INDIAN RAILWAY FINANCE CORPORATION LIMITED

Our Company was incorporated as Indian Railway Finance Corporation Limited on December 12, 1986, as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana ("RoC"). Thereafter, our Company received a certificate of commencement of business from the RoC on December 23, 1986. The Ministry of Corporate Affairs, Government of India ("MCA"), through its notification dated October 8, 1993, classified our Company as a Public Financial Institution under Section 4(A) of the Companies Act, 1956 (now defined in Section 2(72) of the Companies Act, 2013). Subsequently, our Company was registered with Reserve Bank of India ("RBI") under Section 45-IA of the RBI Act, 1934 to carry on the business of a non-banking financial institution without accepting public deposits, pursuant to a certificate of registration bearing No.14.00013 dated February 16, 1998. Subsequently, vide a fresh certificate of registration bearing No.14.00013, dated March 17, 2008, RBI classified our Company as a non-deposit accepting asset finance non-banking financial company. Thereafter, our Company was re-classified as an NBFC-ND-IFC by RBI, through a fresh certificate of registration bearing No. B-14.00013, dated November 22, 2010. For further details, including details of change in registered office of our Company, see "*History and Certain Corporate Matters*" on page 127 of the prospectus dated January 22, 2021, filed by the Company with the RoC ("**Prospectus**").

Registered and Corporate Office: UG-Floor, East Tower, NBCC Place, Bisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi – 110 003; Tel: +91 (11) 2436 9766

Contact Person: Vijay Babulal Shirode, Company Secretary and Compliance Officer; **Tel:** +91 (11) 2436 8068; **E-mail:** cs@irfc.nic.in; **Website:** www.irfc.nic.in; **Corporate Identification Number:** U65910DL1986GOI026363

OUR PROMOTER: THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA ("MoR")

Our Company has filed the Prospectus with the RoC and the Equity Shares are proposed to be listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") and trading of the Equity Shares Allotted pursuant to the Issue is expected to commence on Friday, January 29, 2021.

••• BASIS OF ALLOTMENT •••

INITIAL PUBLIC OFFERING OF 1,782,069,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF INDIAN RAILWAY FINANCE CORPORATION LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 26 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 16 PER EQUITY SHARE) (THE "ISSUE PRICE") AGGREGATING TO ₹ 46,333.79 MILLION ("ISSUE") CONSISTING OF A FRESH ISSUE OF 1,188,046,000 EQUITY SHARES AGGREGATING TO ₹ 30,889.20 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF 594,023,000 EQUITY SHARES BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MoR ("SELLING SHAREHOLDER"), AGGREGATING TO ₹ 15,444.60 MILLION ("OFFER FOR SALE"). THE ISSUE INCLUDED A RESERVATION OF 192,307* EQUITY SHARES AGGREGATING TO ₹ 5.00 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET ISSUE. THE ISSUE AND THE NET ISSUE CONSTITUTED 13.64 % AND 13.63% RESPECTIVELY, OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EACH EQUITY SHARE IS ₹ 10. THE ISSUE PRICE IS 2.6 TIMES THE FACE VALUE OF THE EQUITY SHARES.

*The Eligible Employees Portion was subscribed to the extent of 0.94484 times and 181,700 Equity Shares were allotted to 18 successful Bidders (after rejections) in this category. The unsubscribed portion constituting 10,607 Equity Shares from the Employee Reservation Portion spilled over and were allotted to Bidders in the QIBs, NIB and Retail Categories in the ratio of 50:15:35. Accordingly the Allotment to Eligible Employees was for 181,700 Equity Shares amounting to Rs. 4.72 million.

QIB Category: Not more than 50% of the Net Issue **Retail Individual Investors Category: Not less than 35% of the Net Issue** **Non Institutional Category: Not less than 15% of the Net Issue** **Employee Reservation Portion: ₹ 5.00 million**	**Price Band: ₹ 25 per Equity Share to ₹ 26 per Equity Share of face value of ₹ 10 each.** **The Floor Price is 2.50 times the face value and the Cap Price is 2.60 times the face value of the Equity Shares.** **Bids could be made for a minimum of 575 Equity Shares and in multiples of 575 Equity Shares thereafter.**

Risks to Investors

I. The four merchant bankers associated with the Issue have handled 22 issues in the past three financial years, out of which 9 issues closed below the issue price on listing date. II. There are no listed peers in India engaged in Issuer's line of business. III. Average cost of acquisition of Equity Shares for the Selling Shareholder is ₹ 10 per Equity Share and the Issue Price at upper end of the Price Band is ₹ 26 per Equity Share. IV. Weighted Average Return on Net Worth for last three financial years is 11.00%.

BID/ISSUE PROGRAMME

OPENED ON MONDAY, JANUARY 18, 2021
CLOSED ON WEDNESDAY, JANUARY 20, 2021
ANCHOR INVESTOR BIDDING DATE WAS: FRIDAY, JANUARY 15, 2021

The Issue was made in terms of Rule 19(2)(b) of the Securities (Contracts) Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). In accordance with Regulation 6(1) of the SEBI ICDR Regulations, the Issue was made through the Book Building Process wherein not more than 50% of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company and the Selling Shareholder, in consultation with the BRLMs, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, 192,307 Equity Shares was reserved for allocation on a proportionate basis to Eligible Employees bidding under the Employee Reservation Portion, subject to valid bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) were mandatorily required to participate in the Issue through an Application Supported by Blocked Amount ("**ASBA**") process by providing details of the bank account which were blocked by the Self Certified Syndicate Banks ("**SCSBs**"). Anchor Investors were not permitted to participate in the Issue through the ASBA process. For details, see "*Issue Procedure*" on page 371 of the Prospectus.

The bidding for Anchor Investors opened and closed on Friday, January 15, 2021. The Company received 31 applications from 13 Anchor Investors (including 4 mutual funds through 20 Mutual Fund Schemes) for 534,563,125 Equity Shares. The Anchor Investor Issue Price was finalized at ₹ 26 per Equity Share. A total of 534,563,007 Equity Shares were allocated under the Anchor Investor Portion aggregating to ₹ 13,898,638,182.00

The Issue (excluding Anchor Investor Portion) received 2,071,957 applications for 3,918,565,200 Equity Shares (prior to technical rejections) resulting in 3.14 times subscription. The details of the applications received in the Issue from various categories are as under (before technical and after banking):

Sl No.	Category	No. of Applications	No. of Equity Shares applied	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A	Retail Individual Bidders	2,063,871	1,896,099,875	623,656,843	3.04	49,293,416,208.00
B	Non Institutional Bidders	5,641	646,107,950	267,281,504	2.42	16,798,772,200.00
C	Qualified Institutional Bidders (Excluding Anchors)	57	1,373,829,675	356,375,339	3.86	35,719,571,550.00
D	Eligible Employees	2,388	2,527,700	192,307	13.14	65,656,375.00
E	Anchor Investors	31	534,563,125	534,563,007	1.00	13,898,641,250.00
	Total	**2,071,988**	**4,453,128,325**	**1,782,069,000**	**2.50**	**115,776,057,583.00**

Final Demand

A summary of the final demand as at different Bid prices is as under:

Sl No.	BID PRICE	BIDS QUANTITY	(%) TO TOTAL	Cumulative Total	% Cumulative Total
1	25	72,118,800	1.59	72,118,800	1.59
2	26	2,627,030,675	57.93	2,699,149,475	59.52
3	CUTOFF	1,836,026,750	40.48	4,535,176,225	100.00
	TOTAL	**4,535,176,225**	**100.00**		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on January 25, 2021.

A. Allotment to Retail Individual Bidders (After Technical Rejections)

The Basis of Allotment to the Retail Individual Bidders, who have bid at the Cut-Off Price or at the Issue Price of ₹ 26 per Equity Share, was finalized in consultation with the NSE. This category has been subscribed to the extent of 2.8843 times. The total number of Equity Shares Allotted in Retail Portion is 623,660,555 Equity Shares to 1,084,627 successful Retail Individual Bidder. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
575	1,609,225	82.17	925,304,375	51.44	575	643 :1161	512,464,150
1150	171,655	8.77	197,403,250	10.97	575	499 : 901	54,664,100
1725	48,965	2.50	84,464,625	4.69	575	319 : 576	15,592,850
2300	31,158	1.59	71,663,400	3.98	575	36 : 65	9,922,200
2875	18,195	0.92	52,310,625	2.91	575	36 : 65	5,794,275
3450	12,071	0.62	41,644,950	2.31	575	36 : 65	3,843,875
4025	10,161	0.52	40,898,025	2.27	575	36 : 65	3,236,100
4600	4,253	0.22	19,563,800	1.09	575	36 : 65	1,354,700
5175	1,905	0.10	9,858,375	0.55	575	36 : 65	606,625
5750	12,282	0.63	70,621,500	3.93	575	36 : 65	3,911,150
6325	1,157	0.06	7,318,025	0.41	575	36 : 65	368,575
6900	2,813	0.14	19,409,700	1.08	575	36 : 65	895,850
7475	34,560	1.76	258,336,000	14.36	575	36 : 65	11,006,075
					1	6: 38677	30
TOTAL	**1,958,400**	**100.00**	**1,798,796,650**	**100.00**			**623,660,555**

Includes spillover of 3,712 Equity Shares from Employee Category.

Please Note: 1 additional Share shall be allotted to 30 Allottees from amongst 193385 Successful Applicants from the categories 1150 - 7475 (I.e.excluding successful applicants from Category 575) in the ratio of 6:38677

B. Allotment to Non-Institutional Bidders (After Technical Rejections)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Issue Price of ₹ 26 per Equity Share was finalized in consultation with the NSE. The Non-Institutional Portion has been subscribed to the extent of 2.34234 times. The total number of Equity Shares Allotted in this category is 267,283,095 Equity Shares to 5,368 successful Non-Institutional Bidder. The category-wise details of the Basis of Allotment are as under (Sample):

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
8050	1717	31.99	13,821,850	2.21	3436	1 : 1	5,899,612
					1	24 : 37	1,114
8625	340	6.33	2,932,500	0.47	3682	1 : 1	1,251,880
9200	122	2.27	1,122,400	0.18	3928	1 : 1	479,216
199525	5	0.09	997,625	0.15	85182	1 : 1	425,910
7691775	1	0.02	7,691,775	1.23	3283796	1 : 1	3,283,796
7692350	1	0.02	7,692,350	1.23	3284041	1 : 1	3,284,041
8004000	1	0.02	8,004,000	1.28	3417092	1 : 1	3,417,092
8999900	1	0.02	8,999,900	1.44	3842264	1 : 1	3,842,264
9230475	1	0.02	9,230,475	1.47	3940702	1 : 1	3,940,702
9615150	1	0.02	9,615,150	1.54	4104929	1 : 1	4,104,929
11500000	1	0.02	11,500,000	1.84	4909614	1 : 1	4,909,614
11537950	1	0.02	11,537,950	1.84	4925816	1 : 1	4,925,816
12006000	2	0.04	24,012,000	3.84	5125638	1 : 1	10,251,276
13455000	1	0.02	13,455,000	2.15	5744249	1 : 1	5,744,249
13461325	1	0.02	13,461,325	2.15	5746949	1 : 1	5,746,949
15384125	1	0.02	15,384,125	2.46	6567837	1 : 1	6,567,837
17307500	1	0.02	17,307,500	2.76	7388970	1 : 1	7,388,970
19230300	1	0.02	19,230,300	3.07	8209857	1 : 1	8,209,857
23076475	1	0.02	23,076,475	3.69	9851878	1 : 1	9,851,878
TOTAL	**5368**	**100.00**	**626,068,625**	**100.00**			**267,283,095**

Includes spillover of 1,591 Equity Shares from Employee Category.

C. Allotment to QIBs (excluding Anchor Investors) (After Technical Rejections)

Allotment to QIBs, who have Bid at the Issue Price of ₹ 26 per Equity Share, has been made on a proportionate basis in consultation with the NSE. This category has been subscribed to the extent of 3.85495 times of QIB Portion. As per the SEBI ICDR Regulations, Mutual Funds were Allotted 5% of the Equity Shares of QIB Portion available i.e. 17,819,032 Equity Shares and other QIBs and unsatisfied demand of Mutual Funds were Allotted the remaining available Equity Shares i.e. 338,561,611 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is 356,380,643 Equity Shares, which were allotted to 57 successful QIB Bidders. The category-wise details of the Basis of Allotment are as under:

CATEGORY	Fis	FIIs	FPIs	IC	MFs	NBFCs	Others	Total
QIB	**37,066,525**	**119,431,191**	**74,940**	**143,152,818**	**42,295,281**	**11,816,094**	**2,543,794**	**356,380,643**

Includes spilled over of 5,304 Equity Shares from Employee Category

D. Allotment to Eligible Employees (After Technical Rejections)

The Basis of Allotment to the Eligible Employees, who have placed bid at the Cut-Off price or at the Issue Price of ₹ 26 was finalized in consultation with NSE. The Eligible Employees Portion has been subscribed to the extent of 0.94484 times. The total number of Equity Shares Allotted in this category is 181,700 Equity Shares to 18 successful Bidders. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
575	1	5.55	575	0.32	575	1 : 1	575
2875	1	5.55	2,875	1.58	2875	1 : 1	2,875
7475	5	5.55	37,375	20.57	7475	1 : 1	37,375
9200	1	5.56	9,200	5.06	9200	1 : 1	9,200
10350	1	5.56	10,350	5.70	10350	1 : 1	10,350
11500	3	16.66	34,500	18.99	11500	1 : 1	34,500
13225	2	11.11	26,450	14.56	13225	1 : 1	26,450
13800	1	5.56	13,800	7.59	13800	1 : 1	13,800
14950	1	5.56	14,950	8.23	14950	1 : 1	14,950
15525	1	5.56	15,525	8.54	15525	1 : 1	15,525
16100	1	5.56	16,100	8.86	16100	1 : 1	16,100
TOTAL	**18**	**100.00**	**181,700**	**100.00**			**181,700**

Unsubscribed portion of 10,607 Equity Shares spilled over to QIBs, NIB and Retail Categories in the ratio of 50:15:35.

E. Allotment to Anchor Investors

The Company and Selling Shareholders, in consultation with the BRLMs, have allocated 534,563,007 Equity Shares to 13 Anchor Investors (through 31Applications) at the Anchor Investor Issue Price of ₹ 26 per Equity Share in accordance with the SEBI ICDR Regulations. This represents 60% of the QIB Portion.

Category	Pension Funds	MF	FPI	IC	Total
Equity Shares	207,648,57	326,134,825	172,283,800	15,379,525	534,563,007

The Board of Directors of our Company on Wednesday, January 27, 2021 has Allotted Equity Shares to Allottees based on the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being NSE. The Allotment Advice-cum- refund intimation are being dispatched to the address of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Issue Account have been issued on Monday, January 25,2021. In case the same is not received within ten days, investors may contact the Registrar to the Issue at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on Wednesday, January 27, 2021 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the listing application with NSE and BSE on Thursday, January 28, 2021. The Company has received listing and trading approval from NSE and BSE and the trading will commence on Friday, January 29, 2021.

All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus.

INVESTORS PLEASE NOTE

These details of the Allotment made have been hosted on the website of Registrar to the Issue, KFin Technologies Private Limited at www.kfintech.com

All future correspondence in this regard may kindly be addressed to the Registrar to the Issue quoting full name of the first/ sole Bidder, Bid-cum-Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid-cum-Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid-cum-Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below:

KFINTECH

KFin Technologies Private Limited
(formerly known as "Karvy Fintech Private Limited")
Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad 500 032, Telangana, India
Telephone: +91 40 6716 2222 Email: einward.ris@kfintech.com; Investor grievance email: irfc.ipo@kfintech.com
Contact Person: M. Murali Krishna; Website: www.kfintech.com
SEBI Registration No: INR000000221

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF INDIAN RAILWAY FINANCE CORPORATION LIMITED

For **Indian Railway Finance Corporation Limited**
On behalf of Board of Directors
Sd/-
Company Secretary and Compliance Officer

Date: January 28, 2021
Place: New Delhi

Indian Railway Finance Corporation Limited has filed the Prospectus with the RoC and it is available on the websites of SEBI, BSE and NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and on the websites of the BRLMs i.e. DAM Capital Advisors Limited (Formerly known as IDFC Securities Limited), HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited and SBI Capital Markets Limited at www.damcapital.in, https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback, www.icicisecurities.com and www.sbicaps.com, respectively.