SHRIRAM
Transport Finance Company Limited
A WINNING RELATIONSHIP

SEC/FILING/BSE-NSE/19-20/68A-B

April 08, 2019

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.: Disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

In furtherance to our letter dated April 05, 2019 with regard to upsized Global Medium Term Note Programme up to USD 2,000,000,000 (US Dollars Two Billion only) for issuance of rupee/foreign currency bonds on public/private basis in international markets subject to market conditions and regulatory approvals, we wish to inform you that the Company is making the following announcement to Bloomberg today:

"NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT")) (EXCEPT TO QUALIFIED INSTITUTIONAL BUYERS ("QIBS") AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT), OR IN OR INTO INDIA OR ANY OTHER JURISDICTION IF SUCH AN ACTION IS PROHIBITED BY APPLICABLE LAW.

Shriram Transport Finance Company Limited ("STFC"), rated BB+ / BB+ (S&P / Fitch) with Stable outlook by both agencies, has appointed Barclays, Citigroup, Deutsche Bank, HSBC, J.P. Morgan and Standard Chartered Bank as Joint Global Coordinators and Bookrunners and Axis Bank and Emirates NBD Capital as Joint Bookrunners to arrange a series of fixed income investor update meetings in New York, Boston and Los Angeles

commencing on April 10, 2019. A benchmark sized USD 144A/Regulation S senior secured notes offering may follow, subject to market conditions.

FCA / ICMA stabilization applies.

MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels).

Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the SFA) - In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 (the CMP Regulations 2018), the Company has determined the classification of the notes as 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This announcement is confidential and solely for the use of the person it is addressed to and its advisers. This announcement is not and does not constitute or form a part of, and should not be construed as, any offer, solicitation or invitation to sell, issue, purchase or subscribe for any securities of the Company in or into the United States, India or any other jurisdiction. No securities have been or will be registered under the Securities Act or the securities laws of any state of the United States, India or any other jurisdiction. If any offering proceeds, the securities will only be offered and sold (a) outside the United States in reliance on Regulation S ("Regulation S") under the U.S. Securities Act or (b) in the United States only to QIBs in compliance with Rule 144A under the Securities Act. No securities may be offered, sold or delivered in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. No public offering is being made in the United States, India or in any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful. Any offering of securities will be made by means of an offering circular. Such offering circular will contain detailed information about the Company making the offer and its management and financial statements. No action has been taken in any jurisdiction that would permit a public offering to occur in any jurisdiction. Neither this announcement nor any portion hereof may be sent or distributed in or into the United States (except to QIBs), or in or into India or any jurisdiction where it is unlawful to do so. This announcement does not constitute an offer to sell, offer to purchase, or a solicitation to sell or solicitation to purchase or subscribe for securities (whether to the public or by way of private placement) within the meaning of the Indian Companies Act, 2013, as amended from time to time or other

applicable laws, regulations and guidelines of India. Any failure to comply with these restrictions may result in a violation of the Securities Act or the applicable laws, regulations and guidelines of India and other jurisdictions. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted. Neither this communication nor any information herein nor the fact of its distribution shall form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. A rating is not a recommendation to buy, sell or hold the securities and may be subject to suspension, reduction or withdrawal at any time by the rating agency.

This announcement should not be considered as an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities, whether by way of private placement or to the public in India nor shall it or any part of it form basis of or relied on in connection with any contract, commitment or any investment decision in relation thereto in India. The Notes, referred to above, will not be offered or sold, and have not been offered or sold in India by means of any offering document or other document or material relating to the Notes, directly or indirectly, to any person or to the public in India. This communication or any offering memorandum or prospectus (or equivalent disclosure document) produced in connection with the offering of securities is not an offer document or an offering circular or a "private placement offer letter" or a "prospectus" under the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or any other applicable law in India. This announcement has not been and will not be registered as a "prospectus" or a statement in lieu of prospectus in respect of a public offer, information memorandum or “private placement offer letter” or any other offering material with any Registrar of Companies in India or the Securities and Exchange Board of India or any other statutory or regulatory body of like nature in India, save and except for any information relating to the Notes which is mandatorily required to be disclosed or filed in India under any applicable Indian laws, including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or pursuant to the sanction of any regulatory and adjudicatory body in India and no such document will be circulated or distributed to any person in India.”

In addition, the Company has also mandated the Joint Bookrunners to also arrange a series of fixed income investor calls in New York, Boston and Los Angeles commencing from April 08, 2019.

This is for your information and in compliance with the applicable provisions of the Listing Regulations.

Thanking you.

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

VIVEK MADHUKAR ACHWAL

Digitally signed by VIVEK MADHUKAR ACHWAL
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Date: 2019.04.08 07:40:03 +05'30'

VIVEK ACHWAL
COMPANY SECRETARY