

**INDIAN RAILWAY FINANCE CORPORATION LTD.**

(A Government of India Enterprise) (CIN: L65910DL1986GOI026363)

Regd. Office: UG – Floor, East Tower, NBCC Place, Bhisham Pitamah Marg,

Pragati Vihar, Lodhi Road, New Delhi – 110 003

LEI No.335800F2JHSOGXQEBY56 Website :<http://www.irfc.co.in>**SUMMARY TERM SHEET****DETAILS OF THE INSTRUMENT**

Security Name	IRFC Capital Gain Tax Exemption Bonds –Series VIII
Issuer	Indian Railway Finance Corporation Limited (“IRFC” or the “Issuer” or the “Company”)
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	<ol style="list-style-type: none">1. Individuals2. Hindu Undivided Families (HUF)3. Partnership firm4. Insurance Companies5. Companies and Body Corporates6. Provident Funds, Superannuation Funds and Gratuity Funds7. Banks8. Mutual Funds9. Financial Institutions (FIs)10. Foreign Portfolio Investors (Subject to existing regulations)11. Regional Rural Banks12. NRIs/other foreign eligible investor investing out of NRO A/c on non-repatriable basis subject to applicable laws13. Co-operative Banks14. Limited liability Partnership15. Any other category subject to applicable laws <p>In each case, as eligible to subscribe to these Bonds under Section 54EC of the Income Tax Act, 1961. 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).</p>
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	100% of the amount raised through this private placement shall be used for meeting fund requirements for the purpose of carrying out functions authorized under the object clause of the Memorandum of Association of the Issuer.
Details of the utilization of the proceeds	The funds shall be utilized inter alia for meeting the funding requirement of Indian Railways, regular business activities of the issuer, refinancing of existing loans and for other general corporate purposes.
Tenor	5 years from the deemed date of allotment
Coupon Rate	5.25% p.a. *
Coupon Payment frequency	Annual
Coupon payment dates: -	Every Year on 15 October. First Interest payment for bonds whose money has been credited in to IRFC account till August 31, 2024 and are successfully allotted will be made on October 15, 2024. For Bonds in respect of which money has been credited into IRFC account after August 31, 2024 will be paid on October 15 of next year and onwards. The Bonds will automatically redeem after expiry of five years.

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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, 2024 Issue Closing Date: March 31, 2025 (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 preceding Business Day with the interest for broken period till date. 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 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’.
Risk factors pertaining to the issue	Mentioned at Chapter – VIII of the private placement memorandum cum application letter i.e. “Management perception to Risks Factors”

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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.