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Commercial Vehicle Finance
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SEC/FILING/BSE-NSE/16-17/68A-B

October 21, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub. : Half Yearly Communication to Exchanges w. r. t. Our Public Issue of Non-Convertible Debenture May 2010 (NCDs II) of Rs.500 Crs.

As per Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following informations.

1. **Credit Rating: -**
'CARE AA+' (Double A Plus) and 'CRISIL AA+/Stable' for Secured NCDs and CARE AA+ (Double A Plus) and 'CRISIL AA+/Stable' for Unsecured NCDs by CARE and CRISIL vide letters dated January 12, 2016 and August 2016 respectively. There was no change in the Credit Rating of NCDs during the period April 01, 2016 to September 30, 2016. (Please refer Annexure – I and II).

2. **Asset Cover available: -**
As per the proviso to Clause 52(4), the requirement for disclosing Asset cover ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

3. **Debt Equity Ratio:-**
The Debt Equity Ratio will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

4. **Previous due date -**
   I. For the payment of dividend / repayment of principal of Non-Convertible Preference Shares and whether the same has been paid or not: - Not Applicable.

   II. For the payment of interest / principal and whether the same has been paid or not: The Company on October 01, 2016 had made Semiannual interest payment of NCDs under Option II from April 01, 2016 till September 30, 2016 to the holders of NCDs on Record Date being September 14, 2016. The summary of such interest payment of NCDs are as under:

Description of NCDs	NSE Scrip Code	BSE Scrip Code	ISIN	Amount ₹
Secured NCDs (Option II) (Others)	NB	934798	INE721A07AM5	1326880.00
Secured NCDs (Option II) (Unreserved Individuals)	NA	934797	INE721A07AN3	2250343.00
Secured NCDs (Option II) (Reserved Individuals)*	N9	934796	INE721A07A01	19224613.00
Total				22801836.00

Note: (*) - Senior Citizens (First Allottee) in the Reserved Individual portion were entitled to an additional interest at the rate of 0.25 % p.a.

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5. **Next due date for payment of interest / principal along with amount of interest:**

I. On Non-Convertible Preference Shares: - Not Applicable.

II. On Non-Convertible Debentures: As per provisions of the Prospectus for Public Issue of Non-Convertible Debentures (NCDs) dated May 06, 2010, the following Redemptions are due -

Security Description NCDs	ISIN	NSE Scrip Code	BSE Scrip Code	Redemption Date
Option IV- Unsecured double bond NCD - Reserved Individuals)	INE721A08984	NF	934802	December 01, 2016
Option IV- Unsecured double bond NCD - Unreserved Individuals)	INE721A08976	NG	934803	March 01, 2017

As per provisions of the Prospectus for Public Issue of Non-Convertible Debentures (NCDs) dated May 06, 2010, the following Semi/Annual interest payments are due on April 01, 2017.

Security Description NCDs	ISIN	NSE Scrip Code	BSE Scrip Code
Secured NCDs Option II reserved Individuals*	INE721A07AO1	N9	934796
Secured NCDs Option II unreserved Individuals	INE721A07AN3	NA	934797
Secured NCDs Option II others	INE721A07AM5	NB	934798
Unsecured NCDs Option V reserved Individuals	INE721A08AC4	NI	934805
Unsecured NCDs Option V unreserved Individuals	INE721A08AB6	NJ	934806
Unsecured NCDs Option V others	INE721A08AA8	NK	934807

6. **Debt service coverage Ratio :-**
As per the proviso to Clause 52(4), the requirement for disclosing debt service coverage is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India

7. **Interest service coverage Ratio:-**
As per the proviso to Clause 52(4), the requirement for disclosing Interest service coverage Ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

8. **Outstanding redeemable Non-Convertible Debentures:** Please refer annexure III.

9. **Debenture Redemption Reserve :-**
The Debenture Redemption Reserve will be created as per requirement of Rule 18(7) of Companies (Share and Debentures) Rules, 2014.

10. **Net worth:-**
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

11. **Net Profit After Tax:-**
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

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12. **Earnings Per Share:-**
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

As per Regulation 56 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised:- **Already provided copy enclosed.**

   Provided that in the case of debentures or preference shares issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved. – **Not Applicable**

2. A copy of all notices, resolutions and circulars relating to-
   (i) new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities:- **There were no new issue of non-convertible debentures.**

   (ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings:- **There were no meeting of holders of non-convertible debentures.**

3. Intimations regarding :
   (i) **Any revision in the rating:**-There were no change in the rating for the half year ended September 30, 2016.

   (ii) **any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities**:- There was no default in timely payment of interest or redemption of the non- convertible debt securities for the half year ended September 30, 2016.

   (iii) **failure to create charge on the assets**:- There was no failure to create charge on the assets.

4. A half-yearly certificate regarding maintenance of hundred percent, asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results:- As per the proviso to Clause 56(1)(d), the requirement of a half-yearly certificate is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

As per Regulation 58 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. Hard copies of full annual reports to those holders of non-convertible debt securities who request for the same:- **There were no requests for hard copies of Annual report for the FY 2015-16 by holders of non-convertible debentures.**

2. Half yearly communication as specified in sub–regulation (4) and (5) of regulation 52 to holders of non-convertible debt securities:- **Please refer annexure-IV**

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3. Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions of appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting:- **Not Applicable.**
4. Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution:- **Not Applicable.**

5. Name of Stock Exchanges on which debentures are listed :-
   i) **BSE Limited and**
   ii) **National Stock Exchange of India Limited**

6. Listing Agreement:- **The copy of listing agreement has already been submitted.**

7. Benpos of Non-Convertible Debentures for the quarter ended September 30, 2016 – **Please refer Annexure - III.**

Thanking you,
Yours faithfully,
For SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

Vivek Achwal
Company Secretary
Encl : a/a.

CC/-
IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor,
17, R Kamani Marg, Ballard Estate,
Mumbai - 400 001 .

For IDBI TRUSTEESHIP SERVICES LTD.

AUTHORISED SIGNATORY

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SEC/FILING/BSE-NSE/16-17/68A-B

October 21, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub. :Half Yearly Communication to Exchanges w. r. t. Our Public Issue of Non-Convertible Debenture June 2011 (NCDs III) of Rs.1000 Crs.

As per Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following informations.

1. **Credit Rating: -**
'CARE AA+' (Double A Plus) and 'CRISIL AA+/Stable' by CARE and CRISIL vide letters dated January 12, 2016 and August 2016 respectively. There was no change in the Credit Rating of NCDs during the period April 01, 2016 to September 30, 2016. (Please refer Annexure – I and II).

2. **Asset Cover available: -**
As per the proviso to Clause 52(4), the requirement for disclosing Asset cover ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

3. **Debt Equity Ratio:-**
The Debt Equity Ratio will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

4. **Previous due date -**
   I. For the payment of dividend / repayment of principal of Non-Convertible Preference Shares and whether the same has been paid or not: - Not Applicable.

   II. For the payment of interest / principal and whether the same has been paid or not: The Company on July 11, 2016 had made full redemption payment of NCDs under Option I to the holders of NCDs on Record Date being June 24, 2016. The summary of such interest payment of NCDs are as under:

Security Description Secured NCDs	ISIN	NSE Scrip Code	BSE Scrip Code	Amount ₹
Option I- Reserved Individual - 11.60% Per Annum.	INE721A07AV6	NL	934811	5393448555.00
Option I- Unreserved Individual - 11.35% Per Annum.	INE721A07AW4	NM	934812	2399189864.00
Option I- Others - 11.10% Per Annum.	INE721A07AX2	NN	934810	749002448.00
Amount				8541640867.00

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9587.
Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004. Tamil Nadu. India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

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5. **Next due date for payment of interest / principal along with amount of interest.**
   I. On Non-Convertible Preference Shares: - Not Applicable.

   II. On Non-Convertible Debentures: Not applicable as all Options of these NCDs are Fully Redeemed on July 11, 2016.

6. **Debt service coverage Ratio :-**
   As per the proviso to Clause 52(4), the requirement for disclosing debt service coverage is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India

7. **Interest service coverage Ratio:-**
   As per the proviso to Clause 52(4), the requirement for disclosing Interest service coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

8. **Outstanding redeemable Non-Convertible Debentures**: Not Applicable as all Options of this NCDs are Fully Redeemed on July 11, 2016.

9. **Debenture Redemption Reserve :-**
   The Debenture Redemption Reserve will be created as per requirement of Rule 18(7) of Companies (Share and Debentures) Rules, 2014..

10. **Net worth:-**
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

11. **Net Profit After Tax:-**
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

12. **Earnings Per Share:-**
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

As per Regulation 56 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. A copy.of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised:- **Already provided copy enclosed.**

   Provided that in the case of debentures or preference shares issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved. – **Not Applicable**

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.
Registered Office: Mookambika Complex, 5th Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499[illegible] | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

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2. A copy of all notices, resolutions and circulars relating to-

   (i) new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities:- **There were no new issue of non-convertible debentures.**

   (ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings:- **There were no meeting of holders of non-convertible debentures.**

3. Intimations regarding :
   (i) Any revision in the rating:-There was no change in the rating for the half year ended September 30, 2016.

   (ii) any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities:- There was no default in timely payment of interest or redemption of the non- convertible debt securities for the half year ended September 30, 2016.

   (iii) failure to create charge on the assets:- There was no failure to create charge on the assets.

4. A half-yearly certificate regarding maintenance of hundred percent, asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results:- As per the proviso to Clause 56(1)(d), the requirement of a half-yearly certificate is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

As per Regulation 58 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. Hard copies of full annual reports to those holders of non-convertible debt securities who request for the same:- **There were no requests for hard copies of Annual report for the FY 2015-16 by holders of non-convertible debentures.**

2. Half yearly communication as specified in sub–regulation (4) and (5) of regulation 52 to holders of non-convertible debt securities:- **Please refer annexure-III**

3. Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions of appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting:- **Not Applicable.**

4. Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution:- **Not Applicable.**

5. Name of Stock Exchanges on which debentures are listed
   i) **BSE Limited and**
   ii) **National Stock Exchange of India Limited**

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6. Listing Agreement:- **The copy of listing agreement has already been submitted.**

7. Benpos of Non-Convertible Debentures for the quarter ended September 30, 2016 – **'Not Applicable' since all NCDs are Fully Redeemed on 11th July, 2016**

Thanking you,
Yours faithfully,
For SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

Vivek Achwal
Company Secretary
Encl : a/a.

CC/-
IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor,
17, R Kamani Marg, Ballard Estate,
Mumbai - 400 001 .

For IDBI TRUSTEESHIP SERVICES LTD.

AUTHORISED SIGNATORY

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October 21, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
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Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub. : Half Yearly Communication to Exchanges w. r. t. Our Public Issue of Non-Convertible Debenture June 2012 (NCDs IV) of Rs.600 Crs.

As per Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following informations.

1. **Credit Rating: -**
'CARE AA+' (Double A Plus) and 'CRISIL AA+/Stable' by CARE and CRISIL vide letters dated January 12, 2016 and August 2016 respectively. There was no change in the Credit Rating of NCDs during the period April 01, 2016 to September 30, 2016. (Please refer Annexure – I and II).

2. **Asset Cover available: -**
As per the proviso to Clause 52(4), the requirement for disclosing Asset cover ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

3. **Debt Equity Ratio:-**
The Debt Equity Ratio will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

4. **Previous due date -**
   I. For the payment of dividend / repayment of principal of Non-Convertible Preference Shares and whether the same has been paid or not: - Not Applicable.

   II. For the payment of interest / principal and whether the same has been paid or not: The Company on March 31, 2016 had made interest payment of NCDs under Series II from April 01, 2015 till March 31, 2016 to the holders of NCDs on Record Date being March 11, 2016. The summary of such interest payment of NCDs are as under:

Description of NCDs	NSE Scrip Code	BSE Scrip Code	ISIN	Amount ₹
Secured NCDs (Series II) 10.50% p.a. Annual Coupon	NS	934851	INE721A07DM9	291166511.00

5. **Next due date for payment of interest / principal along with amount of interest:**
   I. On Non-Convertible Preference Shares: - Not Applicable.

   II. On Non-Convertible Debentures: As per provisions of the Prospectus for Public Issue of Non-Convertible Debentures (NCDs) dated July 16, 2012, the next due date for payment of interest/principal for NCDs under Series II - ISIN INE721A07DM9 is on April 01, 2017.

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6. **Debt service coverage Ratio :-**
   As per the proviso to Clause 52(4), the requirement for disclosing debt service coverage is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India

7. **Interest service coverage Ratio**:-
   As per the proviso to Clause 52(4), the requirement for disclosing interest coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

8. **Outstanding redeemable Non-Convertible Debentures**: Please refer annexure III.

9. **Debenture Redemption Reserve :-**
   The Debenture Redemption Reserve will be created as per requirement of Rule 18(7) of Companies (Share and Debentures) Rules, 2014.

10. **Net worth:-**
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

11. **Net Profit After Tax:-**
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

12. **Earnings Per Share:-**
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

As per Regulation 56 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised:- **Already provided copy enclosed.**

   Provided that in the case of debentures or preference shares issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved. – **Not Applicable**

2. A copy of all notices, resolutions and circulars relating to-
   (i) new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities:- **There were no new issue of non-convertible debentures.**

   (ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings:- **There were no meeting of holders of non-convertible debentures.**

SHRIRAM TRANSPORT FINANCE CO. LTD.

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9697.
Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

SHRIRAM Transport Finance Co. Ltd.

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3. **Intimations regarding :**
   (i) Any revision in the rating:-There was no change in the rating for the half year ended September 30, 2016.

   (ii) any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities:- There was no default in timely payment of interest or redemption of the non- convertible debt securities for the half year ended September 30, 2016.

   (iii) failure to create charge on the assets:- There was no failure to create charge on the assets.

4. A half-yearly certificate regarding maintenance of hundred percent, asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results:- **As per the proviso to Clause 56(1)(d), the requirement of a half-yearly certificate is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India**.

As per Regulation 58 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. Hard copies of full annual reports to those holders of non-convertible debt securities who requested for the same:- **There were no requests for hard copies of Annual report for the FY 2015-16 by holders of non-convertible debentures.**

2. Half yearly communication as specified in sub–regulation (4) and (5) of regulation 52 to holders of non-convertible debt securities:- **Please refer annexure-IV**

3. Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions of appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting:- Not Applicable.

4. Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution:- **Not Applicable.**

5. Name of Stock Exchanges on which debentures are listed :-
   i) **BSE Limited and**
   ii) **National Stock Exchange of India Limited**

6. Listing Agreement:- **The copy of listing agreement has already been submitted.**

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.
Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

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7. Benpos of Non-Convertible Dentures for the quarter ended September 30, 2016 – Please refer Annexure - III.

Thanking you,
Yours faithfully,
For SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

Vivek Achwal
Company Secretary
Encl : a/a.

Cc/-
IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor,
17, R Kamani Marg, Ballard Estate,
Mumbai - 400 001 .

For IDBI TRUSTEESHIP SERVICES LTD.
AUTHORISED SIGNATORY

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October 21, 2016

BSE Limited
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Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub.: Half Yearly Communication to Exchanges w. r. t. Our Public Issue of Non-Convertible Debenture 2013 (NCDs V Issue) aggregating to aggregating upto Rs.37,500 lacs with an option to retain over-subscription upto Rs.37,500 lacs for issuance of additional NCDs aggregating to a total of upto Rs.75,000 lacs, prospectus dated July 05, 2013).

I. As per Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following informations:

1. Credit Rating:
'CARE AA+' (Double A Plus) by CARE and 'CRISIL AA+/Stable' by CRISIL vide letters dated January 12, 2016 and August, 2016 respectively. There was no change in the Credit Rating of NCDs during for the period April 01, 2016 to September 30, 2016. **(Please refer Annexure – I and II).**

2. Asset Cover available:
As per the proviso to Clause 52(4), the requirement for disclosing Asset cover ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

3. Debt Equity Ratio :
The Debt Equity Ratio will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

4. Previous due date -
(i) For the payment of dividend/ repayment of principal of Non-Convertible Preference Shares and whether the same has been paid or not: - **Not Applicable.**

(ii) For the payment of interest/principal and whether the same has been paid or not:-
Secured NCDs Series III, @ 9.40% p.a, Monthly- NSE Scrip NX and BSE Scrip 934888, the Company had made payment of the Monthly interest on NCDs under ISIN No viz. - INE721A07FW3 (*)to the holders of NCDs. The summary of monthly payment of interest made on NCDs is as under:

Months	Record dates	Payout dates	Interest Amount (₹) (Rounded off)
April-2016	Monday, April 11, 2016	Saturday, April 30, 2016	5143295.00
May-2016	Wednesday, May 11, 2016	Wednesday, June 01, 2016	5314475.00
June-2016	Monday, June 13, 2016	Friday, July 01, 2016	5142804.00
July-2016	Wednesday, July 13, 2016	Monday, August 01, 2016	5313580.00
August-2016	Friday, August 12, 2016	Thursday, September 01, 2016	5314322.00
September-2016	Monday, September 12, 2016	Saturday, October 01, 2016	5142888.00
		Total	**31371364.00**

Note :- (*) - NCD Holders who are Individuals were entitled for the additional incentive of 1.23% p.a. for NCDs held on any Record Date.

SHRIRAM LTD.

IDBI Trusteeship Services Ltd.

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The Debenture Redemption Reserve will be created as per requirement of Rule 18(7) of Companies (Share and Debentures) Rules, 2014.

10. Net worth:
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

11. Net Profit After Tax:
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

12. Earnings Per Share:
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

II. As per Regulation 56 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:

1. A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised : -
Already provided copy enclosed.

Provided that in the case of debentures issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.:- **Not Applicable**

2. A copy of all notices, resolutions and circulars relating to-
(i) new issue of non-convertible debt securities at the same time as they are sent to holders of non-convertible debt securities:-
There were no new issue of non-convertible debentures.

(ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings:-
There were no meeting of holders of non-convertible debentures.

3. Intimations regarding :
(i) Any revision in the rating: -
There was no change in the rating for the half year ended September 30, 2016.

(ii) any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities:-
There was no default in timely payment of interest or redemption of the non- convertible debt securities for the half year ended September 30, 2016.

(iii) failure to create charge on the assets: -
There was no failure to create charge on the assets.

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On July 30, 2016, the Company had made full redemption payment of NCDs along with interest accrued from April 01, 2016 till July 31, 2016 to the holders of NCDs as on the Record Date being July 12, 2016. The summary of full redemption of NCDs is as under:

Description of Security	ISIN	NSE Script Code	BSE Script Code	Redemption Amount(₹) (Rounded off)
Series I – 9.65% p.a. (@)	INE721A07FU7	NV	934886	2729401281.00
Series IV (@@)	INE721A07FX1	NY	934889	832040722.00
			Total :	3561442003.00

Note:
(@) NCD Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 1.25% p.a. for the amount outstanding
(@@)NCD Holders who are Individuals will be paid ₹ 1,364.33 per NCD and NCD Holders who are Non-Individuals will be paid ₹ 1, 318.67 per NCD.

5. Next due date for payment of interest / principal alongwith amount of interest :
   (i) On Non-Convertible Preference Shares: - **Not Applicable.**

   (ii) On Non-Convertible Debentures:
   As per provisions of the Prospectus for Public Issue of Non-Convertible Debentures (NCDs) dated July 05, 2013 the next monthly interest payment will be due under ISIN No. INE721A07FW3 with NSE Script - NX and BSE Scrip Code 934888. The monthly interest payments are due on first day of every month

   (iii) The next annual interest payment will be due on April 01, 2017:-

Security Description Secured NCDs	ISIN	NSE Scrip Code	BSE Scrip Code
Series II - 9.80 p.a. *	INE721A07FV5	NW	934887

   (*) NCD Holders who are Individuals shall be eligible for additional incentive of 1.35% p.a. for NCDs held on any Record Date)

   Subject to applicable tax deducted at source, if any.

6. Debt service coverage ratio:

   As per the proviso to Clause 52(4), the requirement for disclosing debt service coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

7. Interest service coverage ratio :

   As per the proviso to Clause 52(4), the requirement for disclosing interest service coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

8. Outstanding redeemable Non-Convertible Debentures:- **Please refer Annexure-III.**

9. Debenture Redemption Reserve:

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4. A half-yearly certificate regarding maintenance of hundred percent, asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results:-
As per the proviso to Clause 56(1)(d), the requirement of a half-yearly certificate is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

III. As per Regulation 58 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:-

1. Hard copies of full annual reports to those holders of non-convertible debt securities who requested for the same :-
There were no requests for hard copies of Annual Report for the Financial Year 2015-16 by holders of non-convertible debentures.

2. Half yearly communication as specified in sub–regulation (4) and (5) of regulation 52 to holders of non convertible debt securities- **Please refer Annexure-IV**

3. Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions of appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable such meeting : **Not Applicable.**

4. Proxy forms to holders of non convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution : **Not Applicable.**

5. Name of Stock Exchanges on which debentures are listed :
   i) BSE Limited and
   ii) National Stock Exchange of India Limited

6. Listing Agreement :-
The copy of listing agreement has already been submitted.

7. Benpos of Non-Convertible Debentures for the quarter ended September 30, 2016:-
Please refer Annexure III.

Thanking you,
Yours faithfully,
For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

Authorised Signatory

Encl : a/a.

For IDBI TRUSTEESHIP SERVICES LTD.

AUTHORISED SIGNATORY

CC: -
M/s. IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor
17, R. Kamani Marg, Ballard Estate
Mumbai – 400 001

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Commercial Vehicle Finance
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SEC/FILING/BSE-NSE/16-17/68A-B

October 21, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sir,

Sub: Half Yearly Communication to Exchanges w. r. t. Our Public Issue of Non-Convertible Debenture 2013 (NCDs VI) aggregating upto Rs.25,000 lacs with an option to retain over-subscription upto Rs.25,000 lacs for issuance of additional NCDs aggregating to a total of upto Rs.50,000 lacs Prospectus dated September 23, 2013 Public Issue).

I. As per Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following informations:-

1. Credit Rating:
'CARE AA+' (Double A Plus) by CARE and 'CRISIL AA+/Stable' by CRISIL vide letters dated January 12, 2016 and August, 2016 respectively. There was no change in the Credit Rating of NCDs during for the period April 01, 2016 to September 30, 2016. **(Please refer Annexure – I and II).**

2. Asset Cover available:-
As per the proviso to Clause 52(4), the requirement for disclosing Asset cover ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

3. Debt Equity Ratio:-
The Debt Equity Ratio will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

4. Previous due date for the payment of interest / principal and whether the same has been paid or not:-
   (i) For the payment of dividend/ repayment of principal of Non-Convertible Preference Shares and whether the same has been paid or not: **- Not Applicable.**
   (ii) There was no payment due for the payment of interest/principal during the half year ended September 30, 2016.

5. Next due date for payment of interest / principal: -
   (i) As per provisions of the Prospectus for Public Issue of Non-Convertible Debentures (NCDs) dated September 23, 2013, following Redemption on NCD's for following ISINs are due on Monday, October 24, 2016. Accordingly the Company has fixed Tuesday, October 04, 2016 as the Record date for full Redemption of NCDs together with accrued interest.

Public Issues	Description of NCDs	ISIN	Nature of Payments
Public Issue 2013 (NCD VI)	Series I- 10.75% p.a. (*)	INE721A07GR1	Full Redemption
Public Issue 2013 (NCD VI)	Series IV- (**)	INE721A07GU5	Full Redemption

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II. As per Regulation 56 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:-

1. A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised: - **Already provided copy enclosed.**

   Provided that in the case of debentures issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved:. – ***Not Applicable***

2. A copy of all notices, resolutions and circulars relating to:-
   (i) new issue of non-convertible debt securities at the same time as they are sent to holders of non-convertible debt securities:-
   There was no new issue of non-convertible debentures.

   (ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings:-
   There was no meeting of holders of non-convertible debentures.

3. Intimations regarding :-
   (i) Any revision in the rating :-
   There was no change in the rating for the half year ended September 30, 2016.

   (ii) any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities :-
   There was no default in timely payment of redemption of the non- convertible debt securities for the half year ended September 30, 2016.

   (iii) failure to create charge on the assets :-
   There was no failure to create charge on the assets.

4. A half-yearly certificate regarding maintenance of hundred percent, asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results :-
   As per the proviso to Clause 56(1)(d), the requirement of a half-yearly certificate is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

III. As per Regulation 58 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:-

1. Hard copies of annual reports to those holders of non-convertible debt securities who requested for the same :-
   There were no requests of Annual Report for the F.Y. 2015-16 by holders of non-convertible debentures.

2. Half yearly communication as specified in sub–regulation (4) and (5) of regulation 52 to holders of non convertible debt securities:- **Please refer Annexure-IV**

(*) NCD Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 0.50% p.a. for the amount outstanding

(**) NCD Holders who are Individuals will be paid ₹ 1,377.30 per NCD and NCD Holders who are Non-Individuals will be paid ₹ 1,358.79 per NCD.

The next annual interest payment will be due on April 01, 2017:-

Security Description Secured NCDs (#)	ISIN	NSE Scrip Code	BSE Scrip Code
Series II - 10.75% p.a. (*)	INE721A07GS9	Y2	934916
Series III -10.75% p.a. (**)	INE721A07GT7	Y3	934917

(*) NCD Holders who are Individuals shall be eligible for additional incentive of 0.75% p.a. for NCDs held on any Record Date)

(**) NCD Holders who are Individuals shall be eligible for additional incentive of 1% p.a. for NCDs held on any Record Date

Subject to applicable tax deducted at source, if any.

6. Debt service coverage ratio:-
As per the proviso to Clause 52(4), the requirement for disclosing debt service coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

7. Interest service coverage ratio:-
As per the proviso to Clause 52(4), the requirement for disclosing interest service coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

8. Outstanding Redeemable Debentures :- **Please refer Annexure-III**

9. Debenture Redemption Reserve:-
The Debenture Redemption Reserve will be created as per requirement of Rule 18(7) of Companies (Share and Debentures) Rules, 2014.

10. Net worth:-
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

11. Net Profit After Tax:-
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

12. Earnings Per Share:-
The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

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3. Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions of appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting :- **Not Applicable.**

4. Proxy form to holders of non convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution : **Not Applicable.**

5. Name of Stock Exchanges on which debentures are listed :-
   i) BSE Limited and
   ii) National Stock Exchange of India Limited

6. Listing Agreement:-
   The copy of listing agreement has already been submitted.

7. Benpos of Non-Convertible Debentures as on September 30, 2016 :- **Please refer Annexure-III.**

Thanking you,
Yours faithfully,
For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

Authorised Signatory

Encl : a/a.

CC: -
M/s. IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor,
17, R. Kamani Marg , Ballard Estate,
Mumbai – 400 001.

For IDBI TRUSTEESHIP SERVICES LTD.

AUTHORISED SIGNATORY

OK

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SEC/FILING/BSE-NSE/16-17/68A-B

October 21, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub.: Half Yearly Communication to Exchanges w. r. t. Our Public Issue of Non-Convertible Debenture 2014 (NCDs VII – Tranche-I Issue) aggregating to Rs.500 Crs. upto shelf limit of Rs.3000 Crores (Shelf Prospectus and Tranche-I Prospectus dated June 24, 2014 Public Issue).

I. As per Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following informations:

1. Credit Rating:-
'CARE AA+' (Double A Plus) by CARE, 'CRISIL AA+/Stable' by CRISIL and 'IND AA+' by India Ratings & Research Private Limited letters dated January 12, 2016, August, 2016 and September 19, 2016 respectively. There was no change in the Credit Rating of NCDs during the period April 01, 2016 to September 30, 2016. **(Please refer Annexure – I, II & III).**

2. Asset Cover available:-
As per the proviso to Clause 52(4), the requirement for disclosing Asset cover ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

3. Debt Equity Ratio:-
The Debt Equity Ratio will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

4. Previous due date -
(i) For the payment of dividend/ repayment of principal of Non-Convertible Preference Shares and whether the same has been paid or not: - **Not Applicable.**

(ii) For the payment of interest/principal and whether the same has been paid or not:-
Secured NCDs Series IV and V, @ 9.57% p.a. and 9.71% p.a. respectively, Monthly- NSE Scrip YA and YB, BSE Scrip 935134 and 935136 respectively, the Company had made payment of the Monthly interest on NCDs under ISIN No viz. - INE721A07HK4 and INE721A07HL2 (***), (&) and (&&) to the holders of NCDs. The summary of monthly payment of interest made on NCDs is as under:

Months	Record dates	Payout dates	Interest Amount (₹) (Rounded off)
April-2016	Monday, April 11, 2016	Saturday, April 30, 2016	5657919.00
May-2016	Wednesday, May 11, 2016	Wednesday, June 01, 2016	5846606.00

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June-2016	Monday, June 13, 2016	Friday, July 01, 2016	5657734.00
July-2016	Wednesday, July 13, 2016	Monday, August 01, 2016	5828487.00
August-2016	Friday, August 12, 2016	Thursday, September 01, 2016	5840194.00
September-2016	Monday, September 12, 2016	Saturday, October 01, 2016	5652365.00
Total (F)			**34483305.00**

Notes :

1. (***) - NCD Holders who are Individuals were entitled for the additional incentive of 1.14% p.a. and 1.23% p.a. respectively for NCDs held on any Record Date.
2. (&) For series IV and V, Senior citizens (only first allottee) were entitled to a coupon of 10.94% p.a. and 11.17% p.a. respectively payable monthly.
3. (&&) Senior Citizens (only First Allottees) shall be entitled to an additional yield at the rate of 0.25% per annum.

The Company had made payment of Annual Interest of NCDs on July 15, 2016, for the period July 15, 2015 to July 14, 2016. The summary of annual interest payment of NCDs are as under:

Description of NCDs	NSE Scrip Code	BSE Scrip Code	ISIN	Amount (₹.)
Series I - 9.85% p.a. (NCD Holders who are individuals on the Record date shall receive additional incentive on coupon @ 1.15% p.a. for the amount outstanding (*)	Y7	935128	INE721A07HH0	1291820006.00
Series II - 10.00% p.a. (NCD Holders who are individuals on the Record date shall receive additional incentive on coupon @ 1.25% p.a. for the amount outstanding (*)	Y8	935130	INE721A07HI8	415013608.00
Series III - 10.15% p.a. (NCD Holders who are individuals on the Record date shall receive additional incentive on coupon @ 1.35% p.a. for the amount outstanding (*)	Y9	935132	INE721A07HJ6	149451087.00
			Total :-	**1856284701.00**

(*) Senior Citizens (only First Allottees) shall be entitled to an additional yield at the rate of 0.25%per annum

5. Next due date for payment of interest / principal:
   (i) On Non-Convertible Preference Shares: - **Not Applicable.**
   (ii) On Non-Convertible Debentures:

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.
Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004. Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

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Commercial Vehicle Finance
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As per provisions of the Tranche-I Prospectus for Public Issue of Non-Convertible Debentures (NCDs) dated June 24, 2014 the next monthly interest payment will be due under ISIN No.INE721A07HK4 and INE721A07HL2 with NSE Scrip code YA and YB, BSE Scrip Code 935134 and 935136 respectively. **The monthly interest payments are due on first day of every month.**

6. Debt service coverage ratio :-
   As per the proviso to Clause 52(4), the requirement for disclosing debt service coverage is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

7. Interest service coverage ratio :-
   As per the proviso to Clause 52(4), the requirement for disclosing interest service coverage ratio is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

8. Outstanding redeemable Non-Convertible Debentures :- **Please refer Annexure-IV**

9. Debenture Redemption Reserve :-
   The Debenture Redemption Reserve will be created as per requirement of Rule 18(7) of Companies (Share and Debentures) Rules, 2014.

10. Net worth:-
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

11. Net Profit After Tax :-
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

12. Earnings Per Share :-
    The detail will be provided after the Unaudited Financial Statements (Standalone) are approved in Board Meeting to be held on October 25, 2016.

II. As per Regulation 56 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information :-

1. A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised:-
   Already provided copy enclosed.

   *Provided that in the case of debentures issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved. – **Not Applicable***

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.
Registered Office: Mookambika Complex, 3rd Floor, No 4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

SHRIRAM
Commercial Vehicle Finance
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2. A copy of all notices, resolutions and circulars relating to-
   (i) new issue of non-convertible debt securities at the same time as they are sent to holders of non-convertible debt securities:-
   There were no new issue of non-convertible debentures.

   (ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings:-
   There were no meeting for holders of non-convertible debentures.

3. Intimations regarding :
   (i) Any revision in the rating:-
   There was no change in the rating for the half year ended September 30, 2016.

   (ii) any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities:-
   There was no default in timely payment of interest of the non- convertible debt securities for the half year ended September 30, 2016.

   (iii) failure to create charge on the assets:-
   There was no failure to create charge on the assets.

4. A half-yearly certificate regarding maintenance of hundred percent, asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results:-
   As per the proviso to Clause 56(1)(d), the requirement of a half-yearly certificate is not applicable to our Company being a Non-Banking Financial Company registered with the Reserve Bank of India.

III. As per Regulation 58 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to furnish the following information:-

1. Hard copies of full annual reports to those holders of non-convertible debt securities who requested for the same:-
   There were no requests for hard copies of Annual Report for the Financial Year 2015-16 by holders of non-convertible debentures.

2. Half yearly communication as specified in sub–regulation (4) and (5) of regulation 52 to holders of non convertible debt securities:- **Please refer Annexure-V**
3. Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions of appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting:- **Not Applicable.**

4. Proxy forms to holders of non convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution:- **Not Applicable.**

5. Name of Stock Exchanges on which debentures are listed :-
   i) BSE Limited and
   ii) National Stock Exchange of India Limited

SHRIRAM
Commercial Vehicle Finance
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6. Listing Agreement:- The copy of listing agreement has already been submitted.

7. Benpos of Non-Convertible Debentures for the quarter ended September 30, 2016 :- **Please refer Annexure – IV.**

Thanking you,
Yours faithfully,
For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

Authorised Signatory

Encl : a/a.

For IDBI TRUSTEESHIP SERVICES LTD.

AUTHORISED SIGNATORY

CC: -
M/s. IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor
17, R. Kamani Marg, Ballard Estate
Mumbai – 400 001

CARE Ratings
Professional Risk Opinion

20 YEARS PLUS
Analytical Excellence

Mr. Parag Sharma
Executive Director & CFO
Shriram Transport Finance Co. Ltd.
Wockhardt Towers, Level 3
West Wing, C-2, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

January 12, 2016

Confidential

Dear Sir,

Rating of various Long Term Debt Instruments

This is to confirm that CARE has rated long term debt instruments of Shriram Transport Finance Company Ltd. The outstanding rating for Non Convertible Debenture and Subordinated Debt stands at **CARE AA+ (Double A Plus)** as on December 31, 2015.

Yours faithfully

[Abhishek Gupta]
Manager

[Vishal Sanghavi]
Senior Manager

CERTIFIED TRUE COPY
For SHRIRAM TRANSPORT FINANCE CO. LTD.
V. M. Achwal
Company Secretary

CORPORATE OFFICE: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai 400 022.
Tel: +91-22-6754 3456; Fax: +91-22-6754 3457 |Email: care@careratings.com | www.careratings.com

Ratings

CRISIL
An S&P Global Company

CREDIT RATING REPORT

Shriram Transport Finance Company Limited

August 2016

Instruments & ratings	
Total bank loan facilities rated	**Rs 350.0 Billion**
Long Term Rating	**CRISIL AA+/Stable (Reaffirmed)**
Short Term Rating	**CRISIL A1+ (Reaffirmed)**
Refer to Annexure 1 for Facility-wise details	

Non-Convertible Debentures aggregating Rs 50.0 Billion	**CRISIL AA+/Stable (Assigned)**
Non-Convertible Debentures aggregating Rs 152.50 Billion	**CRISIL AA+/Stable (Reaffirmed)**
Subordinated Debt Issue (Tier II Bonds) aggregating Rs 15.0 Billion	**CRISIL AA+/Stable (Reaffirmed)**
Fixed Deposit Programme	**FAAA/Stable (Reaffirmed)**
Short Term Debt Programme aggregating Rs 20.0 Billion	**CRISIL A1+(Reaffirmed)**

Analytical contacts

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Shriram Transport Finance Company Limited

Issuer Credit Research

Ratings

Long-Term Issuer Rating	IND AA+
Short-Term Issuer Rating	IND A1+
Fixed Deposits	IND tAA+
INR30bn Long-Term Retail Non-Convertible Debenture	IND AA+
INR135bn Long-Term Non-Convertible Debenture	IND AA+
INR26.2bn Lower Tier II Subordinated Debt	IND AA+
INR120bn Long-Term Bank Loan	IND AA+
INR10bn Short-Term Bank Loan	IND A1+
INR15bn Short-Term Debt	IND A1+

Outlooks

Long-Term Issuer Rating	Stable
Long-Term Issuer Rating	Stable
Long-Term Bank Loan	Stable
Fixed Deposits	Stable
Long-Term Retail Non-Convertible Debenture	Stable
Long-Term Non-Convertible Debenture	Stable
Lower Tier II Subordinated Debt	Stable

Financial Data

Shriram Transport Finance Company Limited

Particulars	31 Mar 16	31 Mar 15
Total assets (USDm)	10,245.8	9,478.6
Total assets (INRm)	679,833.1	593,271.5
Total equity (INRm)	101,541.2	92,379.7
Net income (INRm)	11,782.0	12,378.1
ROA (%)	1.9	2.3
ROE (%)	12.1	14.1
Equity/managed assets (%)	14.0	15.8

Key Rating Drivers

Predominant Market Position: Shriram Transport Finance Company Limited's (STFC) ratings factor in its leadership position with unique positioning in the commercial vehicle financing space. The company is the largest financer of used commercial vehicles in India, a segment where there is limited competition. Its assets under management of used commercial vehicles are larger than the combined used assets loan portfolio of large NBFCs.

Portfolio Transiting Towards Less Volatile Credit Costs: The company is consolidating its portfolio towards the moderate to slightly high yield segment while withdrawing from the very high yield (largely high vintage vehicles) and consequently the high credit cost segment. This would moderate both the expected as well as the idiosyncratic loss expectation, while reducing volatility in the credit costs. The transition is being driven by on regulation side build-up of regulatory pressure such as a heightened discussion on phasing out over 15 year old vehicles, and tighter emission norms. The changing dynamics of the commercial vehicle (CV) industry with efficient higher tonnage vehicles being rolled with lower operational cost, greater availability of used vehicles of three years to five years' vintage together with an 8% spread cap on the asset eligibility for securitisation further pushing this. Having said that, the competition is fairly strong in this segment.

Demonstrated Ability to Manage Credit Costs through Cycles: STFC has developed significant experience which has enabled it to develop strong skill set in assessing and managing credit risk in the used vehicles segment. STFC's credit costs, though higher than most peer asset finance companies', have been range bound (averaging around 2.5% of loans (FY12-FY16). The spike in credit costs in FY16 (3.2% of the loan portfolio) was partly on account of provisioning for the acquired equipment finance portfolio of the subsidiary. The company's median pre-provision operating profit (PPOP) buffers i.e., PPOP to credit costs, stood at around 3x (FY16: 1.9x), on account of an increase in the provisioning cost on the acquired portfolio) The largely used vehicle portfolio also helps as while having weaker borrower profile, the segment reflects lower volatility in credit cost vis-à-vis new commercial vehicles.

Cyclical Pressure on Asset Quality Persists: The persistent economic weakness which resulted in underutilisation of capacity and suppressed prices on resale of vehicles due to discount on new vehicles exerted pressure on asset quality of the STFC. However, the company's tighter loan appraisal processes and slowdown in disbursements, seem to have helped stabilise asset quality. While the company's 90 days past due (dpd) proportion increased by 1.4x in 3QFY16 from FY13, the trend in early delinquency suggests the incremental build up on pressure on asset quality could be lower. Having said that, the headline NPLs are likely to remain elevated as the backlog, built over the last few years will take time to clear. Optically, the reported delinquency ratio would remain elevated on account of the transition to 90 days past due NPL recognition, which could add another 300bp to the reported delinquencies. There could however be some benefit on account of recoveries on its equipment finance portfolio, though the quantum is likely to be modest.

Lower Growth with Reasonable Internal Accruals to Support Capitalisation: STFC's internal accruals are reasonable (FY12-FY16: 14%) and can support its moderated loan growth projections (FY17: growth of about 15%) maintaining comfortable capitalisation (FY16: equity to total managed loans 14%). Ind-Ra expects STFC to maintain above-average capital given its above average credit costs and weak customer profile.

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For SHRIRAM ... CO. LTD.
M. Achwal
Company Secretary

Transition to Larger Retail Funding: STFC plans to increase its retail funding (including debt raised through public issuances) to about a quarter of the total funding in the medium term. The retail funding including public issuances of debt increased to 23.1% in FY16 from 19.6% in FY14. Excluding public issuances, the retail funding increased to 15.7% in FY16 from 13.3% in FY14.

Curtailed on-balance sheet liquidity: STFC has largely reduced its on balance sheet liquidity which it used to maintain in the form of unencumbered liquid assets, which provided an extra cushion for the company during liquidity tightness. This is all the more important given the large balance sheet the company has. Having said that the assets liability tenure are well matched.

Profitability to Remain Under Pressure: A higher proportion of new vehicles and transition into lower vintage vehicles will add pressure on yields. The cost of funds is likely to come under pressure on dual impact of 1) regulatory limit of 25% mutual fund exposure in NBFCs and 2) Reserve Bank of India's increased risk weights and provisioning norms for banks on banking system wide concentrated exposure. Having said that, the agency expects, the credit costs to be less volatile while change in policy on on-balance sheet liquidity reducing negative carry may offset some of the impact.

Rating Sensitivities

Positive: Though unlikely in the medium term, sharply higher stable and diversified funding with lower concentration, significantly higher credit cost buffers in the form of pre provision profit multiples of credit costs over the cycle while maintaining comfortable capitalisation and dominant franchise in the used CV financing segment can be positive for the Long-Term Issuer Rating.

Negative: Any sharp rise in credit costs from an unexpected sharp increase in slippages, weakened capitalisation, funding or liquidity and/or a significant loss of franchise could result in a negative rating action.

Applicable Criteria

Financial Institutions Rating Criteria, 1 December 2015
Non-Bank Finance Companies Criteria, 1 December 2015

SHRIRAM TRANSPORT FINANCE CO. LTD.

Profile

STFC is the flagship company of the Shriram group, which has a presence in consumer finance, life insurance, general insurance, stockbroking and financial product distribution. STFC was incorporated in 1979 and listed in 1984. The company is primarily engaged in providing finance for used and new commercial & passenger vehicles and tractors. The company also provides working capital and vehicle maintenance expenses to its customers.

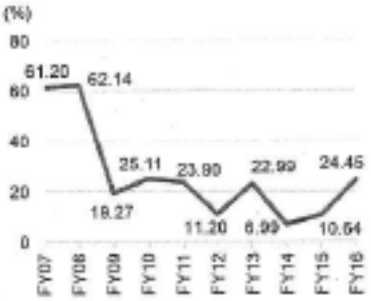
STFC's borrowers are largely from semi-urban and rural areas and the company targets the high-yielding, first-time buyers/users and small road transporters segment. Besides it's a strong network of branches (843 branches in FY16 spread across India together with 803 rural centres and tie up with 500 financiers) to access these regions.

Over the years, the company has further strengthened its used vehicle franchise and has ceded market share in the new vehicle segments. The proportion of new vehicles in the AUM declined to 10% in FY16 from 23% in FY12. To expand its business line, STFC has developed used-CV hubs –auto malls – through a wholly owned subsidiary, Shriram Automall India. This acts as a conduit between the buyers and sellers of used vehicles, refurbished CVs and repossessed vehicles. Besides providing support to STFC in selling repossessed vehicles, it also helps STFC in generating new businesses.

In March this year, the company had wound up by merging with itself its specialised focused construction finance company as the experience had been less than satisfactory. The portfolio of the merged assets was 2.3% of STFC's AUM about half of which was non-performing assets. The merged company was carrying a significant proportion of stressed assets on its portfolio which has added to the total stressed assets of STFC.

Figure 1

AUM Growth



Source: STFC, Ind-Ra, * YoY basis

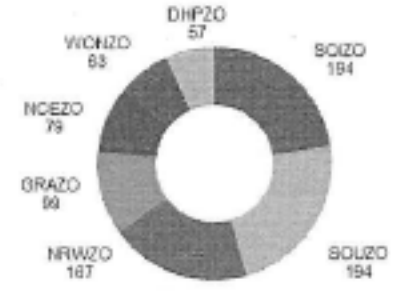
Franchise and Strategy

STFC dominates the organised used CV financing sector which is estimated to be 2.5x-3.0x larger than the new vehicle financing segment. STFC has a pan India franchise with presence spread across India. The leadership is even more pronounced in the older vintage segment (second refinancing/ five to 15 years and older segment) which requires a special skill set in assessing and recovery, and hence faces limited competition in that space.

While competition has made in-roads in the used vehicle segment, it is mostly limited to the lower vintage segment. The above-five-year vintage vehicles financing, the forte of STFC, has a limited presence of organised players. Nevertheless, with the slowdown in the growth of new vehicle sales, most of the CV financing non-banking financial companies are targeting used vehicles as one of the growth areas. While individually they are small players, together they can become material competition in the medium to long term.

Figure 2

Regional Split of Branches



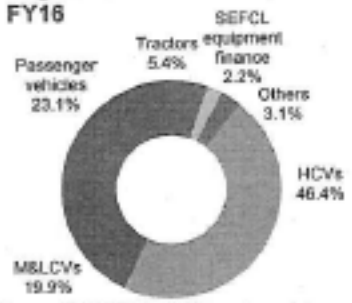
Source: STFC Q4 & FY16 investor update

Abbreviations

SOIZO	Tamil Nadu Kerala Zone
SOUZO	Andhra Pradesh Telangana Karnataka Zone
NRWZO	Maharashtra MP CG Zone
GRAZO	Gujarath and Rajasthan Zone
NCEZO	Uttar Pradesh UK BJ Zone
WONZO	WB Orissa North East Zone
DHPZO	Delhi Haryana Punjab HP JK Zone

Figure 3

Segment-wise Break-up – FY16



Source: STFC Q4 & FY16 investor update

While STFC's portfolio largely consists of older vintage vehicles, it is expanding its presence in newer vintage first refinancing vehicles (three years to five years category) lower yield category. The transition is driven by 1) the cap of 8% on spread between yield and base rate on assets eligible for securitisation 2) demand for more fuel efficient vehicles 3) higher contribution of rural markets in incremental growth where light CVs have higher demand and 4) greater availability of used vehicles of lower vintage especially in view of high growth of light commercial vehicles in the last few years. In addition, the regulatory pressures in terms of forced phasing out of higher vintage vehicles (heightened discussion on phasing out 15 year and older vehicles, 10 year and older vehicles not allowed in NCR) is also nudging the transition to lower vintage vehicles.

Further the company's portfolio is also shifting towards the heavier tonnage segment from the predominantly medium segment till a few years back with a change in the market dynamics. The positive operating cost dynamics of higher tonnage vehicles, which have been introduced more recently, is adding to the transition. The medium tonnage vehicles are becoming less economically viable with the improvement of road infrastructure and the improving hub and spoke model in the country.

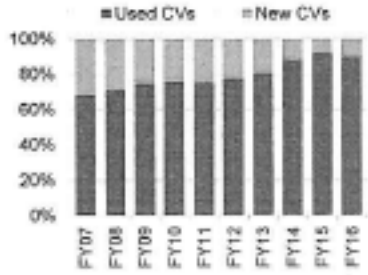
STFC's proportion of new vehicles financing has been declining as the sale of new vehicles started falling in the system and competitive pressure increased in the market, especially from captive finance companies. The proportion of new vehicles which was increasing and reached about 25% in FY12, with STFC being the market leader even in the new vehicle segment has reduced to about 10% in FY16. However, the trend has reversed in FY16 and with the revival in sales of new vehicles, the company's disbursement of new vehicles has picked up.

The company is planning to expand its presence in high-yielding used rural products to gain growth as well to offset the compression in margins. The company is penetrating deep geographies with low cost touch point models to target this segment which is almost entirely served by the unorganised segment. While this segment is likely to offer very high yields, it may also carry very high opex and credit costs if not managed well.

Credit Risk

Figure 4

AUM Break-up (New and Used CVs)



Source: STFC, Ind-Ra

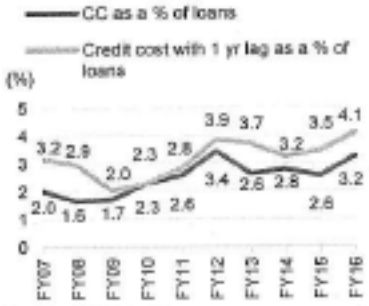
Used vehicle financing could be a challenge given that assessment of valuation of used vehicles (for calculation of the amount of financing) requires skilled judgement calls, with characteristics varying for each vehicle. A higher valuation will lower borrower's equity and could result in higher delinquencies and higher credit losses as the collateral value may be sharply lower than loan outstanding. A lower valuation may, on the other hand, result in loss of business due to insufficient financing. In addition, background checks in terms of clear title details of the asset financed, loan outstanding if any on the vehicles etc. are required.

Also, most of the borrowers in the high-vintage used vehicle segment would be the first-time borrowers and would migrate from being drivers to owners. Such customers have poor banking habits and a limited formal credit track record, limiting their access to bank credit and other organised players. Moreover, most of the borrowers would hardly have any additional assets besides the assets financed, limiting the scope for collaterals. This requires not only strong appraisal skills (for both borrower and vehicle), but also high levels of engagement with the borrower, robust collection mechanisms and the ability to quickly sell and realise the value of the repossessed vehicles.

STFC has developed a strong niche in assessing, valuing and financing high vintage used vehicles. STFC's skill set developed over the years, experienced employees, established relationship with local authorities and agencies, and wide franchise provides it a competitive edge in the business.

Figure 5

Credit Costs Movement



Source: STFC, Ind-Ra

Nevertheless, as the recovery of loans is largely a function of cash flow from the assets financed, any stress on earnings from the assets financed has a direct impact on asset quality. The ongoing macroeconomic slowdown with a sharp stagnation in industrial production and sluggish construction activities had increased the company's credit cost. Credit costs have been rising since FY08 (Figure 3), reflecting the stress in the industry.

Nevertheless, the incremental pressure on credit cost is likely to be moderate as 1) The credit appraisal standards are likely to have been tightened in the last few years in the face of rising stress 2) Recovery in the economy together with adjustment of excess capacity in the system leading to freight rate improvement, the truck operating dynamics are likely to improve 3) Higher seasoning of portfolio as disbursement growth has been lower. Having said that, the delinquencies are likely to remain elevated on account of a significantly large proportion of delinquent assets with large overdues.

Nevertheless, while the used vehicle borrowers are considered to have a weak borrower profile, the cash flow from used vehicles is less correlated with the broader economy than that of the new vehicle. The same is also reflected in the current cycle where we have seen that the increase in the stress on new vehicle financed portfolio has been higher than used vehicles.

Delinquencies and Credit Costs

STFC's gross non-performing loans (NPLs) and credit costs have come under cyclical stress and risen in the current downturn (FY16: GNPLs 6.2% , about 1.3% of this comes from portfolio taken over from Shriram Equipment and about 50bp on account of transition from 180dpd to 150dpd. The comparable figure for FY16 on 180dpd basis would be 4.2% (FY15: 3.8%) . The early delinquencies (30dpd) increased by 1.4x in 3QFY16 from FY13. The lower loan growth over last few years, resulting in more seasoned portfolio and tightened appraisal in the face of the tight environment over last couple of years together with improved resale value of vehicles helps in stabilisation in incremental stress on the portfolio. Having said that, the backlog of stressed assets is likely to keep headline delinquency high. The headline number will further rise on account of regulatory transition to 90dpd NPL recognition.

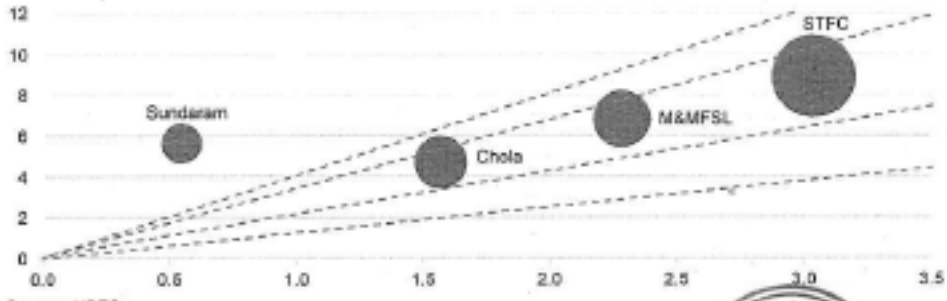
STFC's reported delinquencies (excluding equipment finance portfolio) could increase by 150bp each for each 30dpd migration (the current 90dpd standalone portfolio would be around 8%, compared with 4.8% at 150dpd). Nevertheless, the incremental impact on credit costs is planned to be offset through reducing provision coverage. Currently, as the company moved from 180dpd to 150dpd, the incremental increase in NPLs was to the extent of INR3bn, while the company reduced provision coverage from 80% to 70%, thereby more than offsetting any impact on provisioning costs.

Incremental growth in off-book assets has lagged that of on-book assets on regulatory restrictions

On the X axis is the median credit cost to loans over FY13 and FY16 and on the Y axis is the median PPoP of loans over the same period. The size of bubble represents AUM. While Sundaram has the best buffers, the rest have similar Profit & Loss defences over the last four-year period.

Figure 6

Operating Profit Buffer (Pre-Provision Operating Profit Upon Credit Costs)



Source: NBFCs

Market Risk

Market risk is low for STFC. While its investments stood at INR13.6bn (about 2.1% of total balance sheet assets) at FYE16, most of it was in short-term, highly liquid bank deposits/government securities.

Funding and Liquidity

Funding

STFC's funding, though wholesale, is fairly diversified and would compare favourably with most of its large peers. About half of its funding accrues through bank (term loans, securitisation/assignments and working capital) and is well spread across several institutional investors and banks, with no high concentration on a particular bank or institution.

The company has been targeting extensively to increase its non-institutional funding proportion that would further strengthen its funding stability. It plans to increase non-institutional funding (inclusive of public debt issuances) to about a quarter of the total funding. The pure retail funding (i.e., fixed deposits and legacy retail non-convertible debentures and sub-debts) increased to about 16% in FY16 from 13% in FY14. However as the legacy retail and NCDs as well as sub-debts phase out, increasing pure retail funding through FDs could be a challenge given the regulatory cap of 1.5x of net worth on FDs for NBFCs.

Majority of on book bank funding is medium to long term with a fixed tenure. Having said that, the tightening regulatory restrictions such as the 25% sectoral cap for mutual funds, and discussion papers on concentrated lending in the banking space, have the potential to increase the funding cost meaningfully.

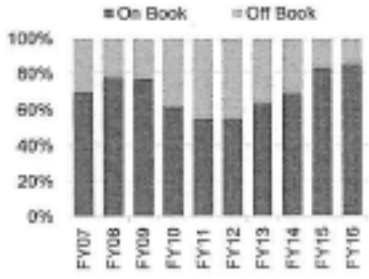
Liquidity

STFC's borrowings are largely long tenure with limited reliance on short-term borrowings. The company has well-matched asset and liability tenors, mitigating refinancing risk. Additionally, the company maintains about two-three months of liabilities, maturing in cash and cash equivalent liquid securities, over and above the sanctioned line of credit which can help the company tide over in case of any unforeseen liquidity tightness.

Securitisation/Bilateral Assignments

Figure 7

AUM Break-up (On Book and Off Book)



Source: STFC, Ind-Ra

The proportion of securitisation/bilateral assignments of AUM has come down sharply in recent years (FY16:15%), though it continues to form a significant source of funding. STFC's almost entire portfolio is to small road transport operator (SRTO) and hence qualifies for priority sector lending and hence, has ready access to private and foreign commercial banks who generally are short of their mandated priority sector lending due to limited outreach and capability constrains.

The company's loans though mostly qualifies as priority sector, the regulatory guidelines which provides 8% cap on the spread between the base rate of the investing bank and yield on the pool to be securitised and requirement of minimum holding period for the loans in the originator books before securitisation has reduced the eligible portfolio that can be securitised. In addition, lower loan of banking sector reducing appetite for priority sector loans on account of their own low loan growth and updated guidelines allowing RIDF deposits for entire tenure top be eligible to be counted under priority sector exposure has also impacted the amount of portfolio that can be securitised.

Profitability

Though STFC's profitability reduced in FY16 on account of lower securitisation and higher credit costs, it remained strong with above-average return on managed assets as compared to peers' (return on total AUM (total assets and off balance sheet FY11-FY16: 2%). This is driven by strong income from securitisation/bilateral assignment, comfortable spreads on on-book assets (net interest margins controlled cost structure (around 2% of AUM), and range-bound credit costs.

Interest yield can remain under pressure, on account of the company expanding into lower vintage and consequently the lower yield segment, as well as due to the increasing competition. Moreover, the recent guidelines on capping mutual funds' investments could push up the cost of borrowings impacting the net interest margins.

The company's cost structure is well controlled as reflected in among the best cost to AUM ratio. Nevertheless, this could go up as the company expands in rural areas (through low cost branches) at least in the short run.

The credit costs are likely to remain high in the short term on account of a backlog of delinquent assets. The impact of 90dpd NPLs recognition is largely planned to be offset through reducing provision coverage ratio.

Capitalisation

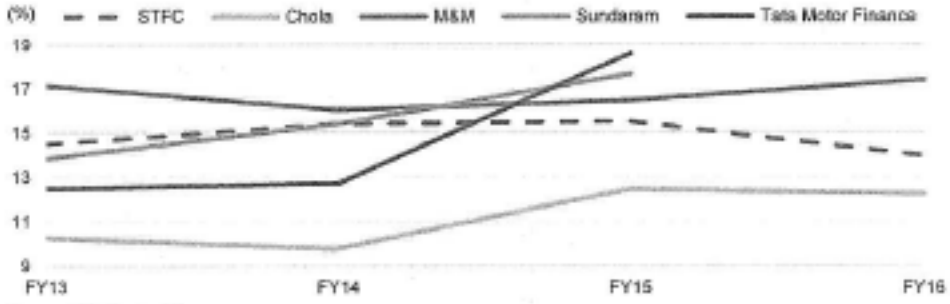
STFC has the largest equity capital among the asset finance NBFCs in India. Its capitalisation level is comfortable supported by comfortable internal accruals and moderated loan growth (equity to loans (including of balance sheet loans) at 14.5% and tier 1capital to Risk Weighted Assets ratio of 14.7%).

The moderated AUM growth projection of 15% also means that the growth capital required for the company can largely be supported by its internal accruals while incremental capital requirement could be modest. However, Ind-Ra expects STFC to maintain above-average capitalisation given its weak customer profile and monoline business to cushion any unexpected sharp rise in credit costs.

The company is well placed for transitioning into the proposed regulatory capital norms of 10% tier 1 capital. While the current regulations, which have significantly reduced bilateral assignments and replaced transactions with securitisation through pass-through certificates, would be capital dilutive, STFC is unlikely to be significantly impacted as it reports capital on an adjusted basis. Nevertheless, the capital requirement could increase should it remain aggressive in its assets growth as experienced in the last few quarters.

Figure 8

Equity to AUM



Source: NBFCs, Ind-Ra

Shriram Transport Finance Company Limited

Income Statement

	31 Mar 2015			31 Mar 2015		31 Mar 2014		31 Mar 2013	
	Year End USDm Audited - Report Not Seen	Year End INRm Report Not Seen	As % of Earning Assets	Year End INRm Unqualified	As % of Earning Assets	Year End INRm Unqualified	As % of Earning Assets	Year End INRm Unqualified	As % of Earning Assets
1. Interest Income on Loans	1,391.6	92,311.7	-	72,666.0	13.13	58,381.2	13.45	49,272.6	10.90
2. Other Interest Income	101.4	6,723.5	-	9,513.2	1.72	15,904.3	3.66	20,653.6	4.29
3. Dividend Income	0.0	0.0	-	0.3	0.00	0.3	0.00	12.9	0.00
4. Gross Interest and Dividend Income	1,493.0	99,035.3	-	82,180.6	14.85	74,285.8	17.12	69,939.7	15.24
5. Interest Expense on Customer Deposits	105.5	6,999.6	-	4,160.4	0.75	1,843.4	0.42	1,352.0	0.34
6. Other Interest Expense	657.0	43,582.7	7.77	37,527.1	6.89	34,580.5	7.97	25,167.9	6.39
7. Total Interest Expense	762.9	50,579.3	7.77	42,687.6	7.61	36,424.2	8.39	26,519.9	6.73
8. Net Interest Income	730.5	48,455.9	(7.77)	40,991.0	7.24	37,864.6	8.73	37,449.8	9.51
9. Net Gains (Losses) on Trading and Derivatives	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
10. Net Gains (Losses) on Other Securities	16.5	1,096.1	-	3,397.3	0.61	2,949.8	0.68	1,377.4	0.35
11. Net Gains (Losses) on Assets at FV through Income Statement	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
12. Net Insurance Income	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
13. Net Fees and Commissions	10.6	706.1	-	(636.2)	(0.09)	(1,782.2)	(0.40)	(1,626.4)	(0.41)
14. Other Operating Income	24.4	1,615.3	15.73	77.5	0.01	91.5	0.02	111.7	0.03
15. Total Non-Interest Operating Income	51.5	3,417.5	15.73	2,554.9	0.53	1,279.2	0.29	(137.3)	(0.03)
16. Personnel Expenses	88.8	5,890.8	0.90	4,290.9	0.78	4,089.7	0.94	3,682.5	0.88
17. Other Operating Expenses	114.3	7,582.5	1.16	7,682.1	1.39	6,460.7	1.49	4,788.7	1.21
18. Total Non-Interest Expenses	203.1	13,473.3	2.07	11,973.0	2.17	10,570.4	2.44	8,656.5	2.09
19. Equity-accounted Profit/ Loss - Operating	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
20. Pre-Impairment Operating Profit	578.9	38,400.1	5.90	31,655.9	5.81	28,573.4	6.59	28,676.0	7.26
21. Loan Impairment Charge	310.3	20,585.7	3.16	12,629.4	2.28	10,291.3	2.37	8,526.3	2.15
22. Securities and Other Credit Impairment Charges	n.a.	n.a.	-	n.a.	-	1.7	0.00	(17.9)	(0.00)
23. Operating Profit	268.6	17,814.4	2.74	18,427.5	3.38	18,280.4	4.21	20,166.6	5.12
24. Equity-accounted Profit/ Loss - Non-operating	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
25. Non-recurring Income	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
26. Non-recurring Expense	n.a.	n.a.	-	3.6	0.00	n.a.	-	4.7	0.00
27. Change in Fair Value of Own Debt	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
28. Other Non-operating Income and Expenses	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
29. Pre-tax Profit	268.6	17,814.3	2.74	18,423.9	3.38	18,280.4	4.21	20,161.9	5.12
30. Tax expense	90.9	6,032.3	0.93	6,045.8	1.09	5,638.3	1.30	6,966.7	1.86
31. Profit/Loss from Discontinued Operations	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
32. Net Income	177.6	11,782.0	1.81	12,378.1	2.34	12,642.1	2.91	13,595.2	3.45
33. Change in Value of AFS Investments	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
34. Revaluation of Fixed Assets	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
35. Currency Translation Differences	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
36. Remaining OCI Gains/(losses)	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
37. Fitch Comprehensive Income	177.6	11,782.0	1.81	12,378.1	2.34	12,642.1	2.91	13,595.2	3.45
38. Memo: Profit Allocation to Non-controlling Interests	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
39. Memo: Net Income after Allocation to Non-controlling Interests	177.6	11,782.0	1.81	12,378.1	2.34	12,642.1	2.91	13,595.2	3.45
40. Memo: Common Dividends Relating to the Period	n.a.	n.a.	-	2,288.8	0.41	1,566.2	0.37	1,566.0	0.40
41. Memo: Preferred Dividends Related to the Period	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-



Shriram Transport Finance Company Limited
Balance Sheet

	31 Mar 2016			31 Mar 2015		31 Mar 2014		31 Mar 2013	
	Year End USDm	Year End INRm	As % of Assets	Year End INRm	As % of Assets	Year End INRm	As % of Assets	Year End INRm	As % of Assets
Assets									
A. Loans									
1. Residential Mortgage Loans	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
2. Other Mortgage Loans	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
3. Other Consumer/ Retail Loans	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
4. Corporate & Commercial Loans	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
5. Other Loans	10,824.7	664,966.8	97.84	522,780.3	88.12	400,455.6	81.33	347,761.1	78.22
6. Less: Reserves for Impaired Loans	461.0	27,295.41	4.01	15,150.2	2.55	11,475.9	2.33	7,977.3	1.79
7. Net Loans	9,813.6	637,760.6	93.83	507,630.1	85.57	388,979.7	79.00	339,783.8	76.43
8. Gross Loans	10,824.7	664,966.8	97.84	522,780.3	88.12	400,455.6	81.33	347,761.1	78.22
9. Memo: Impaired Loans included above	583.5	35,702.36	-	18,941.4	3.19	14,905.8	2.95	10,253.7	2.31
10. Memo: Loans at Fair Value included above	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
B. Other Earning Assets									
1. Loans and Advances to Banks	235.2	15,600.61	2.30	12,390.7	2.09	17,733.1	3.60	18,493.9	4.16
2. Reverse Repos and Cash Collateral	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
3. Trading Securities and at FV through Income	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
4. Derivatives	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
5. Available for Sale Securities	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
6. Held to Maturity Securities	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
7. Equity Investments in Associates	30.0	1,989.8	0.29	2,986.7	0.49	2,906.5	0.59	2,954.6	0.66
8. Other Securities	174.5	11,571.9	1.70	30,345.6	5.11	34,336.4	4.94	32,714.4	7.36
9. Total Securities	204.4	13,561.7	2.00	33,252.3	5.60	27,332.9	5.53	35,669.2	8.02
10. Memo: Government Securities included Above	174.2	11,552.6	1.70	7,583.3	1.28	3,308.9	0.67	n.a.	-
11. Memo: Total Securities Pledged	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
12. Investments in Property	0.3	19.9	0.00	19.5	0.00	19.7	0.00	20.0	0.00
13. Insurance Assets	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
14. Other Earning Assets	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
15. Total Earning Assets	9,818.1	665,882.2	98.12	553,268.6	93.36	433,965.4	88.14	383,966.9	89.62
C. Non-Earning Assets									
1. Cash and Due From Banks	366.4	8,339.5	1.10	34,883.3	5.88	53,126.7	10.79	44,599.4	10.06
2. Memo: Mandatory Reserves included above	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
3. Foreclosed Real Estate	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
4. Fixed Assets	15.0	998.1	0.15	994.5	0.17	999.2	0.20	562.7	0.13
5. Goodwill	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
6. Other Intangibles	0.2	14.5	0.00	12.8	0.00	15.4	0.00	17.9	0.00
7. Current Tax Assets	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
8. Deferred Tax Assets	46.4	3,077.0	0.45	2,564.8	0.43	2,511.6	0.51	2,030.3	0.64
9. Discontinued Operations	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
10. Other Assets	9.7	625.3	0.09	1,555.5	0.26	1,744.3	0.35	2,473.0	0.56
11. Total Assets	10,345.9	679,633.8	100.00	593,271.5	100.00	492,354.5	100.00	444,978.2	100.00
Liabilities and Equity									
D. Interest-Bearing Liabilities									
1. Customer Deposits - Current	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
2. Customer Deposits - Savings	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
3. Customer Deposits - Term	4,563.3	77,068.67	11.47	53,601.8	9.03	23,042.4	4.68	13,463.9	3.03
4. Total Customer Deposits	4,563.30	77,068.67	11.47	53,601.8	9.03	23,042.4	4.68	13,463.9	3.03
5. Deposits from Banks	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
6. Repos and Cash Collateral	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
7. Commercial Paper and Short-term Borrowings	582.1	196,210.3	28.72	113,868.8	19.19	123,279.9	25.04	107,383.2	24.15
8. Total Money Market and Short-term Funding	582.1	273,188.0	40.20	167,469.6	28.22	146,322.3	29.72	120,847.1	27.16
9. Senior Unsecured Debt (original maturity > 1 year)	4,563.3	218,432.3	30.96	235,682.4	39.73	168,749.2	34.27	152,424.5	34.25
10. Subordinated Borrowing	4,563.3	35,204.56	5.18	39,693.4	6.69	44,174.6	8.97	38,752.0	8.27
11. Covered Bonds	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
12. Other Long-term Funding	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
13. Total LT Funding (original maturity > 1 year)	4,563.3	345,636.9	35.14	275,376.8	46.41	212,923.8	43.25	189,176.5	42.55
14. Derivatives	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
15. Trading Liabilities	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
16. Total Funding	5,065.4	518,816.8	75.34	442,791.8	74.63	359,246.1	72.96	310,023.6	69.73
E. Non-Interest Bearing Liabilities									
1. Fair Value Portion of Debt	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
2. Credit Impairment reserves	4,563.3	29,028.7	4.27	16,381.0	2.76	13,115.7	2.66	n.a.	-
3. Reserves for Pensions and Other	525.4	2,466.0	0.36	2,678.4	0.45	2,101.2	0.43	13,795.4	3.10
4. Current Tax Liabilities	4,563.3	2,026.50	0.30	1,060.7	0.18	643.5	0.13	618.4	0.14
5. Deferred Tax Liabilities	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
6. Other Deferred Liabilities	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
7. Discontinued Operations	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
8. Insurance Liabilities	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
9. Other Liabilities	3,144.5	25,751.0	3.79	38,049.9	6.41	34,515.9	7.01	48,223.4	10.83
10. Total Liabilities	8,715.0	578,091.0	85.06	500,691.8	84.43	439,622.4	89.30	372,539.8	83.72
F. Hybrid Capital									
1. Pref. Shares and Hybrid Capital accounted for as Debt	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
2. Pref. Shares and Hybrid Capital accounted for as Equity	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
G. Equity									
1. Common Equity	1,630.8	101,541.2	14.94	92,579.7	15.57	82,732.2	16.80	71,947.4	16.16
2. Non-controlling Interest	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
3. Securities Revaluation Reserves	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
4. Foreign Exchange Revaluation Reserves	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
5. Fixed Asset Revaluations and Other Accumulated OCI	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-
6. Total Equity	1,630.8	101,541.2	14.94	92,579.7	15.57	82,732.2	16.80	71,947.4	16.16
7. Total Liabilities and Equity	10,345.8	679,633.0	100.00	593,271.5	100.00	492,354.6	100.00	444,978.2	100.00
8. Memo: Fitch Core Capital	1,484.2	98,449.7	14.49	80,682.1	15.14	80,304.2	16.39	69,091.2	15.54
9. Memo: Fitch Eligible Capital	n.a.	n.a.	-	n.a.	-	n.a.	-	n.a.	-

Shriram Transport Finance Company Limited
Summary Analytics

	31 Mar 2016 Year End	31 Mar 2015 Year End	31 Mar 2014 Year End	31 Mar 2013 Year End
A. Interest Ratios				
1. Interest Income on Loans/ Average Gross Loans	15.54	15.79	15.23	14.46
2. Interest Expense on Customer Deposits/ Average Customer Deposits	10.64	10.86	10.08	10.60
3. Interest Income/ Average Earning Assets	16.23	16.84	17.77	18.83
4. Interest Expense/ Average Interest-bearing Liabilities	10.52	11.36	11.66	11.14
5. Net Interest Income/ Average Earning Assets	7.94	8.21	9.06	11.02
6. Net Int. Inc Less Loan Impairment Charges/ Av. Earning Assets	4.57	5.63	6.60	8.51
7. Net Interest Inc Less Preferred Stock Dividend/ Average Earning Asset	7.94	8.21	9.06	11.02
B. Other Operating Profitability Ratios				
1. Non-Interest Income/ Gross Revenues	3.34	6.87	3.27	(0.31)
2. Non-Interest Expense/ Gross Revenues	13.15	27.83	27.00	23.19
3. Non-Interest Expense/ Average Assets	2.12	2.21	2.19	2.23
4. Pre-impairment Op. Profit/ Average Equity	39.60	35.30	36.74	43.45
5. Pre-impairment Op. Profit/ Average Total Assets	6.03	5.73	5.93	7.40
6. Loans and securities impairment charges/ Pre-impairment Op. Profit	53.61	40.67	36.02	29.67
7. Operating Profit/ Average Equity	18.37	20.95	23.51	30.56
8. Operating Profit/ Average Total Assets	2.80	3.40	3.79	5.20
9. Operating Profit / Risk Weighted Assets	n.a.	n.a.	n.a.	n.a.
C. Other Profitability Ratios				
1. Net Income/ Average Total Equity	12.15	14.07	16.26	20.62
2. Net Income/ Average Total Assets	1.85	2.28	2.62	3.51
3. Taxes/ Pre-tax Profit	33.86	32.81	30.84	32.52
4. Net Income/ Risk Weighted Assets	n.a.	n.a.	n.a.	n.a.
D. Capitalization				
1. Tangible Common Equity/ Tangible Assets	14.94	15.20	16.37	15.64
2. Tier 1 Regulatory Capital Ratio	14.71	16.40	17.69	n.a.
3. Total Regulatory Capital Ratio	17.56	20.52	23.39	20.74
4. Core Tier 1 Regulatory Capital Ratio	n.a.	n.a.	n.a.	n.a.
5. Equity/ Total Assets	14.94	15.57	16.80	16.18
6. Cash Dividends Paid & Declared/ Net Income	n.a.	18.33	12.56	11.69
7. Internal Capital Generation	11.60	10.94	13.36	16.70
E. Loan Quality				
1. Growth of Total Assets	14.56	20.50	10.75	26.51
2. Growth of Gross Loans	27.20	30.55	15.15	51.65
3. Impaired Loans/ Gross Loans	5.82	3.62	3.62	2.95
4. Reserves for Impaired Loans/ Gross Loans	4.10	2.90	2.87	2.29
5. Reserves for Impaired Loans/ Impaired Loans	70.45	79.98	79.12	77.80
6. Impaired Loans less Reserves for Impaired Loans/ Equity	11.26	4.10	3.86	3.16
7. Loan Impairment Charges/ Average Gross Loans	3.47	2.74	2.68	2.85
8. Impaired Loans + Foreclosed Assets/ Gross Loans + Foreclosed Asse	5.82	3.62	3.62	2.95



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Your Transaction Number for this submission is **1104201602731 59 dated Apr 11, 2016**

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For SHRIRAM TRANSPORT FINANCE CO. LTD.

V. M. Achwal
Company Secretary

NATIONAL STOCK EXCHANGE
OF INDIA LIMITED

NIFTY 50
Stock of the nation

Date of Download 11-Apr-2016

NSE Acknowledgement

Symbol:-	SRTRANSFIN
Name of the Company: -	Shriram Transport Finance Company Limited
Submission Type:-	Announcement
Short Description:-	Others -
Date of Submission:-	11-Apr-2016 18:05:22
NEAPS App. No:-	2016/Apr/1447/1457

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.

SHRIRAM TRANSPORT FINANCE CO. LTD.

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

Ref. No. 587/ITSL/STFCL/OPR/16-17
April 29, 2016

To,

The Company Secretary
Shriram Transport Finance Co. Limited
G Block, Bandra Kurla Complex,
Mumbai – 400 051

Kind attn.: Mr. Vivek Achwal

Subject: Certificate u/r 52(5) of SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015, for Debentures Issue by Shriram Transport Finance Co. Limited, for the half year ended 31st March, 2016.

Dear Sir/Madam,

We are acting as Debenture Trustee for the Secured, Redeemable Non-Convertible Debentures issued by Shriram Transport Finance Co. Ltd. ("The Company").

In terms of the provisions of Regulation 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Regulations') we certify that we have taken note of the disclosures made by the Company in the letter enclosed hereto, under Regulation 52(4).

Thanking you.

Yours faithfully,

IDBI Trusteeship Services Limited

Authorized Signatory

Encl. As above

AXIS TRUSTEE

ATSL/CO/2016-17/453

April 29, 2016

To,
The Company Secretary
Shriram Transport Finance Company Limited
Wockhardt Towers, Level-3, West Wing, C-2,
Bandra (East), Mumbai 400051

Kind Attn.: Mr. Vivek Achwal

Sub: Letter of Debenture Trustee pursuant to Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015

Dear Sir/Madam,

We write in our capacity as the Debenture Trustee for the Non-Convertible Debentures (NCDs) issued by Shriram Transport Finance Company Limited ("Company") and listed on the BSE Limited ("**Listed Debt Securities**").

Pursuant to Regulation 52(4) read with Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company is required to submit its half yearly/annual financial results to the Stock Exchange, with a letter of the Debenture Trustee (Axis Trustee Services Limited) that the Debenture Trustee has noted the contents furnished by the Company in terms of Regulation 52(4).

In pursuance thereof we hereby confirm that we have received the said information vide your letter dated April 29, 2016 and we have noted the contents in respect of the Listed Debt Securities issued by the Company.

Further please note that we have not independently verified the contents submitted vide your above letter and the aforesaid noting is subject to the following:

1. The Debenture Trustee is relying on the information/status as submitted by the company for the purpose of submission to the Stock Exchange; without reconfirming.

2. Any commitment pertaining to the interest /principal payable on the future due dates are sole commitment on the company's part and Trustee is not liable in any manner if company fails to fulfill / does not fulfill its commitments.

Thanking You,

Yours Faithfully
For **Axis Trustee Services Limited**

Authorised Signatory

SHRIRAM TRANSPORT FINANCE CO. LTD.

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You have successfully filed the documents for Annual Report - Reg. 34 (1) Others 2015 - , which are subject to verification by the Exchange

Your Transaction Number for this submission is 28052016320047 dated Jun 28, 2016

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NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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Symbol:-	SRTRANSFIN
Name of the Company: -	Shriram Transport Finance Company Limited
Submission Type:-	Announcement
Short Description:-	Others -
Date of Submission:-	28-Jun-2016 09:57:58
NEAPS App. No:-	2016/Jun/3087/3118

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SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SEC/FILING/BSE-NSE/16-17/68A-B

June 28, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sir,

Sub: Notice of 37th Annual General Meeting.

Please find enclosed the Notice of the 37th Annual General Meeting of Shriram Transport Finance Company Limited. The Notice together with the Annual Report for the Financial Year ended March 31, 2016 are being couriered to the members of the Company.

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company shall submit the Annual Report to the Stock Exchanges within twenty one working days of it being approved and adopted in the 37th Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly acknowledge receipt of the above documents.

Thanking you,

Yours Truly,
For **Shriram Transport Finance Company Limited**

Vivek Achwal
Company Secretary

Encl.: a/a.

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004.
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.
Website: www.stfc.in / Email id: secretarial@stfc.in.

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Wednesday, July 27, 2016 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.

2. To confirm the payment of Interim Dividend of Rs. 4/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs. 6/- per Equity Share of Rs. 10/- each.

3. To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number 301003E/E300005) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration Number 100515W), jointly as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting at the remuneration of Rs. 95,00,000/- and Rs. 47,50,000/- respectively exclusive of service tax and out of pocket expenses.

SPECIAL BUSINESS

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

   "RESOLVED THAT Mr. Umesh Revankar (holding DIN 00141189), who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

   RESOLVED FURTHER THAT the resulting vacancy not be filled in at this Meeting or at any subsequent adjourned meeting thereof."

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

   "RESOLVED THAT Mr. Jasmit Singh Gujral (holding DIN 00196707), who was appointed as an Additional Director of the Company with effect from April 30, 2016 by the Board of Directors pursuant to Article 21 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") and who holds office only upto the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jasmit Singh Gujralfor the office of Director be and is hereby appointed as a Non Independent Director of the Company."

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mr. Jasmit Singh Gujral, (holding DIN 00196707) be and is hereby appointed as Managing Director & CEO of the Company with effect from April 30, 2016 for a period of three years extendable up to five years and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination Remuneration and Compensation Committee of the Board) and he may be paid a remuneration by way of salary and other perquisites in accordance with Schedule V to the Act or any statutory modification(s) or re-enactment thereof as detailed below:

A. Remuneration:

(i) Salary: Rs. 7,00,000/- per month. Annual increase will be effective from 1st April every year and the quantum will be decided by the Board of Directors on the recommendation of Nomination Remuneration and Compensation Committee.

(ii) Commission: Such percentage of commission (in addition to Salary and Perquisites hereinafter stated) calculated with reference to the net profit of the Company in accordance with Section 198 of the Act for each financial year as may be fixed by the Board which together with salary and monetary value of perquisites shall not exceed the ceiling laid down under Section 197 of the Act.

B. Perquisites:

(i) Housing - Rent free accommodation owned / leased / rented by the Company or Housing Allowance in lieu thereof as per the Rules of the Company.

(ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.

(iii) Medical Reimbursement - Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family subject to a maximum of Rs. 1,00,000/- p.a.

(iv) Leave Travel Concession - for the Managing Director & CEO and family, subject to a maximum of Rs. 2,00,000/- p.a.

(v) Personal Accident / Group Insurance - The annual premium not to exceed Rs.4000/-.

(vi) Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.

(vii) Expenditure on official entertainment would be on the Company's account.

(viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(ix) Gratuity - Not exceeding half a month's salary for each completed year of service.

(x) Encashment of leave at the end of the tenure - As per rules of the Company.

(xi) Payment/reimbursement of expenses for running and maintenance of chauffeur driven car owned by the Managing Director & CEO used for the Company's business, including remuneration of the chauffeur.

(xii) Free telephone at residence.

(xiii) Employees Stock Option - As may be decided by the Nomination Remuneration and Compensation Committee/Board of Directors from time to time according to the Employee Stock Option Scheme of the Company.

(xiv) Leave as per the Company's Rules.

(xv) Newspaper and periodicals - As per the Company's Rules.

(xvi) Other Terms - As per the Company's Rules and as may be agreed to by the Board from time to time.

(xvii) Personal long distance calls on telephone and use of car for private purpose shall be charged to the Managing Director & CEO.

Those mentioned under (viii), (ix) and (x) above will not be considered or included for the computation of ceiling on perquisites.

C. Other Applicable Terms:

(i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.

(ii) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Charter/Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act.

(iii) The Managing Director & CEO is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide extension of his tenure of appointment beyond three years up to five years and payment of remuneration, perquisites, benefits, etc. to him, as the Board may, in its absolute discretion deem fit, without requiring to secure any further consent or approval of the Members of the Company for the same and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Mr. Jasmit Singh Gujral shall be entitled to receive the aforesaid remuneration, perquisites and benefits on the same terms as set out above, subject to compliance with the applicable provisions of Section 197 of the Act read with Schedule V to the Act, if and to the extent necessary, with the approval of the Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of the Special resolution passed at the Thirty Sixth Annual General Meeting of the Company held on July 31, 2015, and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional

investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of the Special resolution passed on July 31, 2015, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the movable and/or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) to secure the debentures, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs. 93,750 crore (Rupees Ninety-Three Thousand Seven Hundred and Fifty Crore Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and the documentation in connection with securitizing of receivables and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('Debt Regulations') as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof), to make offer(s), invitation(s) to subscribe and issue Redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds, Commercial Papers or any other Debt Securities on private placement basis in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs. 25,000 crore (Rupees Twenty-Five Thousand Crore Only) within the overall borrowing limits of the Company as may be approved by the Members, to the qualified institutional buyers, foreign institutional investors, banks, financial institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the securities on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, the existing Article 36 of the Articles of Association of the Company (dealing with 'Affixture of common seal') be and is hereby deleted and the same shall be substituted with the following new Article 36:

"Article 36 - Affixture of Common Seal

The seal, shall not be affixed to any instrument except by the authority of a resolution of the Board or any Committee constituted by the Board and except in the presence of atleast one director or secretary or an officer or a Power of Attorney Holder or such other person as the Board or such Committee may appoint for the purpose (hereinafter referred to as 'Authorised Person'). The Authorised Person shall sign every such instrument to which seal of the Company is so affixed in his presence. Any instrument bearing the seal of the Company and issued by valuable consideration shall be binding on the Company notwithstanding any irregularities touching the authority to issue the same. The provisions of this article shall not apply to affixing of the Common Seal on Share Certificates."

RESOLVED FURTHER THAT the Board or such Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may be consider necessary expedient, usual or proper to give full effect to the aforesaid resolution."

By Order of the Board
For **Shriram Transport Finance Company Limited**

Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item no. 4 to 10 is annexed hereto and forms a part of the Notice.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 20, 2016 to Wednesday, July 27, 2016 (both days inclusive) for the purpose of payment of dividend.

4. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Monday August 01, 2016 as under:

   a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on Tuesday, July 19, 2016 and

   b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Tuesday, July 19, 2016.

5. Members holding shares in physical form are requested to register/ update their bank details on or before Tuesday, July 19, 2016 with the Company. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are require to register their bank details with their depository participants to enable expeditious credit of the dividend to their bank accounts electronically through NECS, NEFT, etc.

6. Members/Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.

7. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders for the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.

8. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.

9. Pursuant to the provisions of Section 205A of the Companies Act, 1956 and section 125 of the Companies Act, 2013, the dividends for the financial year 2008-09 (Final Dividend) and 2009-10 (Interim Dividend) and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far for the dividends mentioned aforesaid years are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to the IEPF.

10. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies), Rules, 2012, the information on unpaid and unclaimed amount was filed with the Ministry of Corporate Affairs and hosted on the website of the Company within the statutory time.

11. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Corporate Office of the Company at Wockhardt Towers, Level - 3, West Wing, C - 2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, at least 15 days in advance, so as to keep the information ready at the Meeting.

12. The Statutory Registers will be available for inspection by the members at the Annual General Meeting.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company

14. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act such.

15. Voting through electronic means

    I The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating remote e-voting.

The procedure and instructions for the remote e- voting are as follows:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open the PDF file attached to the email viz. "STFCL 37th AGM remote e-voting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password/PIN.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com.

(iii) Click on "Shareholder Login".

(iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.

(v) If you are logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of "remote e-voting" opens. Click on "remote e-voting": Active Voting Cycles.

(vii) Select "EVEN E-Voting Event Number" of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of Tuesday, July 26, 2016 whichever is earlier.

(viii) Now you are ready for "remote e-voting" as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The remote e-voting period commences on **Sunday, July 24, 2016 (9:00 Hours IST)** and ends on **Tuesday, July 26, 2016 (17:00 Hours IST).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 20, 2016, may cast their vote electronically as well as voting at the AGM through Polling paper. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, July 20, 2016 being cut-off date.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, July 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or anusha@integratedindia.in or secretarial@stfc.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

IX. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and the Scrutinizer shall within 48 hours from the conclusion of AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

X. The Results declared alongwith the report of the Scrutinizer shall be hosted on the Company's website www.stfc.in and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.

16. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.

17. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

18. The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at www.stfc.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE TO NOTICE

Explanatory Statements under Section 102 (1) of the Companies Act, 2013

ITEM NO. 4

In accordance with Section 152(6) of the Companies Act, 2013, Mr. Umesh Revankar (holding DIN 00141189) is liable to retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. However, in order to focus on his new assignment in Shriram Group, he does not seek re-appointment as a Director at the ensuing Annual General Meeting of the Company. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7)(a) of the Companies Act, 2013, a resolution is proposed accordingly.

The Board of Directors commend passing of the resolution set out in item no. 4 of the Notice.

Except Mr. Umesh Revankar, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NOS. 5 & 6

The Board of Directors of the Company appointed Mr. Jasmit Singh Gujral (holding DIN 00196707), as an Additional Director with effect from April 30, 2016 on the basis of the recommendation made by the Nomination Remuneration and Compensation Committee. In terms of Section 161 of the Companies Act, 2013, he holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Jasmit Singh Gujral for appointment as Director at the ensuing Annual General Meeting.

Brief Profile

Mr. Jasmit Singh Gujral holds a Commerce Degree and is a Post Graduate in Management from Aligarh Muslim University and has topped the University twice. He has done Executive Management Program from IIM Ahmedabad and Advanced Management Program from Kellogg Business School, Chicago and Indian School of Business, Hyderabad. Mr. Jasmit Singh Gujral has 30 years of experience in Financial Services, Marketing and General Business Management. He has been with Shriram Group for last 28 years, since the year 1988. Prior to becoming the Managing Director & CEO of Shriram Transport Finance Company Limited, Mr. Jasmit Singh Gujral was the Managing Director & CEO of Shriram General Insurance Company Ltd right from its inception and before that he was the CEO of Shriram Overseas Finance Company Ltd.

The Board of Directors of the Company at their meeting held on April 29, 2016, appointed him as Managing Director & CEO of the Company with effect from April 30, 2016 for a period of three years extendable upto five years on the terms of appointment as set out in the Resolution no. 6 of this notice of the meeting subject to approval of Members. The appointment and remuneration proposed to be paid to Mr. Jasmit Singh Gujral is in accordance with the Section 196 and 197 read with Schedule V of the Companies Act, 2013 and require the approval of the Members. The terms of appointment including remuneration proposed to be paid to Mr. Jasmit Singh Gujral will be available for inspection by any Member of the company without payment of fee at the Company's registered office in Chennai during normal business hours.

The Board of Directors commend passing of the resolutions set out in item nos. 5 & 6 of the Notice.

Except Mr. Jasmit Singh Gujral, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolutions.

ITEM NO. 7

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). At the Thirty Sixth Annual General Meeting held on July 31, 2015, the shareholders of the Company had passed resolution authorizing the Board of Directors to borrow upto a limit of Rs. 67,000 Crore (Rupees Sixty-Seven Thousand Crore Only) apart from temporary loans obtained /to be obtained from the bankers by way of cash credit limits and working capital demand loans in the ordinary course of business.

The moneys so borrowed by the Company and outstanding as at March 31, 2016 amounted to Rs. 49, 790.70 Crore. The Company has plans to disburse about Rs. 44,000 Crore during the current year, for financing the commercial vehicles, multi-utility vehicles, three wheelers, tractors, passing vehicles, etc.

Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 75,000 Crore (Rupees Seventy Five Thousand Crore Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board of Directors commend passing of the resolution set out in item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 8

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. As per Explanation of Section 180(1)(a) of the Companies Act, 2013, the term "Undertaking" shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Your Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/credit facilities from various financial/investment institution(s), bank(s), mutual fund(s), insurance company(ies), corporate body(ies) and other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/trustees/agents. The creation of charge on the assets of the Company may result into disposal of undertaking.

The resolution proposed at item no.8 is to seek the permission of the members for empowering the Board/Committee of Directors to mortgage and/or charge the immovable and /or movable properties of the Company to secure the loans, debentures, bonds, financial assistances /credit facilities obtained/to be obtained by the Company from the lenders aggregating upto Rs.93,750 Crore (Rupees Ninety Three Thousand Seven Hundred and Fifty Crore Only).

The Board of Directors commend passing of the resolution set out in item no. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 9

For the purpose of on-lending, to grow the asset book or for refinancing existing debt and other general purposes of the Company it is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis

Pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

The terms and conditions of the issue of debentures including face value, coupon rate, security, listing, etc. will be decided by the Board/by its duly authorized Committee as may be mutually agreed to between the Company/duly authorized Committee and subscribers of the NCDs.

The Board of Directors commend passing of the resolution set out in item no. 9 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 10

As a Non-Banking Finance Company, the Company is required to raise funds in the ordinary course of its business through various sources viz. Banks, Financial Institution or any other lenders. In this connection, the Company is required to execute loan agreement(s), deed(s) of hypothecation, demand promissory note(s), debenture trust deed(s), undertaking(s), document(s), deed(s), instrument(s), paper(s), etc. ('financing documents') and to carry out amendment(s) /alterations(s) in the financing documents as may be desired by the lenders/debenture trustees. The financing documents may be required to be executed under the common seal of the Company as per the requirement of the lenders/debenture trustees. Apart from financing documents common seal of the Company is also required to be affixed on other instrument(s), agreement(s), undertaking(s), document(s), deed(s), etc. The proposed alteration of Article 36 of the Article of Association of the Company is necessary for operational convenience.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of members by way of Special Resolution. Accordingly, this matter has been placed before the members for approval.

The existing Article of Association along with the Article of Association incorporating therein the proposed alterations are available for inspection to all the members of the Company at the Registered Office of the Company on any working day during business hours on all week days.

The Board of Directors commend passing of the resolution set out in item no. 10 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

By Order of the Board
For **Shriram Transport Finance Company Limited**

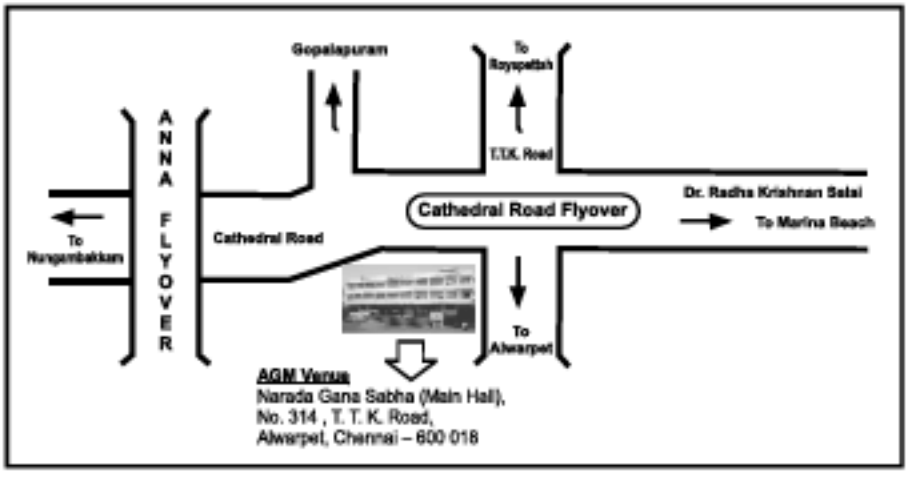
Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED

Name of Director	**Mr. Jasmit Singh Gujral**
Date of Birth	March 01, 1964
DIN	00196707
Date of Appointment	April 30,2016
Expertise in specific functional areas	Has 30 years of experience in Financial Services, Marketing and General Business Management.
Qualifications	Holds a Commerce Degree and is a Post Graduate in Management from Aligarh Muslim University and has topped the University twice. He has done Executive Management Program from IIM Ahmedabad & Advanced Management Program from Kellogg Business School, Chicago & Indian School of Business, Hyderabad.
Directorship held in other companies	i. Shriram Capital Limited ii. Shriram Credit Company Ltd iii. Shriram General Insurance Company Limited iv. Shriram Seva Sankalp Foundation v. SGI Philippines Insurance Co. Inc.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	None
Shareholdings in the Company	2,250 Equity Shares
Disclosure of relationships between directors inter-se.	There are no inter-se relationships between the Board of Directors of the Company.

Route map to AGM venue



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

ATTENDANCE SLIP

37th Annual General Meeting - July 27, 2016

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 37th Annual General Meeting of the Company at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai 600 018 on Wednesday, July 27, 2016 at 11.00 a.m.

Name of the Member/ Proxy (in Block Letters)

Signature of the Member/ Proxy (in Block Letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

PROXY FORM Form No. MGT – 11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014
37th Annual General Meeting July 27, 2016

Name of the member (s): Registered address:

E mail Id: Folio. No. / DP ID No.: Client ID No.:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name:.....	2. Name:.....	3. Name:.....
Address:.....	Address:.....	Address:.....
E mail Id:.....	E mail Id:.....	E mail Id:.....
Signature:....., or failing him/her	Signature:....., or failing him/her	Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting (AGM) of the Company, to be held on Wednesday, July 27, 2016 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai 600 018 and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2016 .....

Affix Revenue Stamp

Signature of Proxy holder(s) ..... Signature of Member .....

Note: 1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Office of the Registrar & Share Transfer Agents of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.

2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 37th Annual General Meeting.

3. The proxy need not be a member of the Company.

4. Please complete all details including details of member (s) in above box before submission.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended March 31, 2016.
2.	Confirmation of Interim Dividend and the declaration of Final Dividend on equity shares.
3.	Appointment of Joint Auditors to hold the office from conclusion of this AGM till conclusion of next AGM and fixing their remuneration.
SPECIAL BUSINESS	
4.	Not filling vacancy subsequent to retirement of Mr. Umesh Revankar (holding DIN 00141189), director, who is not seeking re appointment as director at the 37th AGM.
5.	Appointment of Mr. Jasmit Singh Gujral (holding DIN 00196707) as Director.
6.	Appointment of Mr. Jasmit Singh Gujral (holding DIN 00196707) as Managing Director and CEO and payment of remuneration to him.
7.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for enhancement of borrowing limit upto Rs.75,000 crores.
8.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for enhancement of limit upto Rs.93,750 crores for creation of security on assets in respect of borrowings of the Company.
9.	Special Resolution under Section 42 of the Companies Act, 2013 authorizing Issue of Securities on Private Placement basis.
10.	Special Resolution under Section 14 of the Companies Act, 2013 for alteration of Article 36 of the Articles of Association of the Company.

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004.
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.
Website: www.stfc.in / Email id: secretarial@stfc.in.

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Wednesday, July 27, 2016 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.

2. To confirm the payment of Interim Dividend of Rs. 4/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs. 6/- per Equity Share of Rs. 10/- each.

3. To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number 301003E/E300005) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration Number 100515W), jointly as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting at the remuneration of Rs. 95,00,000/- and Rs.47,50,000/- respectively exclusive of service tax and out of pocket expenses.

SPECIAL BUSINESS

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

   "**RESOLVED THAT** Mr. Umesh Revankar (holding DIN 00141189), who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

   RESOLVED FURTHER THAT the resulting vacancy not be filled in at this Meeting or at any subsequent adjourned meeting thereof."

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

   "**RESOLVED THAT** Mr. Jasmit Singh Gujral (holding DIN 00196707), who was appointed as an Additional Director of the Company with effect from April 30, 2016 by the Board of Directors pursuant to Article 21 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") and who holds office only upto the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jasmit Singh Gujralfor the office of Director be and is hereby appointed as a Non Independent Director of the Company."

SHRIRAM TRANSPORT FINANCE CO. LTD.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mr. Jasmit Singh Gujral, (holding DIN 00196707) be and is hereby appointed as Managing Director & CEO of the Company with effect from April 30, 2016 for a period of three years extendable up to five years and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination Remuneration and Compensation Committee of the Board) and he may be paid a remuneration by way of salary and other perquisites in accordance with Schedule V to the Act or any statutory modification(s) or re-enactment thereof as detailed below:

A. Remuneration:

(i) Salary: Rs. 7,00,000/- per month. Annual increase will be effective from 1st April every year and the quantum will be decided by the Board of Directors on the recommendation of Nomination Remuneration and Compensation Committee.

(ii) Commission: Such percentage of commission (in addition to Salary and Perquisites hereinafter stated) calculated with reference to the net profit of the Company in accordance with Section 198 of the Act for each financial year as may be fixed by the Board which together with salary and monetary value of perquisites shall not exceed the ceiling laid down under Section 197 of the Act.

B. Perquisites:

(i) Housing - Rent free accommodation owned / leased / rented by the Company or Housing Allowance in lieu thereof as per the Rules of the Company.

(ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.

(iii) Medical Reimbursement - Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family subject to a maximum of Rs. 1,00,000/- p.a.

(iv) Leave Travel Concession - for the Managing Director & CEO and family, subject to a maximum of Rs. 2,00,000/- p.a.

(v) Personal Accident / Group Insurance - The annual premium not to exceed Rs.4000/-.

(vi) Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.

(vii) Expenditure on official entertainment would be on the Company's account.

(viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(ix) Gratuity - Not exceeding half a month's salary for each completed year of service.

(x) Encashment of leave at the end of the tenure - As per rules of the Company.

(xi) Payment/reimbursement of expenses for running and maintenance of chauffeur driven car owned by the Managing Director & CEO used for the Company's business, including remuneration of the chauffeur.

(xii) Free telephone at residence.

(xiii) Employees Stock Option - As may be decided by the Nomination Remuneration and Compensation Committee/Board of Directors from time to time according to the Employee Stock Option Scheme of the Company.

(xiv) Leave as per the Company's Rules.

(xv) Newspaper and periodicals - As per the Company's Rules.

(xvi) Other Terms - As per the Company's Rules and as may be agreed to by the Board from time to time.

(xvii) Personal long distance calls on telephone and use of car for private purpose shall be charged to the Managing Director & CEO.

Those mentioned under (viii), (ix) and (x) above will not be considered or included for the computation of ceiling on perquisites.

C. Other Applicable Terms:

(i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.

(ii) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Charter/Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act.

(iii) The Managing Director & CEO is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide extension of his tenure of appointment beyond three years up to five years and payment of remuneration, perquisites, benefits, etc. to him, as the Board may, in its absolute discretion deem fit, without requiring to secure any further consent or approval of the Members of the Company for the same and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Mr. Jasmit Singh Gujral shall be entitled to receive the aforesaid remuneration, perquisites and benefits on the same terms as set out above, subject to compliance with the applicable provisions of Section 197 of the Act read with Schedule V to the Act, if and to the extent necessary, with the approval of the Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of the Special resolution passed at the Thirty Sixth Annual General Meeting of the Company held on July 31, 2015, and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional

investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special resolution passed on July 31, 2015, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the movable and/or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) to secure the debentures, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs. 93,750 crore (Rupees Ninety-Three Thousand Seven Hundred and Fifty Crore Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and the documentation in connection with securitizing of receivables and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

SHRIRAM TRANSPORT FINANCE CO. LTD.

"**RESOLVED THAT** pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('Debt Regulations') as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof), to make offer(s), invitation(s) to subscribe and issue Redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds, Commercial Papers or any other Debt Securities on private placement basis in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs. 25,000 crore (Rupees Twenty-Five Thousand Crore Only) within the overall borrowing limits of the Company as may be approved by the Members, to the qualified institutional buyers, foreign institutional investors, banks, financial institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the securities on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, the existing Article 36 of the Articles of Association of the Company (dealing with 'Affixture of common seal') be and is hereby deleted and the same shall be substituted with the following new Article 36:

"Article 36 - Affixture of Common Seal

The seal, shall not be affixed to any instrument except by the authority of a resolution of the Board or any Committee constituted by the Board and except in the presence of atleast one director or secretary or an officer or a Power of Attorney Holder or such other person as the Board or such Committee may appoint for the purpose (hereinafter referred to as 'Authorised Person'). The Authorised Person shall sign every such instrument to which seal of the Company is so affixed in his presence. Any instrument bearing the seal of the Company and issued by valuable consideration shall be binding on the Company notwithstanding any irregularities touching the authority to issue the same. The provisions of this article shall not apply to affixing of the Common Seal on Share Certificates."

RESOLVED FURTHER THAT the Board or such Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may be consider necessary expedient, usual or proper to give full effect to the aforesaid resolution."

By Order of the Board
For **Shriram Transport Finance Company Limited**

Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item no. 4 to 10 is annexed hereto and forms a part of the Notice.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 20, 2016 to Wednesday, July 27, 2016 (both days inclusive) for the purpose of payment of dividend.

4. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Monday August 01, 2016 as under:

   a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on Tuesday, July 19, 2016 and

   b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Tuesday, July 19, 2016.

5. Members holding shares in physical form are requested to register/ update their bank details on or before Tuesday, July 19, 2016 with the Company. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are require to register their bank details with their depository participants to enable expeditious credit of the dividend to their bank accounts electronically through NECS, NEFT, etc.

6. Members/Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.

7. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders for the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.

8. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.

SHRIRAM TRANSPORT FINANCE CO. LTD.

9. Pursuant to the provisions of Section 205A of the Companies Act, 1956 and section 125 of the Companies Act, 2013, the dividends for the financial year 2008-09 (Final Dividend) and 2009-10 (Interim Dividend) and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far for the dividends mentioned aforesaid years are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to the IEPF.

10. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies), Rules, 2012, the information on unpaid and unclaimed amount was filed with the Ministry of Corporate Affairs and hosted on the website of the Company within the statutory time.

11. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Corporate Office of the Company at Wockhardt Towers, Level - 3, West Wing, C - 2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, at least 15 days in advance, so as to keep the information ready at the Meeting.

12. The Statutory Registers will be available for inspection by the members at the Annual General Meeting.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company

14. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act such.

15. Voting through electronic means

    I The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating remote e-voting.

The procedure and instructions for the remote e- voting are as follows:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open the PDF file attached to the email viz. "STFCL 37th AGM remote e-voting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password/PIN.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com.

(iii) Click on "Shareholder Login".

(iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.

(v) If you are logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of "remote e-voting" opens. Click on "remote e-voting": Active Voting Cycles.

(vii) Select "EVEN E-Voting Event Number" of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of Tuesday, July 26, 2016 whichever is earlier.

(viii) Now you are ready for "remote e-voting" as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The remote e-voting period commences on **Sunday, July 24, 2016 (9:00 Hours IST)** and ends on **Tuesday, July 26, 2016 (17:00 Hours IST).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 20, 2016, may cast their vote electronically as well as voting at the AGM through Polling paper. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, July 20, 2016 being cut-off date.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, July 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or anusha@integratedindia.in or secretarial@stfc.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

IX. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and the Scrutinizer shall within 48 hours from the conclusion of AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

X. The Results declared alongwith the report of the Scrutinizer shall be hosted on the Company's website www.stfc.in and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.

16. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.

17. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

18. The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at www.stfc.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.



ANNEXURE TO NOTICE

Explanatory Statements under Section 102 (1) of the Companies Act, 2013

ITEM NO. 4

In accordance with Section 152(6) of the Companies Act, 2013, Mr. Umesh Revankar (holding DIN 00141189) is liable to retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. However, in order to focus on his new assignment in Shriram Group, he does not seek re-appointment as a Director at the ensuing Annual General Meeting of the Company. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7)(a) of the Companies Act, 2013, a resolution is proposed accordingly.

The Board of Directors commend passing of the resolution set out in item no. 4 of the Notice.

Except Mr. Umesh Revankar, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NOS. 5 & 6

The Board of Directors of the Company appointed Mr. Jasmit Singh Gujral (holding DIN 00196707), as an Additional Director with effect from April 30, 2016 on the basis of the recommendation made by the Nomination Remuneration and Compensation Committee. In terms of Section 161 of the Companies Act, 2013, he holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Jasmit Singh Gujral for appointment as Director at the ensuing Annual General Meeting.

Brief Profile

Mr. Jasmit Singh Gujral holds a Commerce Degree and is a Post Graduate in Management from Aligarh Muslim University and has topped the University twice. He has done Executive Management Program from IIM Ahmedabad and Advanced Management Program from Kellogg Business School, Chicago and Indian School of Business, Hyderabad. Mr. Jasmit Singh Gujral has 30 years of experience in Financial Services, Marketing and General Business Management. He has been with Shriram Group for last 28 years, since the year 1988. Prior to becoming the Managing Director & CEO of Shriram Transport Finance Company Limited, Mr. Jasmit Singh Gujral was the Managing Director & CEO of Shriram General Insurance Company Ltd right from its inception and before that he was the CEO of Shriram Overseas Finance Company Ltd.

The Board of Directors of the Company at their meeting held on April 29, 2016, appointed him as Managing Director & CEO of the Company with effect from April 30, 2016 for a period of three years extendable upto five years on the terms of appointment as set out in the Resolution no. 6 of this notice of the meeting subject to approval of Members. The appointment and remuneration proposed to be paid to Mr. Jasmit Singh Gujral is in accordance with the Section 196 and 197 read with Schedule V of the Companies Act, 2013 and require the approval of the Members. The terms of appointment including remuneration proposed to be paid to Mr. Jasmit Singh Gujral will be available for inspection by any Member of the company without payment of fee at the Company's registered office in Chennai during normal business hours.

The Board of Directors commend passing of the resolutions set out in item nos. 5 & 6 of the Notice.

Except Mr. Jasmit Singh Gujral, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolutions.

ITEM NO. 7

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). At the Thirty Sixth Annual General Meeting held on July 31, 2015, the shareholders of the Company had passed resolution authorizing the Board of Directors to borrow upto a limit of Rs. 67,000 Crore (Rupees Sixty-Seven Thousand Crore Only) apart from temporary loans obtained /to be obtained from the bankers by way of cash credit limits and working capital demand loans in the ordinary course of business.

The moneys so borrowed by the Company and outstanding as at March 31, 2016 amounted to Rs. 49, 790.70 Crore. The Company has plans to disburse about Rs. 44,000 Crore during the current year, for financing the commercial vehicles, multi-utility vehicles, three wheelers, tractors, passing vehicles, etc.

Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 75,000 Crore (Rupees Seventy Five Thousand Crore Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board of Directors commend passing of the resolution set out in item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 8

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. As per Explanation of Section 180(1)(a) of the Companies Act, 2013, the term "Undertaking" shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Your Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/credit facilities from various financial/investment institution(s), bank(s), mutual fund(s), insurance company(ies), corporate body(ies) and other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/trustees/agents. The creation of charge on the assets of the Company may result into disposal of undertaking.

The resolution proposed at item no.8 is to seek the permission of the members for empowering the Board/Committee of Directors to mortgage and/or charge the immovable and /or movable properties of the Company to secure the loans, debentures, bonds, financial assistances /credit facilities obtained/to be obtained by the Company from the lenders aggregating upto Rs.93,750 Crore (Rupees Ninety Three Thousand Seven Hundred and Fifty Crore Only).

The Board of Directors commend passing of the resolution set out in item no. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 9

For the purpose of on-lending, to grow the asset book or for refinancing existing debt and other general purposes of the Company it is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis

Pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

The terms and conditions of the issue of debentures including face value, coupon rate, security, listing, etc. will be decided by the Board/by its duly authorized Committee as may be mutually agreed to between the Company/duly authorized Committee and subscribers of the NCDs.

The Board of Directors commend passing of the resolution set out in item no. 9 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 10

As a Non-Banking Finance Company, the Company is required to raise funds in the ordinary course of its business through various sources viz. Banks, Financial Institution or any other lenders. In this connection, the Company is required to execute loan agreement(s), deed(s) of hypothecation, demand promissory note(s), debenture trust deed(s), undertaking(s), document(s), deed(s), instrument(s), paper(s), etc. ('financing documents') and to carry out amendment(s) /alterations(s) in the financing documents as may be desired by the lenders/debenture trustees. The financing documents may be required to be executed under the common seal of the Company as per the requirement of the lenders/debenture trustees. Apart from financing documents common seal of the Company is also required to be affixed on other instrument(s), agreement(s), undertaking(s), document(s), deed(s), etc. The proposed alteration of Article 36 of the Article of Association of the Company is necessary for operational convenience.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of members by way of Special Resolution. Accordingly, this matter has been placed before the members for approval.

The existing Article of Association along with the Article of Association incorporating therein the proposed alterations are available for inspection to all the members of the Company at the Registered Office of the Company on any working day during business hours on all week days.

The Board of Directors commend passing of the resolution set out in item no. 10 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

By Order of the Board
For **Shriram Transport Finance Company Limited**

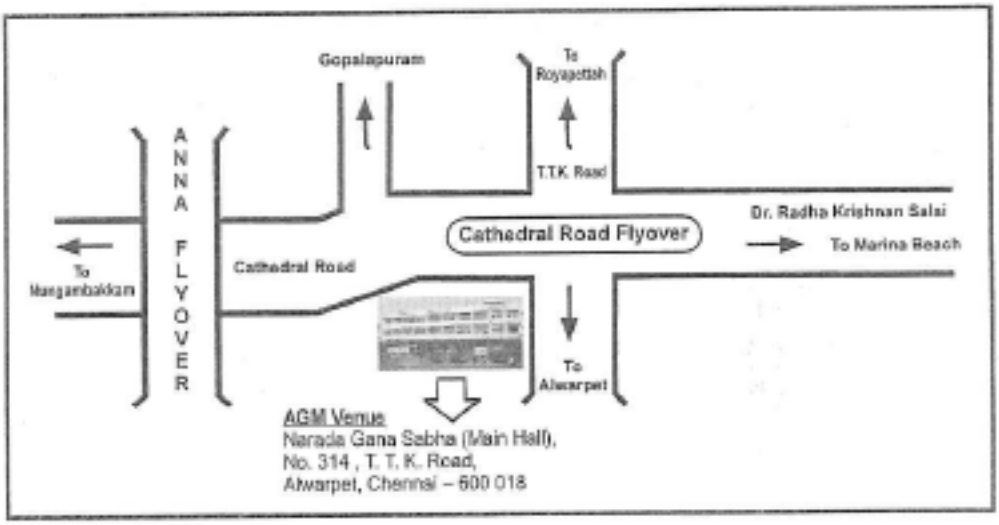
Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED

Name of Director	Mr. Jasmit Singh Gujral
Date of Birth	March 01, 1964
DIN	00196707
Date of Appointment	April 30,2016
Expertise in specific functional areas	Has 30 years of experience in Financial Services, Marketing and General Business Management.
Qualifications	Holds a Commerce Degree and is a Post Graduate in Management from Aligarh Muslim University and has topped the University twice. He has done Executive Management Program from IIM Ahmedabad & Advanced Management Program from Kellogg Business School, Chicago & Indian School of Business, Hyderabad.
Directorship held in other companies	i. Shriram Capital Limited ii. Shriram Credit Company Ltd iii. Shriram General Insurance Company Limited iv. Shriram Seva Sankalp Foundation v. SGI Philippines Insurance Co. Inc.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	None
Shareholdings in the Company	2,250 Equity Shares
Disclosure of relationships between directors inter-se.	There are no inter-se relationships between the Board of Directors of the Company.

Route map to AGM venue



SHRIRAM TRANSPORT FINANCE CO. LTD.

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

ATTENDANCE SLIP

37th Annual General Meeting - July 27, 2016

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 37th Annual General Meeting of the Company at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018 on Wednesday, July 27, 2016 at 11.00 a.m.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy (In Block Letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

PROXY FORM Form No. MGT – 11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014
37th Annual General Meeting - July 27, 2016

Name of the member (s): Registered address:

E-mail Id: Folio. No. / DP ID No.: Client ID No.:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name:.....	2. Name:.....	3. Name:.....
Address:.....	Address:.....	Address:.....
E-mail Id:.....	E-mail Id:.....	E-mail Id:.....
Signature:....., or failing him/her	Signature:....., or failing him/her	Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting (AGM) of the Company, to be held on Wednesday, July 27, 2016 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018 and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2016 .....

Affix Revenue Stamp

Signature of Proxy holder(s) ..... Signature of Member .....

Note:
1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Office of the Registrar & Share Transfer Agents of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 37th Annual General Meeting.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member (s) in above box before submission.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended March 31, 2016.
2.	Confirmation of Interim Dividend and the declaration of Final Dividend on equity shares.
3.	Appointment of Joint Auditors to hold the office from conclusion of this AGM till conclusion of next AGM and fixing their remuneration.
SPECIAL BUSINESS	
4.	Not filling vacancy subsequent to retirement of Mr. Umesh Revankar (holding DIN 00141189), director, who is not seeking re-appointment as director at the 37th AGM.
5.	Appointment of Mr. Jasmit Singh Gujral (holding DIN 00196707) as Director.
6.	Appointment of Mr. Jasmit Singh Gujral (holding DIN 00196707) as Managing Director and CEO and payment of remuneration to him.
7.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for enhancement of borrowing limit upto Rs.75,000 crores.
8.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for enhancement of limit upto Rs.93,750 crores for creation of security on assets in respect of borrowings of the Company.
9.	Special Resolution under Section 42 of the Companies Act, 2013 authorizing Issue of Securities on Private Placement basis.
10.	Special Resolution under Section 14 of the Companies Act, 2013 for alteration of Article 36 of the Articles of Association of the Company.

