 75 million through syndicated foreign currency loan.
2004	• Issue of Yen denominated bonds on a private placement basis in the Japanese capital market.
2005	• Issue of Euro-Yen bonds in the offshore market; and • Maiden issue of floating rate bonds in the domestic capital market.
2007	• Issue of samurai bonds in the Japanese capital market; and • Issue of bonds on private placement bonds in the US capital market.
2008	• Categorized as Asset Finance Company (NBFC-ND-AFC) by RBI.
2010	• Maiden issuance of secured, redeemable, non-cumulative, taxable bonds for a tenure of 25 years; and • Categorized as Infrastructure Finance Company (NBFC-IFC) by RBI.
2011	• Issue of Euro-Dollar bonds in the offshore market; and

Year	Event
	• Raised foreign currency term loan from American Family Life Assurance Company of Columbus for tenure 15 year.
2012	• First central public sector undertaking to raise funds through public issue of tax –free bonds at differential coupon rate. • Our Company entered into a memorandum of understanding dated July 27, 2012 with MoR with respect to the financing of railway infrastructure projects by our Company. The MoU sets out the understanding between the parties as regards the leasing by our Company to the MoR of the infrastructure assets like railway tracks etc. owned by our Company.
2013	• Cumulative funding to the rail sector crossed ₹ 1,00,000 crore mark during Fiscal 2013. • The Company status has been upgraded from Schedule 'B' to Schedule 'A' in January 2013.
2014	• Highest single year External Commercial Borrowings of USD 900 Million
2015	• Cumulative funding to the rail sector crossed Rs.1,25,000 Crore mark in Fiscal 2015 • Issued for the first time bonds worth Rs.2625 Crore with tenor as low as 2 years with Call /put option after about 1 year & 3 months through private placement route
2016	• Cumulative funding to the rail sector crossed Rs.1,50,000 Crore mark in Fiscal 2016 • Highest single year mobilization of Rs.9,500 Crore through tax free bonds • Issued Commercial Paper for the first time to the tune of Rs.3020 Crore at a discount rate of 7.38% p.a. for 34 days
2017	• Cumulative funding to the rail sector crossed Rs.1,75,000 Crore mark in Fiscal 2017
2018	• Cumulative funding to the rail sector crossed Rs.2,15,000 Crore mark in Fiscal 2018 • Maiden Issuance of Green Reg-S Bonds of USD 500 Million in offshore market • Syndicated Foreign Currency Loan denominated in JPY with bullet tenor of 10 yrs. • Conferred the Mini Ratna CPSE Status
	• Syndicated Foreign Currency Loan denominated in JPY with bullet tenor of 7 years • Cumulative funding to rail sector crossed Rs.2,60,000 crore mark in fiscal 2019 • Maiden Agreement for availing INR denominated line of credit equivalent to USD750 million from Asian Development Bank • Best Growth Performance-Financial Services and Best Mini Ratna Services in Dun & Bradstreet PSU Awards 2019

8. CAPITAL STRUCTURE

(as on March 31, 2019)

Particulars		Amount (Rs. in crore)
(A)	Authorised Capital	
	1500,00,00,000 Equity Shares of Rs. 10 each	15,000.00
(B)	Issued, Subscribed & Paid up	
	9,38,04,60,000 Equity Shares of Rs.10 each	9,380.46
I	Reserves and Surplus	9,184.74
(D)	Loan Funds	
(i)	Secured Loans in India	1,42,858.16
(ii)	Unsecured Loans in India	21,605.88
(iii)	Secured Loans outside India	62.67
(iv)	Unsecured Loans outside India	9,897.21
(E)	Present Issue: Aggregating to Rs.847 Crore. (Secured, Taxable Redeemable, Non-Convertible Railway Bonds in the nature of Debentures)	847.00
(F)	Paid-up capital After the Issue Share Application Money	9,380.46
(G)	Securities Premium Account Before the Issue After the Issue	4.21

Note: Loan funds excludes unamortized issue expenses

9. CAPITAL STRUCTURE

(as on 31-03-2019)
(Rs. In crore)

	Aggregate value
Authorised share capital	
1500,00,00,000 Equity Shares of ` 10 each	15,000.00
Issued, subscribed and paid up share capital	
938,04,60,000 Equity Shares of ` 10 each	9380.46
Securities premium account*	4.21

* Securities Premium Account represents the premium on private placement of Tax free bonds 81st to 85th Series issued during FY 2012-13, 89th to 90th 93rd A & 94th A Series issued during FY 2013-14 and 99th, 100th and 106th Series issued during FY 2015-16

10. EQUITY SHARE CAPITAL HISTORY OF THE ISSUER FOR LAST FIVE YEARS

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue price per share (Rs.)	Nature of Consideration (cash, bonus, other than cash)	Nature of Allotment	Cumulative no. of Equity Shares	Cumulative Share Capital (Rs.)
February 12, 2014	40,00,00,000	10	10	Cash	Further allotment	335,20,00,000	33,520,000,000
April 24, 2014	23,19,60,000	10	10	Cash	Further allotment	358,39,60,000	3583,96,00,000
May 11, 2015	54,25,00,000	10	10	Cash	Further allotment	412,64,60,000	41,26,46,00,000
Feb 16, 2016	40,00,00,000	10	10	Cash	Further allotment	452,64,60,000	45,26,46,00,000
May 11, 2016	2,00,00,00,000	10	10	Cash	Further allotment	652,64,60,000	65,26,46,00,000
March 26, 2019	2,85,40,00,000	10	10	Cash	Further allotment	9,38,04,60,000	93,80,46,00,000

***NOTE: SPLITTING OF FACE VALUE OF SHARE FROM RS.1000/- TO RS.10/- WAS APPROVED BY THE SHAREHOLDERS IN THEIR MEETING HELD ON 12TH SEPTEMBER, 2017. ACCORDINGLY, THE NUMBER OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARES IS 9,38,04,60,000 OF RS.10/- EACH.**

11. CHANGES IN THE AUTHORISED CAPITAL OF THE ISSUER FOR LAST FIVE YEARS AS ON MARCH 31, 2019:

Sr. No.	Date of Shareholders resolution	AGM/ EGM	Alteration
1.	August 28, 2009	AGM	The authorised capital of our Company was increased from ` 100,000 lakhs comprising of 100 lakhs Equity Shares of Rs.1,000 each to Rs.2,00,000 lakhs comprising of 200 lakhs Equity Shares of Rs.1,000 each.
2.	June 22, 2011	EGM	The authorised capital of our Company was increased from Rs.2,00,000 lakhs comprising of 200 lakhs Equity Shares of Rs.1,000 each to Rs.5,00,000 lakhs comprising of 500 lakhs Equity Shares of Rs.1,000 each.
2.	September 16, 2015	AGM	The authorised capital of our Company was increased from Rs. 5,00,000 lakhs comprising of 500 lakhs Equity Shares of Rs.1,000 each to Rs.15,00,000 lakhs comprising of 1500 lakhs Equity Shares of Rs.1,000 each.

NOTE: SPLITTING OF FACE VALUE OF SHARE FROM RS.1000/- TO RS.10/- WAS APPROVED BY THE SHAREHOLDERS IN THEIR MEETING HELD ON 12TH SEPTEMBER, 2017. ACCORDINGLY, THE NUMBER OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARES IS 9,38,04,60,000 OF RS.10/- EACH.

12. DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST1YEAR

None

13. DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THELAST 1 YEAR

Type of Event	Date of Announcement	Date of Completion	Details
None	None	None	None

14. SHAREHOLDING PATTERN OF THE ISSUER (as on 31-03-2019)

Sr. No.	Category	No. of Shareholders	Total No. of Shares	No. of Shares in demat form	Total Shareholding as a %age of Total No. of Shares
A	Shareholding of Promoter & Promoter Group				
(1)	Indian				
(a)	Individuals/ Hindu Undivided Family	--	--	--	--
(b)	Central Government/ State Government(s)	13 (President of India along with his nominees)	9,38,04,60,000	--	100%
(c)	Bodies Corporate	--	--	--	--
(d)	Financial Institutions/ Banks	--	--	--	--
	Sub-Total (A)(1)	**13**	**9,38,04,60,000**	**--**	**100%**
(2)	Foreign				
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	--	--	--	--
(b)	Bodies Corporate	--	--	--	--
(c)	Institutions	--	--	--	--
	Sub-Total (A)(2)	--	--	--	--
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	--	--	--	--
B	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds/ UTI	--	--	--	--
(b)	Financial Institutions/ Banks	--	--	--	--
(c)	Foreign Institutional Investors	--	--	--	--
	Sub-Total (B)(1)	--	--	--	--
(2)	Non-Institutions				
(a)	Bodies Corporate	--	--	--	--
(b)	Individuals	--	--	--	--
(i)	Individual shareholders holding nominal share capital up to Rs. 1 lakh	--	--	--	--
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	--	--	--	--
(c)	Others	--	--	--	--
(i)	Non Resident Individual	--	--	--	--
(ii)	Trust & Foundations	--	--	--	--
(iii)	Any Other	--	--	--	--

Sr. No.	Category	No. of Shareholders	Total No. of Shares	No. of Shares in demat form	Total Shareholding as a %age of Total No. of Shares
	Sub-Total(B)(2)	--	--	--	--
	Total Public Shareholding (B)= (B)(1)+(B)(2)	--	--	--	--
	TOTAL(A)+(B)	--	--	--	--
C	Shares held by Custodians and against which Depository IRFC Ltd. receipts have been issued	--	--	--	--
	GRAND TOTAL (A)+(B)+(C)	**13**	**9,38,04,60,000**	**--**	**100%**

Note: The promoters have not pledged or encumbered by their shareholding in the Issuer Company.

NOTE: SPLITTING OF FACE VALUE OF SHARE FROM RS.1000/- TO RS.10/- WAS APPROVED BY THE SHAREHOLDERS IN THEIR MEETING HELD ON 12TH SEPTEMBER, 2017. ACCORDINGLY, THE NUMBER OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARES IS 938,04,60,000 OF RS.10/- EACH.

15. TOP 13 EQUITY SHAREHOLDERS OF THE ISSUER (as on 30.09.2019)

Sr. No.	Name	No. of Equity Shares of face value of Rs.10 each	% to the total Equity Share Capital of the company
1.	President of India	938,04,58,800	99.99*
2.	Shri V. K. Yadav	100	0.00**
3.	Shri Vijay Kumar	100	0.00**
4.	Shri Vishwesh Chaube	100	0.00**
5.	Shri P.S. Mishra	100	0.00**
6.	Shri Rajesh Agarwal	100	0.00**
7.	Shri Sushant Kumar Mishra	100	0.00**
8.	Shri Manjula Rangarajan	100	0.00**
9.	Shri Vijay Kumar	100	0.00**
10.	Shri Piyush Agarwal	100	0.00**
11.	Shri Anil Kumar Agarwal	100	0.00**
12.	Shri O. P. Khare	100	0.00**
13.	Ms. Manju Gupta	100	0.00**
Total		**938,04,60,000**	**100.00**

* *These shares are held by the President of India*

16. PROMOTER HOLDING IN THE ISSUER (as on 31.03.2019)

Sr. No.	Name of Shareholder	Total No. of Equity Shares held	No. of Equity Shares held in demat form	Total shareholding as a %age of Total No. of Equity Shares	No of Equity Shares Pledged	% of Equity Shares pledged with respect to shares owned
1.	President of India along with his nominees	938,04,60,000	--	100%	--	--

NOTE: SPLITTING OF FACE VALUE OF SHARE FROM RS.1000/- TO RS.10/- WAS APPROVED BY THE SHAREHOLDERS IN THEIR MEETING HELD ON 12TH SEPTEMBER, 2017. ACCORDINGLY, THE NUMBER OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARES IS 938,04,60,000 OF RS.10/- EACH.

BORROWINGS OF THE ISSUER

17. BORROWINGS OF THE ISSUER (as on 31.03.2020)

A. SECURED LOAN FACILITIES

A.1 Secured Rupee Term Loans from domestic banks (as on 31.03.2020): ***(in Rs. Crore)***

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding (as of Mar 30, 2020)	Repayment Schedule	Final Maturity Date	Security, if applicable	Credit rating, if applicable	Asset classification
1.	State Bank of India	TL-II	3000.00	2550.00	Repayable in 20 equal half yearly installments	29.05.2028	Secured*	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
2.	State Bank of India	TL-III	9000.00	8100.00	Repayable in 20 equal half yearly installments	03.01.2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
3.	State Bank of India	TL-V	7000.00	7000.00	17 Equal half yearly instalment of Rs. 389 Cr. and one last half yearly instalment of Rs. 387 Cr.	30.01.2030	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
4.	Bank of India	TL-I	1000.00	850.00	Repayable in 20 equal half yearly installments	13.08.2028	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
5.	Bank of India	TL-II	2000.00	1900.00	Repayable in 20 equal half yearly installments	28.01.2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
6.	Corporation Bank	TL-I	750.00	625.00	Bullet Payment	April 2020	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
7.	Corporation Bank	TL-II	1150.00	1150.00	Bullet Payment	April 2020	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
8.	Punjab National Bank	TL-II	1000.00	1000.00	Bullet payment	29-04-2020	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding (as of Mar 30, 2020)	Repayment Schedule	Final Maturity Date	Security, if applicable	Credit rating, if applicable	Asset classification
9.	HDFC Bank	TL I	1000.00	950.00	Repayable in 20 equal half yearly installments	30-09-2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
10.	HDFC Bank	TL II	2000.00	2000.00	Repayable in 20 equal half yearly installments	04-11-2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
11.	Bank of Baroda	TL-1	2000.00	1400.00	Repayable in 20 equal half yearly installments	28.11.2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
12.	Bank of Baroda	TL -1		600.00	Repayable in 20 equal half yearly installments	28.11.2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
13.	HDFC Bank	TL-III	2000.00	2000.00	Repayable in 20 equal half yearly installments	04-11-2029	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
14.	Bank of Baroda	TL -II	3000.00	3000.00	Repayable in 20 equal half yearly installments	21.01.2020	Secured	ICRA] LAAA "CRISIL "AAA" CARE''AAA''	-
15.	Punjab National Bank	TL-III	3000.00	3000.00	10 Equal annual instalment, Commencing from 17.02.2021 (Rs.300 Cr)	17-02-2030	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
16.	OBC	TL-I	1500.00	1500.00	14 equal half yearly instalment of Rs.107.14 Cr (including last installment of Rs.107.18 Cr), commencing from 17.08.2023	17-03-2030	Secured	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	-
17.	Bank of Baroda	TL –III	5000.00	5000.00	15 equal half yearly instalment of Rs.100 Cr, commencing from 17.02.2024	17.03.2031	Secured	ICRA] LAAA "CRISIL "AAA" CARE	-

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding (as of Mar 30, 2020)	Repayment Schedule	Final Maturity Date	Security, if applicable	Credit rating, if applicable	Asset classification
								‘’AAA’’	
18.	HDFC Bank	TL-III	5000.00	5000.00		26-03-2032	Secured	ICRA] LAAA “CRISIL “AAA” CARE ‘’AAA’’	-
19.	Canara Bank	TL-I	1000.00	1000.00	16 Equal annual instalment, Commencing from 30.09.2022 (Rs.62.50 Cr)	30-03-2030	Secured	ICRA] LAAA “CRISIL “AAA” CARE ‘’AAA’’	-
20.	Punjab National Bank	TL-IV	1000.00	1000.00	10 Equal annual instalment, Commencing from 17.02.2021 (Rs.300 Cr)	30-03-2030	Secured	ICRA] LAAA “CRISIL “AAA” CARE ‘’AAA’’	-
21.	Total			49625					

* secured by way of pari-passu first charge over lease receivable on rolling stock assets / project assets of the Company.

A.2 Secured Rupee Term Loan from National Small Savings Fund (NSSF) as on 31.03.2020:

(in Rs. Crore)

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding	Repayment Schedule	Security, if applicable	Final Maturity Date	Credit rating, if applicable	Asset classification
1.	National Small Savings Fund (NSSF)- I	TL	10,000.00	10,000.00	Repayable at the end of 10 years from the date of availment i.e. March 28, 2018	Secured	March 28, 2028	ICRA]LAAA "CRISIL "AAA" CARE''AAA''	-
2.	National Small Savings Fund (NSSF)- II	TL	7,500.00	7,500.00	Repayable at the end of 10 years from the date of availment i.e. February 7, 2019	Secured	February 7, 2029	ICRA]LAAA "CRISIL "AAA" CARE''AAA''	-
Total			17,500/-	17,500/-					

***** secured by way of pari-passu first charge over lease receivable on rolling stock assets / project assets of the Company.

A.3 Secured Foreign Currency Term Loans as on 31.03.2020 ***(in Rs. Crore)***

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding	Repayment Schedule	Security, if applicable	Final Maturity Date	Credit rating, if applicable	Asset classification
1.	Bank of India	FCL	USD 60 Million	53.18	Repayable in 40 equal half yearly installments commencing from April 30, 2002 after a moratorium period of 4 years from the date of availment i.e. March 31, 1998	Secured	October 30, 2021	ICRA] LAAA "CRISIL "AAA" CARE''AAA''	-

Foreign currency term loans have been availed for acquisition of rolling stock assets, which has been secured by way of pari-passu first charge over the present and future rolling stock assets / lease receivables of the Company.

B. UNSECURED LOAN FACILITIES

B.1 Unsecured Short-Term Rupee Loans from Domestic Banks as on 31.03.2020 *(Rs.in Cr)*

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding	Repayment Schedule	Security, if applicable	Final Maturity Date	Credit rating, if applicable	Asset classification
1.	Karnataka Bank	STL	750.00	750.00	30 days	Unsecured	04-04-2020	ICRA]A1+ "CRISIL "A1+" CARE ''A1+''	-
2.	Corporation Bank	STL	552.00	552.00	30 days	Unsecured	04-04-2020	ICRA]A1+ "CRISIL "A1+" CARE ''A1+''	-
3.	Corporation Bank	STL	1.00	1.00	30 days	Unsecured	05-04-2020	ICRA]A1+ "CRISIL "A1+" CARE ''A1+''	-
4.	Corporation Bank	STL	15.00	15.00	30 days	Unsecured	08-04-2020	ICRA]A1+ "CRISIL "A1+" CARE ''A1+''	-
5.	Axis Bank	STL	15.00	15.00	30 days	Unsecured	10-04-2020	ICRA]A1+ "CRISIL "A1+" CARE ''A1+''	-
6.	Corporation Bank	STL	4.00	4.00	30 days	Unsecured	15-04-2020	ICRA]A1+ "CRISIL "A1+" CARE ''A1+''	-
7.	HDFC Bank	STL	924.75	924.75	90 days	Unsecured	29-04-2020	ICRA] A1+ "CRISIL "A1+" CARE''A1+'	-

B.3 Unsecured Foreign Currency Term Loans as on 31.03.2020 **(Rs. In Cr)**

S. No.	Name of Lender(s)	Nature of facility/ instrument	Amount Sanctioned	Principal Amount Outstanding	Repayment Schedule	Security, if applicable	Final Maturity Date	Credit rating, if applicable	Asset classification
1.	American Family Life Assurance Company of Columbus (AFLAC-1)	FCL	JPY 12 billion	1036.60	Bullet repayment	Unsecured	March 10, 2026	**S Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	-
2.	American Family Life Assurance Company of Columbus (AFLAC-2)	FCL	JPY 3 billion	263.15	Bullet repayment	Unsecured	March 30, 2026	**S Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	-
3.	Syndicated Foreign Currency Loan-JPY	FCL	JPY 26.23 billion	1740.18	Bullet repayment	Unsecured	March 28, 2028	**S Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	-
4.	Syndicated Foreign Currency Loan-JPY	FCL	JPY 32.85 billion	2179.68	Bullet repayment	Unsecured	June 04, 2026	**S Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	-
5.	SBI USD 300 M	FCL	USD 300 M	2276.44	Bullet repayment	Unsecured	March 26, 2020	**S Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	-
6.	JPY LOAN	FCL	JPY 33.189 Billion	2276.18	Bullet repayment	Unsecured	June 04, 2026	**S Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	-
	Total			**9772.23**					

B.4 Foreign currency bonds issued in the offshore market as on 31.03.2020 *(in Rs. Crore)*

Sr. No.	Series of Bonds	Deemed date of allotment	Coupon rate and maturity and redemption	Credit Ratings	Amount Raised	Redemption Amount Outstanding
1.	Green Bonds	December 13, 2017	*Coupon Rate:* 3.835% per annum payable semi-annually. *Maturity and Redemption:* Redeemable at par at the end of ten years from the deemed date of allotment i.e. on December 13, 2017.	**Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	USD 500 Million	3,552.50
2.	Reg-S Bonds (under EMTN programme)	March 29, 2019	*Coupon Rate:* 3.73% per annum payable half yearly. *Maturity and Redemption:* Redeemable at par at the end of five years from the deemed date of allotment i.e. on March 29, 2019.	**Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	USD 500 Million	3,552.50
3.	144 A GTMN – USD 1B	14-02-2020	*Coupon Rate:* 3.95% per annum payable half yearly. *Maturity and Redemption:* Redeemable at par at the end of 30 years from the deemed date of allotment i.e. on Feb 14, 2020.	**Standard and Poor's**: BBB- (negative outlook) **Fitch**: BBB- (negative outlook) **Moody's**: Baa2 (stable outlook)	USD 1000 Million	7126.77
Total						**14,231.77**

3.3. The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued, contingent liability including debt service reserve account (DSRA) guarantees/ any put option etc. The Issuer has not issued any corporate guarantee in favour of any counterparty including its subsidiaries, joint venture entities, group companies etc.

18.

SERIES	ISIN_CODE	No. of years	Coupon %	Amount Issued	Date of Allotment	Credit Rating	Security
Series-49O	INE053F09EC1	15	7.53	100000000	22-06-2005	[ICRA] LAAA "CRISIL "AAA"	Secured
Series-51	INE053F09EF4	15	7.74	4500000000	22-12-2005	[ICRA] LAAA "CRISIL "AAA"	Secured
Series-52B	INE053F09EH0	15	8.64	7000000000	17-05-2006	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
Series-53B	INE053F09EK4	15	8.68	2250000000	29-11-2006	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-53C	INE053F09EL2	20	8.75	4100000000	29-11-2006	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-54A	INE053F09EN8	15	9.95	1500000000	07-06-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-54B	INE053F09EO6	20	10.04	3200000000	07-06-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-55M	INE053F09FB0	13	9.86	330000000	07-06-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-55N	INE053F09FC8	14	9.86	330000000	07-06-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-55O	INE053F09FD6	15	9.86	330000000	07-06-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-57	INE053F09FI5	15	9.66	2000000000	28-09-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-57	INE053F09FI5	15	9.66	2000000000	28-09-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-57	INE053F09FI5	15	9.66	2000000000	28-09-2007	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
Series-58A	INE053F09FK1	15	9.20	5000000000	29-10-2007	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-61A	INE053F09FP0	15	10.70	6150000000	11-09-2008	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-62B	INE053F09FS4	15	8.50	2850000000	26-12-2008	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-63B	INE053F09FV8	15	8.65	3150000000	15-01-2009	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-65K	INE053F09GJ1	11	8.20	600000000	27-04-2009	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-65L	INE053F09GK9	12	8.20	600000000	27-04-2009	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-65M	INE053F09GL7	13	8.20	600000000	27-04-2009	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-65N	INE053F09GM5	14	8.20	600000000	27-04-2009	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series-65O	INE053F09GN3	15	8.20	600000000	27-04-2009	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 67 A	INE053F09GQ6	15	8.65	2000000000	03-02-2010	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 67 B	INE053F09GR4	20	8.80	3850000000	03-Feb-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 69	INE053F09GV6	15	8.95	6000000000	10-03-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 70AA	INE053F09GX2	20	8.79	14100000000	04-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 70A	INE053F09GY0	21	8.72	150000000	04-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 70B	INE053F09GZ7	22	8.72	150000000	04-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 70C	INE053F09HA8	23	8.72	150000000	04-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 70D	INE053F09HB6	24	8.72	150000000	04-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 70E	INE053F09HC4	25	8.72	150000000	04-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 71A	INE053F09HD2	21	8.83	2200000000	14-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 71B	INE053F09HE0	22	8.83	2200000000	14-May-2010	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 71C	INE053F09HF7	23	8.83	2200000000	14-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 71D	INE053F09HG5	24	8.83	2200000000	14-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 71E	INE053F09HH3	25	8.83	2200000000	14-May-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE072	INE053F09HI1	10	8.50	8000000000	22-06-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE073B	INE053F09HL5	10	6.72	8359100000	20-12-2010	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE074	INE053F09HM3	15	9.09	10760000000	29-03-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 75	INE053F09HN1	15	9.09	1500000000	31-03-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE076	INE053F09HO9	10	9.27	3900000000	10-05-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE076A	INE053F09HP6	15	9.33	2550000000	10-05-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE076B	INE053F09HQ4	20	9.47	9950000000	10-May-2011	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SE077	INE053F09HR2	10	9.57	12450000000	31-05-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE078	INE053F09HS0	10	9.41	15000000000	28-07-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE079	INE053F09HT8	10	7.55	5396000000	08-11-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SE79A	INE053F09HU6	15	7.77	1915100000	08-11-2011	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 80	INE053F07520	10	8.00	28152384000	23-02-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 80 (Retail)	INE053F07520	10	8.15	3579997000	23-02-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 80 A (Retail)	INE053F07538	15	8.30	3386340000	23-02-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 80 A	INE053F07538	15	8.10	27570179000	23-02-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Sereis 81st	INE053F09HV4	10	7.21	2560000000	26-11-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Sereis 81st A	INE053F09HW2	15	7.38	667000000	26-Nov-2012	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 82	INE053F09HX0	10	7.22	410000000	30-11-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 82 A	INE053F09HY8	15	7.38	300000000	30-Nov-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 83	INE053F09HZ5	10	7.22	300000000	06-12-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 83 A	INE053F09IA6	15	7.39	950000000	06-Dec-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 84	INE053F09IB4	10	7.22	4999000000	07-12-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 85	INE053F09IC2	10	7.19	950000000	14-12-2012	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 86	INE053F07561	10	7.18	26582023000	19-02-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 86 (Retail)	INE053F07561	10	7.68	1562781000	19-02-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 86 A	INE053F07579	15	7.34	23022372000	19-Feb-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 86 A (Retail)	INE053F07579	15	7.84	2566731000	19-Feb-2013	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 87	INE053F07587	10	6.88	1356447000	23-03-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 87 (Retail)	INE053F07587	10	7.38	295253000	23-03-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 87 A	INE053F07595	15	7.04	2194553000	23-Mar-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 87 A (Retail)	INE053F07595	15	7.54	444285000	23-Mar-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series 88	INE053F07603	10	8.83	11000000000	25-03-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE089	INE053F07611	10	8.35	4870000000	21-11-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE89A	INE053F07629	15	8.48	7380000000	21-Nov-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE090	INE053F07637	10	8.35	570000000	27-11-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE90A	INE053F07645	15	8.48	550000000	27-Nov-2013	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 91	INE053F07652	10	8.23	17783210000	18-02-2014	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 91 A	INE053F07678	10	8.48	5262546000	18-02-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 92	INE053F07660	15	8.40	10901868000	18-Feb-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 92 A	INE053F07686	15	8.65	6883591000	18-Feb-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 93rd A	INE053F07694	15	8.55	16500000000	10-Feb-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 94 A	INE053F07702	15	8.55	130000000	12-Feb-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 95	INE053F07710	10	8.19	2311520000	26-03-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 95 A	INE053F07736	10	8.44	1297384000	26-03-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 96	INE053F07728	15	8.63	9479132000	26-Mar-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 96 A	INE053F07744	15	8.88	4364141000	26-Mar-2014	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 99	INE053F07777	10	7.19	11390000000	31-07-2015	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 100	INE053F07785	10	7.15	3290000000	21-08-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE101 - LIC	INE053F08080	30	7.87	20000000000	27-Oct-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	UnSecured
SERIES 102	INE053F07793	10	7.07	3674739000	21-12-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 102 A	INE053F07827	10	7.32	3689486000	21-12-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 103	INE053F07801	15	7.28	20573103000	21-Dec-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 103 A	INE053F07835	15	7.53	10742172000	21-Dec-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 104	INE053F07819	20	7.25	2944158000	21-Dec-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 104 A	INE053F07843	20	7.50	3696342000	21-Dec-2015	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 106	INE053F07868	10	7.04	10500000000	03-03-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 107	INE053F07876	10	7.04	485972000	22-03-2016	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 107 A	INE053F07892	10	7.29	1907138000	22-03-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 108	INE053F07884	15	7.35	10163760000	22-Mar-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 108 A	INE053F07900	15	7.64	11943130000	22-Mar-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE109 - LIC		30	8.02	50000000000	30-Mar-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	UnSecured
SERIES SE110 - LIC		30	7.80	30000000000	22-Jun-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	UnSecured
SERIES 113	INE053F07934	5	7.24	6500000000	08-11-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 114TH	INE053F07942	5	6.70	20000000000	24-11-2016	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES 115	INE053F07959	3.2	6.73	8000000000	23-01-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES S118	INE053F07983	10	7.83	29500000000	21-03-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES S119	INE053F07991	3	7.20	23750000000	31-03-2017	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES 120	INE053F07AA7	10	7.49	22000000000	30-05-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES S121	INE053F07AB5	10	7.27	20500000000	15-Jun-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE122 - LIC		30	6.77	41000000000	27-Jun-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	UnSecured
SERIES S123	INE053F07AC3	10	7.33	17450000000	28-Aug-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES S124	INE053F07AD1	10	7.54	9350000000	31-Oct-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE125 - LIC		30	7.41	21000000000	22-Dec-2017	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	UnSecured
SERIES SE126	INE053F07AJ8	5	7.63	30000000000	25-Jan-2018	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE127	INE053F07AK6	3.1	7.65	25000000000	15-Feb-2018	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE129	INE053F07AY7	10	8.45	30000000000	04-Dec-2018	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE130	INE053F07AZ4	10	8.40	28454000000	08-Jan-2019	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES SE131	INE053F07BA5	10	8.55	22365000000	21-Feb-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE132	INE053F07BB3	5	8.25	25000000000	28-Feb-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE133	INE053F07BC1	10	8.35	30000000000	13-Mar-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE134	INE053F07BD9	10	8.30	30000000000	25-Mar-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE135	INE053F07BE7	10	8.23	25000000000	29-Mar-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE136	INE053F07BR9	10	7.95	30000000000	12-Jun-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE137 - LIC		30	7.30	18000000000	18-Jun-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	UnSecured
SERIES SE138	INE053F07BS7	15	7.85	21200000000	01-Jul-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE139	INE053F07BT5	15	7.54	24556000000	29-Jul-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE140	INE053F07BU3	10	7.48	25920000000	13-Aug-2019	[ICRA] LAAA "CRISIL "AAA"	Secured

						CARE ''AAA''	
SERIES SE141	INE053F07BV1	15	7.48	21070000000	29-Aug-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE142	INE053F07BW9	10	7.50	27070000000	09-Sep-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE143	INE053F07BX7	10	7.55	24549000000	06-Nov-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE144 - ETF	INE053F07BY5	10.3.12	7.55	15800000000	31-Dec-2019	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE145		21.01.20	6.59	30000000000	14-April-2023	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE146		28.02.20	7.08	30000000000	28-02-2030	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE147		19.03.20	6.99	8470000000	19.03.2025	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
SERIES SE148 LIC		31.03.20	6.58	25000000000	31.03.2050	[ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Unsecured

19. 54EC Capital Gain Bonds (Outstanding as on March 31, 2020)

Debenture Series	ISIN	Tenure (Years)	Coupon	Amount (Rs. In cr.)	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured
Series – I (Nov 2017)	INE053F07AE9	3	5.25%	0.98	30-11-17	30-11-20	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – I (Dec 2017)	INE053F07AF6	3	5.25%	8.27	31-12-17	31-12-20	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – I (Jan 2018)	INE053F07AG4	3	5.25%	10.47	31-01-18	31-01-21	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – I (Feb 2018)	INE053F07AH2	3	5.25%	24.90	28-02-18	28-02-21	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – I (Mar 2018)	INE053F07AI0	3	5.25%	92.88	31-03-18	31-03-21	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Apr 2018)	INE053F07AM2	5	5.75%	5.45	30-04-18	28-04-23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (May 2018)	INE053F07AN0	5	5.75%	8.28	31.05.18	31.05.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (May 2018)	INE053F07AN0	5	5.75%	0.07	31.05.18	31.05.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Jun 2018)	INE053F07AO8	5	5.75%	12.68	30.06.18	30.06.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured

Series – II (Jun 2018)	INE053F07AO8	5	5.75%	0.07	30.06.18	30.06.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Jul 2018)	INE053F07AP5	5	5.75%	13.70	31.07.18	31.07.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Aug 2018)	INE053F07AQ3	5	5.75%	8.11	31.08.18	31.08.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Sep 2018)	INE053F07AR1	5	5.75%	7.10	28.09.18	29.09.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Oct 2018)	INE053F07AS9	5	5.75%	11.69	31.10.18	31.10.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Nov 2018)	INE053F07AT7	5	5.75%	9.87	31.11.18	31.11.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Dec 2018)	INE053F07AU5	5	5.75%	13.51	31.12.18	29.12.23	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Jan 2019)	INE053F07AV3	5	5.75%	13.33	31.01.19	31.01.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Feb 2019)	INE053F07AW1	5	5.75%	14.53	28.02.19	28.02.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – II (Mar 2019)	INE053F07AX9	5	5.75%	69.20	29.03.19	29.03.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured

Series – III (Apr 2019)	INE053F07BF4	5	5.75%	24.971	30.04.19	30.04.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (May 2019)	INE053F07BG2	5	5.75%	43.66	31.05.19	31.05.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Jun 2019)	INE053F07BH0	5	5.75%	59.614	30.06.19	30.06.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Jul 2019)	INE053F07BI8	5	5.75%	63.399	31.07.19	31.07.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Aug 2019)	INE053F07BJ6	5	5.75%	57.115	31.08.19	31.08.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Sep 2019)	INE053F07BK4	5	5.75%	54.341	30.09.19	30.09.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Oct 2019)	INE053F07BL2	5	5.75%	66.918	31.10.19	31.10.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Nov 2019)	INE053F07BM0	5	5.75%	71.159	30.11.19	30.11.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Dec 2019)	INE053F07BN8	5	5.75%	92.628	31.12.19	31.12.24	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Jan 2020)	INE053F07BO6	5	5.75%	82.375	31.01.20	31.02.25	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured

Series – III (Feb 2020)	INE053F07BP3	5	5.75%	88.102	29.04.20	28.02.25	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured
Series – III (Mar 2020)	INE053F07BQ1	5	5.75%	147.998	31.03.20	31.03.25	ICRA] LAAA "CRISIL "AAA" CARE ''AAA''	Secured

* Our company has received a premium of Rs.3,42,700 on series 81 and 81st A, Rs.71,000 on series 82 and 82nd A, Rs.1,25,000 on Series 83 and 83th A, Rs.4,99,900 on Series 84, Rs.95,000 on Series 85, Rs.27,96,000 on series 89 and 89th A , Rs.1,22,000 on Series 90 and 90th A, Rs.16,50,000/- on series 93rd A, Rs.13,000 on series 94th A, Rs.68,73,000 on series 99th, Rs.4,21,000 on Series 100th and Rs.2,91,00,000/- on Series 106

20. Details of Commercial paper:

Series	**ISIN**	**Tenor/ Period of maturity**	**Coupon**	**Amount issued**	**Date of allotment**	**Redemption date/ Schedule**	**Credit rating**	**Secured/ Unsecured**	**Security**	**Other Details *viz.* Details of IPA, Details of CRA**
XVIII	INE053F14187	50	5.50%	3875	02.03.2020	21.04.2020		Unsecured		ICICI Bank

*no outstanding as on date.

21. TOP 20 BONDHOLDERS (as on 30th September, 2019)

Sr. No.	**Name of bondholder**	**Total amount of bonds held (Rs. in crore)**
1	LIFE INSURANCE CORPORATION OF INDIA	20859.20
2	STATE BANK OF INDIA	6929.56
3	NPS TRUST- A/C LIC PENSION FUND SCHEME C - TIER I	5246.80
4	CBT EPF-08-C-DM	4552.50
5	PUNJAB NATIONAL BANK	2594.08
6	IDFC ORPORATE BOND FUND	2579.20
7	SBI DEBT FUND SERIES C 23 1100 DAYS	1729.10

Sr. No.	Name of bondholder	Total amount of bonds held (Rs. in crore)
8	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIR	1715.00
9	HDFC LIFE INSURANCE COMPANY LIMITED	1688.00
10	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LIMITED	1528.57
11	UTI - FIXED TERM INCOME FUND - SERIES XXIX - XI (1	1423.00
12	HDFC TRUSTEE CO. LTD. A/C HDFC FMP 1183D APRIL 201	1413.50
13	SBI LIFE INSURANCE CO.LTD	1333.90
14	MAX LIFE INSURANCE COMPANY LIMITED	1319.75
15	DSP FMP - SERIES 238 - 36M	1269.10
16	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	1050.60
17	COAL MINES PROVIDENT FUND ORGANISATION	964.20
18	ITC LIMITED	921.73
19	L AND T MUTUAL FUND TRUSTEE LIMITED - L AND T SHOR	810.00
20	MAHANADI COALFIELDS LIMITED	808.65
	Total	**60736.44**

22. AMOUNT OF CORPORATE GUARANTEES ISSUED BY THE ISSUER IN FAVOUR OF VARIOUS COUNTER PARTIES INCLUDING ITS SUBSIDIARIES, JOINT VENTURE ENTITIES, GROUP COMPANIES ETC.

The Issuer has not issued any corporate guarantee in favour of any counterparty including its subsidiaries, joint venture entities, group companies etc.

23. COMMERCIAL PAPER ISSUED BY THE ISSUER

Rs.3,875.00 Cr. Commercial paper outstanding as on March 31, 2020

24. OTHER BORROWINGS (INCLUDING HYBRID DEBT LIKE FOREIGN CURRENCY CONVERTIBLE BONDS ("FCCBs"), OPTIONALLY CONVERTIBLE BONDS/ DEBENTURES/ PREFERENCE SHARES) (as on September 30, 2017)

The Issuer has not issued any debt like Foreign Currency Convertible Bonds, optionally convertible Bonds / Debentures / Preference Shares etc. till the date of the Private Placement Offer Letter.

25. SERVICING BEHAVIOR ON EXISTING DEBT SECURITIES, DEFAULT(S) AND/OR DELAY(S) IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE ISSUER, IN THE PAST 5 YEARS

a. The main constituents of the Issuer's borrowings are generally in the form of bonds, debentures, loans from banks and financial institutions, external commercial borrowings etc.

b. The Issuer has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.

c. The Issuer has neither defaulted in repayment/ redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past.

26. OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN PURSUANCE OF AN OPTION

The Issuer confirms that other than and to the extent mentioned elsewhere in this Private Placement Offer Letter, it has not issued any debt securities or agreed to issue any debt sec
urities or availed any borrowings for a consideration other than cash, whether in whole or in part, at a premium or discount or in pursuance of an option since inception.

STANDALONE FINANCIAL INFORMATION OF THE ISSUER

a. Standalone Statement of Profit & Loss in Accordance with IND-AS

(Rs. in crore)

Particulars	Year ended 31.03.2019 (audited)	Year ended 31.03.2018 (audited)
Revenue from operations		
Interest Income	1721.80	988.21
Dividend Income	0.51	0.49
Lease Income	9410.01	8278.45
Total revenue from operations	**11132.32**	**9267.14**
Other Income	1.27	1.24
Total Income	**11133.60**	**9268.38**
Expenses		
Finance costs	8183.06	6637.57
Impairment on financial instruments	27.54	-
Employee benefit expense	6.25	5.53
Depreciation, amortization and impairment	0.42	0.35
Other expenses	14.74	32.44
Total Expenses	**8232.01**	**6675.89**
Profit before exceptional and extraordinary items and tax	2901.58	2592.50
Exceptional items	**-**	**-**
Profit before tax	**2901.58**	**2592.50**
Tax expense		
Current tax	646.92	543.40
Tax For Earlier Years	(0.09)	(5.58)
Deferred tax	-	-
Adjustment for Earlier Years	(0.08)	(5.58)
Total Tax Expenses	**646.83**	**537.84**
Profit for the period from continuing operations	**2254.75**	**2054.66**
Profit from discontinued operations	**-**	**-**
Tax expense of discontinued operations	**-**	**-**

Profit from discontinued operations (after tax)	-	-
Profit for the period	**2254.75**	**2054.66**
Other comprehensive income		
(A) (i) Items that will not be reclassified to profit or loss		
- Remeasurement of defined benefit plans	**(0.27)**	**0.08**
- Remeasurement of Equity Instrument	**0.38**	**0.73**
(ii) Income tax relating to items that will not be reclassified to profit or loss		
- Remeasurement of defined benefit plans	**0.06**	**(0.02)**
- Remeasurement of Equity Instrument	-	-
Subtotal (A)	**0.17**	**0.80**
(B) (i) Items that will be reclassified to profit and loss	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
Subtotal (B)	-	-
Other Comprehensive Income (A+B)	**0.17**	**0.80**
Total comprehensive income for the period (comprising profit (loss) and other comprehensive income for the period)	**2254.91**	**2055.47**
Earnings per equity share (for continuing operations)		
Basic (Rs.)	0.03	0.03
Diluted (Rs.)	0.03	0.03
Earnings per equity share (for discontinued operations)		
Basic (Rs.)	-	-
Diluted (Rs.)	-	-
Earnings per equity share (for continuing and discontinued operations)		
Basic (Rs.)	0.03	0.03
Diluted (Rs.)	0.03	0.03

b. Standalone Statement of Profit & Loss in Accordance with previous Indian GAAP

(Rs. in crore)

Particulars	Year ended 31.03.2017 (audited)
Revenue from operations	9046.77
Other income	0.89
Exchange Rate Variation	0.00
Total Revenue (I+II)	**9047.66**
Expenses:	
Employee benefits expense	3.00
Finance costs	6888.08

Exchange Rate Variation	0.99
Depreciation and amortization expense	0.35
CSR Expenses	16.77
Other expenses	5.20
Total Expenses	**6914.39**
Profit before exceptional and extraordinary items and tax	**2133.27**
Exceptional items	**-**
Profit before extraordinary items and tax	**2133.27**
Extraordinary Items	**-**
Profit before tax	**2133.27**
Tax expense:	
(1) Current tax	455.23
(2) Tax For Earlier Years	0.31
(3) Deferred tax	743.92
(4) Deferred Tax For Earlier Years	-
	1199.46
Profit (Loss) for the period	**933.81**

b. Statement of Balance Sheet

i. Standalone Balance Sheet in Accordance with IND-AS

(Rs. in crore)

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
Loans	5895.49	5237.95	2164.03
Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
Total financial assets	205093.63	160027.85	128718.96
Non-financial assets			
Current tax assets (net)	-	25.84	10.66
Property, plant and equipment	11.22	11.27	11.50
Other intangible assets	0.05	0.03	0.01
Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
Borrowings (other than debt securities)	50334.78	23161.28	10644.66
Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Deferred tax liabilities (net)	6443.14	6443.14	6443.14

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
Loans	5895.49	5237.95	2164.03
Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
Total financial assets	205093.63	160027.85	128718.96
Non-financial assets			
Current tax assets (net)	-	25.84	10.66
Property, plant and equipment	11.22	11.27	11.50
Other intangible assets	0.05	0.03	0.01
Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
Borrowings (other than debt securities)	50334.78	23161.28	10644.66
Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Other non-financial liabilities	4.81	659.27	10.69

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
Loans	5895.49	5237.95	2164.03
Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
Total financial assets	205093.63	160027.85	128718.96
Non-financial assets			
Current tax assets (net)	-	25.84	10.66
Property, plant and equipment	11.22	11.27	11.50
Other intangible assets	0.05	0.03	0.01
Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
Borrowings (other than debt securities)	50334.78	23161.28	10644.66
Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Total non-financial liabilities	6462.72	7113.25	6463.19

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
Loans	5895.49	5237.95	2164.03
Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
Total financial assets	205093.63	160027.85	128718.96
Non-financial assets			
Current tax assets (net)	-	25.84	10.66
Property, plant and equipment	11.22	11.27	11.50
Other intangible assets	0.05	0.03	0.01
Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
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Investments	13.14	13.97	14.57
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Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Total liabilities	188018.09	147539.64	116590.44

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
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Investments	13.14	13.97	14.57
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Other non-financial assets	1498.71	1403.33	3.59
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Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
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Total outstanding dues of micro enterprises and small enterprises	-	-	-
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Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
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LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Equity			

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
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Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
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Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Equity Share Capital	9380.46	6526.46	6526.46

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
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Other financial assets	74030.73	45107.60	28258.07
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Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Other equity	9205.05	7402.23	5627.82

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
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Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
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Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36
Total equity	18585.51	13928.69	12154.28

Particulars	As at 31.03.19 (audited)	As at 31.03.18 (audited)	As at 31.03.17 (audited)
ASSETS			
Financial assets			
Cash and cash equivalents	3.71	1.13	0.94
Bank Balance other than above	77.36	98.70	6.57
Derivative financial instruments	46.70	96.85	68.58
Receivables	-	-	-
Lease receivables	125026.51	109471.65	98206.19
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Investments	13.14	13.97	14.57
Other financial assets	74030.73	45107.60	28258.07
Total financial assets	205093.63	160027.85	128718.96
Non-financial assets			
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Property, plant and equipment	11.22	11.27	11.50
Other intangible assets	0.05	0.03	0.01
Other non-financial assets	1498.71	1403.33	3.59
Total non-financial assets	1509.98	1440.47	25.76
Total Assets	206603.61	161468.32	128744.72
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	310.59	749.58	656.12
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	-	-	-
Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than macro enterprises and small enterprises	12.18	8.71	3.50
Debt securities	123597.90	110844.25	94944.62
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Other financial liabilities	7299.93	5662.57	3878.34
Total financial liabilities	181555.38	140426.39	110127.25
Non-financial liabilities			
Current tax liabilities (net)	2.97	-	-
Provisions	11.79	10.84	9.36

Total Liabilities and Equity	206603.61	161468.32	128744.72

c. Cash Flow Statement

Standalone Statement of Cash flows in accordance with IND-AS
(Rs. in crore)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxes	2901.58	2592.50
Adjustments for		
Remeasurement of defined benefit plans	(0.27)	0.08
Depreciation and amortisation	0.42	0.35
Provision of interest on Income tax	1.96	1.28
Loss on sale of fixed assets	0.01	0.00
Profit on sale of fixed assets	(0.00)	-
Discount on Commercial Paper	123.72	202.01
Adjustments towards effective interest rate	16.90	(48.01)
Dividend Received	(0.51)	(0.49)
Operating profit before working capital changes	3043.83	2747.73
Movements in working capital:		
Increase/ (decrease) in trade payable	3.46	5.21
Increase/ (decrease) in provisions	0.27	0.35
Increase/ (decrease) in others non financial liabilities	(654.46)	648.58
Increase/ (decrease) in other financial liabilities	1637.36	1784.23
Decrease/ (increase) in receivables	(15554.85)	(11265.47)
Decrease/ (increase) in loans and advances	(657.53)	(3073.92)
Decrease/ (increase) in bank balance other than cash and cash equivalents	21.33	(92.12)
Decrease/ (increase) in other non financial assets	(95.38)	(1399.73)
Decrease/ (increase) in other financial assets	(28872.97)	(16877.80)
Cash generated from operations	(41128.93)	(27522.94)
Less: Direct taxes paid (net of refunds)	619.25	553.18
Net cash flow/ (used) in operating activities (A)	(41748.18)	(28076.12)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property plant & equipment and intangible assets	(0.42)	(0.15)
Proceeds from sale of property plant & equipment	0.01	0.00
Proceeds from realization of pass through certificates/ sale of investments	1.21	1.33
Dividend income received	0.51	0.48
Net cash flow/ (used) in investing activities (B)	1.31	1.67
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of equity share capital	2854.00	-
Issue of Debt Securities (Net of redemptions)	10465.60	20741.93

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Raising of Rupee Term Loans/ Foreign Currency Borrowings (net of repayments)	27017.28	12585.39
Issue of commercial paper (net of repayments)	1864.66	(4971.62)
Final dividend paid	(375.00)	(233.52)
Dividend tax paid	(77.09)	(47.54)
Net cash generated by/(used in) financing activities (C)	41749.45	28074.63
Net increase in Cash and Cash equivalents (A+B+C)	2.58	0.18
Cash and cash equivalent at the beginning of the year	1.13	0.94
Cash and cash equivalents at the end of year end	3.71	1.13

Standalone Statement of Cash flows in accordance with Previous Indian GAAP

(Rs. in crore)

Particulars	Year ended 31.03.2017
A. Cash Flow from Operating activities::	
Profit Before Tax::	2592.50
Adjustments for::	
1-Depreciation /Amortisation	0.35
2-(Profit) / Loss on sale of fixed assets(Net)	0.02
3-Lease Rentals advance amortised	0.00
4-Exchange Rate Variation	0.99
5-Amortisation of Interest Restructuring Advance	0.00
6-Amortisation of Gain on asset securitization	(0.81)
7-Provision for Interest Payable to Income Tax Authorities	0.15
8-Dividend Received	(0.45)
9-Amortisation of Forward Premium on Currency Forward Contracts	197.36
10-Discount on Commercial Papers	111.35
	2442.23
Adjustments for-	
1-Assets given on financial lease during the period	(14280.84)
2-Capital recovery on assets given on financial lease	6568.00
3-Receipt on account of Long term loans during the period	181.91
6-Term Loans disbursed during the year	(37.13)
7-Loans & Advances (Net of Adv. Tax & ERV)	(13680.08)
8-Cash and Cash Equivalents (Fixed Deposits with maturity of more than 3 months)	0.00
9-Other Non Current Assets	(1092.41)
10-Other Current Assets	13.25
11-Other Non-Current Liabilities	924.28
11-Current Liabilities	47.58
12 Provisions	(0.12)
13-Direct Taxes Paid	(446.69)
	(21897.42)

Particulars	Year ended 31.03.2017
Net Cash flow from Operations	(19455.18)
B. Cash Flow from Investment Activities:	
1-Purchase of Fixed Assets	(0.14)
2-Proceeds from sale of Fixed Assets	0.01
3-Receipt on account of investment in PTCs	1.91
4-Dividend Received	0.49
	1.78
C. Cash flow from Financing activities::	
1-Dividend & Dividend Tax Paid during the period	(667.81)
2-Share Capital Raised during the period	0.00
3-Share Application Money received during the period	0.00
4-Funds raised through Bonds	17920.00
5-Bonds Redeemed during the period	(3725.62)
6-Term Loans raised during the period	25829.86
7-Term Loans repaid during the period	(21580.27)
8-Commercial Paper issued	7709.97
9-Commercial Paper redeemed	(5020.00)
10-Funds raised through External Commercial Borrowings	0.00
11-Repayment of External Commercial Borrowings	(7224.01)
12-Payment towards Currency Forward Contracts	(12.41)
	18249.70
Net Cash Flow During the year(A+B+C)	(1203.69)
Opening Balance of Cash & Cash Equivalents::	
Balance in the Current Accounts	11.20
Balance in the Term Deposit A/cs (Original maturity of three months or less)	1200.00
Balance in Franking Machine	0.0
Balance in RBI-PLA	0.01
Closing Balance of Cash & Cash Equivalents	7.52
Add Term Deposits with maturity of more than three months	0
Closing Balance of Cash & Cash Equivalents as per Statement of Asset & Liability	7.52

d. Other Financial Parameters

Particulars	FY 2018-19	FY 2017-18	FY 2016-17
Dividend declared (as %age on FV)	4.26%	5.74%	5.72%
Interest Coverge Ratio (times)	1.26	1.30	1.31

e. Auditors' Qualifications

Financial Year	Auditors' Qualifications
2018-19	NIL
2017-18	NIL

2016-17	NIL
2015-16	Nil
2014-15	NIL
2013-14	NIL

27. MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE

The Issuer hereby confirms that there has been no material event, development or change having implications on the financials/ credit quality of the Issuer (e.g. any material regulatory proceedings against the Issuer/ promoters of the Issuer, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of Issue which may affect the Issue or the investor's decision to invest/ continue to invest in the debt securities of the Issuer.

IX SUMMARY TERM SHEET

Security Name	IRFC Capital Gain Tax Exemption Bonds –Series IV
Issuer	Indian Railways Finance Corporation Limited
Type of Instrument	Secured, Redeemable, Non-Convertible, Non-Cumulative, Taxable Bonds in the nature of Debentures having benefits under Section 54 EC of Income Tax Act, 1961
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private placement basis
Eligible investors	1. Individuals 2. Hindu Undivided Families (HUF) 3. Partnership firm 4. Insurance Companies 5. Companies and Body Corporates 6. Provident Funds, Superannuation Funds and Gratuity Funds 7. Banks 8. Mutual Funds 9. Financial Institutions (FIs) 10. Foreign Portfolio Investors (Subject to existing regulations) 11. Regional Rural Banks 12. NRIs/other foreign eligible investor investing out of NRO A/c on non-repatriable basis subject to applicable laws 13. Co-operative Banks 14. Limited liability Partnership 15. Any other category subject to applicable laws However, out of the aforesaid class of investors eligible to invest, this Information Memorandum is intended solely for the use of the person to whom it has been sent by IRFC for the purpose of evaluating a possible investment opportunity by the recipient(s) in respect of the Bonds offered herein, and it is not to be reproduced or distributed to any other persons (other than professional advisors of the prospective investor receiving this Information Memorandum from IRFC).
Listing	The Bonds are not proposed to be listed on any stock exchange due to non-transferability during the tenure of Bonds.
Rating	CRISIL AAA'Stable', ICRA AAA, CARE AAA

Issue size	₹1000 crore + Green Shoe option to retain oversubscription
Object of the Issue	The funds shall be used for meeting the funding requirement of Indian Railways. The proceeds of the bond issue(s) will be used for acquisition of Rolling Stock (Railway Assets) to be leased out to Indian Railways / funding Bankable Railway Projects of RVNL approved by MOR and as contained in the annual budget estimates presented before Parliament
Details of utilization of the proceeds	As per objects of the Issue
Tenor	5 years from the deemed date of allotment
Coupon Rate	5.75% p.a. *
Coupon Payment frequency	Annual
Coupon payment dates:-	Every year on 15 October till redemption and balance along with redemption.). First Interest payment for bonds whose money has been credited in to IRFC account till September 30, 2020 will be made on October 15, 2020. For Bonds in respect of which money has been credited into IRFC account after September 30, 2020 will be paid on October 15 of next year and onwards.
Coupon type	Fixed
Day count basis	Actual/Actual
Date of Redemption	At the end of 5 years from the Deemed Date of Allotment.
Redemption amount	At par (Rs 10,000/- per Bond)
Redemption Premium/Discount	Not applicable
Face Value	Rs. 10,000 (Rupees Ten Thousand only) per bond
Issue Price	At par (Rs 10,000/- per bond)
Minimum application size and in multiple of thereafter	Application must be for a minimum size of Rs 20,000 and then in multiple of Rs 10,000/- (1 bond) thereafter
Maximum application size	500 bonds of Rs 10,000/- each (Rs. 50,00,000/-)
Discount / Premium at which security is issued	Not applicable
Put Option	Not applicable
Call Option	Not applicable
Issue Opening date& closing date	Issue Opening Date: April 1, 2020 Issue Closing Date: March 31, 2021 (at the close of the banking hours) or at a date as may be decided by IRFC in its absolute discretion. This Information Memorandum shall be valid tenure of the bonds.
Deemed Date of allotment	Last day of each month in which the subscription money is received and credited to IRFC Capital Gain Bonds
Transferability	Non-transferable, Non-Marketable, Non-negotiable and cannot be offered as a security for any loan or advance
Issuance mode of instrument	In demat / physical mode.
Depository	National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")
Business Days/Working Days	"Business Days"/ "Working Days" shall be all days on which money market is functioning in Mumbai. However, for the purpose of credit of Demat A/c, Working Days shall be all days on which NSDL/CDSL are open for business.
Effect of holidays (Note 1)	If any Coupon Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day along with interest for such additional period. Further, interest for such additional period so paid, shall be deducted out of the interest payable on the next Coupon Payment Date. If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds

	shall be paid by the Issuer on the immediately succeeding Business Day without any interest for period overdue. In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.
Record Date	15 calendar days prior to actual interest/principal payment date .
Security	The Bonds, interest and charges, remuneration of Bond Trustees, other costs and amount payable in respect of the Bonds will be fully secured by pari-passu charge on the rolling stock assets of the Company in favour of Bond Trustees
Registrar & Transfer Agent	M/s KFin Technologies Private Limited
Mode of Subscription	Applicants may make remittance of application money through electronic mode or cheque / draft drawn in favour of 'IRFC Capital Gain Bonds'.
Trustees	SBI Caps Trustee Company Limited
Governing Law and Jurisdiction	The Bonds shall be construed to be governed in accordance with Indian Law. The competent Courts in New Delhi alone shall have jurisdiction in connection with any matter arising out of or under these precincts.

***Coupon Rate / Interest Rate as amended from time to time**

Notes: Only Long term capital gains arising from land or building or both are eligible to be invested in these Bonds.

1. Company reserves its sole & absolute right to modify (pre-pone/post pone) the issue opening/closing/pay-in-date(s) without giving any reasons or prior notice. In such case, Investors/Arrangers shall be intimated about the revised time schedule by Company. Company also reserves the right to keep multiple deemed date of allotment at its sole & absolute discretion without any notice. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates and/or Redemption Date may also be changed at the sole and absolute discretion of the Company.
2. IRFC reserves the right to revise the coupon rate and/or close the issue by giving notice on its website. The investors are advised to consult IRFC/Arrangers, before depositing the application with bank.
3. All applications submitted but rejected by IRFC would be returned by IRFC to the applicant/ collection banker, without any Interest.
4. Application for minimum Rs. 20000/- (in multiples of Rs 10,000/- thereafter) will be accepted, any amount received in fraction will be refunded to the investor without interest.

X. TERM OF THE OFFER

Issue of Secured, Redeemable, Non-Convertible, Non-Cumulative, Taxable Bonds in Bonds in the nature of Debentures having benefits under Section 54 EC of Income Tax Act, 1961 of face value of Rs 10,000 for IRFC - 54EC –Series IIfor cash at par aggregating to Rs 1000 crore with green shoe option with the right to retain over subscription on private placement basis.

1. PRINCIPAL TERMS AND CONDITIONS OF THE ISSUE

The bond will be subject to the terms of the Private Placement of the Bonds as stated in the Information Memorandum and Application forms, the relevant statutory guidelines and regulations for allotment issued from time to time by the Govt. of India (GOI), Reserve Bank of India etc.

2. NATURE OF BONDS

The Bonds are Secured, Redeemable, Non-Convertible, Non-Cumulative, Taxable Bonds in the nature of Debentures having benefits under Section 54 EC of Income Tax Act, 1961. The Bonds shall rank paripassu inter se and, subject to any obligations preferred by mandatory provisions of the law prevailing from time to time, shall also, as regards repayment of principal and payment of interest, rank paripassu with all other existing secured borrowings (except subordinated debt) of the Corporation.

3. ELIGIBILITY TO COME OUT WITH THE ISSUE

Indian Railway Finance Corporation Ltd. ("IRFC" or the "Issuer" or the "Company"), its Directors and authorised officers have not been prohibited from accessing the debt market under any order or directions passed by SEBI / any other Government Authority.

4. REGISTRATION AND GOVERNMENT APPROVALS

The Company can undertake the activities proposed by it in view of the present approvals and no further approval from any government authority(ies) is required by it to undertake the proposed activities save and except those approvals which may be required to be taken in the normal course of business from time to time.

5. AUTHORITY FOR THE ISSUE

The present issue of Bonds is being made pursuant to:

a. resolutions passed by the Board of Directors of the Company on May 11, 2019

6. OBJECTS OF THE ISSUE

The funds shall be used for meeting the funding requirement of Indian Railways. The proceeds of the bond issue(s) will be used for acquisition of Rolling Stock (Railway Assets) to be leased out to Indian Railways / funding Bankable Railway Projects of RVNL approved by MOR and as contained in the annual budget estimates presented before Parliament.

Our Company is a Public Sector Enterprise and as such, we do not have any identifiable group companies under the same management. Further, IRFC will not utilize the proceeds of the Issue for providing loans to or acquisition of shares of any person who is part of the same group or who is under the same management.

7. UTILISATION OF ISSUE PROCEEDS

The funds raised through this private placement towards financing the acquisition of Rolling Stocks which will be leased to MOR in line with the present business activities of IRFC. The main object clause of our Memorandum of Association permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this issue.

Our Company is a Public Sector Enterprise and as such, we do not have any identifiable group companies under the same management. Further, IRFC will not utilize the proceeds of the Issue for providing loans to or acquisition of shares of any person who is part of the same group or who is under the same management

8. TAX BENEFITS UNDER SECTION 54EC OF INCOME TAX ACT, 1961

1) Where the capital gain arises from the transfer of a long term capital asset (the capital asset so transferred being hereafter in this section referred to as the original asset) and the assesse has, at any time within a period of six months after the date of such transfer, invested the whole or any part of capital gains in the long term specified asset, the capital gain shall be dealt with in accordance with the following provisions of this section, that is to say,

   a) if the cost of the long-term specified asset is not less than the capital gain arising from the transfer of the original asset, the whole of such Capital gain shall not be charged under section;

   b) if the cost of the long-term specified asset is less than the capital gain arising from the transfer of the original asset, so much of the capital gain as bears to the whole of the capital gain the same proportion as the cost of acquisition of the long-term specified asset bears to the whole of the capital gain, shall not be charged under Section 45.

   Provided that the investment made on or after the 1st day of April 2007 in the long-term specified asset by an assesses during any financial year does not exceed fifty lakh rupees.

   The following second proviso shall be inserted after the existing proviso to sub-section (1) of Section 54EC by the Finance (No. 2) Act, 2014, w.e.f. 1-4-2015:

Provided further that the investment made by an assesses in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees.

2) Where the long-term specified asset is transferred or converted (otherwise than by transfer) into money at any time within a period of three years from the date of its acquisition, the amount of capital gains arising from the transfer of the original asset not charged under Section 45 on the basis of the cost of such long-term specified asset as provided in clause (a) or, as the case may be, clause (b) of sub-section (1) shall be deemed to be the income chargeable under the head "Capital gains" relating to long-term capital asset of the previous year in which the long-term specified asset is transferred or converted (otherwise than by transfer) into money."

EXPLANATION - In a case where the original asset is transferred and the assessee invests the whole or any part of the capital gain received or accrued as a result of transfer of the original asset in any long-term specified asset and such assessee takes any loan or advance on the security of such specified asset, he shall be deemed to have converted (otherwise than by transfer) such specified asset into money on the date on which such loan or advance is taken.

3) Where the cost of the long-term specified asset has been taken into account for the purposes of clause (a) or clause (b) of sub-section (1),

a) a deduction from the amount of income-tax with reference to such cost shall not be allowed under section 88 for any assessment year ending before the 1st day of April, 2006.

b) a deduction from the income with reference to such cost shall not be allowed under section 80C for any assessment year beginning on or after the 1st day of April, 2006.

EXPLANATION: For the purposes of this section.

a) cost, in relation to any long-term specified asset, means the amount invested in such specified asset out of capital gains received or accruing as a result of the transfer of the original asset;

b) long-term specified asset for making any investment under this section during the period commencing from the 1st day of April, 2006 and ending with the March 31, 2007 means any bond, redeemable after three years and issued on or after the 1st day of April, 2006, but on or before March 31, 2007

i) by the National Highways Authority of India constituted under section-3 of the National Highways Authority of India Act, 1988 (68 of 1988); or

ii) by the Rural Electrification Corporation Ltd., a company formed and registered under the Companies Act, 1956 (1 of 1956),

and notified by the Central Government in the Official Gazette for the purposes of this section with such conditions (including the condition for providing a limit on the amount of investment by an assesse in such bond) as it thinks fit:

Provided that where any bond has been notified before the 1st day of April, 2007, subject to the conditions specified in the notification, by the Central Government in the Official Gazette under the provisions of clause (b) as they stood immediately before their amendment by the Finance Act, 2007, such bond shall be deemed to be a bond notified under this clause;

ba) long-term specified asset for making any investment under this section on or after the 1st day of April, 2007 means any bond, redeemable after three years and issued on or after the 1st day of April, 2007 by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988 (68 of 1988) or by the Rural

Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 (1 of 1956)or any other bond notified by the Central Government in this behalf.

In this regard, Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, Government of India vide its notification no. No. 79/2017/F. No. 370142/18/2017-TPL dated August 8, 2017 has notified that any bond redeemable after three years and issued on or after date of the abovementioned notification by IRFC, shall be considered as long term specified asset, for the purpose of Section 54EC of Income Tax Act, 1961.

IRFC shall not be responsible for denial of benefit under Section 54EC of the Income Tax Act, 1961 to the investor and any consequences arising thereof.

Finance Bill 2018-19 has proposed following amendments to Section 54 EC:

In section 54EC of the Income-tax Act, with effect from the 1st day of April, 2019,—

(a) in sub-section (1), after the words "long-term capital asset", the words ",being land or building or both," shall be inserted;

(b) in sub-section (2), before the Explanation, the following proviso shall be inserted, namely:—

'Provided that in case of long-term specified asset referred to in subclause

(ii) of clause (ba) of the Explanation occurring after sub-section (3), this sub-section shall have effect as if for the words "three years", the words "five years" had been substituted.';

(c) in the Explanation occurring after sub-section (3), for clause (ba), the following clause shall be substituted, namely:—
'(ba) "long-term specified asset" for making any investment under this section,—

(i) on or after the 1st day of April, 2007 but before the 1st day of April, 2018, means any bond, redeemable after three years and issued on or after the 1st day of April, 2007 but before the 1st day of April, 2018;

(ii) on or after the 1st day of April, 2018, means any bond, redeemable after five years and issued on or after the 1st day of April, 2018, by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988 or by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 or any other bond notified in the Official Gazette by the Central Government in this behalf

Note: As a result of the proposed amendment lock in of the bonds have been increased to 5 years from 3 years. Further, long term capital gains arising from transfer of land or property or both shall be eligible for investment in these Bonds.

9. MINIMUM SUBSCRIPTION

Application must be for a minimum size of Rs.20,000 bonds and in multiple of Rs.10,000/- (1 bond) thereafter.

10. MAXIMUM SUBSCRIPTION

A person can apply for maximum 500 bonds (Rs.50,00,000/-) as provided u/s 54EC of Income Tax Act, 1961

11. UNDERWRITING

The present Issue of Bonds is not underwritten.

12. NATURE OF BONDS

The Bonds are to be issued in the form of Taxable Secured Redeemable Non-Convertible Bonds in the nature of Debentures (collectively referred to as the "Bonds").

13. FACE VALUE, ISSUE PRICE, EFFECTIVE YIELD FOR INVESTOR

Each Bond has a face value of Rs.10,000/- and is issued as well as redeemable at par.

14. SECURITY

The Bonds, interest and charges, remuneration of Bond Trustees, other costs and amount payable in respect of the Bonds will be fully secured by pari-passu charge on the rolling stock assets of the Company in favour of Bond Trustees. The value of security shall at all times be equal to the outstanding value of Bonds being issued including interest accrued but not paid, if any, on such Bonds. The Bonds will constitute senior and un-subordinated obligations of the Company and shall rank pari-passu inter se and (subject to any obligations under mandatory provisions of law, if any prevailing from time to time) shall also, as regards payment of principal and payment of interest by the Company from out of its own funds, rank pari-passu with all other existing senior and un-subordinated borrowings of the Company.

The Issuer undertakes that it shall secure permission/ consent from the earlier creditor(s), if required, to create pari-passu charge over the specified assets and execute the necessary documents for creation of the charge, including the Trust Deed

15. DEEMED DATE OF ALLOTMENT

Deemed Date of Allotment of Bonds will be the last day of the month during which the subscription amount has been credited to IRFC account. Investors are informed that Corporation would normally process allotments pertaining to a month at the month end and it takes maximum 4 weeks from month end to dispatch letter of advice/allotment. IRFC shall endeavour to make a firm allotment for all valid applications received from eligible investors.

Subject to the completion of all legal requirements, IRFC will issue the Bond Certificates within 6 months as per Section 56(4)(d) of the Companies Act, 2013 (in case of Physical option) or Bonds shall be credited to the depository account if marked by the Applicant in the application form (in case of Demat option)

16. HOW TO APPLY

A. By depositing of application form with Cheque/DD:

Investors are required to submit the duly filled in Application Form along with necessary enclosures at the specified Collecting Bankers as indicated at our website: www.irfc.nic.in. Demand Draft or crossed Cheque should be payable in favour of "IRFC Capital Gain Bonds". Demand Draft charges, if any, shall be borne by the applicant.

B. By RTGS/NEFT payment:

The investor can also directly deposit the amount in the IRFC collection account by way of NEFT/RTGS and invariably submit the duly filled application with same bank as detailed below and mention the UTR No. at space provided in the application form for cheque details. In case investor fails to take necessary steps IRFC shall not be responsible:

BANK	A/C NO	IFSC CODE	MICR CODE	BRANCH
HDFC Bank	57500000106078	HDFC0000003	110240001	HDFC Bank Ltd Trade Finance Department E-19/29, 2nd Floor Harsha Bhawan,Middle Circle,Connaught Place **New Delhi – 110 001**
Axis Bank	917020075878468	UTIB0000007	110211002	148, Statesman House, Barakhamba Road Cannaught Place, New Delhi-110001

ICICI Bank	000405115784	ICIC0000004	400229002	ICICI bank, Capital Market Division, 122/1 Mistry Bhavan, Backbay Reclamation, Churchgate, Mumbai - 400020
State Bank of India	37290642384	SBIN0001177	400002224	Capital Market Branch, Videocon Heritage Building, Charanjit Rai Marg, off D. N Road, Fort, Mumbai-400001
IDBI Bank	0171103000000374	IBKL0000171	110259013	Sushant Lok Gurgoan 6-7, Vipul Square, Sushant Lok Phase-I B-Block **Gurgoan 122002**
Canara Bank	2471201001214	CNRB0002471	110015115	Capital Market Branch Jeevan Bharati Building Parliament Street, **New Delhi 110 001**

(A) By Online payment:

The investor can also directly apply through the IRFC website and remit the funds online through Net Banking or Debit card or other prescribed modes of payment.

APPLICATION BY POST

The applicant, if they so desire, may forward their applications through post to any of the controlling branches of the collection bankers as given below, provided they are accompanied with a Demand Draft payable at Par / payable loacallyfor the application amount as to reach during such period when the issue is open for subscription.

BANK NAME	ADDRESS
HDFC Bank	FIG - OPS Department HDFC Bank Ltd Lodha - I Think Techno Campus O-3 Level Next to Kanjurmarg Railway Station Kanjurmarg (East) Mumbai – 400042
Axis Bank	148, Statesman House, Barakhamba Road Cannaught Place, New Delhi-110001
ICICI Bank	ICICI bank, Capital Market Division, 122/1 Mistry Bhavan, Backbay, Reclamation, Churchgate, Mumbai – 400020
State Bank of India	Capital Market Branch, Videocon Heritage Building, Charanjit Rai Marg, off D. N Road, Fort, Mumbai-400001
IDBI Bank	Sushant Lok Gurgoan 6-7, Vipul Square, Sushant Lok Phase-I B-Block, **Gurgoan 122002**
Canara Bank	Capital Market Branch, Jeevan Bharati Building, Parliament Street, **New Delhi 110 001**

17. DOCUMENTS TO BE PROVIDED BY ALL INVESTORS

a) Cancelled cheque or its photo copy for NECS/ NEFT/ RTGS facility.
b) For investor applying in physical mode, additional documents for KYC as per Application form is required to be submitted.

18. DOCUMENTS TO BE PROVIDED BY INVESTORS OTHER THAN INDIVIDUALS (IN ADDITION TO THE DOCUMENTS TO BE PROVIDED WITH KNOW YOUR CUSTOMER FORM)

a) **Partnership Firms**: A certified true copy of: (i) Documentary evidence of authorization to invest in the Bonds and to receive the money on redemption, if the same is not provided in the partnership deed and (ii) Specimen signature of authorized signatories.

b) **Companies and Body Corporate, Financial Institutions, Foreign Portfolio Investors**: A certified true copy of (i) Board resolution authorizing investment and containing operating instructions and (ii) Specimen signatures of authorized signatories.

c) **Banks:** A certified true copy of (i) Power of Attorney and (ii) Specimen signatures of authorized signatories.

d) **Provident Funds, Superannuation Funds and Gratuity Funds**: (i) Resolution passed by the competent authority authorizing the investment and (ii) Specimen signatures of the authorized signatories.

e) **Mutual Funds** : A certified true copy of (i) SEBI registration certificate; (ii) Resolution passed by the competent authority authorizing the investment and containing operating instructions and (iii) Specimen signatures of the authorized signatories.

19. JOINT APPLICATION

Only individuals/ NRI can apply in joint names and maximum three individuals can apply through a Joint Application and in case of application with Demat option, the sequence of joint applicants name must be same as mentioned in the Demat Account.

20. TRANSMISSION/SUCCESSION

In the event of demise of the sole holder of the Bonds, the Company will recognise the executor or administrator of the deceased Bond holders, or the holder of succession certificate or other legal representative as having title to the Bonds in accordance with the applicable provisions of law, including the Companies Act, 2013 and the rules thereunder, only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or produces evidence of legal representation, as the case may be, from an appropriate court in India.

Where Bonds are held in the joint names and first holder dies, the second holder will be recognized as the Bond holder(s) and in case, second holder dies, the third holder will be recognized as the Bond holder. It will be sufficient for the Company to delete the name of the deceased Bond holder after obtaining satisfactory evidence of his death. Company will not be held liable for any payment made in the account of the holder in case the information about death of holder is not brought into the notice of the Company at least 15 days prior to the payment date.

In case of physical form, the beneficial owners of deceased Bond holder are advised to send the Bond Certificate(s) to the Registrar, along with all the required documents. IRFC and/or persons/ Registrar appointed by them for this purpose after examining and being satisfied regarding adequacy and correctness of the documentation shall register the transmission in its books. In case bonds are issued in Dematerialised form successor(s) will be, as intimated by Depositary Participant of the Bond holder.

21. MODE OF TRANSFER OF BONDS

To avail the benefit under Section 54EC of the Income Tax Act, 1961, the investment made in the Bonds needs to be held for a period of at least 5 years from the Deemed Date of Allotment. The Bonds are for tenure of 5 years and are **NON TRANSFERABLE, NON NEGOTIBLE** and cannot be offered as a security for any loan or advance. However, Transmission of the Bonds to the legal heirs in case of death of the Bond holder/Beneficiary to the Bonds is allowed.

22. REGISTERED BONDHOLDER

Bond holder whose name appears in the register of Bond holders maintained by the Company or its Registrar (in case of investors opting for physical certificates) and beneficial owners on the record date (in case of investors opting for demat option).

23. PAYMENT OF INTEREST

a) The interest will be payable annually on October15 each year on actual/actual basis.

b) The interest payment on the Bonds shall be made to the registered Bond holders.

c) First Interest from the date of credit to IRFC account in respect of the allotments made up to October 14, 2020 will be made on October 15, 2020. First Interest on subsequent allotment would be made on 15 October every year.

d) The interest payment for the first and last year or part thereof beginning from the date of credit and ending with the date of redemption, respectively, shall be proportionate (on actual/actual basis) and all interest on Bonds will cease on the date of redemption.

e) IRFC will not be liable to pay any interest after the redemption / maturity date of the bonds.

24. PAYMENT ON REDEMPTION

IRFC's liability to Bond holder(s) towards all their rights including payment of face value shall cease and stand extinguished upon redemption of the Bonds in all events. Further, IRFC will not be liable to pay any interest, income or compensation of any kind after the date of such Redemption of the Bond(s).

The Bonds will be automatically redeemed by IRFC on maturity i. e. on the expiry of 5 years from the deemed date of allotment, Physical bond certificate need not to be surrendered for redemption. The redemption proceeds would be paid to the Registered Bond holders.

In case of transmission applications pending on the Record Date, the redemption proceeds will be issued to the legal heirs after the confirmation of the adequacy and correctness of the documentation submitted with such application till such time, the redemption proceeds will be kept in abeyance.

IRFC will not be responsible for any payment made to a deceased bond holder, in case the information about the death of the bondholder is not provided to IRFC at least 15 days prior to maturity payment date.

25. DEDUCTION OF TAX AT SOURCE

Tax will be deducted at source as per applicable law. However, IRFCis seeking exemption u/s193(iib) of Income Tax Act, 1961 from deduction of tax at source on the interest payable to resident.

Bond holders desirous of claiming exemption from deduction of income tax at source on the interest payable on Bonds should submit tax exemption certificate/ document, under Income Tax Act, 1961, if any, at least 15 days before the payment of interest becoming due with the Registrars KFin Technologies Pvt. Ltd or to such other person(s) at such other address(es) as the Company may specify from time to time through suitable communication. Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultant(s).

26. MODE OF PAYMENTS

Interest/redemption payment will be made by ECS/NECS/RTGS/NEFT/At Par Cheque/Demand Drafts at all locations to the Bond holders by the bank. Efforts will be made to cover all cities where collection centers are appointed. In case the ECS/NECS facility is not available; IRFC reserves the right to adopt any other suitable mode of payment. Cheque clearing charges, if any, will have to be borne by the Bond holders.

27. EFFECT OF HOLIDAYS ON PAYMENTS

If any Coupon Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day along with interest for such additional period. Further, interest for such additional period so paid, shall be deducted out of the interest payable on the next Coupon Payment Date.

If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately succeeding Business Day If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately succeeding Business Day without any interest for period overdue.

In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.

28. **LISTING**

The Bonds are not proposed to be listed on any stock exchange.

29. LETTER(S) OF ALLOTMENT/ BOND CERTIFICATE(S)/ REFUND ORDER(S)/ ISSUE OF LETTER(S) OF ALLOTMENT

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Bond Certificate.

30. ISSUE OF BOND CERTIFICATE(S)

Subject to the completion of all statutory formalities within timeframe prescribed in the relevant regulations/act/rules etc, the initial credit akin to a Letter of Allotment in the Beneficiary Account of the investor would be replaced with the number of Bonds allotted in physical form.

31. DEPOSITORY ARRANGEMENTS

The Company has appointed KFin Technologies Private Limited (KFPL)Formerly known as KCPL Unit – IRFC BONDS, Karvy Selenium Tower B, Plot No. 31 -32,Gachibowli , Financial District , Nanak Ramguda, Hyderabad – 500 032 (Andhra Pradesh) Tel No. (040) 67161667, 040-67161598 Fax No. 91-40-23420814, Email: mailmanager@kfintech.com as Registrars & Transfer Agent for the present bond issue. The Company has made necessary depository arrangements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for issue and holding of Bonds in dematerialized form. In this context the Company has signed two tripartite agreements as under:

- Tripartite Agreement dated January 23, 2001 among IRFC, National Securities Depository Limited (NSDL) and the Registrar.
- Tripartite Agreement dated 8th May, 2003 among IRFC, Central Depository Services Limited (CDSL) and the Registrar

32. PROCEDURE FOR APPLYING FOR DEMAT FACILITY

a. Applicant(s) should have/ open a Beneficiary Account with any Depository Participant of NSDL or CDSL.

b. The applicant(s) must specify their beneficiary account number and depository participants ID in the relevant columns of the Application Form.

c. If incomplete/incorrect beneficiary account details are given in the Application Form which does not match with the details in the depository system, the allotment of Bonds shall be held in abeyance till such time satisfactory/demat account details are provided by the applicant.

d. The Bonds shall be directly credited to the Beneficiary Account as given in the Application Form and after due verification, allotment advice/refund order, if any, would be sent directly to the applicant by the Registrars to the Issue but the confirmation of the credit of the Bonds to the applicant's Depository Account will be provided to the applicant by the Depository Participant of the applicant.

e. Interest or other benefits with respect to the Bonds would be paid to those Bond holders whose names appear on the list of beneficial owners given by the depositories to the Issuer as on the Record Date. In case, the beneficial owner is not identified by the depository on the Record Date due to any reason whatsoever, the Issuer shall keep in abeyance the payment of interest or other benefits, till such time the beneficial owner is identified by the depository and intimated to the Issuer. On receiving such

intimation, the Issuer shall pay the interest or other benefits to the beneficiaries identified, within a period of 15 days from the date of receiving such intimation.

f. Applicants may please note that the Bonds shall be allotted and traded on the stock exchange(s) only in dematerialized form.

33. FICTITIOUS APPLICATIONS

Attention of applicants is specifically drawn to the provisions of sub section (1) of section 38 of the Companies Act, which is reproduced below:

"Any person who-

(a) makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a Company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name".

shall be liable for action under Section 447."

34. MARKET LOT

The Bonds are non-transferable, non-marketable, non-negotiable, non-tradable in nature.

35. TRADING OF BONDS

THE BONDS ARE NON-TRANSFERABLE, NON-MARKETABLE, NON-NEGOTIABLE, NON-TRADABLE IN NATURE.

36. MODE OF TRANSFER OF BONDS

The Bonds are non transferable and cannot be transferred

37. LIMITATION OF LIABILITY

Liability of Company shall be limited only to the principal and interest on the Bond, in terms of this Information Memorandum. IRFC shall not be liable for any cost, loss, damage, injury or claim due to the terms of this Bond or any matters incidental thereto including change or amendment in any Law or Regulation, proceedings in court or due to rejection of the Application.

Liability of IRFC in respect of allotment of bonds shall be limited only upto the amount clearly credited to IRFC Capital Gain Bonds collection account with nodal branch of its authorized collecting bank on or before respective last date of the month for which allotment is sought by the applicant(s).

Applicants shall particularly note that IRFC shall not be liable for any default/mistake/error in relation to credit of monies to IRFC account by bank of the Applicant or collecting bank. Investors are advised to please keep themselves updated regarding the credit/debit status from their banks to avoid any future issues.

38. REFUND / WITHDRAWAL OF APPLICATION MONEY

The amount once credited in IRFC's Collection account will not be refunded. However, in case of rejection of the Application on account of technical grounds, refund without interest will be made. IRFC may accept the amount and allot the bonds under this series of bonds even if the Investor has applied through old 54EC application form of IRFC. Application for minimum Rs.20,000/- (in multiples of Rs 10,000/- thereafter) will be accepted, any amount received in fraction will be refunded to the investor without interest.

39. CHANGE OF BANK DETAILS

For servicing of interest/ redemption payments, in case of bonds allotted in physical mode the bank account details of the investor will be captured from their application forms and in case of Demat mode the bank details as per the DP of the investor will be considered. Bond holder(s) to whom bonds have been allotted in physical mode may change their bank account details with Registrar by surrendering the original Bond Certificate together with other required document likes cancelled cheque, bank certificate etc.

40. RIGHT OF BONDHOLDER(S)

Bond holder is not a shareholder. The Bond holders will not be entitled to any other rights and privileges of shareholders other than those available to them under statutory requirements. The Bond(s) shall not confer upon the holders the right to receive notice, or to attend and vote at the General Meeting of the Company. The principal amount and interest on the Bonds will be paid to the registered Bond holders only, and in case of joint holders, to the one whose name stands first.

Besides the above, the Bonds shall be subject to the provisions of the Companies Act, 2013, the Articles of Association of IRFC, the terms of this bond issue and the other terms and conditions as may be incorporated in the Trust deed and other documents that may be executed in respect of these Bonds.

41. AMENDMENT OF THE TERMS OF THE BONDS

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bond holders, provided that nothing in such consent or resolution shall be operative against the Issuer where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Issuer.

42. BUY-BACK OF BONDS

Unless stated otherwise, the Company may buy-back the Bonds subject to the statutory compliance, if any.

43. DEBENTURE REDEMPTION RESERVE (“DRR”)

Circular no 9/2002 dated 18.04.2002 issued by Department of Company Affairs and Rule 18(7)(b)(ii) of Companies (Share Capital & Debenture) Rules, 2014, provides that no Debenture Redemption Reserve (DRR) is required in the case of privately placed debenture for NBFC's registered with the RBI under Section 45-IA of the RBI (Amendment) Act, 1997. Accordingly, IRFC being registered as NBFC with RBI is not required to create DRR in respect of Private Placement of debentures.

44. NOTICES

The notices to the Bond holder(s) required to be given by IRFC or by Registrar shall be deemed to have been given if sent by courier / ordinary post to the original sole / first holder of the Bonds or if an advertisement is given in a leading newspaper.

All notices to be given by the Bond holder(s) shall be sent by registered post or by hand delivery to Registrar or to such persons at such address as may be notified by IRFC in Information Memorandum.

45. MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTIONS

Copies of the contracts and documents, referred to below, may be inspected at the Head Office of IRFC between 10.00 a.m. and 12.00 noon on any working day (Monday to Friday) until the date of closing of the issue.

a) Memorandum and Articles of Association of IRFC.
b) Board Resolution dated August 8, 2018 and Shareholders Resolutions datedSeptember 27, 2018 authorizing issue of Bonds offered under terms of this Private Placement Offer Letter.
c) Credit Ratings

d) Copies of the audited Balance Sheets and Profit & Loss Accounts for five years ended March 31 , 2014, 2015, 2016, 2017,2018.
e) Copy of Tripartite Agreement between IRFC, NSDL & RTA.
f) Copy of Tripartite Agreement between IRFC, CDSL & RTA.

46. FUTURE BORROWINGS

IRFC will be entitled to borrow / raise loans or avail financial assistance in whatever form (both in rupees and in foreign currency) as also issue debentures / Bonds / other securities (secured and unsecured) in any manner having such ranking in priority / pari-passu or otherwise and change the capital structure including the issue of shares of any class on such terms and conditions as IRFC may think appropriate without the consent of or intimation to the Bond holders or the trustees.

47. INTEREST ON THE BONDS

The Bonds shall carry interest at the Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) from, and including, the Deemed Date of Allotment up to, but excluding the Redemption Date, payable on the "Coupon Payment Dates", on the outstanding principal amount of Bonds till Redemption Date, to the holders of Bonds (the "Holders" and each, a "Holder") as of the relevant record Date. Interest on Bonds will cease from the Redemption Date in all events.

If any Coupon Payment Date falls on a day which is not a business day ('Business Day' being a day on which commercial banks are open for business in the city of New Delhi), payment of interest will be made on next business day without liability for making payment of interest for the delayed period.

48. COMPUTATION OF INTEREST

Interest for each of the interest periods shall be computed as per Actual/ Actual day count convention on the face value amount of Bonds outstanding at the Coupon Rate rounded off to the nearest Rupee. Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis, on the face value amount of Bonds outstanding.

49. RECORD DATE

The 'Record Date' for the Bonds shall be 15 days prior to each Coupon Payment Date and Redemption Date. In case of redemption of Bonds, the trading in the Bonds shall remain suspended between the Record Date and the Redemption Date. Interest payment and principal repayment shall be made to the person whose name appears as beneficiary with the Depositories as on Record Date. In the event of the Issuer not receiving any notice of transfer at least 15 days before the respective Coupon Payment Date and at least 15 days prior to the Redemption Date, the transferees for the Bonds shall not have any claim against the Issuer in respect of interest so paid to the registered Bond holders.

50. DEDUCTION OF TAX AT SOURCE

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. Tax exemption certificate/ declaration of non-deduction of tax at source, if applicable, on interest on application money should be submitted along with the application form.

Interest payable subsequent to the Deemed Date of Allotment of Bonds will be treated as "Interest on Securities" as per Income Tax Rules. Bond holders desirous of claiming exemption from deduction of income tax at source on the interest payable on Bonds should submit tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, at the head office of IRFC Ltd., at least 45 days before the payment becoming due.

FII's will be subject to withholding tax as applicable under section 195 of the Income Tax Act, 1961.

Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultant(s).

51. PUT & CALL OPTION

Neither the bondholder(s) shall have any right to exercise Put Option nor the Issuer shall have right to exercise Call Option to redeem the Bonds, in whole or in part, prior to the Redemption Date.

52. EVENTS OF DEFAULT & REMEDIES

If the Issuer commits a default in making payment of any installment of interest or repayment of principal amount of the Bonds on the respective due date(s), the same shall constitute an "Event of Default" by the Issuer.

Besides, it would also constitute an "Event of Default" by the Issuer, if the Issuer does not perform or does not comply with one or more of its material obligations in relation to the Bonds issued in pursuance of terms and conditions stated in this Private Placement Offer Letter, Debenture Trusteeship Agreement and Debenture Trust Deed, which in opinion of the Trustees is incapable of remedy.

Upon the occurrence of any of the Events of Default, the Trustees shall on instructions from majority Bond holder(s), declare the amounts outstanding to be due and payable forthwith

53. LIST OF BENEFICIAL OWNERS

The Issuer shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.

54. SUCCESSION

TRANSMISSION/SUCCESSION

In the event of demise of the sole holder of the Bonds, the Company will recognise the executor or administrator of the deceased Bond holders, or the holder of succession certificate or other legal representative as having title to the Bonds in accordance with the applicable provisions of law, including the Companies Act, 2013 and the rules thereunder, only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or produces evidence of legal representation, as the case may be, from an appropriate court in India.

Where Bonds are held in the joint names and first holder dies, the second holder will be recognized as the Bond holder(s) and in case, second holder dies, the third holder will be recognized as the Bond holder. It will be sufficient for the Company to delete the name of the deceased Bond holder after obtaining satisfactory evidence of his death. Company will not be held liable for any payment made in the account of the holder in case the information about death of holder is not brought into the notice of the Company at least 15 days prior to the payment date.

In case of physical form, the beneficial owners of deceased Bond holder are advised to send the Bond Certificate(s) to the Registrar, along with all the required documents. IRFC and/or persons/ Registrar appointed by them for this purpose after examining and being satisfied regarding adequacy and correctness of the documentation shall register the transmission in its books. In case bonds are issued in Dematerialised form successor(s) will be, as intimated by Depositary Participant of the Bond holder.

55. FORCE MAJEURE

The Issuer reserves the right to withdraw the issue prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and regulatory environment.

56. APPLICATIONS UNDER POWER OF ATTORNEY

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Issuer or to the Registrars or to such

other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

57. APPLICATION BY MUTUAL FUNDS

In case of applications by Mutual Funds, a separate application must be made in respect of each scheme of an Indian Mutual Fund registered with SEBI and such applications will not be treated as multiple applications, provided that the application made by the Asset Management Company/ Trustees/ Custodian clearly indicate their intention as to the scheme for which the application has been made.

58. ACKNOWLEDGEMENTS

No separate receipts will be issued for the application money. However, the Bankers to the Issue IRFC receiving the duly completed Application Form will acknowledge receipt of the application by stamping and returning to the applicant the acknowledgement slip at the bottom of each Application Form.

59. RIGHT TO ACCEPT OR REJECT APPLICATIONS

The Issuer reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The rejected applicants will be intimated along with the refund warrant, if applicable, to be sent. Interest on application money will be paid from the date of realization of the cheque(s)/ demand drafts(s) till one day prior to the date of refund. The application forms that are not complete in all respects are liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

(a) Number of bonds applied for is less than the minimum application size;

(b) Applications exceeding the issue size;

(c) Bank account details not given;

(d) Details for issue of Bonds in electronic/ dematerialized form not given;

(e) PAN/GIR and IT Circle/Ward/District not given;

(f) In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc. relevant documents not submitted;

In the event, if any Bond(s) applied for is/ are not allotted in full, the excess application monies of such Bonds will be refunded, as may be permitted.

60. PAN/GIR NUMBER

All applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1971 and the Income Tax Circle/ Ward/ District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

61. SIGNATURES

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/ Notary Public under his/her official seal.

62. NOMINATION FACILITY

As per Section 72 of the Companies Act, 2013, only individuals applying as sole applicant/Joint Applicant can nominate, in the prescribed manner, a person to whom his Bonds shall vest in the event of his death. Non-individuals including holders of Power of Attorney cannot nominate.

63. RIGHT OF BONDHOLDER(S)

Bond holder is not a shareholder. The Bond holders will not be entitled to any other rights and privilege of shareholders other than those available to them under statutory requirements. The Bond(s) shall not confer

upon the holders the right to receive notice, or to attend and vote at the General Meeting of the Issuer. The principal amount and interest on the Bonds will be paid to the registered Bond holders only, and in case of Joint holders, to the one whose name stands first.

Besides the above, the Bonds shall be subject to the provisions of the Companies Act, the Articles of Association of the Issuer, the terms of this bond issue and the other terms and conditions as may be incorporated in the Debenture Trust Deed and other documents that may be executed in respect of these Bonds.

64. MODIFICATION OF RIGHTS

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bond holders, provided that nothing in such consent or resolution shall be operative against the Issuer where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Issuer.

65. FUTURE BORROWINGS

The Issuer shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds/ Debentures/ Notes/ other securities in any manner with ranking as pari-passu basis or otherwise and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the Bond holder(s) or the Trustees in this connection.

66. NOTICES

All notices required to be given by the Issuer or by the Trustees to the Bond holders shall be deemed to have been given if sent by ordinary post/ courier to the original sole/ first allottees of the Bonds and/ or if published in one All India English daily newspaper and one regional language newspaper.

All notices required to be given by the Bond holder(s), including notices referred to under "Payment of Interest" and "Payment on Redemption" shall be sent by registered post or by hand delivery to the Issuer or to such persons at such address as may be notified by the Issuer from time to time.

67. JOINT-HOLDERS

Where two or more persons are holders of any Bond(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to provisions contained in the Companies Act.

68. DISPUTES & GOVERNING LAW

The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of courts of Delhi.

69. INVESTOR RELATIONS AND GRIEVANCE REDRESSAL

Arrangements have been made to redress investor grievances expeditiously as far as possible, the Issuer endeavours to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of Bonds applied for, amount paid on application and details of collection centre where the Application was submitted, may be addressed to the Compliance Officer at registered office of the Issuer. All investors are hereby informed that the Issuer has appointed a Compliance Officer who may be contracted in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s), non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc. Contact details of the Compliance Officer are given elsewhere in this Private Placement Offer Letter.

XI. CREDIT RATING FOR THE BONDS

CRISIL Ltd. ("CRISIL") has accorded "CRISIL AAA" Stable" vide its letter Ref INRAFIC/224346/LTB/04062019/25 dated March 9, 2020, ICRA Ltd. ("ICRA") vide its letter No.

D/RAT/2019-20/I1/20 dated March 11, 2020 has also assigned a credit rating of "[ICRA] AAA" with a Stable Outlook for the entire borrowing programme of Rs.55,471.00 crore for FY 2019-20. Further, the Company has received "CARE AAA" from Credit Analysis & Research Ltd. ("CARE") which was intimated to the Company vide CARE's letter Ref. No. CARE/DRO/RL/2019-20/3621 dated March 12, 2020.

A copy of each rating letter received from the three above mentioned rating Agencies is enclosed elsewhere in this Private Placement Offer Letter.

Other than the credit ratings mentioned herein above, the Issuer has not sought any other credit rating from any other credit rating agency(ies) for the Bonds offered for subscription under the terms of this Private Placement Offer Letter.

The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have the right to suspend, withdraw the rating at any time on the basis of new information etc.

XII. TRUSTEES FOR THE BONDHOLDERS

SBICAP Trustee Company Ltd.
Apeejay House, 6th Floor, West Wing,3
3 DinshawWachha Road, Churchgate,
Mumbai - 400020
Tel. 022-43025555
Fax : 022-22040465
E-mail: corporate@sbicapstrustee.com

A copy of letter no. 0362/2019-2020/CL-2845 dated March 31, 2020 from SBI Caps Trustee Company Ltd. conveying their consent to act as Trustees for the current issue of Bonds is enclosed elsewhere in this Private Placement Offer Letter.

The Issuer hereby undertakes that a Debenture/ Bond Trust Deed ("Trust Deed") shall be executed by it in favour of the Trustees within 90 days of allotment of the bonds for securing such Bonds. The Trust Deed shall contain such clauses as may be prescribed under section 71 of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014. Further, the Trust Deed shall not contain a clause which has the effect of (i) limiting or extinguishing the obligations and liabilities of the Trustees or the Issuer in relation to any rights or interests of the holder(s) of the Bonds, (iii) indemnifying the Trustees or the Issuer for loss or damage caused by their act of negligence or commission or omission.

The Bond holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Bonds as the Trustees may in their absolute discretion deem necessary or require to be done in the interest of the holder(s) of the Bonds. Any payment made by the Issuer to the Trustees on behalf of the Bond holder(s) shall discharge the Issuer protanto the Bond holder(s). The Trustees shall protect the interest of the Bond holders in the event of default by the Issuer in regard to timely payment of interest and repayment of principal and shall take necessary action at the cost of the Issuer. No Bond holder shall be entitled to proceed directly against the Issuer unless the Trustees, having become so bound to proceed, fail to do so.

The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, the Trust Deed, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.

The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Bonds including but not limited to the right to appoint a nominee director on the Board of the Issuer in consultation with institutional holders of such Bonds. The Trustees shall ensure disclosure of all material events on an ongoing basis and shall supervise the implementation of the conditions regarding Bond/ Debenture Redemption Reserve.

XIII. STOCK EXCHANGES WHERE BONDS ARE PROPOSED TO BE LISTED

Bonds will not be listed on any stock exchange.

XIV. MATERIAL CONTRACTS &DOCUMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER

By very nature of its business, the Issuer is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Issuer. However, the contracts referred to in Para A below (not being contracts entered into in the ordinary course of the business carried on by the Issuer) which are or may be deemed to be material have been entered into by the Issuer. Copies of these contracts together with the copies of documents referred to in Para B may be inspected at the Corporate Office of the Issuer between 10.00 a.m. and 2.00 p.m. on any working day until the issue closing date.

A. MATERIAL CONTRACTS

Copy of letter appointing Trustees to the Bond holders.

B. MATERIAL DOCUMENTS

a. Board Resolution dated May 11, 2019 authorizing issue of Bonds offered under terms of this Private Placement Offer Letter.

b. Letter of consent from SBI Cap Trustee Company Limited for acting as Trustees for and on behalf of the holder(s) of the Bonds.

XV. DECLARATION

The Company undertakes that this Private Placement Offer Letter contains full disclosures in conformity with relevant provisions of Companies Act, 2013, circular no. DNBD(PD) CC No. 330 /03.10.001/2012-13 dated June 27, 2013 issued by the Reserve Bank of India on "Raising Money through Private Placement by NBFCs-Debentures etc.", circular no. DNBS(PD) CC No.349/03.10.001/2013-14 dated July 02, 2013 issued by the Reserve Bank of India on "Raising Money through Private Placement by NBFCs-Non-Convertible Debentures (NCDs) – Clarification" and *and circular no. DNBR (PD) CC No.021/03.10.001/2014-15 dated February 20, 2015 issued by the Reserve Bank of India on "Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by NBFCs"*

The Company has complied with the provisions of the Companies Act, 2013 and the rules made there under. It is to be distinctly understood that compliance with the Companies Act, 2013 and the rules does not imply that payment of interest or repayment of Bonds, is guaranteed by the Government of India.

The Company undertakes that the monies received under the Issue shall be utilized only for the purposes and 'Objects of the Issue' indicated in the Private Placement Offer letter.

The Issuer accepts no responsibility for the statement made otherwise than in the Private Placement Offer Letter or in any other material issued by or at the instance of the Issuer and that any one placing reliance on any other source of information would be doing so at his own risk.

The Issuer also confirms that this Private Placement Offer Letter does not omit disclosure of any material fact which may make the statements made therein, in light of the circumstances under which they are made, misleading. The Private Placement Offer Letter also does not contain any false or misleading statement.

The undersigned has been authorized by the Board of Directors of the Company vide resolution dated 11th May, 2019 to sign this Private Placement Offer Letter and declare that all the requirements of Companies Act,

2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this Private Placement Offer Letter and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Promoter subscribing to the Memorandum of Association and Articles of Association of the Company.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this Private Placement Offer Letter.

(A K Dubey)
Manager (Finance.)
Place: New Delhi
Date: April 1, 2020

XVI. Annexure

a) resolutions passed by the Board of Directors of the Company on May 11, 2019, and delegation provided there under;
b) special resolution dated September 26, 2019 and delegation provided thereunder.
c) Copy of rating letters from CRISIL, ICRA and CARE;
d) Copy of consent letter from SBI Caps Trustee Company Limited to act as Trustees for the Bond holders.