SEC/FILING/BSE-NSE/21-22/68A-B January 6, 2022

**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.: Update on Global Medium Term Note Programme**

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

In continuation of our letter dated January 5, 2022 with regard to upsizing the existing Global Medium Term Note Programme from USD 3,000,000,000 (US Dollars Three Billion) to USD 3,500,000,000 (US Dollars Three Billion Five Hundred Million) Global Medium Term Note Programme **('Upsized GMTN Programme')** through upsized and updated Offering Circular dated January 4, 2022 for issuance of bonds/notes in international markets by way of public/private issue, subject to market conditions, we wish to inform you that the Company is making the following announcement to Bloomberg today:

***** Shriram Transport Finance Company Limited: US$ 144A/REG S Social Bond – Mandate Announcement *****

*NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES EXCEPT TO "QUALIFIED INSTITUTIONAL BUYERS" ("QIBS") IN RELIANCE ON RULE 144A ("RULE 144A") UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED ("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 (the "Issuer"), rated BB (Stable) by Fitch and BB- (Stable) by S&P, has mandated Citigroup, Deutsche Bank, HSBC, J.P. Morgan and Standard Chartered Bank as Joint Global Coordinators and Joint Bookrunners, along with Axis Bank, Barclays, BNP PARIBAS, Credit Suisse, DBS Bank Ltd., Emirates NBD Capital, MUFG and SMBC Nikko as Joint Bookrunners, to arrange a series of fixed income investor calls in Asia, Europe and the United States commencing on 6th January, 2022. A benchmark-sized USD-denominated 144A/Regulation S senior secured Social Bond offering (the "Notes") may follow, subject to market conditions. The Notes are expected to be rated BB by Fitch and BB- by S&P.*

*The use of proceeds of the Notes shall be in accordance with the Issuer's Social Finance Framework for onward lending and other activities as may be permitted by the RBI ECB Guidelines and in accordance with the approvals granted by the RBI from time to time. The Social Finance Framework has been reviewed by Sustainalytics, who have issued a Second Party Opinion with regard to the Issuer's Social Finance Framework and KPMG have issued a limited assurance report.*

*FCA / ICMA stabilization applies.*

*MiFID II professionals/ECPs-only/No PRIIPs KID: Manufacturer target market (MIFID II) is eligible counterparties and professional investors only (all distribution channels). No EU or UK PRIIPs KID (key information document) will be prepared as not available to retail investors in the EEA or the UK.*

*Singapore Securities and Futures Act Product Classification: In connection with Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 (the "CMP Regulations 2018"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are '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. Release, transmission or distribution to any other person is prohibited. The distribution of this announcement and other information referred to herein may be restricted by law and persons into whose possession this announcement or such other information comes should inform themselves about and observe any such restriction.*

*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 Issuer 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 follows, the securities will only be offered and sold (a) outside the United States in "offshore transactions" as defined in, and in reliance on Regulation S under the Securities Act or (b) in the United States only to QIBs in reliance on Rule 144A. No securities may be offered, sold in or into or delivered in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. There is no intention to register any securities referred to herein or to make a public offering in the United States, India or any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.*

*Any public offering of securities will be made by means of a prospectus. Such prospectus will contain detailed information about the issuer 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, including in India. Neither this announcement nor any portion hereof may be sent or distributed in or into the United States (except to QIBs), 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 under any rules, regulations, guidelines or circulars issued by the Securities and Exchange Board of India ("SEBI") or other applicable securities 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 revision, suspension, reduction or withdrawal at any time by the relevant rating agencies. The significance of each rating should be analysed independently from any other rating.*

*Each noteholder shall be deemed to confirm that if they purchase any Notes and while they hold any notes, they reside in a Financial Action Task Force("FATF") compliant country or a country which is a member of a FATF-style regional body or whose securities market regulator is a signatory to the International Organisation of Securities Commission's (IOSCO) Multilateral Memorandum of Understanding (Appendix A Signatories) or a signatory to a bilateral Memorandum of Understanding with the Securities and Exchange Board of India for information sharing arrangements, in accordance with the extant guidelines of the Reserve Bank of India in relation to external commercial borrowings of India. Each noteholder shall also be deemed to confirm that it: (a) shall not be a resident of a country identified in the public statement of the FATF as: (i) a jurisdiction having strategic Anti-Money Laundering or Combating the Financing of Terrorism deficiencies to which counter measures apply; or (ii) a jurisdiction that has not made sufficient progress in addressing the deficiencies or has not committed to an action plan developed with the FATF to address the deficiencies.*

*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, in whole or any part, is not an offer document or an offering circular or an information memorandum or an offering memorandum or a "private placement offer cum application letter" or a "prospectus" under the (Indian) Companies Act, 2013, as amended from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time or any other applicable securities laws in India and no such document will be circulated or distributed to any person 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 cum application letter" or any other offering material with any Registrar of Companies in India or the Reserve Bank of India or the SEBI or any other statutory, regulatory or adjudicatory 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 securities laws, regulations and*

*guidelines including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and under the listing agreements with any Indian stock exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, or pursuant to the directive of any statutory, regulatory and adjudicatory body in India, and no such document will be circulated or distributed to any person in India*

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

Kindly take the above information on record.

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



**VIVEK ACHWAL**
**COMPANY SECRETARY**