SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SEC/FILING/BSE-NSE/18-19/68A-B

March 29, 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 – 400051
NSE Symbol: SRTRANSFIN

Dear Sir/Madam,

Sub: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

We are enclosing Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as amended in accordance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which will come into effect from April 01, 2019.

This code is also being hosted on the website of the Company at *www*.stfc.in.

Kindly take the same on record.

Thanking you,

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

VIVEK ACHWAL
COMPANY SECRETARY
Encl.a/a

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (STFC)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This amended Code shall come into effect from April 1, 2019

This Code is formulated by the Board of Directors of Shriram Transport Finance Company Limited ('**the Company**') and published on website of the Company pursuant to Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (**SEBI(PIT) Regulations**) . The Company will adhere to the principles of fair disclosures set out in Schedule A of SEBI (PIT) Regulations.

1. Definitions:

(i)"**unpublished price sensitive information (UPSI)**" means any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily including but not restricted to, information relating to the (i) financial results, (ii) dividends, (iii) change in capital structure, (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions and (v) changes in key managerial personnel.

(ii)"**generally available information**" means information that is accessible to the public on a non-discriminatory basis.

2. Prompt public disclosure of UPSI

The Company shall make prompt public disclosure of UPSI of concrete and credible nature to make it generally available information.However, no such public disclosure of information need to be made by the Company under the SEBI(PIT) Regulationswith regard to the ideas or proposals or potential transactions at preliminary or nascent stagepertaining to the following matters:

(i) mergers, demergers, amalgamation, re-organization of companies or any other schemes of arrangements and re-structuring among shareholders, debenture holders, security holders or creditors of the Company
(ii) acquisitions, sale, disposal of securities or undertaking(s)
(iii) sale, disposal or hiving off of units, undertakings, divisions or subsidiary
(iv) increase in capital by issue of bonus shares, further issue of securities on rights, preferential basis to shareholders or strategic investors or QIBs

unless a credible and concrete information has emerged.



3. Sharing of UPSI for 'legitimate purposes'

Any person authorized by the Board of Directors or the Managing Director may communicate, provide or allowaccess to any information including UPSI (hereinafter referred to as '**sharing of any information**') in the ordinary course of business of the Company in furtherance of the following legitimate purposes:

(i) preparation of financial statements, (ii) board of directors meetings and meetings of the committees, senior management (iii) legal matters (iv) facilitating conduct of due diligence carried for undertaking any transactions. (v) sharing of information on need-to-know basis or in performance of duties or discharge of legal obligations or for any other genuine purpose as may be deemed necessary by the Managing Directorin the interest of the Company.

The designated persons or the authorized persons may share the UPSI in furtherance of the legal purpose with partners, collaborators, lenders, customers, suppliers, merchant bankers, lead managers, legal advisors, valuers, auditors, insolvency professionals or other advisors and consultants provided that such sharing of information is not carried out to evade or circumvent the SEBI (PIT) Regulations.

The sharing of any information including UPSI for the purposes mentioned above (which are of illustrative nature and not exhaustive) by, with or amongst the persons mentioned above by the designated person or any authorized person in good faith and in the best interest of the Company shall be considered to be in furtherance of the legitimate purposes provided that such sharing of information is not carried out to evade or circumvent the SEBI (PIT) Regulations.

The Company will give due notice to any person in receipt of UPSI pursuant to legitimate purposes to maintain confidentiality of such UPSI.

4. Uniform and universal dissemination of UPSI

Uniform and universal dissemination of UPSI would be ensured by the Company by adopting a common platform i.e. Stock Exchanges for public disclosure. Once the UPSI is communicated to Stock Exchanges as aforesaid, then other medium of dissemination may also be used to ensure such information is made accessible to the public on a non-discriminatory basis.



5. Designation of a senior officeras a chief investor relations officer

The Companyhas designated Mr. Vivek Achwal, Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI to the stock exchanges after the same is approved in advance by the Managing Director.

The Company will not be required to make disclosures in cases where the proposal is still in progress, or there are impending negotiations or incomplete proposals, the disclosure of which will not be appropriate and could prejudice the Company's legitimate interests.

6. Prompt dissemination of UPSI

During interactions with the investor community, the Company will ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders. In the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at a meeting with analysts or at any investor relations conference or otherwise, such UPSI would be promptly communicated to the stock exchanges where the Company's securities are listed.

7. Appropriate and fair response to queries

The Chief Investor Relations Officer and in his absence the Chief Financial Officer of the Company is authorized to give an appropriate or fair response to any queries on news reports and request for verification of market rumors relating to the Company received from stock exchanges, any regulatory authorities, press or investors of the Company. The Company as a policy may choose not to respond to market rumors.

8. Transcripts or records of proceedings of meetings

The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

This Code is subject to review from time to time. In the event of any amendment in SEBI (PIT) Regulations, the same shall be deemed to be forming part of this Code and the same will prevail in case any provision of this Code inconsistent with the said amendment.

