SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SEC/FILING/BSE-NSE/17-18/68A-B

June 29, 2018

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: Annual Report also containing Notice of 39th Annual General Meeting

Please find enclosed the Annual Report or the financial year 2017-18 also containing Notice of 39th Annual General Meeting of Shriram Transport Finance Company Limited. The Annual Report also containing Notice of 39th Annual General Meeting are being couriered to the members of the Company.

Thanking you,

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

Vivek Achwal
Company Secretary

Encl.: a/a.

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

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FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

CORPORATE
INFORMATION

Corporate Identity Number (CIN)
L65191TN1979PLC007874

BOARD OF DIRECTORS

Chairman (Non – Executive)
Mr. S. Lakshminarayanan (Independent)

Managing Director & CEO
Mr. Umesh Revankar

Directors
Mr. S. M. Bafna (Independent)
Mr. Amitabh Chaudhry (Independent)
Mrs. Kishori Udeshi (Independent)
Mr. S. Sridhar (Independent)
Mr. Puneet Bhatia
Mr. Gerrit Lodewyk Van Heerde
Mr. D. V. Ravi

COMPANY SECRETARY

Mr. Vivek Achwal

AUDITORS

M/s. Haribhakti & Co., LLP, Chartered Accountants
M/s. Pijush Gupta & Co., Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Integrated Registry Management Services
Private Limited,
2nd Floor, 'Kences Towers', No. 1,
Ramakrishna Street, North Usman Road,
T. Nagar, Chennai - 600 017. Tel: 044 2814 0801/02/03,
Fax: 044 2814 2479

DEBENTURE TRUSTEES

IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17, R Kamani Marg,
Ballard Estate, Mumbai – 400 001.
Mr. Subrat Udgata
Tel No. : +91 22 40807000 | Fax: + 91 22 66311776
itsl@idbitrustee.com

Axis Trustee Services Limited
Axis House, Wadia International Centre,
Pandurang Budhkar Marg, Worli, Mumbai – 400 025
Ms. Mangalagowri Bhat
Tel: +91 22 62260075/74
debenturetrustee@axistrustee.com

Catalyst Trusteeship Limited(Formerly known as GDA Trusteeship Limted)
Office No. 83 – 87, 8th floor , 'Mittal Tower', 'B' Wing,
Nariman Point, Mumbai – 400021
Mr. Umesh Salvi
Tel No : +91 22 – 49220555 Fax No +91 22 49220505
umesh.salvi@ctltrustee.com

REGISTERED OFFICE

Mookambika Complex, 3rd Floor, No. 4,
Lady Desika Road, Mylapore, Chennai – 600 004.
Tel: +91 44 2499 0356 Fax: +91 44 2499 3272

CORPORATE OFFICE

Wockhardt Towers, West Wing, Level-3, C-2, G-Block,
Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra.
Tel: 022 4095 9595, Fax: 022 4095 9597

LISTED AT

National Stock Exchange of India Ltd.
BSE Limited

LIST OF INSTITUTIONS

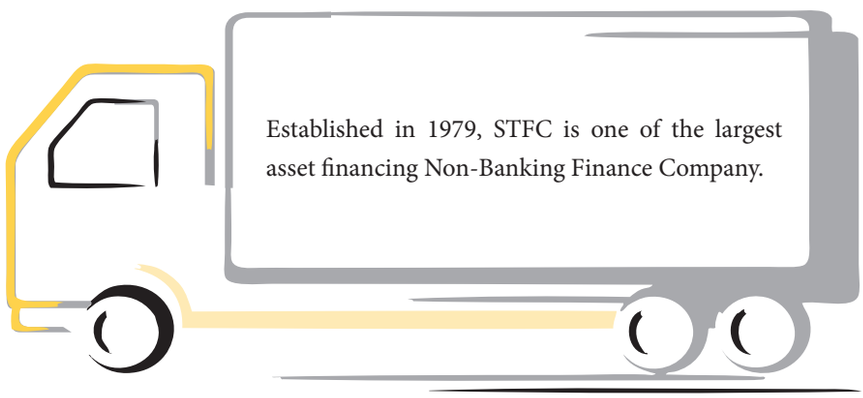
Small Industries Development Bank of India (SIDBI)
National Bank for Agriculture and Rural Development (NABARD)
J P Morgan Securities India Private Limited
Citicorp Finance India Limited
Micro Units Development and Refinance Agency Bank (MUDRA)

LIST OF BANKS

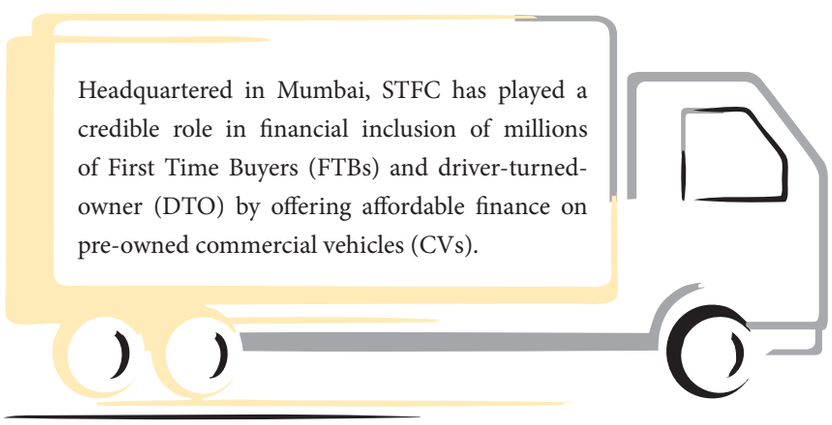
Abu Dhabi Commercial Bank
Allahabad Bank
Andhra Bank
Axis Bank Limited
Bank of America N.A.
Bank of Bahrain & Kuwait B.S.C
Bank of Baroda
Bank of India
Bank of Maharashtra
The Bank of Tokyo Mitsubishi UFJ, Ltd
Barclays Bank Plc
Canara Bank
Central Bank of India
Citibank N.A.
DBS Bank Ltd
Dena Bank
Deutsche Bank AG
FirstRand Bank Ltd
HDFC Bank Limited
The Hongkong and Shanghai Banking Corporation Ltd
ICICI Bank Limited
IDBI Bank Limited
IDFC Bank Limited
Indian Bank
Indian Overseas Bank
IndusInd Bank
Karnataka Bank Limited
Kotak Mahindra Bank Limited
Mizuho Bank Limited
Oriental Bank of Commerce
Punjab & Sind Bank
Punjab National Bank
Qatar National Bank S.A.Q.
RBL Bank Limited
Shinhan Bank
SBM Bank (Mauritius) Limited
South Indian Bank Limited
Standard Chartered Bank
State Bank of India
Sumitomo Mitsui Banking Corporation
Syndicate Bank
The Federal Bank Limited
The Zoroastrian Co-operative Bank Limited
UCO Bank
Union Bank of India
United Bank Of India
United Overseas Bank
Vijaya Bank
Woori Bank
Yes Bank Limited

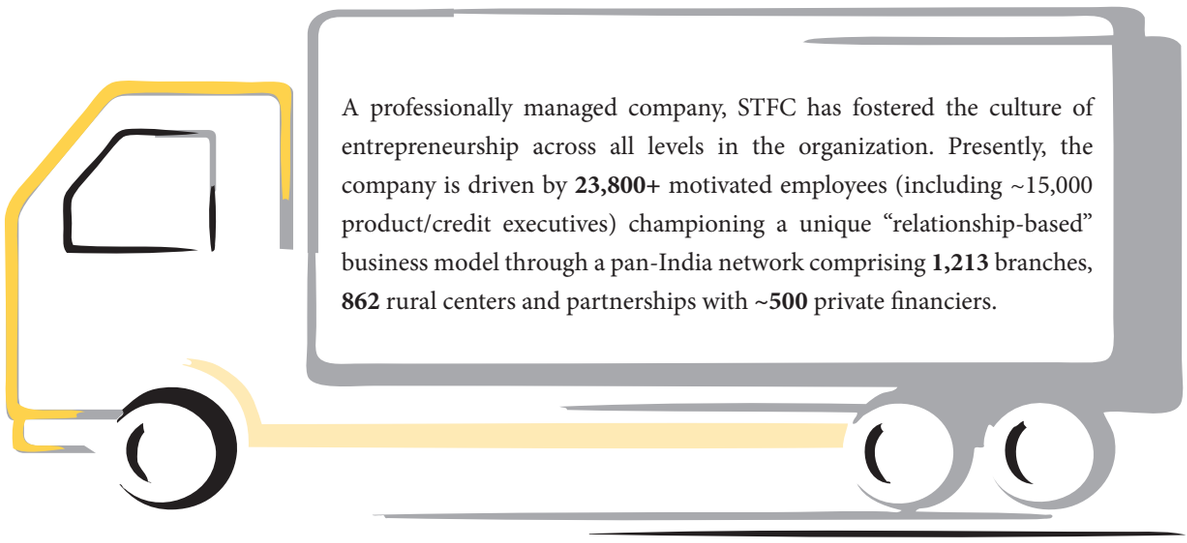
Shriram Transport Finance Company Limited (STFC) is the flagship company of Shriram Group – a diversified group with interests in financial services viz. Commercial vehicle finance, Consumer Finance, life and general insurance, stock broking, chit funds and distribution of financial products such as life and general insurance products and units of mutual funds.

Established in 1979, STFC is one of the largest asset financing Non-Banking Finance Company.

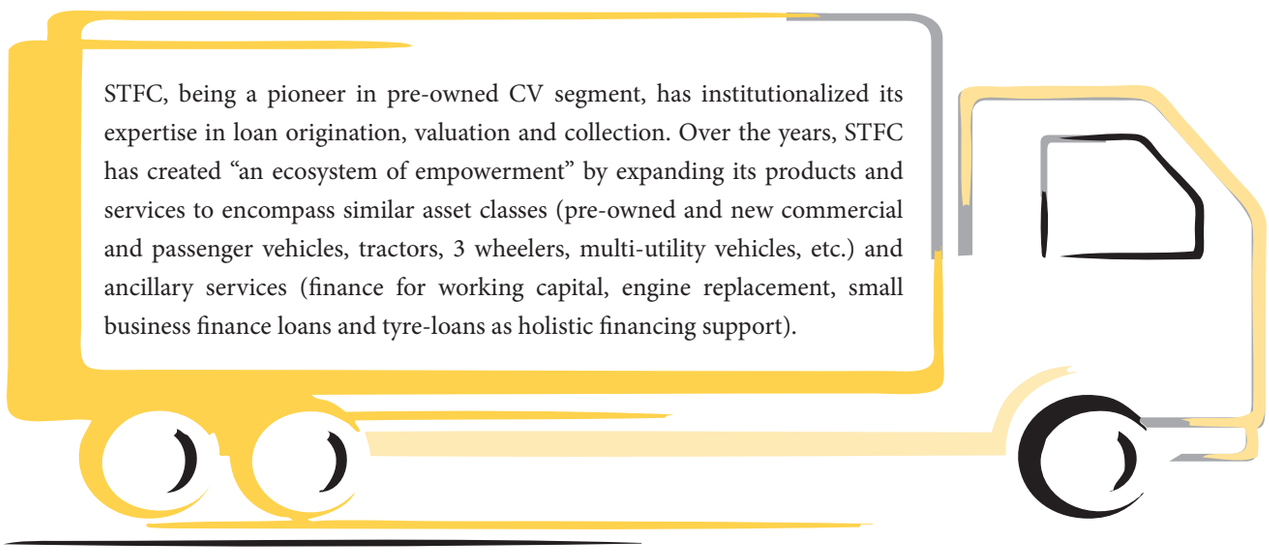


Headquartered in Mumbai, STFC has played a credible role in financial inclusion of millions of First Time Buyers (FTBs) and driver-turned-owner (DTO) by offering affordable finance on pre-owned commercial vehicles (CVs).

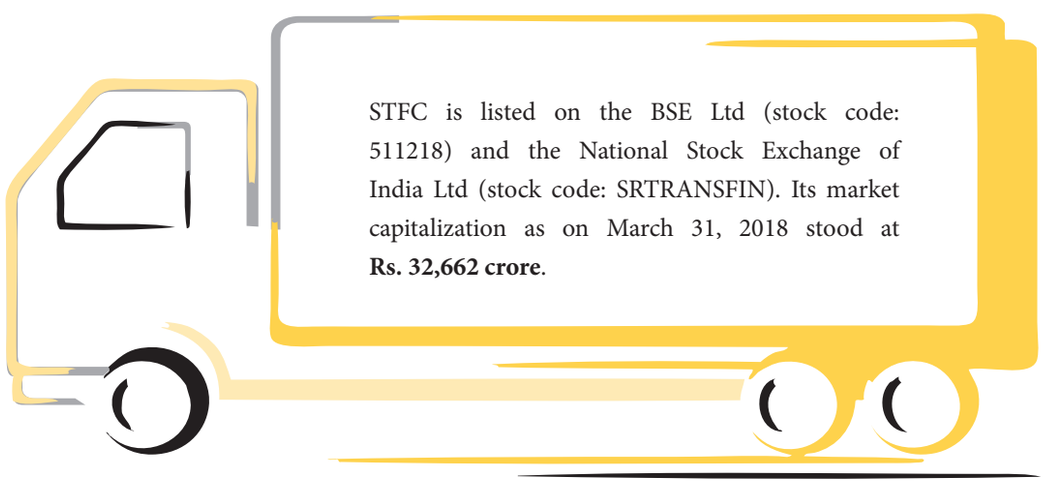




A professionally managed company, STFC has fostered the culture of entrepreneurship across all levels in the organization. Presently, the company is driven by **23,800+** motivated employees (including ~15,000 product/credit executives) championing a unique "relationship-based" business model through a pan-India network comprising **1,213** branches, **862** rural centers and partnerships with **~500** private financiers.



STFC, being a pioneer in pre-owned CV segment, has institutionalized its expertise in loan origination, valuation and collection. Over the years, STFC has created "an ecosystem of empowerment" by expanding its products and services to encompass similar asset classes (pre-owned and new commercial and passenger vehicles, tractors, 3 wheelers, multi-utility vehicles, etc.) and ancillary services (finance for working capital, engine replacement, small business finance loans and tyre-loans as holistic financing support).

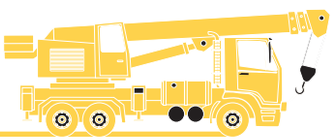


STFC is listed on the BSE Ltd (stock code: 511218) and the National Stock Exchange of India Ltd (stock code: SRTRANSFIN). Its market capitalization as on March 31, 2018 stood at **Rs. 32,662 crore**.

STANDALONE BASIS

Assets under management **Rs. 95,306** crore

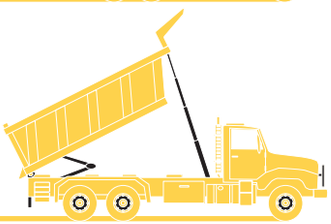
Securitisation done for the year 2017-18 **Rs. 12,467** crore



Total income for the year 2017-18 **Rs. 12,417** crore

The profit after tax stands at **Rs. 1,568** crore

Net interest income for the year 2017-18 **Rs. 6,735** crore

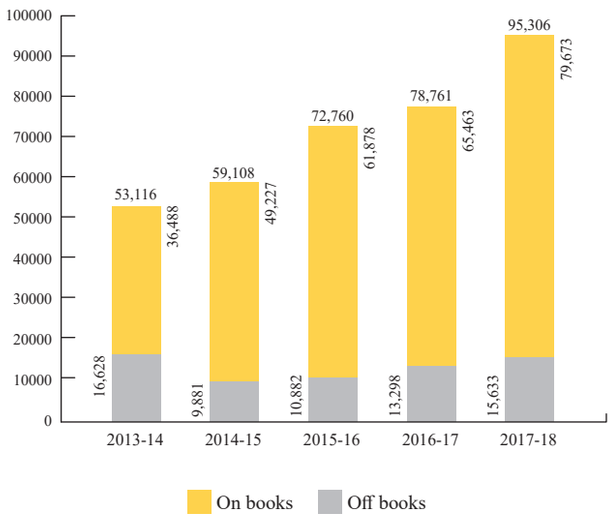


The earning per share stands at **Rs. 69.11**

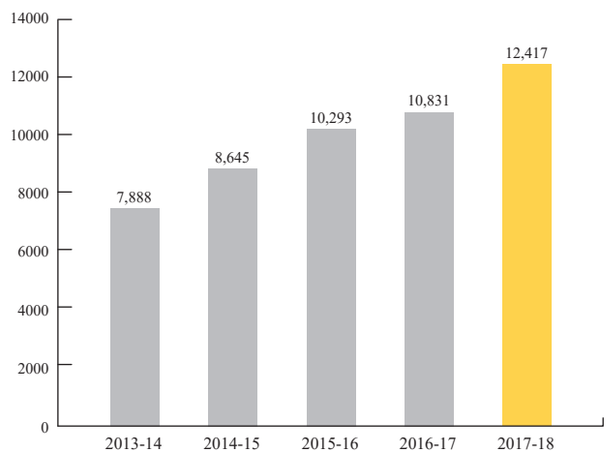
ANNUAL

PERFORMANCE TRENDS STANDALONE BASIS

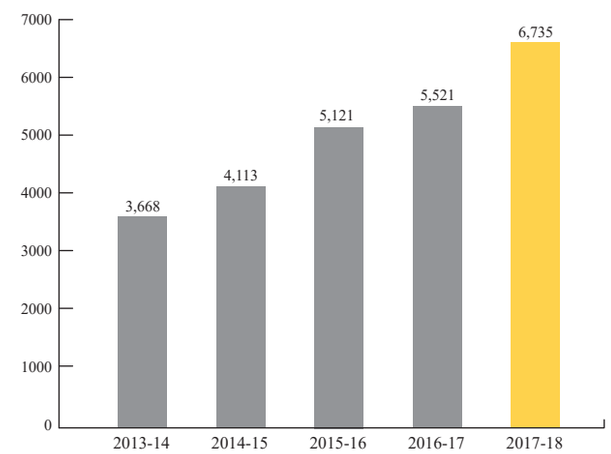
ASSETS UNDER MANAGEMENT (Rs. crore)



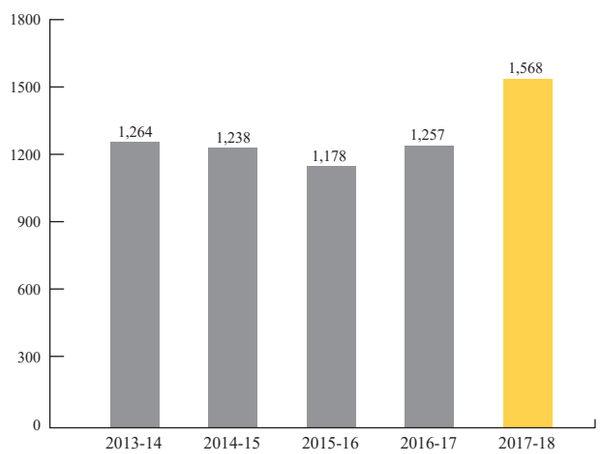
TOTAL INCOME (Rs. crore)



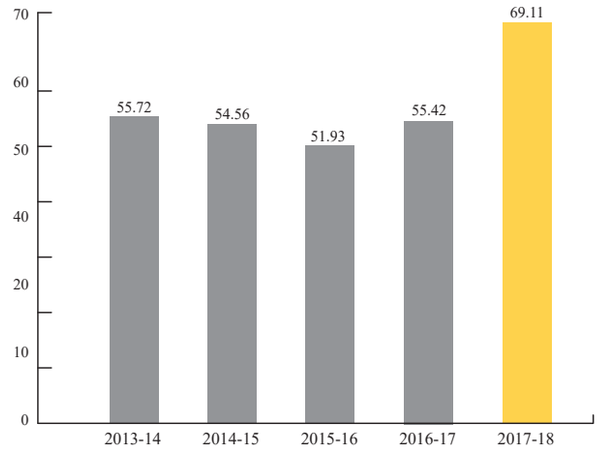
NET INTEREST INCOME (Rs. crore)



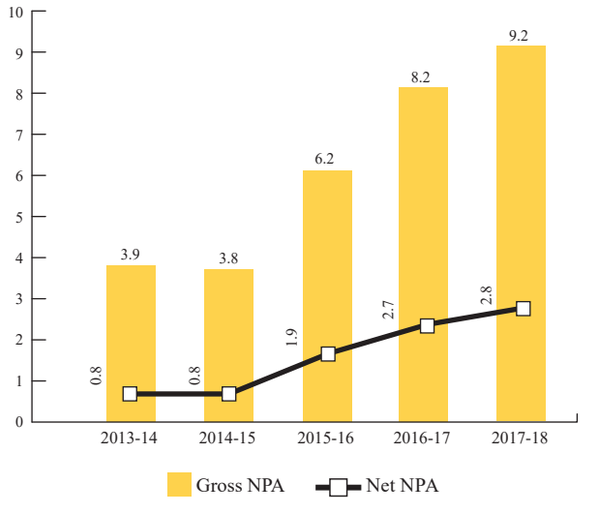
NET PROFIT (Rs. crore)



EPS (BASIC) (Rs.)

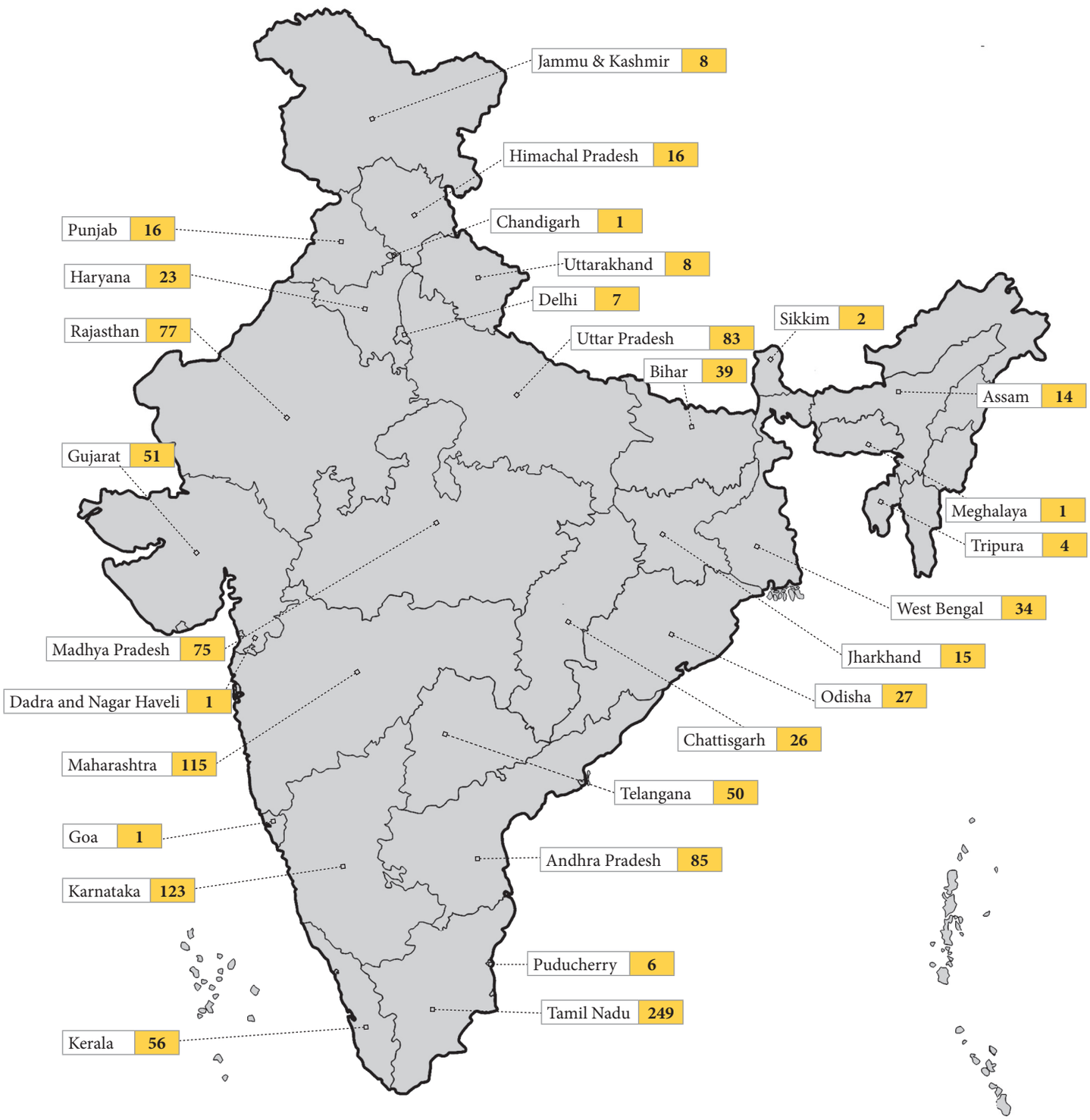


NPA (%)



OUR **REACH**

BRANCH NETWORK AS ON MARCH 31, 2018 :1,213 BRANCHES



List of branches with addresses is available on the Company's website at the web link:
http://www.stfc.in/branch-locator.aspx

Management Discussion and Analysis

GLOBAL ECONOMIC OVERVIEW

The expansion in global trade, revival of investment activities in advanced economies, gradual improvement in global demand led strengthening of global economic activity. US economy grew at 2.3 per cent as compared to growth rate of 1.5 per cent in preceding year. Economic activity in euro area continued to expand making 2017 as one of the best years in over a decade. Japan recorded consistent growth up to Q4:2017 but experienced slowdown in momentum from 2018. China's economy grew by 6.9 per cent. The Russian economy has continued to recover, benefiting from monetary policy easing, higher oil prices and strong household consumption.

The crude oil production cuts by Organization of the Petroleum Exporting Countries coupled with geo-political concerns and strong demand caused firming up of crude oil price from US$ 56 a barrel in October 2017 to US $ 67 in January, 2018. The crude oil prices surged continuously and reached US$ 74.46 a barrel on April 26, 2018.

The US Fed raised its policy rate by 25 bps each in December 2017 and March 2018 meetings. The financial markets remained relatively stable during most part of 2017 and January 2018 but turned volatile in February 2018 and went into correction on fears of faster rate hikes by the US Fed. Early March also witnessed return of volatility on announcement of protectionist measures by the US intensification of trade protectionism between China and the US.

The growing financial market integration in recent years has led to spill overs of volatility from advanced economies to emerging market economies due to monetary policy actions and financial events, as witnessed recently.

Global economic activity has been witnessing a broad based cyclical upturn. The acceleration in global trade outpacing global growth is a welcome development. Inflation remained below policy target levels in many key economies despite rise in some commodity prices and improving demand outlook. However, renewed fears of protectionism, retaliatory actions and trade wars pose a major challenge to the global economy.

INDIAN ECONOMIC OVERVIEW

After languishing for five consecutive quarters, economic activity in India is quickening. Growth is strengthening as indicated by strong sales growth by corporations, depleting finished goods inventories and restart of investment in fixed assets by corporations and expected record food grain output.

Reserve Bank India in its third bi-monthly Monetary Policy statement released on August 2, 2017 had reduced the policy repo rate under liquidity adjustment facility (LAF) by 25

basis points from 6.25 per cent to 6.0 per cent with immediate effect. Thereafter, RBI kept the policy repo rate under LAF unchanged at 6 per cent till end of the FY 2017-18.

The unseasonal spike in the prices of vegetables and the full impact of the central government implementing the 7th Central Pay Commission's HRA award impacted Headline CPI inflation reaching 5.2 per cent in December 2017 (4.9 per cent, excluding the estimated impact of HRA for central government employees). The headline inflation was down at 4.4 per cent in February 2018(4.1 per cent, excluding the estimated impact of HRA for central government employees).

While the rupee had gained against the US dollar on the back of sustained portfolio inflows with the buoyance in equity markets, sentiment had reversed from February 2018 when portfolio outflows had picked-up. After bringing in robust inflows over the greater part of the year, foreign portfolio investors turned net sellers in the Indian equity and debt markets from second week of February 2018 to second week of March 2018. The Indian rupee experienced intermittent bouts of volatility during H2:2017-18. Concerns over political turmoil in the Middle East, international crude oil prices drove the rupee lower against the dollar during the first two weeks of November 2017. A weakening US dollar and robust foreign portfolio investor (FPI) purchases in the Indian debt market supported the rupee through December 2017 and early January 2018. In the latter part of January 2018 and in February 2018, the re-emergence of concerns around the repercussions of elevated energy prices on India's trade deficit, anxiety around recalibrating of the speed of monetary policy tightening by the Federal Reserve upon arrival of strong wages and employment data, and the introduction of LTCG tax in India subjected the rupee to downward pressure. This was accentuated by the strengthening of the US dollar and sales by FPIs in the equity and debt markets. Net purchases by FPIs from mid-March 2018 supported the rupee.

As per the second advance estimates report dated 28th February 2018 of the Central Statistics Office (CSO), the growth in GDP during 2017-18 is estimated at 6.6% as compared with the growth rate of 7.1% in 2016-17. The sectors which are likely to register growth rate of over 7.0 percent are 'public administration, defense and other services', 'trade, hotels, transport, communication and services related to broadcasting', 'electricity, gas, water supply and other utility services' and 'financial, real estate and professional services'. The 'agriculture, forestry and fishing', 'mining and quarrying' and 'manufacturing' sectors are likely to show a growth rate of 3.0%, 3.0% and 5.1% respectively in its GVA during 2017-18, as against the previous year's growth rate of 6.3%, 13% and 7.9% respectively.

Although export growth slowed down to less than 3 per cent in H2:2017-18 from 6.2 per cent in H1:2017-18, there was a bounce-back in November 2017 and December 2017 with the easing of implementation hurdles associated with the GST. India's net services exports picked up in Q3:2017-18, mainly on account of improvement in exports of software and travel services. Despite the uncertainty relating to visa policies in the US and potential adverse effect of Brexit looming large, India's software services recovered in key markets. The turnaround in global IT spending in 2017 also supported demand in this segment. The increase in net exports of travel services reflected the noteworthy rise in tourist arrivals in India. By contrast, increase in imports of services due to higher payments for travel, transport and business services partly offset the rise in export earnings. The current account deficit (CAD) increased to 2.0 per cent of GDP in Q3:2017-18 from 1.4 per cent of GDP a year ago. The widening of CAD on a y-o-y basis was primarily on account of higher trade deficit.

On a y-o-y basis, gross value added in agriculture and allied activities accelerated to 3.1 per cent in H2:2017-18 from 2.7 per cent in H1:2017-18, but decelerated significantly relative to H2:2016-17. The prolonged south west monsoon, better precipitation in the north-east monsoon (October-December 2017) relative to the preceding year, and comfortable water levels in major reservoirs ensured good soil moisture conditions for rabi sowing. The second advance estimates 2017-18 estimated food grains production at 277.5 million tonnes, 0.9 per cent higher than the previous record achieved in 2016-17 (275.1 million tonnes).

Equity markets extended their gains in H1:2017-18 into H2, with the Sensex closing at a historic high of 36,283 on January 29, 2018 on account of various factors including strengthening macroeconomic conditions; revival of corporate sales and improving prospects for future earnings; the announcement of PSU banks' recapitalization; a jump in India's ranking in the World Bank's ease of doing business index; the ratings upgrade by Moody's; sustained net investment by domestic institutional investors; and positive cues from global equity markets. But, the market conditions and sentiment reversed dramatically in February 2018 and selling pressures intensified on account of global sell-offs in bonds and equities following stronger than expected job and inflation data for the US that prompted market participants to anticipate a faster pace of normalization of US monetary policy; expectations of tighter liquidity conditions going forward; bearish sentiment post the Union Budget proposal to levy long-term capital gains tax of 10 per cent on gains exceeding Re. 1 lakh from sale of equity shares; the breach in the fiscal deficit target for 2017-18 and for the medium term; etc.

FINANCIAL SERVICES SECTOR

India's financial services sector comprises of commercial banks / co-operative banks, non-banking financial companies, insurance companies, pension / mutual funds and other various entities. It is undergoing rapid expansion, both in terms of strong growth of existing financial services

firms and new entities such as payments bank entering the sector. The Government is taking various initiatives for the development of this sector. NBFCs especially those catering to the urban and rural poor namely NBFC-MFIs and Asset Finance Companies have a complimentary role in the financial inclusion agenda of the country. Further, some of the big NBFCs viz; infrastructure finance companies are engaged in lending exclusively to the infrastructure sector and some are into factoring business, thereby giving fillip to the growth and development of the respective sector of their operations.

NBFCs have also carved niche business areas for them within the financial sector space and are also popular for providing customized products, for instance your Company providing second hand vehicle financing, mostly at the doorstep of the customer. In short, NBFCs bring the much needed diversity to the financial sector thereby diversifying the risks, increasing liquidity in the markets thereby promoting financial stability and bringing efficiency to the financial sector.

The total managed NBFC-retail credit of NBFCs stood at around ₹ 7 trillion as on December 31, 2017, posting a year-on-year growth of 18.3 per cent, compared with nearly 15.5 per cent in FY 17 and 19 per cent in FY 16. The announcement of the bank recapitalization plan by the Government should help credit growth overtime.

All major components of capital flows, viz., foreign direct investments (FDI), foreign portfolio investments (FPI), non-resident Indian (NRI) deposits and external commercial borrowings (ECBs), recorded net inflows during Q3:2017-18. Gross as well as net FDI flows to India slowed in Q3 relative to preceding quarters.

COMMERCIAL AND PASSENGER VEHICLE INDUSTRY

The domestic Commercial Vehicle (CV) industry led by truck segment has been on a recovery phase since the beginning of Q2 FY 2018. According to the press release issued by Society of Indian Automobile Manufactures, the overall Commercial Vehicles segment sales registered a growth of 19.94% in April 2017- March 2018 as compared to the same period last year. M & HCVs grew by 12.48% and Light Commercial Vehicles grew by 25.42% during April 2017- March 2018 over the same period last year. The sales of Passenger Vehicles grew by 7.89% in April 2017- March 2018 over the same period last year. Within the Passenger Vehicles, Passenger Cars, Utility Vehicles and Vans grew by 3.33%, 20.97%, and 5.78% respectively during April 2017- March 2018 over the same period last year.

PRE-OWNED COMMERCIAL VEHICLES

The pre-owned commercial vehicles segment has been the focus area for the company ever since its inception. The pre-owned commercial vehicles are affordable to aspiring owner-cum-drivers who are Small Road Transport Operators (SRTOs) and First Time Buyers (FTBs)with limited banking habits and credit history for verification of creditworthiness. As a result, the pre-owned truck financing market in India is dominated by private financiers in the unorganized sector. Market for pre-owned truck financing is under-penetrated with majority of the market with private financiers who charge very high interest rates. The company has been engaged in the initiative to corporatize this untapped segment. With presence of almost four decades in the pre-owned CV financing business, the Company has established its leadership in the segment and has created sustainable competitive advantage through deep understanding of the borrower profile and their credit behavior.

FINANCIAL AND OPERATIONAL PERFORMANCE

(Rs. in Crore)

Sr. No.	Particulars	2017-18	2016-17
1	Total Income	12,416.58	10,830.61
2	Net Interest Income	6,734.54	5,521.18
3	Capital Adequacy Ratio	16.89%	16.94%
4	Assets Under Management	95,306.30	78,760.93
5	Securitization done during the year	12,467.10	11,214.20

The Gross NPA was 9.16 % in FY 2017-18 as compared to 8.17 % in FY 2016-17. The Net NPA was 2.83 % in FY 2017-18 as compared to 2.66 % in FY 2016-17. NPAs were higher on account of tightening of NPA norms by RBI at 90 days past due as on March 31, 2018 vis-à-vis 120 days as on March 31, 2017.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company believes that strong internal control system and processes play a critical role in the health of the Company. The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these processes and systems in line with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines which ensure reliability of financial and all other records. The Internal Audit reports are periodically reviewed by the Audit Committee. The Company has, in material respect, an adequate internal financial control over financial reporting and such controls are operating effectively. The Company's Internal Auditor performed regular reviews of business processes to assess the effectiveness of internal controls. Internal Audits were carried out to review the adequacy of the internal control systems, compliance with policies and procedures.

Human Resources

There was a net addition of 4934 employees during the year 2017-18 and total strength of employees as on March 31, 2018 was 23,819. The average age of the employees is about 29 years. For further details please refer to the Business Responsibility Report.

SWOT ANALYSIS

Strengths

- Pioneer in the pre-owned commercial vehicles financing sector
- One of the largest asset financing companies in India with Pan-India presence with 1,213 branch offices
- Unique relationship-based business model with extensive experience and expertise in credit appraisal and collection process
- Strong brand name
- A well-defined and scalable organizational structure based on product, territory and process knowledge
- Consistent financial track record with rapid growth in AUMs
- Experienced senior management team
- Strong relationships with public, private as well as foreign banks; institutions and investors
- 1.86 million customers across India

Weakness

- Business and growth directly linked with the GDP growth of the country
- Company's Customers - SRTOs and (FTBs) are more vulnerable to negative effects of economic downturn

Opportunities

- Growth in the Commercial vehicles, passenger vehicles and tractors market
- Meeting working capital needs of persons in CV eco-system
- Partnerships with private financiers for enhancement of reach without significant investments
- Penetration into rural markets for financing cargo LCVs
- On boarding customers on technology platform
- Higher budgetary allocation by the Government to give boost to infrastructure sector involving construction of roads, new airports, ports etc. creating huge demand for Commercial Vehicle
- Cross selling of insurance products, invoice discounting etc.

Threats

- Competition from captive finance companies and small banks
- Ad-hoc policies on phasing out of older vehicles

RISK MANAGEMENT

The Company is exposed to variety of risks such as credit risk, economy risk, interest rate risk, liquidity risk and cash management risk, among others. The Company has Enterprise Risk Management Framework which involves risk identification, risk assessment and risk mitigation planning for the Company. The Board of Directors has constituted a Risk Management Committee consisting majority of Directors. The terms of reference of the Risk Management Committee include periodical review of the risk management policy, risk management plan, implementing and monitoring of the risk management plan and mitigation of the key risks. The Risk owners are accountable to the Risk Committee for identification, assessment, aggregation, reporting and monitoring of the risk related to their respective areas/ functions.

The expertise in credit appraisal and collection developed by the Company over the past three decades helps mitigating credit risk. We lend on relationship based model applying advanced credit assessment procedures and maintain regular contact with customers.

In order to mitigate liquidity risk, ween sure that the short-term and long-term fund resources are favorably matched with deployment. We resort to long-term funding instruments and securitization. We continue to enjoy the trust and support from our investors, security holders, depositors, banks and financial institutions, due to our impeccable record in servicing its debt obligations on time.

In order to mitigate interest rate risk, we have developed innovative resource mobilization techniques and prudent fund management practices, among others. Besides, superior credit rating of the Company's financial instruments enables us to raise funds at competitive rates.

The Company's Asset Liability Management Committee regularly reviews, among others, the interest rate and liquidity risks.

We are diversifying our assets portfolio focusing on passenger vehicles and tractors segment. We have also started financing the working capital needs of petrol pumps, tyre dealers, vehicle body builders and workshops forming part of ecosystem of commercial vehicle operations.

In order to mitigate cash management risk associated with collection of loan installments, we have initiated steps to on boarding our customers on technology platform. This is a long term process as historically substantial part of our loan recovery is in the form of cash due to peculiar profile and business pattern of our customers. Our loan installment collection process is efficient and secured through a robust cash management network with leading banks. We have adopted stringent checks and internal controls across all branches. At the regional level, the branch collections are monitored and reconciled on a daily basis. We are educating and encouraging our customers to adopt advanced methods of payment. In order to mitigate operation risk we continuously monitor our internal processes and systems.

OUTLOOK

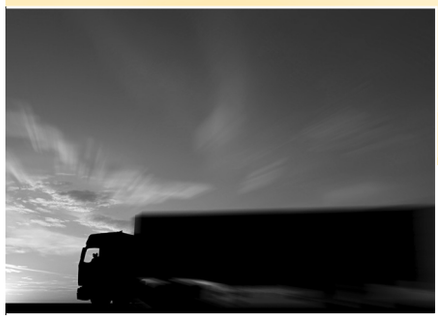
The thrust on rural and infrastructure sectors in the Union Budget could rejuvenate rural demand and encourage private investment. Indian Meteorological Department's forecast of normal monsoon in the year 2018 and its positive impact on food output, growing rural and urban demand for vehicles, forecast of double-digit sales growth of commercial vehicles should create additional demand for commercial vehicles and growing business opportunities for road transport sector and in turn increasing business of the Company due to increase in credit demand.

The international rating agency Moody has forecast 7.6 per cent growth rate of Indian economy in the calendar year 2018. Professional forecasters surveyed by the Reserve Bank of India in March 2018 expect CPI inflation to firm up to 5.1 per cent in Q-1: 2018-19 and moderate thereafter to 4.3 per cent in Q4: 2018-19. The effects of demonetization and teething troubles with implementation of GST are diminishing gradually. Economic activity is expected to gather pace in 2018-19. Policy efforts such as improving ease of doing business, speedy resolution of corporate distress and speeding up of the stalled projects, among others should produce accelerating impulses for growth trajectory and revival of capex cycle. The credit off-take has improved in the recent period and is becoming increasingly broad based, which augurs well for the manufacturing sector and new investment activity. India's resilient fundamentals and healthy level of foreign exchange reserves at US$ 422.5 billion as on March 23, 2018 should continue to provide buffers against global spill overs. However, the concerns with regard to deterioration in public finances, rising international crude oil prices, rising interest rates, uncertainties and volatility in financial markets emanating from trade protectionism and trade wars may have adverse impact on these growth prospects in terms of cutbacks on public capital expenditure, rising input cost of domestic production and services etc.

CAUTIONARY STATEMENT

This report contains forward-looking statements extracted from reports of Government Authorities / Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.

Directors' Report



Your Directors have pleasure in presenting their Thirty Ninth Annual Report and the Audited Statements of Accounts for the financial year ended March 31, 2018.

FINANCIAL HIGHLIGHTS

(Rs. in lacs)

Particulars	2017-18	2016-17
Profit before depreciation and taxation	**240,796.87**	**195,783.33**
Less: Depreciation and amortisation	3,613.40	3,390.78
Profit before tax	**237,183.47**	**192,392.55**
Less: Provision for taxation	80,381.22	66,658.30
Profit after tax	**156,802.25**	**125,734.25**
Add: Balance brought forward from previous year	511,702.28	418,745.82
Balance available for appropriation	**668,504.53**	**544,480.07**
Appropriations		
General reserve	15,700.00	12,600.00
Statutory reserve	31,400.00	25,200.00
Debenture redemption reserve	9,206.55	(15,945.04)
Dividend on equity shares of Rs.10/- each	24,957.10	9,075.31
Tax on dividend	4,836.39	1,847.52
Balance carried to Balance Sheet	**582,404.49**	511,702.28

DIVIDEND

Your Directors at their meeting held on November 01, 2017 declared higher interim dividend of Rs. 5.00/- per equity share (i.e. 50%) for the financial year 2017-18 as against interim dividend of Rs. 4.00/- per equity share (i.e. 40%) for the financial year 2016-17. The interim dividend was paid on November 20, 2017 and involved a cash outflow of Rs. 13,409.25 lacs together with tax on dividend.

Your Directors have maintained a final dividend of Rs. 6.00/- per equity share (i.e. 60%) for the financial year 2017-18. The final dividend distribution will involve in a cash outflow of Rs. 16,411.14 lacs together with tax on dividend.

Thus, the total dividend (including interim dividend paid) for the financial year 2017-18 shall be Rs. 11.00/- per equity share (i.e. 110%) aggregating to Rs. 29,820.39 lacs together with tax on dividend as against Rs. 10.00/- per equity share (i.e. 100%) aggregating to Rs. 27,307.07 lacs together with tax on dividend for the financial year 2016-17.

TRANSFER TO RESERVES

The amounts proposed to be transferred to General Reserve, Statutory Reserve and Debenture Redemption Reserve are mentioned in the Financial Highlights under the heading 'Appropriations'.

CAPITAL ADEQUACY RATIO

Your Company's total Capital Adequacy Ratio (CAR), as of March 31, 2018, stood at 16.87% of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is above the regulatory minimum of 15%.

CREDIT RATING

The credit rating enjoyed by the Company as on March 31, 2018 is as follows:

Credit Rating Agency	Instrument	Ratings
CRISIL	Bank Loan Long Term	CRISIL AA+/Stable
	Bank Loan Short Term	CRISIL A1+
	Non-Convertible Debentures	CRISIL AA+/Stable
	Subordinate Debt	CRISIL AA+/Stable
	Short Term Debt	CRISIL A1+
	Fixed Deposit	CRISIL FAAA/Stable
India Ratings & Research Private Limited	Non-Convertible Debentures	IND AA+/Stable
	Subordinated Debt	IND AA+/Stable
	Commercial Paper	IND A1+
CARE	Non-Convertible Debentures	CARE AA+/Stable
	Subordinate Debt	CARE AA+/Stable
	Commercial Paper	CARE A1+
ICRA	Fixed Deposit	MAA+ with Stable
Standard & Poor's Ratings	Long-Term Issuer Credit Rating	BB+/Stable
	Short-Term Issuer Credit Rating	B
	Offshore Rupee Denominated Bond (Masala Bond)	BB+
	Medium Term Note Programme (Masala Bond)	BB+
Fitch Ratings	Long-Term Issuer Default Rating	BB+/Stable Outlook
	Short-Term Issuer Default Rating	B
	Offshore Rupee Denominated Bond (Masala Bond)	BB+
	Medium Term Note Programme (Masala Bond)	BB+

OPERATIONS & COMPANY'S PERFORMANCE

For the financial year ended March 31, 2018, your Company earned Profit Before Tax of Rs. 237,183.47 lacs as against Rs. 192,392.55 lacs in the previous financial year and the Profit After Tax of Rs. 156,802.25 lacs as against Rs. 125,734.25 lacs in the previous financial year. The total Income for the year under consideration was Rs. 1,241,658.01 lacs (incl. exceptional income) and total expenditure was Rs. 1,004,474.54 lacs. Your Company has adopted the three months norm to classify Non-Performing Assets as March 31, 2018.

Mobilization of funds from following sources/instruments was as under:

(Rs. in lacs)

Sr. No.	Particulars	2017-18	2016-17
1	Non-Convertible Debentures – Institutional	973,340.00	831,225.00
2	Subordinated Debts – Institutional	142,900.00	17,500.00
3	Term Loans from Banks – Secured	2,140,325.00	1,135,365.50
4	Term Loans from Banks – Unsecured	-	16,000.00
5	Term Loans from Financial Institutions/ corporates – Secured	185,000.00	110,000.00
6	Commercial Papers	1,401,900.00	640,500.00
7	Fixed Deposit	302,106.45	278,542.69
8	Masala Bonds	116,000.00	135,000.00
9	Inter Corporate Deposits	18,770.00	5,040.00

The total Assets Under Management had increased from Rs. 7,876,093.08 lacs as on March 31, 2017 to Rs. 9,530,629.43 lacs as on March 31, 2018 . During 2017-18, the company securitised its assets worth Rs. 1,246,710.00 lacs (accounting for 13.08% of the total assets under management as on March 31, 2018) as against Rs. 1,121,420.00 lacs during 2016-17. With securitisation, the company ensures better borrowing profile, leading to lower interest liability owing to its lending to priority sector as per RBI. The outstanding securitised assets portfolio stood at Rs. 1,563,310.93 lacs as on March 31, 2018.

The Company continued its focus on financing of pre-owned commercial vehicles. Our relationship based business model enabled us to maintain the leadership position in the pre-owned commercial vehicles financing segment. For further penetration into rural market, the Company opened 8 new Rural Centres and 295 new Branch Offices. With this the total number of Rural Centres has now increased to 862 and the total number of Branch offices across India has now increased to 1213.

ISSUE OF SECURITIES

Share Capital

The paid up Equity Share Capital of the Company stood at Rs. 22,688.27 lacs (226,882,736 shares of Rs. 10/- each) as on March 31, 2018. There was no change in the paid up Equity Share Capital in the Financial Year 2017-18.

Issue of Rupee Denominated Bonds Overseas under the Medium Term Note Programme ('Masala Bonds')

In order to diversify the borrowing portfolio of the Company and to open new market/avenue for borrowing, the Company issued Rs. 84,000 lacs 8.10% Senior Secured Notes Due 2023 under the Medium Term Note Programme and Rs. 32,000 lacs 7.90% Senior Secured Notes Due 2021 under the Medium Term Note Programme which are listed on the Singapore Exchange Securities Trading Limited. The proceeds of Notes have been utilized in accordance with the guidelines issued by the Reserve Bank of India. This is a Rupee based transaction and there is no foreign exposure for the Company.

FIXED DEPOSITS

As on March 31, 2018, there were 17,819 fixed deposits aggregating to Rs. 17,713.58 lacs that have matured but remained unclaimed. There were no deposits, which were claimed but not paid by the Company. The unclaimed deposits have since reduced to 12,922 deposits amounting to Rs. 11,315.19 lacs. Appropriate steps are being taken continuously to obtain the depositors' instructions so as to ensure renewal/ repayment of the matured deposits in time.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Puneet Bhatia, Non-Executive Non–Independent Director of the Company will retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

There was no change (appointment/resignation) in the Key Managerial Personnel of the Company during the Financial year.

Declaration by Independent Directors

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Policies on appointment of Directors and Remuneration

Your Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance and has adopted a Policy on Board Diversity formulated by the Nomination and Remuneration Committee. The Company's Remuneration Policy has laid down a framework for remuneration of Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel. These Policies are annexed as **Annexure I** and **II**. The Nomination and Remuneration Committee also takes into account the fit and proper criteria for appointment of directors as stipulated by Reserve Bank of India. The Company has also formulated policy on Succession Planning for Directors and Key Managerial Personnel for continuity and smooth functioning of the Company.

Number of Meetings of the Board

Six Board Meetings were held during the financial year. The details of the Board and various Committee meetings are given in the Corporate Governance Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees. The evaluation was conducted on the basis of a structured questionnaire which comprises performance criteria such as performance of duties and obligations, independence of judgement, level of engagement and participation, their contribution in enhancing the Board's overall effectiveness, etc. The Board has expressed their satisfaction with the evaluation process.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that, to the best of their knowledge and belief:

a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

b) That such accounting policies as mentioned in note 2.1 to the financial statements have been selected and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;

c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Annual Accounts have been prepared on a going concern basis.

e) The Company had followed the internal financial controls laid down by the directors and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RBI GUIDELINES

The Company continues to comply with all the regulations prescribed by the Reserve Bank of India, from time to time.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, Business Responsibility Report is annexed and forms part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Report for the Financial Year 2017-18 annexed to this report as **Annexure-III**. The composition of CSR Committee is included in the CSR report. The CSR Policy is uploaded on the Company's website at the web link: **http://stfc.in/pdf/Corporate-Social-Responsibility-Policy.pdf.**

DISCLOSURES AS PER THE SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

Extract of Annual Return

The extract of the annual return in the Form MGT 9 is annexed to this report as **Annexure -IV**.

Conservation of Energy, Technical Absorption and Foreign Exchange Earnings and Outgo

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is as follows:

a. The Company has no activity involving conservation of energy or technology absorption.

b. The Company does not have any Foreign Exchange Earnings.

c. Outgo under Foreign Exchange – Rs. 1,733.60 lacs.

Loans, guarantee or investments in securities

Pursuant to Section 186(11)(a) of the Companies Act, 2013 (the 'Act') read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. As such the particulars of loans and guarantee have not been disclosed in this Report.

During the year under review the Company has invested surplus funds in various securities in the ordinary course of business. For details of the Current Investments and Non-Current Investments of the Company refer to Note 14 & 10 respectively of the financial statements.

Contracts or Arrangements with Related Parties

The Related Party Transactions (RPTs) were entered in ordinary course of business on an arm's length basis and were in compliance with the provisions of the Companies Act, 2013 and the SEBI Regulations 2015. The statement of RPTs was reviewed by the Audit Committee on a quarterly basis. Omnibus approval of the Audit Committee was obtained for the RPTs of repetitive nature. As required under the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is annexed to this report as **Annexure V** and is also uploaded on the Company's website at the web link:

http://stfc.in/pdf/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions-v1.pdf.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees and commission to Independent Directors. For details of the transactions with Related Party refer to the note 27 to the financial statements.

Risk Management

The Company's Risk Management Policy deals with identification, mitigation and management of risks across the organization. The same has been dealt with the Management Discussion and Analysis annexed to the Annual Report.

Whistle Blower Policy/ Vigil Mechanism

The Company's Whistle Blower Policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, violation of code of conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behavior. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website: **http://www.stfc.in/pdf/Whistle-Blower-Policy-Vigil-Mechanism.pdf**

Financial summary/highlights

The details are spread over in the Annual Report as well as are provided in the beginning of this report.

Subsidiaries, joint ventures or associate companies

Shriram Automall India Limited (SAMIL) through its 74 Automalls located across the Country provides fee-based facilitation services for the sale of pre-owned commercial and passenger vehicles, agricultural and construction equipments, dealer's stock of pre-owned two wheelers, etc. repossessed by banks and financing companies. For the year ended March 31, 2018, SAMIL's total income from operations was Rs. 10,528.42 lacs as against Rs. 8,030.53 lacs in the previous year 2016-17 and the Net Profit of Rs. 2,004.75 lacs as against net profit of Rs. 829.15 lacs in the previous year 2016-17.

The Company sold 16630435 Equity Shares of SAMIL of face value of Rs. 10/- each fully paid up to MXC Solutions India Private Limited at Rs. 94.03 per share consideration for Rs. 15637.60 lacs. Consequently, SAMIL ceased to be the wholly-owned subsidiary on February 07, 2018 and became an Associate of the Company from February 07, 2018.

Except this there were no other entity(ies) which became or ceased to be subsidiaries, joint ventures or associate companies of the Company during the year.

Internal Financial Control System

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis, which is a part of the Annual Report.

Composition of Audit Committee

The Audit Committee comprises of four directors namely, Mr. S. Sridhar – Chairman, Mrs. Kishori Udeshi, Mr. S. M. Bafna and Mr. Puneet Bhatia.

Others

- There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report.
- There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- There was no change in the nature of business of the Company. The company continues to be an Asset Finance Company.
- There was no fraud reported by the Auditors of the Company under the Section 143(12) of the Companies Act, 2013 to the Audit Committee.
- The internal complaint committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 received and disposed one complaint during the year under review.
- Disclosure regarding details relating to Deposits covered under Chapter V of the Act is not applicable since our company is a Non-Banking Financial Company regulated by Reserve Bank of India. The Company accepts deposits as per Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.
- The Company has obtained a certificate from its Statutory Auditor certifying that the Company is in compliance with the provisions of FEMA Regulations with regard to downstream investment made by the Company during the Financial Year.
- The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings, Annual General Meetings and Dividend.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129 read with Rule 5 to the Companies (Accounts) Rules, 2014, Statement Containing salient features of the financial statement of subsidiary, and associate company (Form AOC-1) and a statement on consolidated financial position of the Company with that of the subsidiary upto February 06, 2018 and thereafter of the associate is attached to the Annual Report. The consolidated financial statements attached to this Annual Report are prepared in compliance with the applicable Accounting Standards and Listing Regulations.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosure required as under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as **Annexure - VI**.

AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Guru Gram (Firm Registration No. 309015E) had been appointed as joint Auditors of the Company at the 38th Annual General Meeting (AGM) held on June 29, 2017 to hold office from the conclusion of the 38th Annual General Meeting (AGM) until the conclusion of the 43rd Annual General Meeting (AGM) of the Company, subject to the ratification of their appointment at every AGM, if required under law. Accordingly, necessary resolution for ratification of appointment auditors is included in the notice of the AGM. Joint Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company. They have also confirmed that they hold a valid peer review certificate as prescribed under Listing Regulations. Approval of the Members is being sought for fixation of remuneration of Joint Auditors of your Company.

The Auditors' Report to the Shareholders for the year under review does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT

Secretarial Audit Report pursuant to the provisions of Section 204 of the Companies Act, 2013 for the financial year 2017-18 issued by Mr. P. Sriram, Practicing Company Secretary (Certificate of Practice No. 3310) (Membership No. FCS 4862) is annexed to this report as **Annexure-VII**. The report does not contain any qualification, reservation or adverse remark.

CORPORATE GOVERNANCE

Pursuant to Schedule V of the SEBI Regulations the following Reports/Certificates form part of the Annual Report:

- the Report on Corporate Governance;
- the Certificate duly signed by the Managing Director & CEO and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2018 as submitted to the Board of Directors at their meeting held on April 27, 2018 ;
- the declaration by the Managing Director & CEO regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct ; and
- the Management Discussion & Analysis Report

The Auditors' Certificate on Corporate Governance is annexed to this report as **Annexure-VIII**.

ACKNOWLEDGEMENT

The Board of Directors would like to place on record their gratitude for the guidance and cooperation extended by Reserve Bank of India and the other regulatory authorities. The Board takes this opportunity to express their sincere appreciation for the excellent patronage received from the Banks and Financial Institutions and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by all the Stakeholders including Shareholders, Depositors, Debenture holders and Debt holders.

For and on behalf of the Board of Directors
S. Lakshminarayanan
Chairman
(DIN: 02808698)

Mumbai
April 27, 2018

ANNEXURE - I

POLICY ON BOARD DIVERSITY

1. Vision

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

2. Policy Statement

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board of Directors (Board), necessary for achieving sustainable and balanced development. For appointments of persons to office of directors and deciding composition of the Board, the Nomination and Remuneration Committee (NRC) and the Board shall also have due regard to this policy on Board diversity. In this process the NRC /Board will take into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal and contractual requirements of the Company.

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act,2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

3. Review of Policy

The NRC will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval.

For and on behalf of the Board of Directors
S. Lakshminarayanan
Chairman
(DIN: 02808698)

Mumbai
April 27, 2018

ANNEXURE - II

REMUNERATION POLICY

The Board of Directors of the Company has constituted Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015.

1. Composition of Nomination and Remuneration Committee (Committee)

The Committee shall consist of minimum three Non-Executive Directors out of which two shall be Independent Directors. The Chairman of the Committee shall be an Independent Director.

The quorum for any meeting of the Committee shall be either two members or one third of the members of the Committee present whichever is greater (any fraction to be rounded off to the next whole number) subject to a minimum of two independent members present.

All decisions taken at the Committee meeting shall be by a majority vote of the members present.

The Chairman of the Company (whether executive or non-executive) may be appointed as a member of the Committee but shall not chair such Committee. The Chairman of the Committee or in his absence, any other member of the Committee authorized by him in this behalf shall attend the general meetings of the Company to answer the shareholders queries. No member of the Committee shall have a relationship that may interfere with his independence from management and the Company or with the exercise of his duties as a Committee member.

The Committee may invite such of the executives of the Company, as it considers appropriate (and particularly the Managing Director & CEO) to be present at the meetings of the Committee, but on occasions it may also meet without the presence of any executives of the Company.

The Company Secretary shall act as the Secretary to the Committee.

2. Objective of Remuneration policy :

To lay down a framework in relation to remuneration of (a) Directors (Executive and Non-Executive) (b) Key Managerial Personnel (c) Senior Management Personnel

3. Definitions :

"Act" means the Companies Act, 2013 and the rules framed thereunder as amended from time to time.

"Board" means Board of Directors of the Company.

"Company" means Shriram Transport Finance Company Limited

"Directors" mean Directors of the Company.

"Key Managerial Personnel" means (a) Managing Director (b)Chief Executive Officer(CEO), (c) Chief Financial Officer (CFO) and (d) Company Secretary;

"Policy or This Policy" means "Remuneration Policy of the Company."

"Senior Management Personnel" mean the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the whole-time directors including the functional heads.

4. Meetings of Committee :

The Committee shall meet at least two times in a year.

The Committee may adopt procedural rules for its meetings and the conduct of its business, not inconsistent with this Policy, the Company's Articles of Association or applicable laws. The Committee is governed by the same rules regarding meetings (including meetings by video conferencing), passing resolution by circulation, notice, waiver of notice, and voting requirements as are applicable to the Board. Adequate provision will be made for notice to members of all meetings.

The Committee agenda is developed by the Chairman of the Committee and the Managing Director & CEO with input from appropriate members of its core management team. The Committee may meet periodically with Senior Management personnel in separate executive sessions.

When present, the Chairman of the Committee shall preside over the Committee meetings. In his absence, the Committee members present may appoint a chairman from among themselves. The Chairman of the Committee shall report to the Board on Committee meetings and actions and the Company Secretary shall keep minutes of all Committee meetings, which are distributed to the Committee members for review and approval.

5. Powers of the Committee:

The Committee shall have powers, which include the following:

i) To examine any activity within its terms of reference.

ii) To seek information from any employee.

iii) To obtain outside legal or other professional advice.

iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

v) Any other matter as may be assigned by the Board of Directors from time to time.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have authority to appoint and terminate outside counsel or other experts or consultants as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. The Committee may for this purpose utilise the office of the Company Secretary to appoint and interact with such outside counsel or other experts or consultants. The Company will provide the Committee with appropriate funding, as the Committee determines for the payment of compensation to the Company's outside counsel and other advisors as it deems appropriate and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In discharging its responsibilities, the Committee is empowered to examine any matter relating to compensation and remuneration of which are brought to its attention. The Committee will have access to the Company's books, records, facilities, and personnel. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

6. Role of the Committee :

i) Formulation of the criteria for determining qualifications, positive attributes, and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Committee shall ensure that -

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks ;and
- remuneration to directors, Key Managerial Personnel and Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

ii) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee, recommend to the Board their appointment and removal.

iii) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.

iv) To carry out evaluation of every director's performance.

v) To determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors.

vi) Devising a policy on Board diversity

vii) Formulation of Succession policy for Managing Director and CEO, Key Managerial personnel and Senior Management Personnel.

This policy shall be disclosed in the Board's report.

7. Remuneration of Managing Director & CEO:

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration package for Managing Director & CEO including pension rights and any compensation payment. The following shall be the principal recurring processes of the Committee in carrying out its responsibilities relating to Managing Director & CEO Compensation. The processes are set forth as a guideline with the understanding that the Committee may supplement them as appropriate.

i) Provide independent oversight of and consult with Company management regarding the Company's compensation, bonus, pension and other benefit plans, policies and practices applicable to the Company.

ii) Develop guidelines for and annually review and approve (a) the annual basic salary, (b) the annual incentive and bonus, including the specific goals and amount and (c) equity compensation for the Managing Director & CEO

iii) Review and approve (a) employment agreements, severance arrangements and change in control agreements/provisions and (b) any other benefits, compensation or arrangements for the Managing Director & CEO.

iv) If in any financial year the Company has no profits or its profit are inadequate then Managing Director & CEO shall be entitled to receive the remuneration perquisite and benefits as approved by the Committee, Board of Directors and shareholders subject to compliance with the applicable provisions of the Act read with Schedule V to the Act, if and to the extent necessary with the approval of Central Government.

v) In consultation with outside consultants, evaluate and recommend the form and amount of compensation to the director and make recommendations to the Board.

8. Remuneration of Independent Directors:

The Company is being benefited from the expertise, advise and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

Independent Directors of the Company are paid following remuneration:

9. Sitting Fees :

Rs. 50,000/-for every meeting of Board and Rs. 25,000/- for every Committee meeting and Rs 15,000/- for every meeting of Independent Directors attended by them.

10. Commission :

Equal commission be paid to all Independent Directors. However, Independent Directors who hold office for part of Financial Year be paid commission on pro-rata basis. The amount of commission will be decided by the Board of Directors for every financial year within the limit specified under the Act subject to the approval of shareholders obtained by passing necessary resolution in the general meeting of the Company.

11. Non-Executive Non-Independent Directors :

Non-Executive Non-Independent Directors shall be entitled to reimbursement of expenses for attending the meetings of the Board/Committees but shall not be entitled to receive the sitting fees.

12. Employee Stock Option :

In order to attract and retain the key/ quality talent and to motivate the employees to achieve long term business goals, the Board may consider at appropriate time re-introduction of Employee Stock Options for the identified employees in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

13. General Responsibilities:

i) Report to the Board on matters discussed at each Committee meeting.

ii) Examine any matter brought to its attention within the scope of its duties.

iii) Evaluate annually its own performance and discuss the outcome of the evaluation with the Board.

iv) To review compensation related disclosures to be filed or submitted by the Company pursuant to applicable rules.

v) The Committee shall review and reassess the adequacy of this Policy annually and recommend any proposed changes to the Board for approval.

vi) Perform other functions as requested by the Board.

14. Changes in the governing laws:

Any changes in the governing laws such as the Listing agreements, Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the other Laws, Rules, Notifications and Guidelines, if any, issued/ framed thereunder and applicable to the Company which has an effect of enlarging the scope, role and power of the Committee shall automatically form part of this policy to enlarge the role of the Committee provided herein above.

For and on behalf of the Board of Directors
S. Lakshminarayanan
Chairman
(DIN: 02808698)

Mumbai
April 27, 2018

SHRIRAM Commercial Vehicle Finance

ANNEXURE - III

REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2017-18

1. The Company's CSR policy is available on website of the company www.stfc.in. The object of CSR Policy of the Company is to continue to contribute towards social welfare projects focusing on providing education, vocational training, promoting health care facilities to economically weaker and underprivileged section of the Society and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 ('the Act') and the Companies (Corporate Social Responsibility Policy) Rules, 2014('the Rules').

   The details of the CSR activities undertaken can be accessed at http://stfc.in/annual reports.aspx

2. **The Composition of the CSR Committee:**

Name of the Member	Category
Mr. Umesh Revankar - Chairman	Managing Director & CEO Executive
Mr. S. Lakshminarayanan	Non Executive-Independent Director
Mrs. Kishori Udeshi	Non Executive-Independent Director
Mr. Amitabh Chaudhary	Non Executive-Independent Director
Mr. Puneet Bhatia	Non Executive-Non-Independent Director

3. Average net profit of the Company for last three financial years:- Rs. 184,957.11 lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 3,699.14 lakhs
5. Details of CSR spent during the financial year 2017-18.
   (a) Total amount spent in the financial year:- Rs.1881.50 lakhs
   (b) Amount unspent, if any:- Rs. 1817.64 lakhs
   (c) Manner in which the amount spent during the financial year is detailed below :-

(Rs. in lakhs)

Sr. No	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1)Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or Programs wise	Amount spent on the projects or Programs Sub¬-heads: (1)Direct expenditure on projects or programs. (2) Overheads:	Cumul-ative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1	Scholarship Scheme	Education	Across India	675.00	691.64	691.64	Implementing Agency and Direct
2	Drivers' training	Training and skill development	Pune,Delhi ,Chennai, Chindwara,Kaithal, Coimbatore,Giridih and Chapra	1100.00	156.09	156.09	Implementing Agency and Direct
3	Safe Drinking Water	Preventive Health Care	-	125.00	-	-	Implementing Agency
4	Mobile Medical Unit (MMU) & Mobile Health Clinic (MHC)	Preventive Health Care	Mumbai,Pune,Nashik, Aurangabad,Nagpur, Vapi,Jaipur,Chennai, Bangalore,Anantpur, Rajahmundry,Nellore, Vijayawada,Bhubaneshwar and Vishakapatnam	1200.00	333.76	333.76	Implementing Agency
5	Promoting Education	Education	Chennai	35.00	35.00	35.00	Direct
6	The Krishna District Lorry Owners Association	Road Safety Programme	Vijayawada	10.00	10.00	10.00	Direct
7	South India Club for Art & Culture	Promotion & development of traditional arts	Delhi	500.00	600.00	600.00	Direct

(Rs. in lakhs)

Sr. No	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1)Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or Programs wise	Amount spent on the projects or Programs Sub¬-heads: (1)Direct expenditure on projects or programs. (2) Overheads:	Cumul-ative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
8	Shiladhish Art & Research Institute	Promotion & development of traditional arts	Mumbai	-	7.00	7.00	Direct
9	Miscellaneous CSR activities	Education,Sport Eradication of Hunger & Poverty,Sanitation	Suratkal	5.00	1.01	1.01	Direct
	Total			**3,650.00**	**1,834.50**	**1,834.50**	
	Overhead expenses				47.00	47.00	
	Grand Total			**3,650.00**	**1,881.50**	**1,881.50**	

* Shriram Foundation, Rise India Foundation, Collective Good Foundation, PanIIT Alumni Reach for India Foundation, Enable Health Society, Piramal Swasthya Management and Research Institute were Implementing Agencies involved in the above projects.

6. The budgets for Driver Training and Mobile Medical Unit and Health Clinic projects accounted for 61% of the total CSR budget approved by the Board of Directors for the Financial Year 2017-18. The objective of Drivers' training project is imparting training and skills for safe driving, educating on road safety to reduce road accidents, encouraging soft skill learning and creating health consciousness. This project facilitates issue of driving license to candidates completing the training, creating employment opportunities for unemployed youths from backward and urban areas, thereby addressing the shortage of drivers in the country which is estimated at 22%. However, the performance of the implementing agency engaged on this project was far below the company's expectations necessitating search for multiple competent implementation agencies whose identification and shortlisting process took longer time than expected. The Company has entered into memorandum of understanding with multiple new implementing agencies to replace existing implementing agency in the last quarter of the financial year. The new implementing agencies have good potential to meet company's expectation to achieve targeted spend. As per the announcement made by the Ministry of Road Transport and Highways on 16th April, 2018, the holder of license to drive light motor vehicle will not be required to get the license endorsed for driving transport vehicle of light motor vehicle (LCV)class. Before this announcement, the holder of LCV driving license was required to wait for one year before applying for transport license for driving LCV. The exemption will attract large number of unemployed youths both from backward as well as urban areas joining the Company's drivers' training project. The number of candidates dropping out from the program would also reduce significantly. It is therefore expected that the Company should be able to fully spend the new budget for Drivers' training project for the current financial year 2018-19.

   During the year 2017-18, the Company identified nine additional locations for implementation of the Mobile Medical Unit and Health Clinic project as compared to last financial year. Due to non-scaling up of the said project there was significant shortfall in full utilization of budget for the project.

   There were operational challenges in installation and smooth running of purification chilling and dispensing units (PCD units). This caused delay and waiting for installation of the targeted number of PCD units at various additional locations identified by the Company. The company is considering change in project model to address the issues and adapting to local conditions.

7. The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the company. Learning from the past experience, the Company has taken steps to overcome the hurdles for scaling-up the core projects such that in the forthcoming year the Company will fully spend the amount on its CSR projects as prescribed in the Rules.

For and on behalf of the Board of Directors

Umesh Revankar

Managing Director & CEO

(Chairman, CSR Committee)

(DIN : 00141189)

Mumbai

April 27, 2018

SHRIRAM Commercial Vehicle Finance

ANNEXURE - IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1.	**REGISTRATION AND OTHER DETAILS**	
	a. CIN	L65191TN1979PLC007874
	b. Registration Date	June 30, 1979
	c. Name of the Company	Shriram Transport Finance Company Limited
	d. Category/Sub-Category of the Company	Non-Banking Financial Company
	e. Address of the Registered office and contact details	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004,Telephone No.: 044-24990356, Fax: 044 2499 3272
	f. Whether listed company Yes / No	Yes
	g. Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai – 600017, Telephone No.: 044-28140801 to 28140803, Fax : 044- 28142479
2.	**PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**	
	All the business activities contributing 10 % or more of the total turnover of the company	As per Attachment (I)
3.	**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**	As per Attachment (II)
4.	**SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**	
	a. Category-wise Share Holding	As per Attachment (III)
	b. Shareholding of Promoters	As per Attachment (IV)
	c. Change in Promoters' Shareholding (please specify, if there is no change)	As per Attachment (V)
	d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment (VI)
	e. Shareholding of Directors and Key Managerial Personnel	As per Attachment (VII)
5.	**INDEBTEDNESS**	
	Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment (VIII)
6.	**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**	
	a. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment (IX)
	b. Remuneration to Other Directors	As per Attachment (X)
	c. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD	As per Attachment (XI)
7.	**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**	As per Attachment (XII)

ANNEXURE - IV

(Contd.)

ATTACHMENT (I)

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are given below:

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Finance for commercial vehicles and other loans	64920 Other credit granting	**96.50%**

ATTACHMENT (II)

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name of the Company	Address of the company	CIN/GLN	Holding/ Subsidiary / Associate	No.of shares held (%)	Applicable section
1	Shriram Automall India Limited	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu, India - 600004	U50100TN2010PLC074572	Associate Company	44.56%	2(6)

ATTACHMENT (III)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

a) Category-wise Share Holding

Category of Shareholders				No. of shares held at the beginning of the year (01/04/2017)				No. of shares held at the end of the year (31/03/2018)				% Change during the year
				Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	PROMOTERS											
	1	Indian										
		a	Individual/HUF									
		b	Central Government									
		c	State Governments									
		d	Bodies Corporate	59,173,023		59,173,023	26.08	59,173,023		59,173,023	26.08	-
		e	Banks / Fis									
		f	Any other (Specify)									
	Sub Total A(1)			**59,173,023**	**-**	**59,173,023**	**26.08**	**59,173,023**	**-**	**59,173,023**	**26.08**	**-**
	2	Foreign										
		a	NRI - Individuals									
		b	Other - Individuals									
		c	Bodies Corporate	-	-	-	-	-	-	-	-	-
		d	Banks / Fis									
		e	Any other (Specify)									
			Sub Total A(2)	-	-	-	-	-	-	-	-	-
			Total shareholding of Promoter (A)= (A)(1) +(A)(2)	**59,173,023**	**-**	**59,173,023**	**26.08**	**59,173,023**	**-**	**59,173,023**	**26.08**	**0.00**
B	Public Shareholding											
	1	Institutions										
		a	Mutual Funds (includes UTI)	3,978,840	34,045	4,012,885	1.77	8,250,559	28,245	8,278,804	3.65	1.88
		b	Financial Institutions / Banks	886,433	210	886,643	0.39	801,608	210	801,818	0.35	(0.04)

ANNEXURE - IV

(Contd.)

Category of Shareholders				No. of shares held at the beginning of the year (01/04/2017)				No. of shares held at the end of the year (31/03/2018)				% Change during the year
				Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
		c	Central Government	-	-	0	-	-	-	0	-	-
		d	State Governments				-				-	-
		e	Venture capital Funds									
		f	Insurance Companies				-				-	-
		g	FIIs	10,199,338	-	10,199,338	4.50	8,078	-	8,078	0.00	(4.50)
		h	Foreign Venture Capital Investors									
		i	Any other (Specify)	-	-	-	-	-	-	-	-	-
			Foreign Portfolio Investor 1 & 2	107,485,107	-	10,74,85,107	47.37	11,22,55,012	-	11,22,55,012	49.48	2.11
			Alternate Investment Fund	7,300		7,300	0.00	34,006		34,006	0.01	0.01
	Sub Total B(1)			**122,557,018**	**34,255**	**122,591,273**	**54.03**	**121,349,263**	**28,455**	**121,377,718**	**53.50**	**(0.54)**
	2	**Non-Institutions**										
		a	Bodies Corporate									
		(i)	Indian	2,67,14,013	34,854	2,67,48,867	11.79	2,68,36,378	27,446	2,68,63,824	11.84	0.05
		(ii)	Overseas		50	50	0.00				-	(0.00)
		b	Individuals									
		(i)	Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh	7,238,865	4,301,677	11540542	5.09	6957871	3388322	10346193	4.56	(0.53)
		(i i)	Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh	2,345,725	186,937	2532662	1.12	3226096	39187	3265283	1.44	0.32
		c	Any other -Clearing Members	1,098,547	-	1,098,547	0.48	646,506	-	646,506	0.28	(0.20)
			-Trusts	282,003	-	282,003	0.12	310,273	-	310,273	0.14	0.02
			-NRI	290,080	124,750	414,830	0.19	288,826	5,550	294,376	0.13	(0.06)
			- Limited Liability partnership	24,874	-	24,874	0.01	38,464	-	38,464	0.02	0.01
			- Unclaimed Securities Suspense A/c	-	-	-	-	102,351	-	102,351	0.05	0.05
			- Foreign Portfolio Investor -3	2,471,364	0	2,471,364	1.09	3,623,854	-	3623854	1.59	0.51
			- Foreign National	635	-	635	0.00	950	-	950	0.00	0.00
			- NBFC	4066	0	4066	0.00	1,836	-	1,836	0.00	0.00
			- IEPF Authority	-	-	-	-	838,085	-	838,085	0.37	0.37
	Sub Total B(2)			**40,470,172**	**4,648,268**	**45,118,440**	**19.89**	**42,871,490**	**3,460,505**	**46,331,995**	**20.42**	**0.53**
	Total Public Shareholding (B)= (B)(1)+(B)(2)			**163,027,190**	**4,682,523**	**167,709,713**	**73.92**	**164,220,753**	**3,488,960**	**167,709,713**	**73.92**	**0.00**
C	**Shares held by Custodians for GDRs and ADRs**			**0**	**0**	0	0	**0**	**0**	0	0	0
	Grand Total (A) + (B) + (C)			**222,200,213**	**4,682,523**	**226,882,736**	**100.00**	**223,393,776**	**3,488,960**	**226,882,736**	**100.00**	**0.00**

Notes -

I. The Promoter Group as defined under Regulation 2(1)(t) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulations, 2011, (SAST Regulations 2011): 1. Shriram Ownership Trust 2. Shriram Financial Ventures (Chennai) Pvt Limited 3 Shriram Life Insurance Company Limited 4. Shriram General Insurance Company Limited 5. Shriram Credit Company Limited 6. Shriram Asset Management Company Limited. 7. Bharat Reinsurance Brokers Private Limited 8. Shriram Overseas Investments Private Limited 9. Shriram Investments Holdings Limited 10. Bharat Investments Pte. Limited, Singapore 11. Shriram City Union Finance Limited 12. Shriram Fortune Solutions Limited 13. Shriram Wealth Advisors Limited 14. Shriram Insight Share Brokers Limited 15. Shriram Financial Products Solutions (Chennai) Private Limited 16. Shriram Housing Finance Limited 17. Insight Commodities and Futures Private Limited 18. Shrilekha Business Consultancy Private Limited 19. Shriram Seva Sankalp Foundation 20. SGI Philippines General Insurance Co Inc.

II. The Persons Acting in Concert (PAC), as defined in the SAST Regulations 2011 for the purpose of Regulation 10 of SAST Regulations, 2011: (i) Sanlam Emerging Markets (Mauritius) Limited, (ii) Shriram Mutual Fund (SMF), (iii) Mr. S Krishnamurthy (Trustee of SMF), (iv) Mr.S M Prabhakaran (Trustee of SMF), (v) Mr. V N Shivashankar (Trustee of SMF), (vi) Dr. Qudsia Gandhi (Trustee of SMF), (vii) Mr. Mani Sridhar (Trustee of SMF) and (viii) Sanlam Life Insurance Limited.

III. All the entities/persons mentioned in Note No. I and Note No. II are PACs for not less than three years except the entities at Sr. No. (18) in Note No. I and the person at Sr. No (vii) in Note No II which are PACs for less than three years.

IV. None of the above-mentioned entities/persons in Note No. I and II hold any shares in the Company except the entity at Sr. No. (viii) in Note No. II.

ATTACHMENT (IV)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

b) Shareholding of Promoters

Sr. No.	Shareholder's Name	Share holding at the beginning of the Year (as on 01/04/2017)			Share holding at the end of the year (as on 31/03/2018)			% change in share holding during the year (01/04/2017 to 31/03/2018)
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Shriram Capital Limited	59173023	26.08	N.A	59173023	26.08	N.A	0.00
Total		**59173023**	**26.08**	**N.A**	**59173023**	**26.08**	**N.A**	0.00

ATTACHMENT (V)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

c) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.	Particular	Shareholding at the beginning (01/04/2017)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of shares	% of total Shares of the company				No. of shares	% of total Shares of the company
1	Shriram Capital Limited	No change in the Promoters' Shareholding during the Financial year 2017-18 (i.e. April 01, 2017 to March 31, 2018).						

ATTACHMENT (VI)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

d) Shareholding Pattern of top ten Shareholders (other than Directors Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2017)		Changes during the year		Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	**NAME: PIRAMAL ENTERPRISES LIMITED**						
	Opening Balance as on 01/04/2017	22600000	9.961				
	Closing Balance as on 31/03/2018					**22600000**	**9.961**
2	**Name: SANLAM LIFE INSURANCE LIMITED**						
	Opening Balance as on 01/04/2017	6757267	2.978				
	Closing Balance as on 31/03/2018					**6757267**	**2.978**
3	**Name: ABU DHABI INVESTMENT AUTHORITY (Under different sub accounts)**						
	Opening Balance as on 01/04/2017	5133301	2.263				
	14/04/2017	0	0	176,000	0.078	5,309,301	2.340
	21/04/2017	0	0	205,650	0.091	5,514,951	2.431
	28/04/2017	0	0	89,200	0.039	5,604,151	2.470
	12/05/2017	0	0	32,000	0.014	5,636,151	2.484
	19/05/2017	0	0	(31,230)	(0.014)	5,604,921	2.470
	26/05/2017	0	0	(135,220)	(0.060)	5,469,701	2.411
	02/06/2017	0	0	(24,320)	(0.011)	5,445,381	2.400

ANNEXURE - IV

(Contd.)

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2017)		Changes during the year		Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	09/06/2017	0	0	(169,215)	(0.075)	5,276,166	2.326
	16/06/2017	0	0	(396,727)	(0.175)	4,879,439	2.151
	23/06/2017	0	0	(144,730)	(0.064)	4,734,709	2.087
	30/06/2017	0	0	(40,868)	(0.018)	4,693,841	2.069
	04/08/2017	0	0	(994,420)	(0.438)	3,699,421	1.631
	11/08/2017	0	0	(200,157)	(0.088)	3,499,264	1.542
	08/09/2017	0	0	2,090	0.001	3,501,354	1.543
	22/09/2017	0	0	(54,807)	(0.024)	3,446,547	1.519
	30/09/2017	0	0	(130,898)	(0.058)	3,315,649	1.461
	06/10/2017	0	0	(18,592)	(0.008)	3,297,057	1.453
	10/11/2017	0	0	569,200	0.251	3,866,257	1.704
	17/11/2017	0	0	(59,038)	(0.026)	3,807,219	1.678
	24/11/2017	0	0	(104,955)	(0.046)	3,702,264	1.632
	01/12/2017	0	0	338,550	0.149	4,040,814	1.781
	02/02/2018	0	0	(45,000)	(0.020)	3,995,814	1.761
	02/03/2018	0	0	(8,573)	(0.004)	3,987,241	1.757
	16/03/2018	0	0	(35,000)	(0.015)	3,952,241	1.742
	23/03/2018	0	0	(2,977)	(0.001)	3,949,264	1.741
	Closing Balance as on 31/03/2018					**3,949,264**	**1.741**
4	**NAME: CENTAURA INVESTMENTS (MAURITIUS) PTE LTD**						
	Opening Balance as on 01/04/2017	4,319,114	1.904				
	03/11/2017	0	0	(420,000)	(0.185)	3,899,114	1.719
	10/11/2017	0	0	(1,926,834)	(0.849)	1,972,280	0.869
	17/11/2017	0	0	(365,000)	(0.161)	1,607,280	0.708
	24/11/2017	0	0	(722,000)	(0.318)	885,280	0.390
	01/12/2017	0	0	(885,280)	(0.390)	-	-
	Closing Balance as on 31/03/2018					-	-
5	**Name: NEW WORLD FUND INC**						
	Opening Balance as on 01/04/2017	4,260,940	1.878				
	14/04/2017	0	0	(439,191)	(0.194)	3,821,749	1.684
	21/04/2017	0	0	(147,315)	(0.065)	3,674,434	1.620
	28/04/2017	0	0	(453,457)	(0.200)	3,220,977	1.420
	05/05/2017	0	0	(18,054)	(0.008)	3,202,923	1.412
	12/05/2017	0	0	(4,260)	(0.002)	3,198,663	1.410
	02/06/2017	0	0	(305,243)	(0.135)	2,893,420	1.275
	09/06/2017	0	0	(98,094)	(0.043)	2,795,326	1.232
	08/12/2017	0	0	(1,966,751)	(0.867)	828,575	0.365
	15/12/2017	0	0	165,163	0.073	993,738	0.438
	22/12/2017	0	0	247,888	0.109	1,241,626	0.547
	29/12/2017	0	0	384,905	0.170	1,626,531	0.717
	05/01/2018	0	0	210,166	0.093	1,836,697	0.810
	12/01/2018	0	0	472,361	0.208	2,309,058	1.018
	19/01/2018	0	0	688,683	0.304	2,997,741	1.321
	26/01/2018	0	0	112,259	0.049	3,110,000	1.371
	02/03/2018	0	0	133,603	0.059	3,243,603	1.430
	09/03/2018	0	0	109,563	0.048	3,353,166	1.478
	16/03/2018	0	0	186,834	0.082	3,540,000	1.560
	Closing Balance as on 31/03/2018					**3,540,000**	**1.560**
6	**Name: VANGUARD EMERGING MARKETS STOCK INDEX FUND, ASERIES OF VANGUARD INTERNATIONAL EQUITY INDE X FUND**						
	Opening Balance as on 01/04/2017	2892272	1.275				
	07/04/2017	0	0	28,129	0.012	2,920,401	1.287
	28/04/2017	0	0	3,130	0.001	2,923,531	1.289
	05/05/2017	0	0	25,040	0.011	2,948,571	1.300
	12/05/2017	0	0	7,825	0.003	2,956,396	1.303

ANNEXURE - IV

(Contd.)

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2017)		Changes during the year		Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	19/05/2017	0	0	16,902	0.007	2,973,298	1.311
	02/06/2017	0	0	6,886	0.003	2,980,184	1.314
	07/07/2017	0	0	10,955	0.005	2,991,139	1.318
	14/07/2017	0	0	7,825	0.003	2,998,964	1.322
	04/08/2017	0	0	6,886	0.003	3,005,850	1.325
	11/08/2017	0	0	9,077	0.004	3,014,927	1.329
	01/09/2017	0	0	11,268	0.005	3,026,195	1.334
	08/09/2017	0	0	15,963	0.007	3,042,158	1.341
	15/09/2017	0	0	14,398	0.006	3,056,556	1.347
	06/10/2017	0	0	9,390	0.004	3,065,946	1.351
	13/10/2017	0	0	9,703	0.004	3,075,649	1.356
	20/10/2017	0	0	7,199	0.003	3,082,848	1.359
	27/10/2017	0	0	6,573	0.003	3,089,421	1.362
	22/12/2017	0	0	(144,632)	(0.064)	2,944,789	1.298
	26/01/2018	0	0	13,207	0.006	2,957,996	1.304
	02/02/2018	0	0	11,802	0.005	2,969,798	1.309
	23/03/2018	0	0	(48,023)	(0.021)	2,921,775	1.288
	30/03/2018	0	0	(13,950)	(0.006)	2,907,825	1.282
	Closing Balance as on 31/03/2018					**2,907,825**	**1.282**
7	**Name: OPPENHEIMER INTERNATIONAL SMALL COMPANY FUND**						
	Opening Balance as on 01/04/2017	2,849,894	1.256				
	04/08/2017	0	0	(292,931)	(0.129)	2,556,963	1.127
	09/02/2018	0	0	517,099	0.228	3,074,062	1.355
	Closing Balance as on 31/03/2018					**3,074,062**	**1.355**
8	**Name : STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL**	0	0				
	Opening Balance as on 01/04/2017	2617806	1.154				
	07/04/2017	0	0	(5,372)	(0.002)	2,612,434	1.151
	26/05/2017	0	0	73,368	0.032	2,685,802	1.184
	04/08/2017	0	0	(6,817)	(0.003)	2,678,985	1.181
	11/08/2017	0	0	25,157	0.011	2,704,142	1.192
	20/10/2017	0	0	(24,614)	(0.011)	2,679,528	1.181
	03/11/2017	0	0	(4,218)	(0.002)	2,675,310	1.179
	08/12/2017	0	0	(9,859)	(0.004)	2,665,451	1.175
	23/02/2018	0	0	33,786	0.015	2,699,237	1.190
	23/03/2018	0	0	37,693	0.017	2,736,930	1.206
	Closing Balance as on 31/03/2018					**2,736,930**	**1.206**
9	**Name : GOVERNMENT OF SINGAPORE**						
	Opening Balance as on 01/04/2017	2,468,692	1.088				
	07/04/2017	0	0	(6,898)	(0.004)	2,461,794	1.085
	14/04/2017	0	0	(1,557)	(0.001)	2,460,237	1.084
	21/04/2017	0	0	(1,552)	(0.001)	2,458,685	1.084
	28/04/2017	0	0	(683)	0.0	2,458,002	1.083
	05/05/2017	0	0	(36,698)	(0.016)	2,421,304	1.067
	19/05/2017	0	0	144,795	0.064	2,566,099	1.131
	26/05/2017	0	0	61,675	0.027	2,627,774	1.158
	02/06/2017	0	0	67,774	0.030	2,695,548	1.188
	09/06/2017	0	0	7,233	0.003	2,702,781	1.191
	23/06/2017	0	0	(1,642)	(0.001)	2,701,139	1.191
	07/07/2017	0	0	91,197	0.040	2,792,336	1.231
	14/07/2017	0	0	503,727	0.222	3,296,063	1.453
	28/07/2017	0	0	266,385	0.117	3,562,448	1.570
	18/08/2017	0	0	(1,919)	(0.001)	3,560,529	1.569
	01/09/2017	0	0	(45,188)	(0.020)	3,515,341	1.549

ANNEXURE - IV

(Contd.)

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2017)		Changes during the year		Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	08/09/2017	0	0	(79,384)	(0.035)	3,435,957	1.514
	30/09/2017	0	0	254,296	0.112	3,690,253	1.627
	06/10/2017	0	0	559,969	0.247	4,250,222	1.873
	13/10/2017	0	0	132,466	0.058	4,382,688	1.932
	03/11/2017	0	0	300,057	0.132	4,682,745	2.064
	10/11/2017	0	0	464,545	0.205	5,147,290	2.269
	17/11/2017	0	0	434,503	0.192	5,581,793	2.460
	01/12/2017	0	0	(64,781)	(0.029)	5,517,012	2.432
	08/12/2017	0	0	(279,582)	(0.123)	5,237,430	2.308
	15/12/2017	0	0	(18,500)	(0.008)	5,218,930	2.300
	22/12/2017	0	0	(72,512)	(0.032)	5,146,418	2.268
	05/01/2018	0	0	(189,391)	(0.083)	4,957,027	2.185
	19/01/2018	0	0	42,661	0.019	4,999,688	2.204
	26/01/2018	0	0	7,548	0.003	5,007,236	2.207
	02/02/2018	0	0	(485,486)	(0.214)	4,521,750	1.993
	09/02/2018	0	0	(683,410)	(0.301)	3,838,340	1.692
	16/02/2018	0	0	4,865	0.002	3,843,205	1.694
	23/02/2018	0	0	(124,807)	(0.055)	3,718,398	1.639
	02/03/2018	0	0	(53,515)	(0.024)	3,664,883	1.615
	09/03/2018	0	0	(318,752)	(0.140)	3,346,131	1.475
	16/03/2018	0	0	(1,043,876)	(0.460)	2,302,255	1.015
	30/03/2018	0	0	16,659	0.007	2,318,914	1.022
	Closing Balance as on 31/03/2018					**2,318,914**	**1.022**
10	**Name: PLATINUM ASIA FUND**						
	Opening Balance as on 01/04/2017	2414700	1.064				
	30/09/2017	0	0	(18,737)	(0.008)	2,395,963	1.056
	06/10/2017	0	0	(237,363)	(0.105)	2,158,600	0.951
	10/11/2017	0	0	(288,200)	(0.127)	1,870,400	0.824
	16/03/2018	0	0	(586,950)	(0.259)	1,283,450	0.566
	30/03/2018	0	0	(167,750)	(0.074)	1,115,700	0.492
	Closing Balance as on 31/03/2018					**1,115,700**	**0.492**
11	**Name: SOCIETE GENERALE**						
	Opening Balance as on 01/04/2017	591687	0.261				
	07/04/2017	0	0	(1,200)	(0.001)	590,487	0.260
	14/04/2017	0	0	502	-	590,989	0.260
	21/04/2017	0	0	(1,200)	(0.001)	589,789	0.260
	28/04/2017	0	0	(12,966)	(0.006)	576,823	0.254
	12/05/2017	0	0	3,600	0.002	580,423	0.256
	26/05/2017	0	0	1,586	0.001	582,009	0.257
	02/06/2017	0	0	(19,122)	(0.008)	562,887	0.248
	09/06/2017	0	0	31,649	0.014	594,536	0.262
	16/06/2017	0	0	6,906	0.003	601,442	0.265
	23/06/2017	0	0	1,128	-	602,570	0.266
	30/06/2017	0	0	629	-	603,199	0.266
	07/07/2017	0	0	55,364	0.024	658,563	0.290
	14/07/2017	0	0	382,940	0.169	1,041,503	0.459
	21/07/2017	0	0	(2,807)	(0.001)	1,038,696	0.458
	28/07/2017	0	0	5,754	0.003	1,044,450	0.460
	04/08/2017	0	0	411,215	0.181	1,455,665	0.642
	11/08/2017	0	0	(24,394)	(0.011)	1,431,271	0.631
	18/08/2017	0	0	29,697	0.013	1,460,968	0.644
	25/08/2017	0	0	435,334	0.192	1,896,302	0.836
	01/09/2017	0	0	282,741	0.125	2,179,043	0.960
	08/09/2017	0	0	32,951	0.015	2,211,994	0.975
	15/09/2017	0	0	43,711	0.019	2,255,705	0.994
	22/09/2017	0	0	75,381	0.033	2,331,086	1.027
	30/09/2017	0	0	190,522	0.084	2,521,608	1.111

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(Contd.)

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2017)		Changes during the year		Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	06/10/2017	0	0	49,448	0.022	2,571,056	1.133
	13/10/2017	0	0	99,302	0.044	2,670,358	1.177
	20/10/2017	0	0	155,828	0.069	2,826,186	1.246
	27/10/2017	0	0	(186,447)	(0.082)	2,639,739	1.163
	31/10/2017	0	0	(207,073)	(0.091)	2,432,666	1.072
	03/11/2017	0	0	(100,875)	(0.044)	2,331,791	1.028
	10/11/2017	0	0	484,176	0.213	2,815,967	1.241
	17/11/2017	0	0	(36,915)	(0.016)	2,779,052	1.225
	24/11/2017	0	0	82,055	0.036	2,861,107	1.261
	01/12/2017	0	0	11,491	0.005	2,872,598	1.266
	08/12/2017	0	0	(35,911)	(0.016)	2,836,687	1.250
	15/12/2017	0	0	1,725,231	0.760	4,561,918	2.011
	22/12/2017	0	0	(90,955)	(0.040)	4,470,963	1.971
	29/12/2017	0	0	4,989	0.002	4,475,952	1.973
	05/01/2018	0	0	267,530	0.118	4,743,482	2.091
	12/01/2018	0	0	73,299	0.032	4,816,781	2.123
	19/01/2018	0	0	51,170	0.023	4,867,951	2.146
	26/01/2018	0	0	(3,461)	(0.002)	4,864,490	2.144
	02/02/2018	0	0	140,881	0.062	5,005,371	2.206
	09/02/2018	0	0	122,846	0.054	5,128,217	2.260
	16/02/2018	0	0	(3,523)	(0.002)	5,124,694	2.259
	23/02/2018	0	0	(31,705)	(0.014)	5,092,989	2.245
	02/03/2018	0	0	(79,916)	(0.035)	5,013,073	2.210
	09/03/2018	0	0	(423,501)	(0.187)	4,589,572	2.023
	16/03/2018	0	0	921	0.0	4,590,493	2.023
	23/03/2018	0	0	252,864	0.111	4,843,357	2.135
	30/03/2018	0	0	10,616	0.005	4,853,973	2.139
	Closing Balance as on 31/03/2018					**4,853,973**	**2.139**
12	**Name: SBI Mutual Fund (Under different Sub Accounts)**						
	Opening Balance as on 01/04/2017	1965186	0.866				
	07/04/2017	0	0	70,039	0.031	2,035,225	0.897
	14/04/2017	0	0	113,012	0.050	2,148,237	0.947
	21/04/2017	0	0	277,990	0.123	2,426,227	1.069
	28/04/2017	0	0	2	0.0	2,426,229	1.069
	05/05/2017	0	0	100,385	0.044	2,526,614	1.114
	12/05/2017	0	0	(8,880)	(0.004)	2,517,734	1.110
	19/05/2017	0	0	1,038	0.00	2,518,772	1.110
	26/05/2017	0	0	1,038	0.00	2,519,810	1.111
	02/06/2017	0	0	93	0.00	2,519,903	1.111
	09/06/2017	0	0	92	0.00	2,519,995	1.111
	23/06/2017	0	0	(350,002)	(0.154)	2,169,993	0.956
	07/07/2017	0	0	32,405	0.014	2,202,398	0.971
	14/07/2017	0	0	30,000	0.013	2,232,398	0.984
	21/07/2017	0	0	4	0.00	2,232,402	0.984
	28/07/2017	0	0	82,501	0.036	2,314,903	1.020
	04/08/2017	0	0	610,600	0.269	2,925,503	1.289
	18/08/2017	0	0	5	0.00	2,925,508	1.289
	25/08/2017	0	0	91	0.00	2,925,599	1.289
	01/09/2017	0	0	45,090	0.020	2,970,689	1.309
	15/09/2017	0	0	(5,500)	(0.002)	2,965,189	1.307
	22/09/2017	0	0	18,000	(0.008)	2,983,189	1.315
	30/09/2017	0	0	(3,897)	(0.002)	2,979,292	1.313
	06/10/2017	0	0	64	0.00	2,979,356	1.313
	13/10/2017	0	0	40,005	0.018	3,019,361	1.331
	31/10/2017	0	0	(6)	0.00	3,019,355	1.331
	03/11/2017	0	0	945	0.00	3,020,300	1.331
	10/11/2017	0	0	679,951	0.300	3,700,251	1.631

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2017)		Changes during the year		Cumulative Shareholding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	17/11/2017	0	0	317,068	0.140	4,017,319	1.771
	01/12/2017	0	0	248	0.00	4,017,567	1.771
	08/12/2017	0	0	23,000	0.010	4,040,567	1.781
	15/12/2017	0	0	20,061	0.009	4,060,628	1.790
	22/12/2017	0	0	(63,600)	(0.028)	3,997,028	1.762
	29/12/2017	0	0	(53,436)	(0.024)	3,943,592	1.738
	12/01/2018	0	0	(294,069)	(0.130)	3,649,523	1.609
	19/01/2018	0	0	(7)	0.00	3,649,516	1.609
	26/01/2018	0	0	(100,000)	(0.044)	3,549,516	1.564
	02/02/2018	0	0	114	0.00	3,549,630	1.565
	09/02/2018	0	0	55,060	0.024	3,604,690	1.589
	23/02/2018	0	0	90,000	0.040	3,694,690	1.628
	09/03/2018	0	0	(9,945)	(0.004)	3,684,745	1.624
	16/03/2018	0	0	298,000	0.131	3,982,745	1.755
	23/03/2018	0	0	(1,200)	(0.001)	3,981,545	1.755
	30/03/2018	0	0	11,100	0.005	3,992,645	1.760
	Closing Balance as on 31/03/2018					**3,992,645**	**1.760**

ATTACHMENT (VII)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

e) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year (01/4/2017)		Changes during the year		Cumulative Shareholding during the year (31/3/ 2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Sumatiprasad Mishrilal Bafna						
	PAN :AABPB5180H						
	Opening Balance as on April 01, 2017	1200	0.001	0	0		
	Closing Balance as on March 31, 2018	**0**	**0**	**0**	**0**	**1,200**	**0.001**
2	Mr. Parag Sharma						
	PAN :ABDPS9129C						
	Opening Balance as on April 01, 2017	41,000	0.02	0	0		
	Closing Balance as on March 31, 2018	**0**	**0**	**0**	**0**	**41,000**	**0.02**

ATTACHMENT (VIII)

5. INDEBTENDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2018

(Rs. in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,086,623.66	376,967.98	847,418.19	5,311,009.83
ii) Interest due but not paid(unclaimed)	2,004.73	505.50	2,490.17	5,000.39
iii) Interest accrued but not due	101,336.86	44,408.58	61,976.18	207,721.62
Total (i+ii+iii)	**4,189,965.25**	**421,882.06**	**911,884.54**	**5,523,731.85**
Change in Indebtedness during the financial year				
• Addition	3,754,078.94	1,582,665.89	400,247.53	5,736,992.37
• Reduction	3,212,187.34	1,049,291.33	443,987.15	4,705,465.82
Net Change	**541,891.60**	**533,374.56**	**(43,739.61)**	**1,031,526.55**
Indebtedness at the end of the financial year				
i) Principal Amount	4,615,333.99	906,584.52	809,997.31	6,331,915.82
ii) Interest due but not paid(unclaimed)	1,343.83	861.45	3,024.08	5,229.37
iii) Interest accrued but not due	115,179.02	47,810.65	55,123.53	218,113.20
Total (i+ii+iii)	**4,731,856.85**	**955,256.62**	**868,144.92**	**6,555,258.40**

ANNEXURE - IV

(Contd.)

ATTACHMENT (IX)

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
		*Mr. Umesh Revankar – Managing Director & CEO	
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,402,682	4,402,682
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	617,403	617,403
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	**Stock Option**	0	0
3	**Sweat Equity**	0	0
4	**Commission**	0	0
	- as % of profit	0	0
	- others, specify...	0	0
5	**Others, please specify**	**0**	**0**
	PF Contribution	493,920	493,920
	NPS Contribution	411,594	411,594
	Total (A)	**5,925,599**	**5,925,599**

Note-

The Ceiling on remuneration of Managing Director and CEO as per Section 197 of the Companies Act, 2013 (the Act) is Rs. 116,135,376 i.e. 5% of the netprofit computed as per Section 198 of the Act. Save and except the Managing Director no Whole-time Director or Manager is appointed.

ATTACHMENT (X)

b) Remuneration to Other Directors:

Sr. No.	Name of Directors	Particulars of Remuneration			
		Fee for attending board committee meetings	Commission	Others, please specify	Total Amount (in Rs.)
1	**Independent Directors**				
	Mr. S. Lakshminarayanan	490,000	750,000	Nil	**1,240,000**
	Mr. S. M. Bafna	315,000	750,000	Nil	**1,065,000**
	Mrs. Kishori Udeshi	490,000	750,000	Nil	**1,240,000**
	Mr. Amitabh Chaudhry	250,000	750,000	**Nil**	**1,000,000**
	Mr. S. Sridhar	440,000	750,000	**Nil**	**1,190,000**
	Total (1)	**1,985,000**	**3,750,000**	**Nil**	**57,35,000**
2	**Other Non-Executive Directors**				
	Mr. D V Ravi	Nil	Nil	Nil	Nil
	Mr. Puneet Bhatia	Nil	Nil	Nil	Nil
	Mr. Gerrit Lodewyk Van Heerde	Nil	Nil	Nil	Nil
	Total (2)	**Nil**	**Nil**	**Nil**	**Nil**
	Total (B)=(1+2)	**1,985,000**	**3,750,000**	**Nil**	**57,35,000**

Note-

The ceiling on remuneration to Directors other than Managing Director, Whole-time Directors and/or Manager is Rs. 223,227,075 i.e. 1% of the net profits of the Company calculated as per Section 198 of the Act.

ATTACHMENT (XI)

c) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

SI. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
		Mr. Vivek M. Achwal	Mr. Parag Sharma	
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,654,648	4,532,600	8,187,248
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5	Others, please specify	0	0	0
	PF Contribution	128,160	252,000	**380,160**
	NPS Contribution	**62,300**	**272,300**	**272,300**
	Total	**3,845,108**	**4,994,600**	**8,839,708**

ATTACHMENT(XII)

7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
			A. COMPANY		
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
			B. DIRECTORS		
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
			C. OTHER OFFICERS IN DEFAULT		
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

S. Lakshminarayanan

Chairman

(DIN: 02808698)

Mumbai

April 27, 2018

ANNEXURE - V

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

1. Introduction

The Board of Directors (the "Board") of Shriram Transport Finance Company Limited (the "Company") has adopted the following policy ("Policy") on materiality of Related Party Transactions and dealing with Related Party Transactions. The policy is in line with requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013.

2. Definitions

"Arm's Length Transaction" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest

"Audit Committee" means the Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 (now Section 177 of the Companies Act, 2013 and regulation 18 of the Listing Regulations.

"Policy" means the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions.

"Related Party" with reference to the Company means a person or entity which is a Related Party under Section 2(76) of the Companies Act, 2013, or under the applicable accounting standards.

"Related Party Transaction" or "(RPT)" means transactions as given under clause (a) to (g) of section 188 and / or as defined in regulation 2(1)(zc) of Listing Regulations.

"Material Related Party Transaction (Material RPT)" shall mean related party transactions as defined under the regulation 23(1) of Listing Regulations.

"The Act" means the Companies Act, 2013.

Any term not defined herein shall have the same meaning as assigned thereto in the Act, Listing Regulations or any other applicable law or regulation.

3. Objective of the policy

The objective of this policy is to regulate transactions between the Company and its Related Parties as determined based on the Act, Listing Regulations and any other laws and regulations as may be applicable to the Company. The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of RPTs in the best interest of the Company and its shareholders.

4. Identification of Related Parties

In addition to any other declaration/disclosure which may be required to be made under the Act and the rules made thereunder and the Listing Regulations, every director and key managerial personnel shall provide a written declaration to the Company Secretary or any other officer of the Company authorized by the Board of Directors, containing the following information-

i. List of Relatives
ii. List of firms in which he/she or his/her relative is a partner.
iii. List of private companies in which he/she is a member or director.
iv. List of public companies in which he/she is a director and holds either individually or alongwith his/her relatives more that 2% of the paid up share capital ;
v. List of bodies corporate whose Board of Directors, Managing Director, or Manager is accustomed to act in accordance with his/her directions, instructions or advice (other than directions, instructions or advice given in a professional capacity).
vi. List of persons/bodies corporate on whose directions, instructions, or advice he/she is accustomed to act (other than directions, instructions, or advice received in professional capacity).

The Director and the Key Managerial Personnel shall immediately intimate the Company Secretary or any other officer authorized by the Company, regarding any changes in the aforestated declaration.

Every Director, Key Managerial Personnel of the Company shall give a prior notice to the Company regarding a potential Related Party Transaction with the Company which may, directly or indirectly, involve either him/her or his/her relative, along with all relevant details and documents.

5. Policy

All RPTs should be referred to the Audit Committee of the Company for approval, irrespective of its materiality. The Audit Committee shall also approve any subsequent modification of RPTs. Onus will be on the Business Head and the Finance Head of each division and / or

Company to refer RPT or potential RPTs to the audit committee.

The Audit Committee shall consider the following while approving an RPT –

- Nature of relationship with related party;
- Nature, material terms, monetary values and particulars of the contract or arrangement;
- Method and manner of determining the pricing and other commercial terms;
- Whether the transaction is at arm's length; and
- Any other information relevant or important for the Audit Committee / Board to take a decision on the proposed transaction.

Members of the Audit Committee, who are directly or indirectly interested in any RTP shall not participate in any meeting held for the approval of that RTP.

The Audit Committee may seek professional assistance of an independent valuer or a Chartered Accountant or a Cost Accountant or a legal counsel or any other professionally qualified person in order to determine whether or not a particular Related Party Transaction is an Arm's Length Transaction and in the ordinary course of business.

Any changes in the policy on account of regulatory requirements will be reviewed and approved by the Audit Committee and the Board. The Audit Committee / Board will give suitable directions / guidelines to implement the same.

6. Approval Process

The Company will enter into any Related Party Transactions only with the prior approval of the Audit Committee. No prior approval of Audit Committee is required to be obtained by the Company, if the RPT is proposed to be entered into with its wholly owned subsidiaries. The Audit Committee may grant omnibus approval for the proposed Related Party Transaction subject to the following conditions:

a. The Audit Committee shall lay down the criteria for granting omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;

b. The Audit Committee satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;

c. Such omnibus approval shall specify the following:
   - Name(s) of the Related Party;
   - Nature of the transaction;
   - Period of transaction;
   - Maximum amount of transaction that can be entered into;
   - The indicative base price / current contracted price and the formula for variation in the price, if any, and;
   - Such other conditions as the Audit Committee may deem fit.

d. In such cases where the need for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction;

e. The Audit committee shall review, at least on a quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approval given;

f. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

In the event transaction, contract or arrangement with the Related Party is either not in the ordinary course of business or is not at arm's length or both, the Company shall comply with the provisions of the Companies Act, 2013 and the Rules framed thereunder and obtain approval of the Board and its shareholders, as applicable.

7. Transaction in ordinary course of business and on arm's length basis

The Audit Committee will have the discretion to recommend / refer any matter relating to the Related Party Transaction to the Board for the approval. The Audit Committee or the Board shall, in respect of the RPT referred to them for approval, after considering the materials placed before them, judge if the transaction is in the ordinary course of business or at arm's length basis. In case the Audit Committee is not able to arrive at such a decision, the same shall be referred to the Board, which shall decide if the transaction is in the ordinary

course of business or at arm's length basis.

In the event any RPT is not in the ordinary course of business or at arm's length, the Audit Committee may refer the same to the Board for its consideration / approval. If any member of the Board is directly or indirectly interested in an RPT, he/she shall not participate in any meeting wherein such RPT is placed before the Board for approval.

8. Shareholders' Approval

Consent of the Board and the Shareholders would be taken in respect of all RPTs, except in the following cases:

1. Where the transactions are below the threshold limits specified in the Companies Act, 2013 & Rules thereunder or the Listing Regulations, as may be applicable; or
2. Where the transactions are entered into by the Company in its ordinary course of business and are on an Arms' Length basis; or
3. Where the transactions to be entered into individually or taken together with previous transactions during a financial year does not exceed ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

9. Related Party Transactions not approved under this Policy

In the event the Company becomes aware of a transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed forthwith by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the RPT, and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such RPT to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a RPT that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders,. In connection with any review of a RPT, the Audit Committee has authority to modify any procedural requirements of this Policy.

10. Disclosures

Appropriate disclosures as required under the Act and the Listing Regulations will be made in the Annual / Board's Report and to the Stock Exchanges. The Company Secretary of the Company shall be responsible for ensuring that the required disclosures relating to RPTs are duly made.

11. Amendments to the Policy

The Board of Directors on its own and / or as per the recommendations of Audit Committee can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

For and on behalf of the Board of Directors
S. Lakshminarayanan
Chairman
(DIN: 02808698)

Mumbai
April 27, 2018

SHRIRAM Commercial Vehicle Finance

ANNEXURE - VI

Details Pertaining to Remuneration as required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) (a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director for the Financial year 2017-18:-

Name of Independent Directors	Category	*Remuneration for FY 2016-17 (Rs. in lacs)	*Remuneration for FY 2017-18 (Rs. in lacs)	% Increase in Remuneration in FY 2017-18	Ratio of Remuneration of each Director to Median Remuneration of Employees
(i)	(ii)	(iii)	(iv)	(v)= (iv)- (iii)	(vi)
Mr. S.Lakshminarayanan Chairman	Non-Executive	5.00	7.50	50%	2.67x
Mr. S.M .Bafna	Non-Executive	5.00	7.50	50%	2.67x
Mr. Amitabh Chaudhry	Non-Executive	5.00	7.50	50%	2.67x
Mrs. Kishori Udeshi	Non-Executive	5.00	7.50	50%	2.67x
Mr. S. Sridhar	Non-Executive	5.00	7.50	50%	2.67x

*Excludes Sitting fees. The Independent directors are entitled to sitting fees and commission as per the statutory provisions and within the limit approved by the shareholders. The Non-executive Non-Independent Directors did not receive any remuneration from the Company.

(b) The percentage increase in remuneration of Chief Executive Officer , Chief Financial Officer and Company Secretary in the Financial year 2017-18:-

Name of Key Managerial Personnel	Category	Remuneration for FY 2016-17 (Rs. in lacs)	Remuneration for FY 2017-18 (Rs. in lacs)	% Increase in Remuneration in FY 2017-18	Ratio of Remuneration of each Director to Median Remuneration of Employees
Mr. Umesh Revankar	Managing Director & CEO	54.60	59.25	8.52	21.09
Mr. Parag Sharma	Executive Director & CFO	40.93	49.95	22.01	Not Applicable
Mr. Vivek Achwal	Company Secretary	32.07	38.45	19.90	Not Applicable

(ii) In the Financial year 2017-18, there was an increase of 10.92% in the median remuneration of the employees.

(iii) There were 23819 permanent employees on the roll of Company as on March 31, 2018.

(iv) For employees other than managerial personnel who were in employment for whole of the Financial Year 2016-17 and Financial Year 2017-18, the average increase was 34.90%. The average increase for managerial personnel was 25.25%. The increase in the managerial remuneration is reasonable having regard to the performance, qualification and experience of the managerial personnel and the same is in line with the industry standards/benchmark.

(v) It is hereby affirmed that the remuneration paid to the Directors, Key Managerial Personnel and employees is as per the Remuneration policy of the Company.

For and on behalf of the Board of Directors
S. Lakshminarayanan
Chairman
(DIN: 02808698)

Mumbai
April 27, 2018

ANNEXURE - VII

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1)of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members

Shriram Transport Finance Company Limited

CIN L65191TN1979PLC007874

Mookambika Complex, 3rd Floor

No:4, Lady Desika Road, Mylapore

Chennai 600004

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shriram Transport Finance Company Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of Company's books, papers, minute books, forms, statutory registers and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

1) The Companies Act, 2013(the Act) and the rules made there under;
2) The Securities Contracts(Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
    c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009;
    d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
6) Reserve Bank of India Act, 1934
7) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016
8) Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.
9) Master Direction - External Commercial Borrowings, Trade Credit, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers as amended.
10) Master Direction - Information Technology Framework for the NBFC Sector
11) Master Direction - Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016.
12) Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the

period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and wherever required shorter notice consent were obtained from the Directors. Also system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were carried out with unanimous approval of the Board and there was no instance of dissent voting by any member during the period under review.

I have examined the systems and processes of the Company in place to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the Company and its observance by them.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with other applicable laws on the operation of the Company and the rules made thereunder.

I further report that

during the audit period apart from the instances mentioned hereunder, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

(i) Private Placement offer letter for secured redeemable Non-Convertible Debentures pursuant to Section 42 of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

(ii) Private Placement offer letter for Unsecured Redeemable Non-Convertible Subordinated Debt in the nature of Debentures pursuant to Section 42 read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014.

(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

(P.Sriram)
P. Sriram & Associates
FCS No. 4862
C P No: 3310

Chennai
April 27, 2018

This Report is to be read with my testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members
Shriram Transport Finance Company Limited

My report of even date is to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, the company had followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

(P.Sriram)
P. Sriram & Associates
FCS No. 4862
C P No: 3310

Chennai
April 27, 2018

ANNEXURE - VIII

Haribhakti & Co. LLP
Chartered Accountants
705, Leela Business Park,
Andheri Kurla Road,
Andheri (East),
Mumbai – 400 059.

Pijush Gupta & Co.
Chartered Accountants
GF – 17 Augusta Point,
Golf Course Road,
Sector – 53
Gurugram – 122002.

Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of
Shriram Transport Finance Company Limited

1. This Certificate is issued in accordance with the terms of our engagement letter dated July 14, 2017.
2. We have examined the compliance of conditions of Corporate Governance by Shriram Transport Finance Company Limited ('the Company'), for the year ended on March 31, 2018 , as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Management's Responsibility

3. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

8. Based on our examination, as above, and to the best of the information and explanations given to us and representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2018.
9. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this certificate.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048
Anup Mundhra
Partner
Membership No.:061083
Mumbai
April 27, 2018

For Pijush Gupta & Co.
Chartered Accountants
ICAI Firm Registration No.309015E
Sangeeta Gupta
Partner
Membership No.:064225
Mumbai
April 27, 2018

Report on Corporate Governance

The Report for the financial year ended March 31, 2018 on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below.

The Company's philosophy on Corporate Governance is aimed at:

(a) Enhancing long term Shareholder value through
- Assisting the top management in taking sound business decisions; and
- Prudent financial management.

(b) Achieving transparency and professionalism in all decisions and activities of the Company.

(c) Achieving excellence in Corporate Governance by
- Conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible.
- Reviewing periodically the existing systems and controls for further improvements.

BOARD OF DIRECTORS

The Company has put in place an internal governance structure. The Board of Directors of the Company consists of professionals from varied disciplines. The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Managing Director and CEO, who functions under the overall supervision, direction and control of the Board of Directors of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc. Some of the powers of the Board have also been delegated to Committee(s), which monitors the day-to-day affairs relating to operational matters. The Board thus exercises close control over the overall functioning of the Company with a view to enhance the stakeholders value.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

BOARD MEETING AND PROCEDURES

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The Directors are also provided the facility of video conferencing to enable them to participate effectively in the Meeting(s), as and when required.

During the year under review, six meetings of the Board of Directors were held on April 27, 2017, June 29, 2017, July 08, 2017, July 31, 2017, November 01, 2017 and January 27, 2018.

The maximum gap between any two meetings was not more than one hundred and twenty days. As mandated by Regulation 25 of the Listing Regulations as of March 31, 2018, none of the Independent Directors of the Company served as an Independent Director in more than seven listed

entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees of the companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of Directors, their attendance at Board Meetings held during the Financial Year and at the last Annual General Meeting (AGM) and number of Memberships/Chairmanships of Directors in other Boards and Committees of Board are as follows:

COMPOSITION OF BOARD

The Company's policy is to maintain an optimum combination of Executive and Non-Executive/Independent Directors. The composition of Board of Directors, is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements.

Name of the Director and Category of Directorship	No. of Board Meetings attended	Whether attended the last AGM	Total no. of Directorships	Total no. of Memberships of the Committees of Board		Total no. of Chairmanships of the committees of Board	
				Member-ships in Audit / Stakeholders Relationship Committee	Member-ships in other Committees	Chairman-ships in Audit / Stakeholders Relationship Committee	Chairman-ships in other Committees
Mr. S Lakshminarayanan Chairman Non-Executive Independent Director, DIN: 02808698	6	Yes	3	1	2	1	1
Mr. Umesh Revankar Executive, Managing Director and CEO, DIN: 00141189	6	Yes	5	2	4	0	1
Mr. S M Bafna Non-Executive Independent Director, DIN: 00162546	4	Yes	1	0	0	0	0
Mr. Puneet Bhatia Non-Executive Non-Independent Director, DIN: 00143973	2	Yes	6	0	0	0	0
Mr. Amitabh Chaudhry Non-Executive Independent Director, DIN: 00531120	3	No	3	1	8	0	0
Mrs. Kishori Jayendra Udeshi Non-Executive Independent Director, DIN: 01344073	4	No	7	4	7	0	2
Mr. Gerrit Lodewyk Van Heerde, Non-Executive Non-Independent Director, DIN: 06870337	4	No	1	0	1	0	0
Mr. Sridhar Srinivasan Non-Executive Independent Director, DIN: 00004272	6	Yes	7	1	2	4	0
Mr. D. V. Ravi Non-Executive Non-Independent Director, DIN:00171603	4	No	5	3	4	0	2

Notes:

1. In the above table, the total number of Directorships of a Director excludes his/her Directorships in the Company, Section 8 Company, Private Limited Companies and Foreign Companies.
2. The Memberships and Chairmanships of Directors in Committees do not include their Memberships and Chairmanships in the Company.
3. None of the above Directors are related inter- se.
4. Mr. S. M. Bafna is holding 1200 Equity Shares of the Company. No other Non-Executive Directors hold any shares and convertible instruments in the Company.

DIRECTORS' PROFILE

The profile of Directors, natures of their expertise in specific functional areas are:

Sr No.	Name of the Director and Designation	Date of Appointment	Profile
1	**Mr. S Lakshminarayanan** Chairman, Independent Director	September 22, 2009	Holds a Bachelor's degree in science and a Post graduate diploma from University of Manchester (UK) in Advanced Social and Economic Studies. Member of IAS (retired). Held several senior position in Government departments including as Secretary in Ministry of Home Affairs. Wide experience in Administration and Public Relations.
2	**Mr. Umesh Revankar** Managing Director & CEO	October 25, 2016	Holds a Bachelor's degree in Business Management from Mangalore University and a MBA in finance. He has been associated with Shriram Group about three decades and has extensive experience in the financial services industry.
3	**Mr. S M Bafna** Independent Director	September 09, 2005	Holds a Bachelor's degree in science. He has over three decades of experience in the Automobile Industry. His company has been a prominent dealer for Tata Motors Ltd. He also holds dealerships of vehicles manufactured by Honda, Hyundai and Maruti Udyog Ltd.
4	**Mr. Puneet Bhatia** Non-Executive and Non-Independent Director	October 26, 2006	Holds a Bachelor's degree in Commerce and MBA from IIM – Calcutta. Wide experience in the field of finance. He is Managing Director and Country Head for TPG Capital India Pvt. Ltd and Co Head TPG Asia.
5	**Mr. Amitabh Chaudhry** Independent Director	October 30, 2012	Holds MBA degree from IIM- Ahmedabad and B.Tech (Electrical and Electronics) from BITS, Pilani. Over two decades of experience in different capacities with leading Indian financial services groups, technology service companies and international banks. He is the Managing Director and CEO of HDFC Standard Life Insurance Company Ltd.
6	**Mrs. Kishori Jayendra Udeshi** Independent Director	October 30, 2012	Holds Master's degree in Economics from Bombay University. Retired as Deputy Governor of Reserve Bank of India. Wide experience in banking, non-banking sector, financial sector and regulatory matters.
7	**Mr.Gerrit Lodewyk Van Heerde** Non-Executive and Non-Independent Director	May 15, 2014	Holds a Bachelor's degree in Commerce from the University of North West and degree in Actuarial Science from the University of Stellenbosch in South Africa. Over two decades of experience in the financial services industry. He is the Group Executive for Client and Product Strategy : Sanlam Emerging Markets.
8	**Mr. Sridhar Srinivasan** Independent Director	October 20, 2014	He holds a degree from IIT – Delhi and Management Studies from Jamnalal Bajaj Institute - Mumbai. Rich experience as Banker for more than four decades in Commercial and Development Banking. He was Chairman and Managing Director of Central Bank of India.
9	**Mr. D. V. Ravi** Non-Executive and Non-Independent Director	June 18, 2015	Holds a Bachelor's degree in Commerce from University of Bangalore and Post-graduate degree in Management from the Institute of Rural Management, Anand. Wide experience in the areas of corporate strategy and services, corporate finance, IT and process activities of the Group. He currently serves as the Managing Director of Shriram Capital Ltd.

The brief profiles of Directors are also available on the website of the Company **http://www.stfc.in/investors.aspx**

MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on January 27, 2018 without the presence of Executive Directors or members of management. The meeting was attended by Majority of Independent Directors. In the meeting, the Independent Directors reviewed performance of Non-Independent Directors, Board as a whole, Chairman and every Independent Directors. They were evaluated on parameters such as attendance, level of engagement and contribution, independence of judgments, safeguarding the interest of all other stakeholders. They assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

FAMILIARIZATION PROGRAMME

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has put in place a system to familiarize its Independent Directors about the Company, its financial products, the industry and business model of the Company and its subsidiary. In addition, the Company also keeps the Independent Directors, updated on the events and developments in the industry and business environment. During the Financial Year 2017-18 the Company had conducted 7 programmes / meetings and the time spent by Independent Directors was in the range of 4-8 hours. Pursuant to Regulation 46 of Listing Regulations the details of Familiarization Programme is uploaded on the Company's website at the web link: **http://www.stfc.in/pdf/Familiarisation-Programme-2018-STFC.pdf**

POLICY FOR PROHIBITION OF INSIDER TRADING

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/ Designated persons of the Company, relating to dealings by them in the securities of the Company.

The Code also provides for periodical disclosures from Directors/ Designated persons as well as pre-clearance of transactions by such persons.

COMMITTEES OF DIRECTORS

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act 2013 ('the Act') and Regulation 18 read with Part C of the Schedule II of the Listing Regulations. All the members of the Committee have wide experience in fields of Banking & Finance, Accounts, Regulatory and Financial service industry.

Terms of Reference

The terms of reference of the Audit Committee, inter alia includes:

1. Overseeing the financial reporting process.
2. To ensure proper disclosure in the Quarterly, Half yearly and Annual Financial Statements.
3. To recommend appointment, re-appointment of auditors, fixing of their remuneration and approval of payment to auditors for any other services rendered by them.
4. Reviewing, with the management, the Financial Statements before submission to the Board.
5. Reviewing the adequacy of internal audit function.
6. Reviewing the findings of any internal examinations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
7. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
8. To discuss with the management, the senior internal audit executives and the auditor/s the Company's major risk exposures, guidelines and policies.
9. To review the functioning of the Whistle Blower Mechanism.
10. Approval of appointment of CFO (i.e., the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
11. Review and monitor the Auditor's independence, performance and effectiveness of audit process.
12. Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length basis and to review and approve such transactions.
13. Scrutiny of inter-corporate loans and investments.
14. Valuation of undertakings or assets of the Company, wherever it is necessary.
15. To review the financial Statements, in particular, the investments made by the Unlisted Subsidiary Company. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Company has an Internal Audit Department which is headed by a qualified Chartered Accountant, who is responsible for conducting independent Internal Audit. The Internal Auditor reports directly to the Audit Committee of the Board.

During the year under review, four meetings were held on April 27, 2017, July 31, 2017, November 01, 2017 and January 27, 2018. The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. S. Sridhar	Chairman	4
Mrs. Kishori Udeshi	Member	4
Mr. S. M. Bafna	Member	2
Mr. Puneet Bhatia	Member	1

The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors, Internal Auditor, the Managing Director & CEO, the Chief Financial Officer, the Head of Accounts Department of the Company and other invitees also attend the meeting.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) has been constituted by the Board as per the requirements of the provisions of Section 178 of the Act and Regulation 19 read with Part D of the Schedule II of the Listing Regulations.

Terms of Reference

The terms of reference is given in the Remuneration policy which forming part of Directors' Report. (Refer Annexure II)

During the year, the Committee met two times on April 27, 2017 and January 27, 2018. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. S. M. Bafna	Chairman	2
Mr. S. Lakshminarayanan	Member	2
Mr. Amitabh Chaudhry	Member	1
Mr. Puneet Bhatia	Member	-

Criteria for Performance Evaluation of Independent Directors

The criteria for performance evaluation of Independent Directors provide certain parameters like commitment to Company's vision, level of Participation, Engagement and Contribution at Board/Committee Meetings, Independence of judgement, Professional Approach, Upgrades knowledge/ information, ensures implementation of good Corporate Governance Practices, understands duties, responsibilities, qualifications, disqualifications & liabilities as an Independent Director, Enhancing long term stakeholders value, provides guidance and counsel to Executive Management in strategic matters etc., which is in compliance with applicable laws, regulations and guidelines.

Remuneration of Independent Directors

The Company is being benefited from the expertise, advice and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advise, suggestion and guidance to the management of the Company from time to time. Independent Directors of the Company are paid sitting fees Rs. 50,000/-for every meeting of Board. Rs. 25,000/- for every Committee meeting and Rs. 15,000/- for every meeting of Independent Directors attended by them. No sitting fees are paid to Non-Independent Directors. Equal commission is being paid to all Independent Directors. However, Independent Directors who hold office for part of financial year are paid commission on pro-rata basis. The shareholders of the Company in their 38th Annual General Meeting held on June 29, 2017 have approved payment of commission to Independent Directors for a period of five years commencing from April 1, 2017 subject to the statutory limits. The amount of commission for every financial year will be decided by the Board of Directors.

Remuneration of Managing Director and CEO:
Refer Annexure II annexed to Directors' Report.

The details of sitting fees/remuneration paid/payable to the Directors for the year 2017- 18 are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meetings (Rs.)	Salary, Perquisites & ESOS (Rs.)	Commission (to be paid) (Rs.)	Total (Rs.)
1	Mr. S. Lakshminarayanan (Chairman)	490,000	-	7,50,000	1,240,000
2	Mr. Umesh Revankar (Managing Director & CEO)*	-	5,925,599.00	-	5,925,599
3	Mr. S. M. Bafna	315,000	-	750,000	1,065,000
4	Mr. Puneet Bhatia	-	-	-	-
5	Mr. Amitabh Chaudhry	250,000	-	750,000	1,000,000
6	Mrs. Kishori Udeshi	490,000	-	750,000	1,240,000
7	Mr. Gerrit Lodewyk Van Heerde	-	-	-	-
8	Mr. Sridhar Srinivasan	440,000	-	750,000	1,190,000
9	Mr. D. V. Ravi	-	-	-	-
	Service Tax/GST on sitting fees paid to the Directors	3,10,023	-	-	3,10,023

Notes:

* For further details kindly refer paragraph titled 'Composition of Board' forming part of this report.

Mr. Umesh Revankar is appointed as the Managing Director and CEO of the Company for a period of 3 years with effect from October 26, 2016. His remuneration includes salary of ₹ 44,02,682 perquisites of ₹ 617,403 and contribution to Provident Fund and NPS is ₹ 4,93,920 and ₹ 4,11,594 respectively. The appointment may be terminated by giving three months notice in writing or salary in lieu thereof. No severance fees are payable on termination of employment.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The "Stakeholders' Relationship Committee" is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of Listing Regulations.

Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company.

The Committee in particular looks into:

1. To oversee and reviews redressal of shareholder and investor grievances, on matters relating to transfer of securities, non-receipt of annual report, non-receipt of dividends/interests.
2. To issue duplicate share/debenture certificate(s) reported lost, defaced or destroyed as per the laid down procedure and to resolve the grievances of security holders of the Company.
3. Attending to complaints of security holders routed by SEBI (SCORES)/Stock Exchanges/RBI or any other Regulatory Authorities.
4. Taking decision on waiver of requirement of obtaining the Succession Certificate/Probate of Will on case to case basis within the parameters set out by the Board of Directors.
5. To monitor transfer of the amounts/shares transferable to Investor Education and Protection Fund.
6. To list the securities of the Company on Stock Exchanges.
7. Any other matters that can facilitate better investor services and relations.

During the year, the Committee met two times on April 26, 2017 and November 01, 2017. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. S. Lakshminarayanan	Chairman	2
Mr. Umesh Revankar	Member	2
Mr. Amitabh Chaudhry	Member	1

Notes:

Mr. Vivek Achwal, Company Secretary also acts as the Compliance Officer of the Company.

The status of security holders grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board.

SECURITY HOLDERS COMPLAINTS:

Particulars	No. of Complaints	
	Equity	NCDs
Complaints pending as on April 1, 2017	NIL	NIL
Complaints received during the period April 01, 2017 to March 31, 2018.	8	2
Complaints identified and reported under Regulation 13(3) of SEBI (LODR) Reg. 2015.	8	2
Complaints disposed of during the year ended March 31, 2018.	8	2
Complaints unresolved as of March 31, 2018.	NIL	NIL

As on March 31, 2018, no investor grievance has remained unattended/ pending for more than thirty days.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Act and the Rules made thereunder. The Committee also monitors implementation of Business Responsibility Policy of the Company.

Terms of reference

The terms of reference of the CSR Committee broadly comprises of:

1. Formulating and recommending to the Board of Directors the CSR Policy and monitoring the same from time to time.
2. The Committee will review and evaluate the sustainability agenda, suggest modifications, discuss and recommend action plan to take the CSR activities forward.
3. CSR Committee will monitor the spend on CSR activities by the Company as well as ensure that the Company spends at least the minimum sum as may be prescribed from time to time pursuant to the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 or such higher sum as may be decided by the Board of Directors of the Company.
4. Review of Company's Business Responsibility Policy from time to time.
5. Approval of Business Responsibility Report for every financial year.
6. Any other matter as may be necessary for implementation of Business Responsibility Policy.

During the year under review, the Committee met three times on April 26, 2017, July 31, 2017 and November 01, 2017.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. Umesh Revankar	Chairman	3
Mr. S. Lakshminarayanan	Member	3
Mrs. Kishori Udeshi	Member	3
Mr. Puneet Bhatia	Member	1
Mr. Amitabh Chaudhry	Member	2

RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been constituted in line with the Regulation 21 of Listing Regulations as amended.

The terms of reference of the Risk Management Committee shall be as follows:

1. Review of Risk Management Policy.
2. Approval of Risk Management Plan, implementing and monitoring the Risk Management Plan.
3. Roll out and implementation of the Risk Management System.
4. Such other matters as may be delegated by Board from time to time.

During the year under review, the Committee met three times on June 12, 2017, August 17, 2017, November 30, 2017 and March 19, 2018.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. Umesh Revankar	Chairman	4
Mr. D. V. Ravi	Member	3
Mr. S. Sunder	Member	4

ASSET LIABILITY MANAGEMENT COMMITTEE

Terms of reference

The terms of reference of Asset Liability Management Committee (ALM) are as follows:

The ALM Committee is responsible for assisting the Board of Directors in Balance Sheet planning from risk-return perspective including the strategic management of interest and liquidity risk. Its function includes –

1. Liquidity risk management.
2. Management of market risks.
3. Funding and capital planning.
4. Profit planning and growth projection.
5. Forecasting and analysing future business, environment and preparation of contingency plans.

During the year under review, the Committee met four times on April 26, 2017, July 31, 2017, October 30, 2017 and January 27, 2018. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No. of Meetings Attended
Mrs. Kishori Udeshi	Chairman	4
Mr. Umesh Revankar	Member	4
Mr. Parag Sharma	Member	4

BANKING AND FINANCE COMMITTEE

The Banking and Finance Committee has been formed to monitor resource mobilisation and to ensure efficient and timely decisions on the matters relating to Banking and Finance activities of our Company.

Terms of reference

The terms of reference of the Banking and Finance Committee comprises of:

1. Opening, operating and closing of Bank Accounts.
2. Issuance of Non-Convertible Debentures/Subordinated Debentures on Private Placement basis.
3. Issuance of Commercial Paper.
4. Borrowing of money from Bank, Financial Institutions etc. and providing Bank Guarantee.
5. Securitization of receivables by way of sell down through PTC/ Direct Assignment.
6. Availing and giving Inter Corporate Deposit.
7. Availing Foreign Currency Term Loan, FCNR (B).
8. Investment of Surplus funds in Fixed Deposit for Short Term/ Mutual Funds etc.
9. Monitoring asset coverage of the loan and issuance of NOC and release of security.
10. Give confirmation to Bank in respect of loans availed through Acknowledgement of Debt.
11. Apply for any license/Affiliation for business purpose.
12. Entering into Service Provider Agreement for Electronic Toll collection programme.
13. To authorise official of the Company to appear on behalf of the Company before various regulatory and law enforcing authorities/government department/local administration or authority/market intermediaries under applicable laws, rules and regulations and submit documents undertaking, affidavits, papers etc.
14. To authorize official of the Company to sign various agreements in connection with purchase/sale registration of property etc.
15. Fixing Record Date for payment of monthly, half yearly and annual Interest and redemption of Debentures/ Bonds/Notes.
16. Revision in Terms and Conditions including interest rates of Fixed Deposit Scheme;
17. Availing 'Corporate Internet Banking', Payment & Collection Services, online viewing facility, E-commerce –payment gateway Merchant Account from Banks.

18. Authorization to procure Digital Signature Certificates from e Mudhra Limited/NSEIT Limited.
19. Authorization to create the Login ID with CERSAI (Central Registry of Securitisation Asset Reconstruction and Security Interest of India).
20. To give approval/authorization for the matters required for day to day management of the affairs of the Company.

The Committee meets regularly to discharge its functions. During the year under review, the Committee met 90 times. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. Umesh Revankar	Chairman	84
Mr. Parag Sharma	Member	87
Mr. S. Sunder	Member	87

IT Strategy Committee

Terms of reference

The terms of reference of the IT Strategy Committee shall include:

1. Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place.
2. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business.
3. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable.
4. Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources.
5. Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls.
6. Any other role and responsibility as per the directions of RBI issued from time to time.

During the year under review, the Committee met once on January 16, 2018. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No. of Meetings Attended
Mr. S. Sridhar	Chairman	1
Mr. Umesh Revankar	Member	1
Mr. Gayadhar Behera	Member	1
Mr. Balasundar Rao	Member	1

GENERAL BODY MEETING

(i) Annual General Meeting (AGM):

Details of the last three Annual General Meetings (AGM) and Special Resolutions passed thereat are given below:

Year	AGM	Location	Date & Time	Details of Special Resolutions passed
2014-15	36th AGM	Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018	July 31, 2015 at 11.00 A.M	(i) To borrow monies for the purpose of the business of Company under Section 180(1)(c) of the Act and (ii) Issue of securities under Section 42 of the Act on private placement basis.
2015-16	37th AGM	Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018	July 27, 2016 at 11.00 A.M	(i) To borrow monies for the purpose of the business of Company under Section 180(1)(c) and other applicable provisions, if any, of the Act, (ii) Creation of security in connection with borrowings under Section 180(1)(a) and other applicable provisions, if any, of the Act, (iii) Issue of securities not open to public offer but on private placement basis, and (iv) Alteration of Articles of Association under Section 14 of the Act.
2016-17	38th AGM	Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018	June 29, 2017 at 11.00 A.M	(i) To borrow monies for the purpose of the business of Company under Section 180(1)(c) and other applicable provisions, if any, of the Act, (ii) Creation of security in connection with borrowings under Section 180(1)(a) and other applicable provisions, if any, of the Act and (iii) Issue of Non-Convertible Debentures under Section 42 of the Act on private placement basis.

There is no proposal to pass any special resolution, at the ensuing 39th AGM to be held on July 26, 2018.

(ii) Postal Ballot

- During the year 2017-18, the Company had passed a special resolution through Postal Ballot/ electronic Voting (e-voting) for amending its Articles of Association by insertion of Article 32A to carry out consolidation and re-issuance of Non-Convertible Debt Securities in accordance with Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008. The Board of Directors had appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No.3310), Chennai as the scrutinizer to scrutinize the E-voting/Postal Ballot process in a fair and transparent manner. The results were declared on December 13, 2017. The details of voting pattern of the Special Resolution passed through Postal Ballot to amend the Articles of Association of the Company by inserting the following new Article 32A after Article 32:

Particulars	Total No.of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through Electronic Mode	140110313	139232347	99.365	877966	0.626
Votes cast through Physical Mode	10601	10081	0.007	520	0.004
Total	**140120914**	**139242428**	**99.37**	**878486**	**0.63**

- During financial year 2018-19, the Company proposed to pass three special resolutions by Postal Ballot /electronic voting (e-voting) namely, (i) Issue of Securities on Private Placement Basis, (ii) Enhancement of limits of borrowing by the Board and (iii) Enhancement of limits for creation of Security by the Board in connection with borrowing are given in the Postal Ballot Notice. The procedure for Postal Ballot /electronic voting (e-voting) for aforesaid special resolutions are mentioned in the Postal Ballot Notice dated April 27, 2018.

SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 read with SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors.

CERTIFICATION BY MANAGING DIRECTOR AND CEO AND CHIEF FINANCIAL OFFICER

In terms of Listing Regulations, the certification by the Managing Director and CEO and the Chief Financial Officer is annexed to this Annual Report.

MEANS OF COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. The Audited financial results, the quarterly results and half early results of the Company are published in English (Business Standard) and Tamil newspapers (Makkal Kural). Press release is also given in the leading newspapers. Up to date financial results, press releases, quarterly investors' presentations and presentations made to institutional investors or to the analysts, official news releases and other general information about the Company are also available on the Company's website **http://stfc.in/Intimation-ofschedule-of-analyst-meetings.aspx.** Shareholders have been provided with an opportunity to provide their email id for receiving correspondence and annual report in electronic form. The annual report has been sent in electronic form to shareholders, who have provided their email id. Physical copies of the annual report have been provided to such shareholders based on a request received from them for this purpose.

Our Company does online filing with National Stock Exchange of India Ltd (NSE) and BSE Limited (BSE) through web based application: NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre.

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company or other price sensitive information.

The Board of Directors has approved a policy for determining materiality of events and a team comprising of Senior Managerial Personnel for the purpose of determining materiality of an event or information and making disclosures to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

39TH Annual General Meeting

Particulars	As on March 31, 2018
a. Date, Time and Venue	July 26, 2018 at 11.00 A.M, Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018.
b. Financial Year	2017-18
c. Dividend Payment Date	An Interim Dividend of 50% was declared by the Board of Directors at its meeting held on November 01, 2017 and the payments thereof were effected on November 20, 2017. The payment of Final Dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after August 02, 2018.
d. The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	**BSE Limited** P J Towers, Dalal Street, Mumbai – 400 001. **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra- Kurla Complex,Bandra (East), Mumbai – 400 051 The Company has paid the annual listing and custodian fees for the financial year 2018-19 to the Stock Exchanges and Depositories.
e. Stock Code	
BSE Limited	511218
National Stock Exchange of India Limited	SRTRANSFIN
Singapore Exchange Securities Trading Limited	XS1549374475, XS178936441 and XS178961748 (Masala Bonds)
Demat ISIN in NSDL & CDSL	INE721A01013

The Company's Non-Convertible Debentures (NCDs) offered for subscription to public under the July 05, 2013, September 23, 2013 and Tranche I Prospectus & Shelf Prospectus both dated June 24, 2014 are listed on NSE and BSE. The ISIN details for these NCDs are as under:

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates
NCDs V- July 2013						
Secured NCDs (Series II)	INE721A07FV5	BSE – 934887 NSE – NW	(@) 9.80% p.a.	ANNUAL	01/08/2013	31/07/2018 (Remaining 50% of the Face Value of the NCDs payable at the end of the 60 months from Date of Allotment)
Secured NCDs (Series III)	INE721A07FW3	BSE – 934888 NSE – NX	(#) 9.40% p.a.	MONTHLY	01/08/2013	31/07/2018
Secured NCDs (Series V)	INE721A07FY9	BSE – 934890 **NSE – NZ**	NA	(*@)	01/08/2013	31/07/2018 (Remaining 50% of the Face Value of the NCDs payable at the end of the 60 months from Date of Allotment)
NCDs VI - September 2013						
Secured NCDs (Series II)	INE721A07GS9	BSE – 934916 NSE – Y2	(##) 10.75% p.a.	ANNUAL	24/10/2013	24/10/2018
Secured NCDs (Series III)	INE721A07GT7	BSE – 934917 NSE – Y3	($$) 10.75% p.a.	ANNUAL	24/10/2013	24/10/2020
Secured NCDs (Series V)	INE721A07GV3	BSE – 934919 NSE – Y5	NA	(*@@)	24/10/2013	24/10/2018

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates
Secured NCDs (Series VI)	INE721A07GW1	BSE – 934920 NSE – Y6	NA	(*@@@)	24/10/2013	24/10/2020
NCDs VII - June 2014						
Secured NCDs (Series II)	INE721A07HI8	BSE – 935130 NSE – Y8	(**) (@@) (###) 10.00% p.a.	ANNUAL	15/07/2014	15/07/2019
Secured NCDs (Series III)	INE721A07HJ6	BSE – 935132 NSE – Y9	(**) (@@) (~~) 10.15% p.a.	ANNUAL	15/07/2014	15/07/2021
Secured NCDs (Series IV)	INE721A07HK4	BSE – 935134 NSE – YA	(**) (&&&) ($$$) (***) 9.57% p.a.	MONTHLY	15/07/2014	15/07/2019
Secured NCDs (Series V)	INE721A07HL2	BSE – 935136 NSE – YB	(**) (&&&) ($$$) (^^^) 9.71% p.a.	MONTHLY	15/07/2014	15/07/2021
Secured NCDs (Series VII)	INE721A07HN8	BSE – 935140 NSE – YD	NA	(@##)	15/07/2014	15/07/2019
Secured NCDs (Series VIII)	INE721A07HO6	BSE – 935142 NSE – YG	NA	(@###)	15/07/2014	15/07/2021

Note:

1. (@) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.35% per annum for NCDs held on any Record Date.
2. (#) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.23% per annum for NCDs held on any Record Date.
3. (*@)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 848.48 per NCD at the end of 60 months and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 798.17 per NCD at the end of 60 months from the Date of Allotment.
4. (##) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 0.75% per annum for NCDs held on any Record Date.
5. ($$) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.00% per annum for NCDs held on any Record Date.
6. (*@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,723.87 per NCDs and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,666.63 per NCDs.
7. (*@@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 2,177.70 per NCDs and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 2,044.79 per NCDs.
8. (###) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.25% per annum for NCDs held on any Record Date for the amount outstanding.
9. (~~) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.35% per annum for NCDs held on any Record Date for the amount outstanding.
10. (***) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.14% per annum for NCDs held on any Record Date for the amount outstanding and NCD Holders who are Non- Individuals on any Record Date the interest will be calculated on coupon @ 9.57% per annum for the amount outstanding.
11. (^^^) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.23% per annum for NCDs held on any Record Date for the amount outstanding and NCD Holders who are Non- Individuals on any Record Date the interest will be calculated on coupon @ 9.71% per annum for the amount outstanding.
12. (**) - Senior Citizens (only First Allottee) shall be entitled to an additional yield at the rate of 0.25 % per annum.
13. (@@) – subject to applicable tax deducted at source, if any.
14. (&&&) – For series IV and V, Senior citizens (only First Allottee) will get a coupon of 10.94% per annum and 11.17% per annum respectively payable monthly.

15. ($$$) – Monthly Option shall be available only to Individuals applying for Allotment of NCDs in demat form only.
16. (@##) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,704.62 per NCDs, the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,610.93 per NCDs and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of ₹ 1,723.87 per NCDs at the end of the 60 months from the Date of Allotment.
17. (@###) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 2,143.79 per NCDs, the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹1,968.44 per NCDs and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of ₹ 2,177.70 per NCDs at the end of the 84 months from the Date of Allotment.

Wherever redemption payment due date falls on a nonworking day, then the Company will make the payment on the previous working day and wherever NCDs interest payment due date falls on a non-working day, then the Company will make the payment on the next working day.

DIVIDEND DISTRIBUTION POLICY

The dividend distribution policy of the Company is enclosed. The same is also available on the website. For details click on the link for **http://www.stfc.in/pdf/Dividend-Distribution-Policy-2017.pdf**

GENERAL SHAREHOLDER INFORMATION

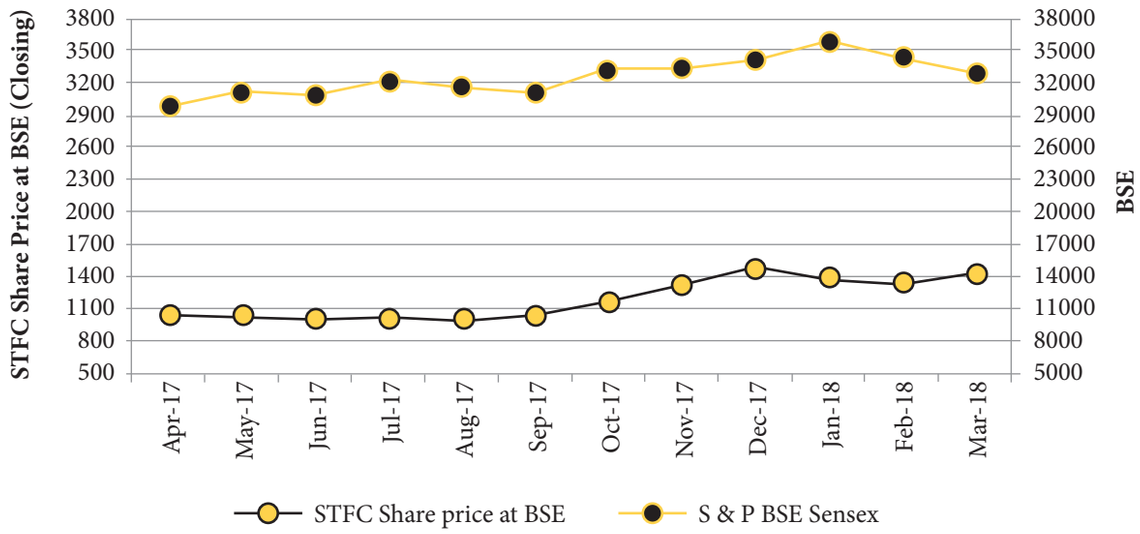
f. Stock Market Data

The high and low market price and volume of shares traded during each month of the financial year ended March 31, 2018 are given below:

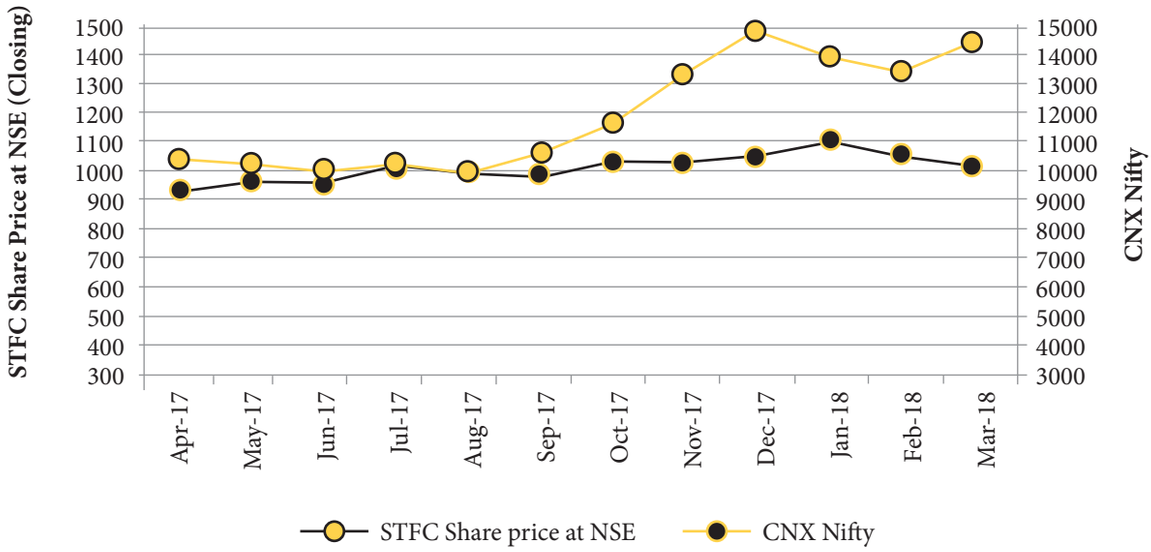
Months	BSE Limited			National Stock Exchange of India Ltd.		
	Share Prices		Volume	Share Prices		Volume
	High (Rs.)	Low (Rs.)	(No. of Shares)	High (Rs.)	Low (Rs.)	(No. of Shares)
April - 2017	1119.20	1017.20	524605	1119.50	1015.80	11489119
May - 2017	1046.40	934.00	687952	1046.45	933.80	12694521
June - 2017	1039.00	950.00	780296	1038.50	945.00	10072336
July - 2017	1136.55	954.90	5192615	1198.65	953.75	30146651
August - 2017	1044.55	897.55	1025665	1042.00	917.70	13700076
September - 2017	1113.75	969.75	1079072	1115.00	968.45	18805771
October - 2017	1200.00	1041.65	679654	1203.30	1040.10	14119213
November - 2017	1364.90	1170.50	1153626	1364.60	1167.25	25826103
December - 2017	1494.50	1282.10	3108765	1496.50	1282.00	14086851
January - 2018	1543.45	1357.00	1618004	1545.90	1351.05	12835194
February - 2018	1423.20	1255.80	513761	1422.00	1255.00	12661162
March - 2018	1498.00	1306.70	1180081	1498.85	1305.60	15267240

STFC Share Price performance in comparison to BSE Sensex and S & P CNX Nifty

STFC SHARE PRICE AT BSE AND BSE SENSEX



STFC SHARE PRICE AT NSE AND CNX NIFTY



g. No equity shares are suspended from trading during the Financial Year 2017-18.

h. Registrar to an issue and Share Transfer Agent

The Registrar and Share Transfer Agent of the Company are:

Integrated Registry Management Services Private Limited

2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar,

Chennai - 600 017 Ph: 044 - 2814 0801 - 03 Fax no: 044 – 28142479

Email: **anusha@integratedindia.in** Website :**www.integratedindia.in**

i. Note Trustee for Masala Bonds

(a) The Hongkong and Shanghai Banking Corporation Limited, Level 30, 1 Queen's Road Central, Hong Kong and

(b) Axis Trustee Services Limited, 8th Floor, Corporate Office, Axis House, Wadia International Centre Pandurang Budhkar Marg Worli, Mumbai 400 025.

j. Share Transfer System:

The authority to approve share transfers has been delegated by the Board of Directors to the Securities Transfer Committee (STC). Shares sent for transfer in physical form are registered and returned by our Registrar & Share Transfer Agent in fifteen days of receipt of documents, provided the documents are found to be in order. The STC considers the transfer proposals generally on a weekly basis.

k. Distribution of shareholding as on March 31, 2018

Sr. No.	No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1	1 - 500	40316	86.79	4347726	1.92
2	501 - 1000	3483	7.50	2572467	1.13
3	1001 - 2000	1264	2.72	1797338	0.79
4	2001 - 3000	331	0.71	817774	0.36
5	3001 - 4000	128	0.28	447743	0.20
6	4001 - 5000	111	0.24	513380	0.23
7	5001 - 10000	229	0.49	1661952	0.73
8	10001 and above	591	1.27	214724356	94.64
	Total	**46453**	**100**	**226882736**	**100**

Categories of shareholders as on March 31, 2018

Sr. No.	Category	Total	
		No. of Shares held	% of shareholding
1	Promoters	59173023	26.08%
2	Foreign Portfolio Investor 1&2	112255012	49.48%
3	Bodies Corporate	26863824	11.84%
4	Resident Indians	13609076	6.00%
5	Mutual Fund	8278804	3.65%
6	Foreign Portfolio Investor 3	3623854	1.60%
7	Investor Education and Protection Fund	838085	0.37%
8	Fi-Government Sponsored	700000	0.31%
9	Clearing Member	646506	0.27%
10	Trusts	310273	0.14%
11	N R I	294376	0.13%
12	Unclaimed Securities Suspense	102351	0.05%
13	Bank	79500	0.04%
14	Limited Liability Partnership	38464	0.02%
15	Alternative Investment Fund	34006	0.01%
16	Fi-Others	22318	0.01%
17	F I I	8078	0.00%
18	Directors & Relatives	2400	0.00%
19	NBFC's	1836	0.00%
20	Foreign National	950	0.00%
	Grand Total	**226882736**	**100.00%**

l. Dematerialization of shares and liquidity

The Company's scrip forms part of the compulsory Demat segment for all investors effective from July 24, 2000. To facilitate the investors in having an easy access to the demat system, the Company has signed up with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through Integrated Registry Management Services Private Limited. As on March 31, 2018, the total of 223393776 equity shares constituting 98.46% of the paid up capital, have been dematerialized.

m. The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity.

n. Commodity price risk or foreign exchange risk and hedging activities: Not Applicable.

o. Locations

List of branches are mentioned in the "Our Reach" Section on page no. 7 in the Annual Report.

p. Address for correspondence & Registered Office:

Registered Office:

Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India.
Tel.: 91-44-24990356 Fax: 91- 44-24993272

Corporate Office:

Wockhardt Towers, Level-3, West Wing, C-2, G-Block, Bandra- Kurla Complex, Bandra - (East), Mumbai - 400 051.
Phone: 91-22 - 40959595, Fax: 91-22 - 40959596/97, Website: **www.stfc.in**

Email ID for Investor Grievance:

The following email ID has been designated for communicating investors' grievances.

- For Equity Shares related queries/complaints: secretarial@stfc.in
- For Public Issue of Non-Convertible Debentures 2013- July related queries/complaints: stfcncd5comp@stfc.in
- For Public Issue of Non-Convertible Debentures 2013- September related queries/complaints: stfcncd6comp@stfc.in
- For Public Issue of Non-Convertible Debentures 2014- related queries/complaints: stfcncd7comp@stfc.in

The aforesaid email ids has been displayed on the Company's website

q. Other Disclosures

(A) There are no materially significant Related Party Transactions (RPTs) with the Company's Promoters, Directors, Key Managerial Personnel or their relatives, which may have potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 18, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on quarterly basis. Omnibus approval was obtained for the transactions of repetitive nature. The Policy on Materiality of RPTs and dealing with RPTs as approved by the Board is uploaded on the Company's website at the web link : **http://www.stfc.in/pdf/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions-v1.pdf**

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees and commission to Independent Directors. The details of the transactions with Related Party are provided in the notes to the Financial Statements.

(B) There were no instances of non-compliance by the Company for which any penalties or strictures were imposed on the Company by the Stock Exchanges and SEBI, or any statutory authority on any matter related to capital markets during the last three years.

(C) The Company has adopted the Whistle Blower Policy and has established the necessary mechanism in line with the Stock Exchanges, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The Vigil Mechanism as per Regulation 22 of Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website at the web link of **http://www.stfc.in/pdf/Whistle-Blower-Policy-Vigil-Mechanism-2018.pdf**

(D) The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the Listing Regulations. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director & CEO. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also uploaded on the Company's website at the web link of **http://www.stfc.in/pdf/codeofconduct.pdf**

(E) The Company does not have any material listed/ unlisted subsidiary companies as defined in Regulation 24 (1) of Listing Regulations. However, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: **http://www.stfc.in/pdf/Policy-on-Material-Subsidiaries-v1.pdf**

(F) The disclosure of commodity price risks and commodity hedging activities: Not applicable.

(G) Details of compliance with Mandatory requirements and adoption of non-mandatory requirements

1. The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
2. The Company has also adopted the non-mandatory requirement as specified in the Listing Regulations regarding unmodified Financial Statements, separate posts of Chairperson and Chief Executive Officer and Reporting of Internal Auditor.

r. Equity Shares in the Suspense Account

As required under Schedule V of Listing Regulations the Company has opened "STFC – Unclaimed Suspense Account" with the Depository Participants for the purpose of transferring unclaimed equity shares held in physical form. The Company will transfer the shares lying unclaimed to the eligible shareholders as and when the request for the same has been received after proper verification. As on March 31, 2018 there were 102351 unclaimed equity shares in the Unclaimed Suspense Account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on April 01, 2017.	1271	335142
Number of Shareholders / legal heirs who approached the Company for transfer of shares from the Unclaimed Suspense Account, for the period from April 01, 2017 to March 31, 2018.	28	5819
Number of Shareholders / legal heirs to whom the shares were transferred from the Unclaimed Suspense Account upon receipt and verification of necessary documents, for the period from April 01, 2017 to March 31, 2018.	28	5819
Number of Shareholders / legal heirs of whom the shares were transferred from the Unclaimed Suspense Account to Investor Education and Protection Fund Authority pursuant to the Government of India Gazette notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA), April 01, 2017 to March 31, 2018.	929	226972
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on March 31, 2018.	314	102351

The Company had complied all the disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of Listing Regulations.

DIVIDEND DISTRIBUTION POLICY

Preamble

Dividend is the payment made by a Company to its shareholders, usually in the form of distribution of its profits. The profits earned by the Company can either be retained in business and used for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the balance among its shareholders as dividend. This Policy aims to reconcile between all these needs. The objective of this policy is to ensure a regular dividend income for the shareholders and long term capital appreciation for all shareholders of the Company. The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors (Board) will refer to the policy while declaring/ recommending dividends. Through this policy, the Company would endeavour fairness, consistency and sustainability while distributing profits to the shareholders. This policy also stipulates the process for recommendation/ declaration of dividend and its pay-out by the Company in accordance with the provisions of the Companies Act,2013 (the Companies Act) and other rules, regulations etc. as applicable to the Company.

Class of Shares

The Company has issued only Equity Shares and no Preference shares issued by the Company are outstanding.

Category of Dividends

The Companies Act provides for two forms of Dividend- Final and Interim. The Board shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit. Normally, the Board will endeavour to declare an interim dividend after finalization of quarterly financial accounts. The Board may declare interim dividend based on profits of the Company, one or more times in a financial year as and when considered appropriate, in line with this policy. After the annual accounts are prepared, the Board may recommend final dividend to the shareholders for their approval in the General Meeting of the Company. In the event the Board declares more than one interim dividend in a financial year, the Board may recommend to the shareholder to treat the last interim dividend as a final Dividend.

Recommendation / Declaration of Dividend

Subject to the provisions of the Companies Act, the Board shall recommend/declare/ pay the Dividend only out of-

i) Current financial year's profit:
   a) after providing for depreciation in accordance with law;
   b) after transferring to reserves such amount as may be prescribed under the Companies Act or applicable law, regulations, norms or as may be otherwise considered appropriate by the Board at its discretion.

ii) The profits for any previous financial year(s):
   a) after providing for depreciation in accordance with law;
   b) remaining undistributed; or

iii) out of i) & ii) both.

iv) out of free reserves in the manner permissible under the Companies Act.

Factors to be considered while declaring Dividend

The decision regarding dividend is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board will endeavour to take a decision with an

objective to enhance shareholders wealth and market value of the shares. However, the decision regarding dividend is subject to several factors and hence any optimal policy in this regard may be far from obvious. The Board considers a stable dividend to constitute an important element of the Company's investment attractiveness and shareholder return. As a leading Asset Financing Company operating in rapidly developing, yet volatile, markets, its primary need is to maintain sufficient resources and financial flexibility to meet financial and operational requirements. The Company continually seeks ways to create shareholder value through both commercial and financial strategies, which may include both organic and inorganic development as well as the Company's capital management practices. The shareholders of the Company may not expect dividend for a financial year(s) in the circumstances of challenging/sluggish market conditions, tough liquidity position, losses or inadequate profits.

The decision regarding recommendation / declaration of dividend will depend upon various external and internal factors including the following:

External Factors:-

State of Economy- in case of uncertain or recessionary economic and business conditions, the Board will endeavour to retain larger part of profits to build up reserves to absorb future shocks.

Capital Markets- when the markets are favourable, dividend pay-out can be liberal. However, in case of unfavourable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Statutory and Contractual Restrictions- The Board needs to keep in mind the restrictions imposed under the Companies Act and any other laws, the regulatory developments with regard to declaration of dividend, the Company's contractual obligations under the loan agreements / debenture trust deed and other agreements, documents, writings limiting / putting restrictions on dividend pay-out.

Internal Factors:-

Apart from the various external factors aforementioned, the Board will take into account various internal factors while recommending / declaring Dividend, which inter alia will include -

i) Profits earned during the year;

ii) Present and future capital requirements of the existing businesses / capital expenditures and the Company's debt position;

iii) Business Acquisitions opportunities;

iv) Expansion/ Modernization of existing businesses/ growth opportunities available to the Company;

v) Additional investments in subsidiaries/associates of the Company;

vi) Fresh investments into external businesses;

vii) Cash flow from operations;

viii) Cost of raising funds;

ix) Providing for unforeseen events and contingencies with financial implication;

x) Any other factor as deemed fit by the Board.

Process for approval of Payment of Interim and Final Dividend

- The Company will give prior intimation of 2 working days to Stock Exchanges (excluding the date of intimation and the date of the Board meeting) of date of Board Meeting in which the declaration / recommendation of dividend will be considered.
- The Company will inform about the decision taken by Board regarding dividend to Stock Exchange within 30 minutes of the closure of the Board Meeting.
- The Company will fix Record date for the purpose of determination for list of shareholders eligible to receive dividend.
- The Company shall recommend or declare dividend at least 5 working days (excluding the date of intimation and the record date) before the record date is fixed for the purpose.
- The intimation for fixing Record date shall be given to exchange at least seven working days in advance (excluding the date of intimation and the record date).

In the event of any amendment in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law with respect to the process of recommendation/approval/payment of dividend, the same shall prevail and shall be deemed to form part of this policy.

Transfer of Unpaid / Unclaimed Dividend and Equity Shares to Investor Education and Protection Fund (IEPF)

As per section 124(5) of the Companies Act, the dividend which remains unpaid / unclaimed for a period of 7 years from the date of transfer to unpaid dividend account shall be transferred by the Company to IEPF.

Utilisation of Retained Earnings

The Retained earnings strengthen the Company's net owned funds. It will further help in maintaining Capital Adequacy Ratio (CAR) for Non-Banking Financial Companies (NBFCs) in the growth phase. The Board from time to time will decide utilization of the retained earnings depending upon various factors including organic / inorganic growth strategies of the Company, market competition, creating long term shareholder value etc. The Board will ensure judicious balancing of these factors in the interest of the Company and its stakeholders.

Review

This policy is in accordance with SEBI Circular No. SEBI/ LAD-NRO/GN/2016-17/008 dated 08th July, 2016. The same will be reviewed by the Board periodically for additions, deletions, changes or alterations in the parameters, process of recommendation/declaration/ pay-out of dividend considered in the policy and in line with changes in regulations as applicable to the Company.

CEO/CFO CERTIFICATION

To,

The Board of Directors of Shriram Transport Finance Company Limited.

We, to the best of our knowledge and belief, certify that-

A We have reviewed financial statements and the cash flow statements for the year ended March 31, 2018 and that to the best of our knowdge and belief;

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that;

(1) there were no significant changes in internal controls over financial reporting during the year;

(2) there are no significant changes in accounting policies during the year, and

(3) there were no instances of significant fraud of which we are aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

UMESH REVANKAR
Managing Director & CEO

PARAG SHARMA
Executive Director & CFO

Mumbai
April 27, 2018

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

The Board of Directors of Shriram Transport Finance Company Limited at its Meeting held on January 29, 2005 adopted Code of Conduct as amended on October 27, 2010 to be followed by all Members of the Board and Senior Management Personnel of the Company respectively in compliance with the Regulation 17(5) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations,2015 with the Stock Exchanges where the shares of the Company are listed.

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations,2015 executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2018.

UMESH REVANKAR
Managing Director & CEO

Mumbai
April 27, 2018

SHRIRAM
Commercial Vehicle Finance

BUSINESS RESPONSIBILITY

REPORT 2017-18

SECTION A

GENERAL INFORMATION

SR. NO.	PARTICULARS	DETAILS
1	Corporate Identity Number (CIN) of the Company	L65191TN1979PLC007874
2	Name of the Company	Shriram Transport Finance Company Limited ("the Company")
3	Registered address	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004. Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.
4	Website	www.stfc.in
5	Email id	vivekmadhukar.a@stfc.in
6	Financial year reported	2017-18
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	The Company holds a certificate of registration dated September 4, 2000 bearing registration no. A-07-00459 issued by the Reserve Bank of India to carry on the activities of a Non-Banking Financial Company (NBFC) in the category of asset financing company under section 45 IA of the Reserve Bank of India Act, 1934, which has been renewed on April 17, 2007.
8	Three key products/ services of the Company (as in balance sheet)	The Company was established in 1979 and we have a long track record of about four decades in the commercial vehicle financing industry in India. We are the largest Indian asset financing NBFC, with a primary focus on financing pre-owned commercial vehicles.
9	Number of locations	(i) International : Nil (ii) National : 1213 Branches
10	Markets served by the Company -Local/State/ National/International	Financing of pre-owned and new commercial vehicle throughout the country.

SECTION B

FINANCIAL DETAILS OF THE COMPANY

SR. NO.	PARTICULARS	AMOUNT (Rs. In Lakhs)
1	Paid up Capital	22690.67
2	Total Turnover	1241658.01
3	Total profit after taxes	156802.25
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	1.18%
5	List of Activities in which expenditure in above point 4 has been incurred: Please refer Annexure (Report on CSR Activities)	

SECTION C

OTHER DETAILS

SR. NO.	PARTICULARS	DETAILS
1	Company subsidiary as on March 31,2018	Nil (Shriram Automall India Limited ceased to be subsidiary w.e.f February 7,2018.)
2	Subsidiaries participating in Company's BR initiatives	NA
3	Other entities (e.g. suppliers, distributors etc.) participating in Company's BR initiatives	NA

SECTION D

BR INFORMATION

1. Details of Director/Directors responsible for BR

a. Details of the Director/Directors responsible for implementation of the BR policy/policies

NO	PARTICULARS	DETAILS
1.	DIN	00141189
2	Name	Mr.Umesh Revankar
3	Designation	Managing Director & CEO

b. Details of the BR head

NO	PARTICULARS	DETAILS
1	DIN (if applicable)	Not Applicable
2	Name	Mr. S. Sunder
3	Designation	Executive Director – Accounts & Administration
4	Telephone number	91-022-40959595
5	E-mail id	secretarial@stfc.in

2. Principle-wise (as per NVGs) BR Policy/Policies(Reply in Y/N)

(a) Details of Compliance (Reply in Y/N)

Sr. No	Questions	Ethics, transparency and accountability P 1	Product safety P 2	Well-being of employees P 3	Stakeholders engagement P 4	Human rights P 5	Environment policy P 6	Public and regulatory policy P 7	Inclusive growth P 8	Value to customers and consumers P 9
1	Do you have policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	N	Y	Y	N	Y	N	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	(i) The Code of conduct of the Company is available at http://www.stfc.in/pdf/codeofconduct.pdf								
		(ii) The Whistle Blower Policy / Vigil Mechanism of the Company is available at http://www.stfc.in/pdf/Whistle-Blower-Policy-Vigil-Mechanism.pdf								
		(iii) The Fair practice code of the Company is available at http://www.stfc.in/Fair-Practice-Code.pdf								
		(iv) Corporate Social Responsibility Policy http://www.stfc.in/pdf/Corporate-Social-Responsibility-Policy.pdf								
		Note: The remaining policies of the Company are internal documents and are not accessible to the public.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	N	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

(b) If answer to the question at Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	---	---	---	---	---	---	---	---	---
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	---	---	---	---	---	---	---	---	---
3	The company does not have financial or manpower resources available for the task	---	---	---	---	---	---	---	---	---
4	It is planned to be done within next 6 months	---	---	---	---	---	---	---	---	---
5	It is planned to be done within the next 1 year	---	---	---	---	---	---	---	---	---
6	Any other reason (please specify)	---	---	---	---	---	---	---	---	---

3. Governance related to BR

The Business Responsibility Performance is being monitored by CSR Committee on periodical basis. The Company has been publishing the Business Responsibility (BR) Report annually.

SECTION E

PRINCIPLE-WISE PERFORMANCE

Ethics of The Company

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability:

Our philosophy on Corporate Governance, inter alia, is aimed at enhancing long term shareholder value, achieving transparency and professionalism in all decisions and activities of the Company and achieving excellence in corporate governance.

We have developed good governance structure for our organization and formulated procedures and practices that ensure ethical conduct at all levels of the organization. We continuously review and upgrade the procedures and practices. We maintain transparency in our communication with our investors. We have put in place a mechanism for resolution of their grievances. We have Whistle Blower Policy/Vigil Mechanism in place. We do not engage in any practice that is abusive, corrupt or anti-competition. We have avoided complicity with actions of third party that violates Business Responsibility Principles. All members of the Board of Directors and Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis.

We conducted programs to familiarize the directors with changes in regulatory and business environment. We have deployed the practice of separating the roles of the Chairman of the Board and the CEO to ensure the right focus to governance. The Chairman of the Board is Non-executive Independent Director. Our Directors have reviewed its own performance, the performance of Individual Directors, functioning of the Board and its Committees, based on the criteria formulated by the Nomination and Remuneration Committee. During the process, the Board also reviewed the Corporate Governance Practices, ethical standards in the Company.

CONTRIBUTION TO SUSTAINABILITY

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

We are engaged in the business of financing of commercial vehicles. Our focus is on financing pre-owned commercial vehicle generally up to 10 years old. In this process we check authorization /certificates for safety, fitness and emission of the vehicle. Our various initiatives are aimed at influencing our customers for creating awareness about environment protection, reducing impact of emissions from on-road vehicles on the environment. We make appeal to our customers for timely maintenance of the vehicles. We give loans to them for replacement of tyres and engine parts. Our Drivers' training program provides training primarily to unemployed/low income youths from rural and urban areas for driving of commercial/passenger vehicles. The training includes holistic development of drivers from technical skills to soft skills. The objective of this initiative in turn is to transform the entire driver employment skill segment to a well managed professionally empowered skill segment. We also facilitate obtaining driving licenses for these trainees and generate employment oppurtunities with regional small road transport operators and large scale fleet operators.

EMPLOYEES WELL-BEING

Principle 3: Business should promote wellbeing of all employees

We believe that our employees are our most valuable asset and greatest strength. We provide equal opportunity to all employees starting from their recruitment irrespective of their caste, creed, gender, race, religion, language, disability or sexual orientation. Our employees belong to all parts of the country and are selected based on individual merit without any discrimination or preference. Several female employees of the Company have reached senior positions in the organization and are involved in the decision making process. Free medical checkup camps are conducted on an ongoing basis in order to promote health consciousness among the employees. Our relationship with employees continues to be cordial. We do not have any trade union or employee association. Our employees have free access to the management to express their views and suggestions. The management and staff has a mutual faith and trust. We provide Group Medical/Accident/Life Insurance policy to all employees and loan facility extended to the permanent employees of the Company. We have launched "Shri Guru" a chat bot facility to employees wherein employees can raise any queries in respect of the Companys' products and process involved.

We have systems in place to inculcate high performance culture in the organization. We organize periodically the training programmes for upgrading functional and soft skills of employees. The employees who have successfully completed the Management Education Program are acting as mentor providing on the job training and guidance to their colleagues. We look forward to percolate this process throughout the organization. In order to ensure healthy working conditions and prevent sexual harassment of women employees, we have constituted Internal Complaint Committees at various places. The Committees are chaired by woman employees of the Company.

STAKEHOLDERS ENGAGEMENT

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

We had already developed "MY STFC" app for enabling customers to pay through various payment gateways. We also supplied POS machines to all the branches for enabling debit card swiping.

Our Fair Practice Code provides mechanism for redressal of customer complaints. Our policy is to treat all customers in fair manner. Our entire recovery and collection operation is administered in-house and we do not outsource loan recovery and collection operations. We have relationship based recovery procedures well-suited to our target market in the commercial vehicle financing industry.

STAKEHOLDERS ENGAGEMENT (Contd.)

We are regular in payment of interest and repayment of credit facilities availed from Banks and Financial Institutions. We enjoy good reputation, goodwill and standing in the financial markets.

Our good track record has enabled us to obtain high credit ratings from the reputed Credit Rating Institutions. This enables smooth raising of funds from investors. We continue to service our Fixed Deposit holders on time and offer higher interest rate to senior citizens. We make periodical follow up with our investors requesting them to collect their unpaid dividend, interest, redemption/maturity proceeds of Fixed Deposits and Debentures etc. We have made appeal to them to update their database with us for faster communication and prompt service. Our Company has a good dividend track report and has consistently declared dividends for the past several years.

HUMAN RIGHTS

Principle 5: Businesses should respect and promote human rights

As a good corporate citizen we respect the human rights of those who we engage with. We pay fair wages to our employees and do not discriminate between male and female employees. They are treated equally with dignity and are given equal opportunities, rights and benefits. We comply and adhere to all the human rights laws and guidelines. We strive to percolate these values at all levels in the organization. We provide scholarship to students from weaker sections of the society. We do organise medical camps for the socio economically weaker sections of the society through mobile medical units and OPD clinics. We also promote usage of safe drinking water for upkeep of health and hygiene of the downtrodden class of the society by installation of technology driven purification chilling and dispensing units across various citipoints.

ENVIRONMENT

Principle 6: Business should respect, protect and make efforts to restore the environment

We continue to create awareness about environment protection among employees and customers through our environment policy. In the process of loan disbursement we check fitness certificate of the financed vehicle for safe driving. The loan vehicles are insured and the insurance policy is renewed regularly. We educate our customers to obtain proper PUC certificate and renew it periodically. We provide financial assistance to the borrowers for replacement of tyres, engine parts etc. Which enables timely maintenance of loan vehicles, safe driving, reducing accidents and pollution. We have aligned our loan disbursement policy with the applicable environmental policies.

We are continuously making appeal to our shareholders to participate in the 'Green initiative' to reduce use of paper by converting their holding of physical shares into electronic shareholding by dematerialization, receiving soft copies of annual reports using internet facilities, receiving dividend by direct credit to their bank accounts instead of physical dividend warrants etc. As a part of Green initiative for paperless office, we use electronic methods of communication within and outside our offices. For payment of Interest, dividend, maturity amount of debentures and fixed deposits etc. as far as possible we use methods of electronic remittances such as NECS, NEFT, RTGS which also ensures faster credit of money to the bank accounts of the investors, avoids use of paper for dividend / interest warrants, and at par cheques. Our objective is to achieve highest level of paperless office by adopting practices, methods and modern techniques in our internal and external communication with all stakeholders.

INFLUENCING PUBLIC & REGULATORY POLICIES

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

We take up the issues and matters impacting our business segment and give our suggestions in respect of the proposals of the regulatory and government bodies directly as well as through chambers of commerce and industrial associations in the best interest of the commercial vehicle financing segment of the Industry and Small Road Transport Operators.

INCLUSIVE GROWTH

Principle 8: Businesses should support inclusive growth and equitable development

We cater to the financing needs of Small Road Transport Operators (SRTOs) and First Time Buyers (FTBs) generally belonging to the weaker sections of the society all over the country. In order to provide financial assistance for purchase of vehicles in the regions where banking services are not easily available, we have opened several rural centers catering to their needs. We promote the 'financial inclusion' which is the focus point of all welfare initiatives of the government. We provide finance to these pre-owned commercial vehicle operators at favorable interest rates and repayment terms as compared to private financiers in the unorganized sector.

VALUE OF CUSTOMERS

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

We have track record of loyal customers who have achieved advancement, progress, growth of their business through long term relationship with us. We effectively implement the Fair Practice Code for redressal of customer grievances. Apart from providing loans, we help our customers with settlement of insurance claims, renewal of insurance policy, obtaining of permits from RTOs, tie-up with service centers for refurbishing vehicles. We also sponsor activities for welfare of customers and their families. We work for growth of our customers and we focus on mutual faith and trust with our customers.

BUSINESS RESPONSIBILTY PARAMETER INDEX

Principle-Wise Performance

	Principle 1	
1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?	Yes it covers only the Company.
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	Nil
	Principle 2	
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The Company is not engaged in manufacture of any goods. It is engaged in the business of financing of pre-owned and new commercial vehicles.
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional): a. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Not Applicable
3	Does the company have procedures in place for sustainable sourcing (including transportation)? a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Not Applicable
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company provides services relating to vehicle financing through its branches and rural service centers. As a matter of practice, we give preference for recruitment of local persons in our branches
5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so	Not Applicable

	Principle 3	
1	Please indicate the Total number of employees.	23819
2	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	Not Applicable
3	Please indicate the Number of permanent women employees.	1032
4	Please indicate the Number of permanent employees with disabilities	21
5	Do you have an employee association that is recognized by management	No
6	What percentage of your permanent employees is members of this recognized employee association?	Not Applicable
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	
	Child labour/forced labour/involuntary labour	NIL
	Sexual harassment	1(Disposed off)
	Discriminatory employment	NIL
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	48%employees were given safety & skill training programmes in the last year.
	(a) Permanent Employees	46.5%
	(b) Permanent Women Employees	1.5%
	(c) Casual/Temporary/Contractual Employees	-
	(d) Employees with Disabilities	-
	Principle 4	
1	Has the company mapped its internal and external stakeholders? Yes/No	Yes
2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders	Yes
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Yes, please refer to the Principle 4 of the Report
	Principle 5	
1	Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	Yes, the policy extends only to the Company.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	No complaint was received for human rights violation during the last financial year.

	Principle 6	
1	Does the policy related to Principle 6 cover only the company or extends to the Group /Joint Ventures/ Suppliers/Contractors/NGOs/others.	Yes, the policy extends only to the Company
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Yes, we have Environment policy in place. We have taken the green initiative through paperless office, etc.
3	Does the company identify and assess potential environmental risks? Y/N	No
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	No
6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Not Applicable.
7	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil
	Principle 7	
1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Yes, we are member of Finance Industry Development Council (FIDC), Confederation of Indian Industries (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI) and various other state/city level associations.
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	Yes, Governance and Administration

	Principle 8	
1	Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, please refer to the Principle 8 of the Report
2	Are the programmes/projects undertaken through in-house team / own foundation/external NGO/ government structures/any other organization?	Yes, the projects are undertaken through coordination and collaboration between in-house team and external NGOs.
3	Have you done any impact assessment of your initiative?	No
4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	Yes, please refer to the Section B of the Report
5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so	Yes, we actively encourage participation of stakeholders in various programs. This includes both volunteering and proactive participation.
	Principle 9	
1	What percentages of customer complaints/ consumer cases are pending as on the end of financial year?	1.55% customer complaints are pending as on the end of the financial year
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks(additional information)	Not Applicable
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	No

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

FINANCIAL SECTION

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To the Members of
Shriram Transport Finance Company Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Shriram Transport Finance Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, its profit and its cash flows for the year ended on that date.

OTHER MATTER

The comparative financial information of the Company for the year ended March 31, 2017 included in the Standalone Financial Statements have been audited by the predecessor auditors and relied upon by us. The report of the predecessor auditors on comparative financial information for the year ended March 31, 2017 dated April 27, 2017 expressed an unqualified opinion. Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28 on Contingent Liabilities to the standalone financial statements;

(ii) The Company did not have any material foreseeable losses in long term contracts including derivative contracts during the year ended March 31, 2018;

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Anup Mundhra
Partner
Membership No.:061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No.309015E

Sangeeta Gupta
Partner
Membership No.:064225

Mumbai
April 27, 2018

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Shriram Transport Finance Company Limited on the standalone financial statements for the year ended March 31st, 2018]

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and based on the examination of the registered sale deed/ transfer deed and other relevant records evidencing title / possession provided to us, we report that, the title deeds of all the immovable properties comprising of land and buildings which are freehold other than self constructed assets included in Property, Plant and Equipment, are held in the name of the Company as at the balance sheet date.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company and hence not commented upon.

(iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) (a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.

(iv) Based on information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186(1) of the Act. Further, as the Company is engaged in the business of financing, the provisions of Section 186[except for sub-section (1)] are not applicable to it.

(v) In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act and the rules framed there under, for the services of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax, service tax, value added tax, cess and any other material statutory dues applicable to it. As informed, provisions of Sales tax, custom duty and excise duty are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, service tax, value added tax, goods and service tax, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable. As informed, provisions of sales tax/VAT, custom duty and excise duty are not applicable to the Company.

(c) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, customs duty, excise duty on account of any dispute, are as follows

Name of the statute	Nature of dues	Amount (₹ In lacs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994 (Service tax)	Service tax on hire purchase and lease transaction	21,230.18	F.Y. 2003-04 to 2009-10	CESTAT (Custom, Excise and Service tax appellate tribunal)
Finance Act, 1994 (Service tax)	Interest on Input Tax Credit reversal on CBLO income	9.45*	F.Y. 2010-11	Commissioner of Central Excise and Customs (Appeals)
Maharashtra Value Added Tax	Value added tax	0.20*	F.Y. 2005-06	Maharashtra Sales Tax Tribunal
Maharashtra Value Added Tax	Value added tax	0.15*	F.Y. 2006-07	Deputy Commissioner of Sales Tax - Appeals – Mumbai
Maharashtra Value Added Tax	Value added tax	567.82*	F.Y. 2007-08 to 2013-14	Maharashtra Sales Tax Tribunal
Maharashtra Value Added Tax	Value added tax	23.73*	F.Y. 2012-13 to 2013-14	Deputy Commissioner of Sales Tax - Appeals – Mumbai

Name of the statute	Nature of dues	Amount (₹ In lacs)	Period to which the amount relates	Forum where dispute is pending
Andhra Pradesh Value Added Tax	Value added tax	348.41*	F.Y. 2005-06 to 2008-09	Andhra Pradesh High court
Andhra Pradesh Value Added Tax	Value added tax	326.81*	F.Y 2009-10 to 2010-11 and 1st April 2011 to 31st August 2012	Andhra Pradesh High court
Andhra Pradesh Value Added Tax	Value added tax	17.94	F.Y. 2010-11 to 2012-13	Andhra Pradesh High court
Rajasthan Value Added Tax	Value added tax	116.37*	F.Y. 2006-07 to 2011-12	Rajasthan High Court
Rajasthan Value Added Tax	Value added tax	159.48*	F.Y. 2012-13 to 2015-16 and 1st April, 2016 to 4th November 2016	Rajasthan Tax Board
Odisha Value Added Tax	Value added tax	9.04*	F.Y. 2008-09 to 2012-13	Odisha Tax Tribunal
Karnataka Value Added Tax	Value added tax	353.53*	F.Y. 2010-11 to 2012-13	Karnataka High court
Income Tax Act, 1961	Income Tax demands	630.89	A.Y. 2014-15	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax demands	461	A.Y. 2014-15	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	1143.82	A.Y. 2013-14	Assessing Officer
Income Tax Act, 1961	Income Tax demands	99.65	A.Y. 2012-13	Madras High Court
Income Tax Act, 1961	Income Tax demands	527.61	A.Y. 2012-13	Assessing Officer
Income Tax Act, 1961	Income Tax demands	1571.17	A.Y. 2011-12	Assessing Officer
Income Tax Act, 1961	Income Tax demands	6.46	A.Y. 2011-12	Madras High Court
Income Tax Act, 1961	Income Tax demands	1565.26	A.Y. 2010-11	Assessing Officer
Income Tax Act, 1961	Income Tax demands	1604.49	A.Y. 2009-10	Madras High Court
Income Tax Act, 1961	Income Tax demands	442.32	A.Y. 2008-09	Madras High Court
Income Tax Act, 1961	Income Tax demands	212.16	A.Y. 2007-08	Madras High Court
Income Tax Act, 1961	Income Tax demands	53.56	A.Y. 2006-07	Assessing Officer

*Net of amount paid under protest.

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks or dues to debenture holders. There are no loans or borrowings from Government.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public issue offer / further public offer, hence not commented upon.

Further, monies raised by the Company by way of debt instruments and term loans were applied for the purpose for which those were raised, though idle/surplus funds which were not required for immediate utilization were gainfully invested in liquid assets payable on demand.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management except a fraud case where the staff of the Company have conducted a fraud amounting to Rs. 5.89 lakhs, which was also reported to Reserve Bank of India by way of letter dated November 20th, 2017.

(xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the notes to the Financial Statements, as required by the applicable accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.

(xvi) According to the information and explanation given to us, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained by the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/ W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

[REFERRED TO IN PARAGRAPH 2 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' IN THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shriram Transport Finance Company Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the"Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2)provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures

of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Anup Mundhra
Partner
Membership No.:061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No.309015E

Sangeeta Gupta
Partner
Membership No.:064225

Mumbai
April 27, 2018

SHRIRAM Commercial Vehicle Finance

BALANCE SHEET

AS AT MARCH 31, 2018

(Rs. in lacs)

Particulars	Note No	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	22,690.67	22,690.67
(b) Reserves and surplus	4	1,234,540.96	1,107,532.20
		1,257,231.63	**1,130,222.87**
(2) Non-current liabilities			
(a) Long-term borrowings	5	4,037,592.13	3,370,018.31
(b) Other long-term liabilities	6	163,315.42	140,536.73
(c) Long-term provisions	7	544,454.93	389,393.83
		4,745,362.48	**3,899,948.87**
(3) Current liabilities			
(a) Short-term borrowings	8	767,645.96	498,313.75
(b) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		21,976.95	13,443.90
(c) Other current liabilities	6	2,011,631.80	1,858,382.69
(d) Short-term provisions	7	43,188.51	40,233.22
		2,844,443.22	**2,410,373.56**
Total		**8,847,037.33**	**7,440,545.30**
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Property, plant and equipment		11,821.76	8,217.04
(ii) Intangible assets		173.78	160.57
(b) Non-current investments	10	147,952.41	149,713.52
(c) Deferred tax assets (net)	11	42,896.57	36,228.16
(d) Long-term loans and advances	12	5,815,231.03	4,730,887.55
(e) Other non-current assets	13	271.03	7,514.84
		6,018,346.58	**4,932,721.68**
(2) Current assets			
(a) Current investments	14	-	5,220.97
(b) Cash and bank balances	15	363,750.92	444,068.53
(c) Short-term loans and advances	12	2,458,767.11	2,052,647.01
(d) Other current assets	13	6,172.72	5,887.11
		2,828,690.75	**2,507,823.62**
Total		**8,847,037.33**	**7,440,545.30**
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

(Rs. in lacs)

Particulars	Note No	Year ended March 31, 2018	Year ended March 31, 2017
REVENUE			
Revenue from operations	**16**	1,220,165.70	1,082,875.14
Other income	**17**	7,517.76	186.09
Total Revenue		**1,227,683.46**	**1,083,061.23**
EXPENSES			
Employee benefits expense	**18**	71,515.37	54,796.00
Finance costs	**19**	537,234.94	518,741.75
Depreciation and amortisation	**9**	3,613.40	3,390.78
Provisions and write-offs	**20**	312,211.32	244,432.05
Other expenses	**21**	79,899.51	69,308.10
Total Expenses		**1,004,474.54**	**890,668.68**
Profit before exceptional items and tax		**223,208.92**	**192,392.55**
Exceptional items [refer note 34]		13,974.55	-
Profit before tax		**237,183.47**	**192,392.55**
Tax expense			
Current tax		88,826.31	72,116.20
Deferred tax		(6,668.41)	(5,457.90)
Tax paid for earlier years		(1,776.68)	-
Total tax expense		**80,381.22**	**66,658.30**
Profit after tax		**156,802.25**	**125,734.25**
Earnings per share	**22**		
Basic (Rs.)		69.11	55.42
Diluted (Rs.)		69.11	55.42
Nominal value of equity share (Rs./share)		**10.00**	**10.00**
Summary of significant accounting policies	**2.1**		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

SHRIRAM Commercial Vehicle Finance

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2018

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxes	237,183.47	192,392.55
Depreciation and amortisation	3,613.40	3,390.78
Profit arising on the sale of shares in subsidiary	(13,974.55)	-
Interest on income tax refund	(5,796.67)	-
Loss/(profit) on sale of fixed assets (net)	18.16	27.26
Dividend received on long-term investments	(1,200.00)	-
Provision for diminution in value of investments	699.87	0.37
Premium on government securities	171.48	124.17
Amortisation of discount on government securities	(227.50)	(227.97)
Amortisation of issue expenses for equity shares	416.81	152.78
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35
Amortisation of prepaid interest on commercial paper	1,663.40	-
Provision for credit loss on securitisation	6,351.21	10,173.79
Provisions for Non-performing assets and bad debt written off	292,551.77	230,583.52
Provision for diminution in fair value of assets for restructured loans	4,566.77	-
Provision for restructured performing assets	64.94	-
Contingent provision on standard assets	7,976.76	3,674.37
Operating profit before working capital changes	**534,641.74**	**441,365.97**
Movements in working capital:		
Increase/(decrease) in trade payables	8,533.05	1,577.16
Increase/(decrease) in provisions	(328.27)	(14,601.66)
Increase/(decrease) in other liabilities	91,219.75	102,521.12
(Increase)/decrease in investments	5,394.13	(20,807.35)
Decrease/(increase) in loans and advances	(1,637,861.33)	(531,110.68)
Decrease/(increase) in bank deposits (having original maturity of more than three months) (net)	83,431.62	(180,709.38)
Decrease/(increase) in other assets	(917.89)	(1,373.35)
Cash generated from operations	**(915,887.20)**	**(203,138.17)**
Direct taxes paid (net of refunds)	(86,960.16)	(67,582.55)
Net cash flow/(used) in operating activities (A)	**(1,002,847.36)**	**(270,720.72)**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of PPE and intangible assets	(6,594.60)	(1,765.21)
Proceeds from sale of PPE	72.28	46.50
Proceeds from sale of non-current investments	-	1,653.36
Purchase of non-current investments	(699.87)	(62.81)
Proceeds from sale of shares in subsidiary	15,637.60	-
Dividend received on long-term investments from erstwhile subsidiary [refer note 34]	1,200.00	-
Net cash flow/(used) in investing activities (B)	**9,615.41**	**(128.16)**

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Amount received from institutional borrowing	4,855,836.59	2,801,296.98
Amount received from senior secured notes	116,000.00	135,000.00
Increase/(decrease) in retail borrowings	(55,709.16)	16,459.47
Amount redeemed for public issue of non-convertible debentures and subordinated debts	(192,374.07)	(150,105.01)
Repayment of institutional borrowing	(3,704,510.77)	(2,470,711.98)
Dividend paid	(24,957.10)	(22,688.27)
Tax on dividend	(4,836.39)	(4,618.80)
Net cash flow from financing activities (C)	**989,449.10**	**304,632.39**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3,782.85)	33,783.51
Cash and cash equivalents at the beginning of the year	114,163.08	80,379.57
Cash and cash equivalents at the end of the year	**110,380.23**	**114,163.08**

(Rs. in lacs)

Components of cash and cash equivalents	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents at the end of the year		
i) Cash on hand	7,996.25	7,865.26
ii) Cheques on hand	2,542.76	3,175.11
iii) Balances with scheduled banks in:		
Current accounts	92,946.60	102,039.50
Unclaimed dividend accounts *	1,310.11	1,083.21
Deposits with original maturity of less than three months	5,584.51	-
Total cash and cash equivalents (note 15)	**110,380.23**	**114,163.08**
Summary of significant accounting policies (note 2.1)		
The accompanying notes are an integral part of the financial statements.		

Notes

1) The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.
2) All figures in brackets indicate outflow.
*3) These balances are not available for use by the Company as they represent corresponding unclaimed dividend liability.

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

1 CORPORATE INFORMATION

Shriram Transport Finance Company Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. The Company is primarily engaged in the business of financing commercial vehicles. It also provides loans for equipment and other business purposes.

The Company is registered with the Reserve Bank of India (RBI), Ministry of Corporate Affairs and Insurance Regulatory and Development Authority of India (IRDA). The registration details are as follows:

RBI	07-00459
Corporate Identity Number (CIN)	L65191TN1979PLC007874
IRDA	CA0197

2 BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention on an accrual basis in conformity with generally accepted accounting principles in India ("Indian GAAP") to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.

The Company follows directions prescribed by the Reserve Bank of India ('RBI') for Non-Banking Finance Company ('NBFC'). All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Act. The Company has ascertained its operating cycle to be 12 months for such classification.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

These financial statements are presented in Indian rupees and rounded off to nearest lacs unless otherwise stated.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.

(b) Property, plant and equipment

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance. The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/loss arising from derecognition of an item of PPE is included in the Statement of Profit and Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.

The residual value, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if required.

(c) Depreciation

Depreciation on cost of PPE is provided on straight line method at estimated useful life, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold Improvements are amortised on a straight line basis over the period of lease or estimated period of useful life of such improvement, subject to a maximum period of 60 months.

(d) Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Intangible assets comprising of software are amortised on a straight line basis over a period of 3 years, unless it has a shorter useful life.

Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from/upto the date of acquisition/sale.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

(e) Impairment of assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. The reversal of impairment is recognised in Statement of Profit and Loss, unless the same is carried at revalued amount and treated as revaluation reserve.

(f) Investments

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as 'current investments'. All other investments are classified as 'long term investments'.

'Long term investments' are carried at acquisition/amortised cost. A provision is made for diminution other than temporary on an individual basis.

'Current Investments' are carried at the lower of cost or fair value on an individual basis.

Profit or loss on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment.

Any premium or discount on acquisition is amortised over the remaining maturity of the security on constant yield to maturity basis. Such amortisation of premium/discount is adjusted against interest income from investments. The book value of the investment is reduced to the extent of amount amortised during the relevant accounting year.

Investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life as prescribed as per the Schedule II of the Companies Act, 2013.

(g) Loans

Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the Balance Sheet date as reduced by the amounts received and loans securitized.

(h) Securitisation/direct assignment

The Company enters into arrangements for sale of loan receivables through direct assignment/securitisation. The said assets are derecognised upon transfer of significant risks and rewards to the purchaser and on meeting the true sale criteria.

(i) Provisioning/write off of assets

The Company assesses all loans and receivables for their recoverability and makes provision for Non-performing assets (NPA)/restructured assets as considered necessary based on past experience, emerging trends and estimates, subject to the minimum provision required as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Master Direction") as and when amended.

NPA loans where underlying asset has been repossessed are provided in full. Provision on standard assets is made as per RBI Master Direction.

Delinquencies on assets securitised/assigned are provided for based on management estimates.

(j) Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

Forward contracts

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

(k) Revenue/income recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from financing activities

- Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. All other charges relating to financing activities are recognised on accrual basis.
- Income recognised and remaining unrealised after installments become overdue for 90 days or more in case of secured/ unsecured loans are reversed and are accounted as income when these are actually realised.
- Additional finance charges/additional interest are treated to accrue only on realisation, due to uncertainty of realisation and are accounted accordingly.
- Income from application and processing fees, including recovery of documentation charges are recognised upfront at the inception of the contract.
- Subvention income is recognised as income over the tenor of the loan agreements. For the agreements foreclosed/transferred through assignment, balance of subvention income is recognised as income at the time of such foreclosure/transfer through assignment.

Income from securitisation

- Interest spread under par structure of securitisation/direct assignment of loan receivables is recognised on realisation over the tenure of the 'securities issued by SPV' /agreements.
- Loss (if any)/expenditure in relation to securitisation/direct assignment is recognised upfront.

Income from investments

- Interest income on fixed deposits/margin money, call money (Collateralised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated debts, non-convertible debentures, government securities, inter-corporate deposits and treasury bills are recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Discount, if any, on government and other securities acquired as long-term investments is recognised on a time proportion basis over the tenure of the securities.
- Dividend income on investments is recognised as income when right to receive payment is established by the date of Balance Sheet.
- Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognised at the time of actual sale/redemption.

Income from any other activities

- Income from services is recognised as per the terms of the contract on accrual basis.
- Income from guarantee commission is recognised on a time proportion basis taking into account the amount outstanding and the commission rate applicable.

(l) Employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

Defined Contribution schemes

All the employees of the Company are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined Benefit schemes

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

The Company fully contributes all ascertained liabilities to The Trustees - Shriram Transport Finance Company Limited Employees Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the IRDA approved Insurance Companies.

The Company recognises the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with AS-15 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise.

Other long term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(m) Leases

Where the Company is the lessee:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Where the Company is the lessor:

Assets given on operating leases are included in Investment property. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation incurred in earning rental income are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

(n) Taxation

Income-tax expense comprises current tax, deferred tax charge or credit and minimum alternate tax (MAT).

Current tax

Current income-tax is measured at the amount expected to be paid to the tax authorities after considering tax allowances, deductions and exemptions determined in accordance with Income Tax Act, 1961 and the prevailing tax laws. The tax rate and laws used to compute the amount are those which are enacted at the reporting date.

Minimum alternate tax

Minimum alternate tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably, and reviewed at each reporting date.

Deferred tax

Deferred tax liability or asset is recognised for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognised only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

(o) Provisions and contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES). PES are those shares which will convert into equity shares at a later stage. Profit/loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity shares.

(q) Borrowing cost

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs to the extent related/attributable to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Statement of Profit and Loss in the period they occur.

(r) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

(s) Debenture issue expenses

Public issue expenses, other than the brokerage, incurred on issue of debentures are charged off on a straight-line basis over the weighted average tenor of underlying debentures. The brokerage incurred on issue of debentures is treated as expenditure in the year in which it is incurred.
Expenses incurred for private placement of debentures, are charged to Statement of Profit and Loss in the year in which they are incurred.

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
3 SHARE CAPITAL		
Authorised		
647,000,000 (March 31, 2017: 647,000,000) Equity shares of Rs.10/- each	64,700.00	64,700.00
95,000,000 (March 31, 2017: 95,000,000) Preference shares of Rs.100/- each	95,000.00	95,000.00
	159,700.00	**159,700.00**
Issued share capital		
226,936,877 (March 31, 2017: 226,936,877) equity shares of Rs. 10/- each	22,693.69	22,693.69
Subscribed share capital		
226,930,736 (March 31, 2017: 226,930,736) equity shares of Rs. 10/- each	22,693.07	22,693.07
Paid up share capital (fully paid up)		
Equity shares		
226,882,736 (March 31, 2017: 226,882,736) equity shares of Rs. 10/- each	22,688.27	22,688.27
Add: 48,000 (March 31, 2017: 48,000) equity shares of Rs.10/- each (Rs. 5/- each paid up forfeited)	2.40	2.40
Total	**22,690.67**	**22,690.67**

		As at March 31, 2018		As at March 31, 2017	
		Number of shares	Rs. in lacs	Number of shares	Rs. in lacs
a.	**Reconciliation of the equity shares outstanding at the beginning and at end of reporting period**				
	Shares outstanding at the beginning of the year	226,882,736	22,688.27	226,882,736	22,688.27
	Movement during the year	-	-	-	-
	Shares outstanding at the end of the year	**226,882,736**	**22,688.27**	**226,882,736**	**22,688.27**

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend is subject to the approval of the shareholders in the ensuing annual general meeting.

During the year ended March 31, 2018, the amount of per equity share dividend proposed in total for distributions to equity shareholders is Rs. 11.00 (March 31, 2017 : Rs. 10.00). Out of the said total dividend proposed for the year ended March 31, 2018, amount of interim dividend paid during the year was Rs. 5.00 (March 31, 2017 : Rs. 4.00) per equity share and amount of final dividend proposed by the Board of Directors is Rs. 6.00 (March 31, 2017: Rs. 6.00) per equity share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate number of equity shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

The Company has issued total 18,800 (March 31, 2017 : 582,168) equity shares during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee service and includes Nil (March 31, 2017 : 500,868) equity shares issued on account of merger of Shriram Holdings (Madras) Private Limited.

3 SHARE CAPITAL (Contd.)

d. Details of shareholders holding more than 5% equity shares in the Company

Details of shareholding	As at March 31, 2018		As at March 31, 2017	
Name of the shareholder	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of Rs. 10/- each				
Shriram Capital Limited	59,173,023	26.08%	59,173,023	26.08%
Piramal Enterprises Limited	22,600,000	9.96%	22,600,000	9.96%

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal ownerships of shares.

e. Proposed dividends on equity shares:

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
The Board proposed dividend on equity shares		
Proposed dividend on equity shares for the year ended on March 31, 2018: Rs. 6.00 per share (March 31, 2017: Rs. 6.00 per share)	13,612.96	13,612.96
Tax on proposed dividend	2,798.18	2,771.28
Total	**16,411.14**	**16,384.24**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
4 RESERVES AND SURPLUS		
Capital reserve	**2,761.83**	**2,761.83**
Capital redemption reserve	**5,388.35**	**5,388.35**
Securities premium account	**175,481.06**	**175,481.06**
Debenture redemption reserve		
Opening Balance	62,889.61	78,834.65
Add: Transfer from surplus in the Statement of Profit and Loss	9,206.55	23,710.34
Less: Transfer to general reserve on account of redemption	(50,437.31)	-
Less: Transfer to surplus in the Statement of Profit and Loss on account of redemption	-	(39,655.38)
Closing balance	**21,658.85**	**62,889.61**
General reserve		
Opening Balance	115,253.63	102,653.63
Add: Transfer from surplus in the Statement of Profit and Loss	15,700.00	12,600.00
Add: Transfer from debenture redemption reserve	50,437.31	-
Closing balance	**181,390.94**	**115,253.63**
Other reserves - Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
Opening Balance	234,055.44	208,855.44
Add: Transfer from surplus in the Statement of Profit and Loss	31,400.00	25,200.00
Closing balance	**265,455.44**	**234,055.44**
Surplus in Statement of Profit and Loss		
Opening Balance	511,702.28	418,745.82
Add: Profit for the current year	156,802.25	125,734.25
Add / Less: Appropriations		
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(31,400.00)	(25,200.00)
Transfer to general reserve	(15,700.00)	(12,600.00)
Transfer to/from debenture redemption reserve	(9,206.55)	15,945.04

4 RESERVES AND SURPLUS (Contd.)

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
Interim dividend [amount Rs. 5.00 per share (March 31, 2017: Rs. 4.00 per share)]	(11,344.14)	(9,075.31)
Tax on interim dividend	(2,309.40)	(1,847.52)
Tax on dividend written back on account of set off of Dividend Distribution Tax	244.29	-
Final dividend for the year ended March 31, 2017: Rs. 6.00 per share	(13,612.96)	-
Tax on final dividend	(2,771.28)	-
Total appropriations	**(86,100.04)**	**(32,777.79)**
Net surplus in Statement of Profit and Loss	**582,404.49**	**511,702.28**
Total	**1,234,540.96**	**1,107,532.20**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities*	Non-current portion	Current maturities*
5 LONG-TERM BORROWINGS				
Subordinated debts (unsecured)				
- Bonds	65,342.30	46,957.00	112,389.15	8,042.52
- Debentures	302,379.00	39,341.00	198,820.00	28,353.76
Redeemable non-convertible debentures				
Secured	1,920,152.15	513,410.88	1,420,223.18	414,542.93
Less: Unamortised discount	(73.22)	(44.98)	-	(0.08)
	1,920,078.93	**513,365.90**	**1,420,223.18**	**414,542.85**
Senior secured notes	251,000.00	-	135,000.00	-
Term loans from banks				
Unsecured	-	-	-	10,000.00
Secured	776,228.02	568,985.47	823,545.81	595,885.87
Deposits (unsecured)				
- From public	520,871.35	268,239.35	517,231.40	317,590.65
- From corporates	8,585.41	12,294.07	4,048.57	8,541.10
Term loans from financial institutions/corporates				
Secured	192,750.00	77,333.33	158,333.33	59,666.67
Loans and advances from related parties [Refer note 27]				
Subordinated debts (unsecured) - Bonds				
from Subsidiary/associate [Refer note 34]	144.29	102.62	157.06	3.55
from Relative of key management personnel	-	0.80	0.80	-
from Enterprises having significant influence over the Company	208.53	54.27	262.80	24.87
Subordinated debts (unsecured) - Debentures				
from Enterprises having significant influence over the Company	-	-	-	23.47
Redeemable non-convertible debentures (secured)				
from Relative of key management personnel	-	1.10	1.70	0.50
Deposits from public (unsecured)				
from Relative of key management personnel	4.30	2.83	4.51	1.96
Total	**4,037,592.13**	**1,526,677.74**	**3,370,018.31**	**1,442,677.77**

*Amount disclosed under the note 6-Other current liabilities

5 LONG-TERM BORROWINGS (Contd.)

A) Subordinated debt -unsecured

I) Subordinated debt -unsecured - Bonds

i) Privately placed subordinated debts of Rs. 1,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12% €	>=12% <14%	
24-36 months €	-	34,263.46	-	**34,263.46**
12-24 months €	-	31,431.66	-	**31,431.66**
Total	**-**	**65,695.12**	**-**	**65,695.12**
Current maturity				
Upto 12 months €	**5.40**	**47,109.29**	**-**	**47,114.69**

€ includes Rs. 510.51 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10% €	>=10% <12% €	>=12% <14%	
36-48 months €	-	34,263.46	-	**34,263.46**
24-36 months €	-	31,431.66	-	**31,431.66**
12-24 months €	5.40	47,109.29	-	**47,114.69**
Total	**5.40**	**112,804.41**	**-**	**112,809.81**
Current maturity				
Upto 12 months €	**1,481.88**	**6,589.06**	**-**	**8,070.94**

€ includes Rs. 449.08 lacs issued to related parties.

(Rs. in lacs)

Subordinated debts (unsecured) - Bonds	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed	65,695.12	47,114.69	112,809.81	8,070.94
Total Subordinated debts (unsecured) - Bonds	**65,695.12**	**47,114.69**	**112,809.81**	**8,070.94**
Less: issued to related parties	352.82	157.69	420.66	28.42
Issued to other than related parties	**65,342.30**	**46,957.00**	**112,389.15**	**8,042.52**

II) Subordinated debt -unsecured - Debentures

i) Privately placed subordinated debts of Rs. 100,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
24-36 months	-	7,300.00	-	**7,300.00**
12-24 months	-	6,469.00	-	**6,469.00**
Total	**-**	**13,769.00**	**-**	**13,769.00**
Current maturity				
Upto 12 months	**-**	**-**	**4,541.00**	**4,541.00**

5 LONG-TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
36-48 months	-	7,300.00	-	**7,300.00**
24-36 months	-	6,469.00	-	**6,469.00**
12-24 months	-	-	4,541.00	**4,541.00**
Total	**-**	**13,769.00**	**4,541.00**	**18,310.00**

Current maturity

Outstanding as at March 31, 2017 : Rs. Nil.

ii) Privately placed subordinated debts of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
Over 60 months	160,400.00	41,470.00	-	**201,870.00**
48-60 months	-	29,740.00	-	**29,740.00**
36-48 months	-	-	5,000.00	**5,000.00**
24-36 months	-	45,000.00	-	**45,000.00**
12-24 months	-	7,000.00	-	**7,000.00**
Total	**160,400.00**	**123,210.00**	**5,000.00**	**288,610.00**
Current maturity				
Upto 12 months	**2,500.00**	**25,630.00**	**6,670.00**	**34,800.00**

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
Over 60 months	17,500.00	71,210.00	-	**88,710.00**
48-60 months	-	-	5,000.00	**5,000.00**
36-48 months	-	45,000.00	-	**45,000.00**
24-36 months	-	7,000.00	-	**7,000.00**
12-24 months	2,500.00	25,630.00	6,670.00	**34,800.00**
Total	**20,000.00**	**148,840.00**	**11,670.00**	**180,510.00**
Current maturity				
Upto 12 months	**25,000.00**	**500.00**	**-**	**25,500.00**

iii) Public issue of subordinated debt of Rs. 1,000/- each (2010)-quoted

Long-term borrowing

Outstanding as at March 31, 2018 and March 31, 2017 is Rs. Nil.

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2018 €	As at March 31, 2017 €	Redeemable at par on
Option -IV €	10.40%	-	91.00	June 1, 2017
Option -V €	10.25%	-	110.30	June 1, 2017
	10.75%	-	204.32	June 1, 2017
	11.00%	-	2,471.61	June 1, 2017
Total		**-**	**2,877.23**	

€ includes Rs. Nil (March 31, 2017: Rs. 23.47 lacs) issued to related parties .

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Subordinated debts (unsecured) - Debentures	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii)	302,379.00	39,341.00	198,820.00	25,500.00
Public issue (iii)	-	-	-	2,877.23
Total Subordinated debts (unsecured) - Debentures	**302,379.00**	**39,341.00**	**198,820.00**	**28,377.23**
Less: issued to related parties	-	-	-	23.47
Issued to other than related parties	**302,379.00**	**39,341.00**	**198,820.00**	**28,353.76**

B) Redeemable non-convertible debenture (NCD) -secured

i) Privately placed redeemable non-convertible debentures of Rs. 1,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing

Outstanding as at March 31, 2018 : Rs. Nil.

Current maturity

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total *
	< 10%	>= 10% < 12%	>= 12% < 14%	
Upto 12 months	-	**1,965.08**	-	**1,965.08**

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total *
	< 10%	>= 10% < 12%	>= 12% < 14%	
12-24 months	-	1,965.83	-	**1,965.83**
Total	-	**1,965.83**	-	**1,965.83**
Current maturity				
Upto 12 months	-	**9,277.07**	**939.52**	**10,216.59**

Nature of security

Secured by equitable mortgage of immovable property. Further secured by charge on plant and machinery, furniture and other fixed assets of the Company, charge on Company's hypothecation loans, other loans, advances and investments of the Company subject to prior charges created or to be created in favour of the Company's bankers, financial institutions and others.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

* Amount pertains to debentures issued prior to notification of the RBI Circular DNBD(PD) CC No. 330/03.10.001/2012-13 dated June 27, 2013.

ii) Privately placed redeemable non-convertible debenture of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (gross of unamortised discount on debenture of Rs. 73.22 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10% *^¥	>= 10% < 12% ^	>= 12% < 14%	
Over 60 months	96,710.00	136,720.00	-	**233,430.00**
48-60 months	150,650.00	-	-	**150,650.00**
36-48 months ^	437,290.00	13,000.00	-	**450,290.00**
24-36 months ^¥	210,500.00	102,500.00	-	**313,000.00**
12-24 months*^¥	701,000.00	-	-	**701,000.00**
Total	**1,596,150.00**	**252,220.00**	-	**1,848,370.00**

* Includes 1 NCD of Rs. 30,000.00 lacs partly paid to the extent of Rs. 500,000/-
* Includes 4 NCD of Rs. 15,500.00 lacs partly paid to the extent of Rs. 50,000/-
* Includes 2 NCD of Rs. 9,000.00 lacs partly paid to the extent of Rs. 60,000/-
^NCD amounting to Rs. 193,700.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

5 LONG-TERM BORROWINGS (Contd.)

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.87%	11,000.00	August 7, 2020
2	8.10%	30,000.00	March 23, 2020
Total		**41,000.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 44.98 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%¥^	>= 10% < 12%^	>= 12% < 14%	
Upto 12 months ¥^	**438,700.00**	**37,800.00**	-	**476,500.00**

^NCD amounting to Rs. 197,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.06%	10,000.00	September 29, 2018
2	7.95%	25,000.00	July 12, 2018
3	8.25%	10,000.00	July 9, 2018
4	8.65%	25,000.00	July 9, 2018
5	9.31%	75,000.00	January 18, 2019
Total		**145,000.00**	

Terms of repayment as on March 31, 2017

Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10% *^¥	>= 10% < 12% ^	>= 12% < 14%	
Over 60 months	93,210.00	136,720.00	-	**229,930.00**
48-60 months^	239,600.00	13,000.00	-	**252,600.00**
36-48 months ¥^	57,500.00	102,500.00	-	**160,000.00**
24-36 months *^	397,500.00	-	-	**397,500.00**
12-24 months^	233,700.00	37,800.00	-	**271,500.00**
Total	**1,021,510.00**	**290,020.00**	-	**1,311,530.00**

* Includes 1 NCD of Rs. 30,000.00 lacs partly paid to the extent of Rs. 500,000/-

^NCD amounting to Rs. 113,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.87%	11,000.00	August 7, 2020
2	8.10%	30,000.00	March 23, 2020
Total		**41,000.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 0.08 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%¥^*	>= 10% < 12%^	>= 12% < 14%^	
Upto 12 months* ¥^	**116,130.00**	**97,000.00**	**500.00**	**213,630.00**

* Includes 1 NCD of Rs. 35,000.00 lacs partly paid to the extent of Rs. 500,000/-

^NCD amounting to Rs. 16,230.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.61%	35,000.00	July 17, 2017
Total		**35,000.00**	

5 LONG-TERM BORROWINGS (Contd.)

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

iii) Privately placed redeemable non-convertible debenture of Rs. 3,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.)

Outstanding as at March 31, 2018 : Rs. Nil.

Current maturity (gross of unamortised discount on debenture of Rs. Nil.)

Outstanding as at March 31, 2018 : Rs. Nil.

Terms of repayment as on March 31, 2017

Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.)

Outstanding as at March 31, 2017 : Rs. Nil.

Current maturity (gross of unamortised discount on debenture of Rs. Nil.) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	
Upto 12 months*	-	1,200.00	-	**1,200.00**
Total	-	**1,200.00**	-	**1,200.00**

*Partly paid to the extent of Rs. 100,000/-

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

iv) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each - (2010)

Terms of repayment

Long-term borrowing

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Current maturity (Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Option - II	9.50%	-	278.58	June 1, 2017	-
	10.00%	-	453.23	June 1, 2017	-
	10.25%	-	3,190.88	June 1, 2017	-
	10.50%	-	538.74	June 1, 2017	-
Total		-	**4,461.43**		

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 41,689.68 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

Subject to the provisions of The Companies Act, 2013, where the Company has fully redeemed or repurchased any Secured NCD(s), the Company shall have the right to keep such Secured NCDs in effect without extinguishment thereof, for the purpose of resale or reissue.

The Company has bought back NCDs of Rs. 1,000.00 lacs on July 14, 2011, Rs 128.64 lacs on October 28, 2014 and as per the terms of the issue Rs. 7,472.34 lacs were redeemed on June 1, 2013, Rs. 7,472.34 lacs were redeemed on June 1, 2014 and Rs. 10,443.36 lacs were redeemed on June 1, 2015.

Put options were exercised for option I on June 1, 2013 and Rs. 9,019.04 lacs were paid on July 5, 2013 in compliance with the terms of issue.

Put options were exercised for option II on June 1, 2015 and Rs. 1,440.95 lacs were paid on July 2, 2015 and Rs. 251.58 lacs were paid on July 3, 2015 in compliance with the terms of issue.

As per the terms of the issue Rs. 4,461.43 lacs were redeemed on June 1, 2017.

5 LONG-TERM BORROWINGS (Contd.)

v) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2012)

Terms of repayment

Long-term borrowing

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Terms of repayment

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II *	11.40% *	-	13,393.84	August 9, 2017	-
	10.50%	-	12,800.42	August 9, 2017	-
Series - IV *	11.40% *	-	6,329.07	August 9, 2017	-
	10.50%	-	98.06	August 9, 2017	-
Total		-	**32,621.39**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs) issued to related parties .

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 60,000/- lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

The Company has bought back non-convertible debentures of Rs. 54.85 lacs on October 28, 2014.

As per the terms of the issue Rs. 27,323.76 lacs were redeemed on August 7, 2015 and Rs. 32,621.39 lacs were redeemed on August 9, 2017.

vi) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2013)-1

Terms of repayment

Long-term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II*	11.15%*	-	11,549.21	July 31, 2018	-
	9.80%	-	3,390.83	July 31, 2018	-
Series - III	10.63%	-	5,812.11	July 31, 2018	-
	9.40%	-	84.91	July 31, 2018	-
Series - V	11.15%	-	2,619.12	July 31, 2018	-
	9.80%	-	22.23	July 31, 2018	-
Total		-	**23,478.41**		

* includes Rs. Nil (March 31, 2017: Rs. 1.20 lacs) issued to related parties.

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018 *	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - II*	11.15%	-	11,549.21	July 31, 2017	-
	9.80%	-	3,390.83	July 31, 2017	-
	11.15% *	11,565.05	-	July 31, 2018	-
	9.80%	3,374.99	-	July 31, 2018	-
Series - III	10.63%	5,823.40	-	July 31, 2018	-
	9.40%	73.62	-	July 31, 2018	-

5 LONG-TERM BORROWINGS (Contd.)

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018 *	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - V	11.15%	-	2,619.12	July 31, 2017	-
	9.80%	-	22.23	July 31, 2017	-
	11.15%	2,634.62	-	July 31, 2018	-
	9.80%	6.73	-	July 31, 2018	-
Total		**23,478.41**	**17,581.39**		

* includes Rs. 0.60 lacs (March 31, 2017: Rs. Nil) issued to related parties.

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 73,589.04 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

The Company has bought back non-convertible debentures of Rs. 19.14 lacs on October 28, 2014.

As per the terms of the issue Rs. 32,510.10 lacs were redeemed on July 31, 2016 and Rs. 17,581.39 lacs were redeemed on July 31, 2017.

vii) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2013)-2

Terms of repayment

Long-term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II *	11.50% *	-	3,165.95	October 24, 2018	-
	10.75%	-	7,487.57	October 24, 2018	-
Series - III	11.75%	4,695.66	4,695.64	October 24, 2020	-
	10.75%	3,061.89	3,061.91	October 24, 2020	-
Series - V	11.50%	-	806.75	October 24, 2018	-
	10.75%	-	8.22	October 24, 2018	-
Series - VI	11.75%	1,347.03	1,347.84	October 24, 2020	-
	10.75%	25.49	24.68	October 24, 2020	-
Total		**9,130.07**	**20,598.56**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs) to issued to related parties .

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018 *	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - II *	11.50% *	3,181.74	-	October 24, 2018	-
	10.75%	7,471.78	-	October 24, 2018	-
Series - V	11.50%	802.55	-	October 24, 2018	-
	10.75%	12.42	-	October 24, 2018	-
Total		**11,468.49**	-		

* includes Rs. 0.50 lacs (March 31, 2017: Rs. Nil) issued to related parties .

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 50,000.00 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

As per the terms of the issue Rs. 29,401.44 lacs were redeemed on October 24, 2016.

5 LONG-TERM BORROWINGS (Contd.)

viii) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2014)

Terms of repayment

Long-term borrowing (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - II	10.00%	33,141.05	33,150.36	July 15, 2019	-
	11.25%	3,463.73	3,328.32	July 15, 2019	-
	11.50%	1,806.25	1,932.35	July 15, 2019	-
Series - III	10.15%	5,343.24	5,333.34	July 15, 2021	-
	11.50%	6,085.86	5,834.06	July 15, 2021	-
	11.75%	2,177.77	2,439.47	July 15, 2021	-
Series - IV	9.57%	20.33	31.42	July 15, 2019	-
	10.71%	1,706.96	1,619.62	July 15, 2019	-
	10.94%	1,056.35	1,132.60	July 15, 2019	-
Series - V	9.71%	9.39	3.45	July 15, 2021	-
	10.94%	2,528.16	2,422.77	July 15, 2021	-
	11.17%	981.11	1,092.44	July 15, 2021	-
Series - VII	10.00%	14.72	2.71	July 15, 2019	-
	11.25%	1,083.14	1,067.94	July 15, 2019	-
	11.50%	422.37	449.58	July 15, 2019	-
Series - VIII	10.15%	31.86	25.25	July 15, 2021	-
	11.50%	2,025.80	1,971.58	July 15, 2021	-
	11.75%	753.99	814.82	July 15, 2021	-
Total		**62,652.08**	**62,652.08**		

Current maturity (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - I	9.85%	-	111,396.77	July 15, 2017	-
	11.00%	-	7,215.46	July 15, 2017	-
	11.25%	-	7,280.45	July 15, 2017	-
Series - VI	9.85%	-	5,506.59	July 15, 2017	-
	11.00%	-	2,466.85	July 15, 2017	-
	11.25%	-	966.51	July 15, 2017	-
Total		**-**	**134,832.63**		

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 197,484.71 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

As per the terms of the issue Rs. 134,832.63 lacs were redeemed on July 15, 2017.

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Total non-convertible debentures- secured (gross of unamortised discount on debenture)	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	1,848,370.00	478,465.08	1,313,495.83	225,046.59
Public issue (iv+v+vi+vii+viii)	71,782.15	34,946.90	106,729.05	189,496.84
Total non-convertible debentures- secured	**1,920,152.15**	**513,411.98**	**1,420,224.88**	**414,543.43**
Less: issued to related parties	-	1.10	1.70	0.50
Issued to other than related parties	**1,920,152.15**	**513,410.88**	**1,420,223.18**	**414,542.93**

C) Senior secured notes

Senior secured notes of Rs. 10,000,000/- each

Terms of repayment

Long-term borrowing

(Rs. in lacs)

Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on
Senior secured notes	8.10%	84,000.00	-	June 8, 2023
Senior secured notes	7.90%	32,000.00	-	March 12, 2021
Senior secured notes	8.25%	135,000.00	135,000.00	February 18, 2020
Total		**251,000.00**	**135,000.00**	

During the year, the Company issued senior secured notes in offshore market (notes) aggregating to INR 116,000 Lacs consisting of INR 84,000 lacs 8.10% notes due 2023 and INR 32,000 lacs 7.90% notes due 2021 payable in US dollars under INR 500,000 lacs Medium Term Note Programme. The notes issued by the Company are listed on Singapore Stock Exchange (SGX- ST).

The Company has utilised the entire sum of borrowing raised from Senior secured notes towards asset financing activities as per the objects stated in the prospectus for the issue.

During the year ended March 31, 2017, the Company has issued Rs. 135,000.00 lacs 8.25 % senior secured notes at the price of 100.18% that are due for repayment on February 18, 2020. The said notes (with ISIN - XS 1549374475) are listed and traded on the Singapore Exchange (SGX-ST) with a minimum board lot size of S$200,000.

The Company has utilised the entire sum of Rs. 135,000.00 lacs raised from Senior secured notes towards asset financing activities as per the objects stated in the prospectus for the issue.

Current maturity

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Nature of security

Secured by way of an exclusive fixed charge over hypothecation loan receivables of the Company.

D) Term loans from banks- unsecured

As at March 31, 2018

Terms of repayment

Outstanding as at March 31, 2018 : Rs. Nil.

As at March 31, 2017

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
upto 12 months	13.35%	Bullet frequency	-	10,000.00
Total			-	**10,000.00**

5 LONG-TERM BORROWINGS (Contd.)

E) Term loans from banks -secured

As at March 31, 2018

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	8.10% to 8.75%	20 instalments of quarterly frequency	234,784.70	62,800.00
36-48 months	8.30% to 9.20%	12 to 20 instalments of quarterly and specific frequency	207,203.07	72,958.33
24-36 months	7.85% to 9.70%	10 to 36 instalments of monthly and quarterly frequency	199,066.90	120,750.00
12-24 months	8.15% to 9.60%	1 to 36 instalments of bullet, monthly, quarterly and specific frequency	135,173.35	95,386.90
upto 12 months	2.59% to 9.70%	1 to 48 instalments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	217,090.24
Total			**776,228.02**	**568,985.47**

Loans are classified in respective time buckets based on option date.

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	8.60% to 9.50%	12 to 20 instalments of quarterly and specific frequency	262,371.54	59,875.00
36-48 months	8.10% to 9.95%	15 to 20 instalments of quarterly frequency	279,909.74	104,416.67
24-36 months	8.40% to 10.05%	6 to 36 instalments of monthly, quarterly, half-yearly and specific frequency	144,256.16	84,225.00
12-24 months	2.59% to 10.65%	1 to 48 instalments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	137,008.37	191,429.00
upto 12 months	8.15% to 10.35%	1 to 48 instalments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	155,940.20
Total			**823,545.81**	**595,885.87**

Loans are classified in respective time buckets based on option date.

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

5 LONG-TERM BORROWINGS (Contd.)

F) Deposits from public-unsecured-Refer note 26

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12%	
48-60 months €	88,915.77	-	**88,915.77**
36-48 months €	72,392.40	-	**72,392.40**
24-36 months €	189,453.98	-	**189,453.98**
12-24 months €	146,601.21	23,512.29	**170,113.50**
Total	**497,363.36**	**23,512.29**	**520,875.65**
Current maturity			
Upto 12 months €	**255,478.75**	**12,763.43**	**268,242.18**

€ includes Rs. 7.13 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12% €	
48-60 months €	65,550.35	-	**65,550.35**
36-48 months €	58,806.65	-	**58,806.65**
24-36 months €	133,919.38	23,689.74	**157,609.12**
12-24 months €	222,523.88	12,745.91	**235,269.79**
Total	**480,800.26**	**36,435.65**	**517,235.91**
Current maturity			
Upto 12 months €	**64,474.49**	**253,118.12**	**317,592.61**

€ includes Rs. 6.47 lacs issued to related parties.

(Rs. in lacs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total deposits from public	520,875.65	268,242.18	517,235.91	317,592.61
Less: issued to related parties	4.30	2.83	4.51	1.96
Issued to other than related parties	**520,871.35**	**268,239.35**	**517,231.40**	**317,590.65**

G) Deposits from corporates - unsecured

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	502.61	-	**502.61**
36-48 months	447.40	-	**447.40**
24-36 months	3,504.41	-	**3,504.41**
12-24 months	4,101.99	29.00	**4,130.99**
Total	**8,556.41**	**29.00**	**8,585.41**
Current maturity			
Upto 12 months	**12,229.73**	**64.34**	**12,294.07**

5 LONG-TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	386.75	-	**386.75**
36-48 months	430.00	-	**430.00**
24-36 months	491.45	29.00	**520.45**
12-24 months	2,649.67	61.70	**2,711.37**
Total	**3,957.87**	**90.70**	**4,048.57**
Current maturity			
Upto 12 months	**5,133.16**	**3,407.94**	**8,541.10**

H) Term loans from financial institutions/corporates -secured

As at March 31, 2018

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	8.25% to 8.85%	11 to 20 installments of quarterly and specific frequency	111,250.00	47,000.00
24-36 months	8.75% to 9.25%	1 to 20 installments of bullet and quarterly frequency	77,000.00	16,000.00
12-24 months	9.25%	20 installments of quarterly frequency	4,500.00	6,000.00
upto 12 months	10.50%	6 installments of half-yearly frequency	-	8,333.33
Total			**192,750.00**	**77,333.33**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
Over 60 months	8.60% to 8.85%	11 to 20 instalments of quarterly and specific frequency	46,500.00	13,500.00
36-48 months	9.50%	20 instalments of quarterly frequency	43,000.00	16,000.00
24-36 months	9.10% to 9.50%	1 to 20 instalments of bullet and quarterly frequency	60,500.00	6,000.00
12-24 months	10.50%	6 instalments of half-yearly frequency	8,333.33	16,666.67
upto 12 months	9.50%	20 instalments of specific frequency	-	7,500.00
Total			**158,333.33**	**59,666.67**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Total long-term borrowings	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Secured borrowings	3,140,056.95	1,159,685.80	2,537,104.02	1,070,095.89
Unsecured borrowings	897,535.18	366,991.94	832,914.29	372,581.88
Total long-term borrowings	**4,037,592.13**	**1,526,677.74**	**3,370,018.31**	**1,442,677.77**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Long-term	Short-term	Long-term	Short-term
6 OTHER LIABILITIES				
Current maturities of long-term debts [Refer note 5]	-	1,526,677.74	-	1,442,677.77
Interest accrued but not due on loans	63,679.45	154,433.75	66,136.39	141,585.23
Investor education and protection fund shall be credited by the following amounts (as and when due)#				
- Unclaimed dividend	-	1,310.11	-	1,083.21
- Unclaimed matured deposits and interest accrued thereon	-	20,737.92	-	15,530.53
- Unclaimed matured debentures and interest accrued thereon	-	3,539.22	-	5,755.28
- Unclaimed matured subordinate debts and interest accrued thereon	-	1,928.31	-	1,140.75
Temporary credit balance in bank accounts	-	10,550.58	-	8,125.98
Statutory dues payable	-	4,291.65	-	3,665.97
Unrealised gain on securitisation*	80,867.52	112,828.97	49,131.34	88,432.02
Payable on account of Securitisation/assignment	3,240.75	146,243.68	8,674.69	121,897.70
Insurance premium payable	-	2,029.92	-	3,277.16
Advance from Customers	-	3,040.06	-	3,262.35
Payable to dealers	-	3,820.36	-	1,601.93
Income received in advance	-	1,167.57	-	678.44
Payable on account of forward contracts	-	1,681.39	752.68	553.49
Creditors for capital expenditure	-	925.53	-	117.45
Retention and others	15,471.86	9,171.25	15,065.25	11,606.30
Other liabilities (including Bonus payable)	55.84	7,253.79	776.38	7,391.13
Total	**163,315.42**	**2,011,631.80**	**140,536.73**	**1,858,382.69**

#There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

* Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Long-term	Short-term	Long-term	Short-term
7 PROVISIONS				
For employee benefits				
For gratuity [Refer note 23]	-	-	-	42.12
For leave encashment and availment	-	2,322.00	-	1,994.51
For others				
For non-performing assets [Refer note 33]	519,957.80	-	374,944.43	-
For diminution in fair value of restructured loans	4,566.77	-	-	-
For restructured performing assets	-	64.94	-	-
For contingent provision on standard assets [Refer note 33]	19,930.36	9,353.83	14,449.40	6,858.03
For service tax- contested	-	8,793.99	-	8,793.99
For value added tax- contested	-	1,112.59	-	1,092.88
For income tax [net of advance tax Rs. 447,970.42 lacs (March 31, 2017: Rs. 361,010.26 lacs)]	-	21,541.16	-	21,451.69
Total	**544,454.93**	**43,188.51**	**389,393.83**	**40,233.22**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
8 SHORT-TERM BORROWINGS		
Secured		
Redeemable non-convertible debentures	5,000.00	75,000.00
Term loans		
From banks	232,384.55	157,346.93
From financial institutions/corporates	10,000.00	-
Loans repayable on demand		
Cash credit	68,206.70	247,076.82
Unsecured		
Term loan from banks	-	16,000.00
Inter-corporate deposits from subsidiary/associate [Refer note 34]	2,835.00	2,890.00
Commercial papers from other than banks	455,500.00	-
Less: unamortised discount	(6,280.29)	-
	449,219.71	-
Total	**767,645.96**	**498,313.75**

A) Redeemable non-convertible debenture (NCD) -secured

Privately placed redeemable non-convertible debenture of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	<=10% *	Total
Upto 12 months *	5,000.00	**5,000.00**
Total	**5,000.00**	**5,000.00**

* Includes 1 NCD of Rs. 5,000.00 lacs partly paid to the extent of Rs. 50,000/-

Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.10%	5,000.00	May 30, 2018
Total		**5,000.00**	

Terms of repayment as on March 31, 2017

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	<=10%	Total
Upto 12 months	75,000.00	75,000.00
Total	**75,000.00**	**75,000.00**

Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.06%	50,000.00	November 1, 2017
2	8.11%	25,000.00	March 29, 2018
Total		**75,000.00**	

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

8 SHORT-TERM BORROWINGS (Contd.)

B) Term loans from banks -secured

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	3.16% to 9.07%	1 to 16 installments of bullet, quarterly and half-yearly frequency	232,384.55
Total			**232,384.55**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	8.15% to 9.52%	1 to 16 installments of bullet, monthly and quarterly frequency	157,346.93
Total			**157,346.93**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

C) Term loans from financial institutions/corporates - secured

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	8.75%	Bullet frequency	10,000.00
Total			**10,000.00**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Outstanding as at March 31, 2017 : Rs. Nil.

D) Cash credit from bank

(Rs. in lacs)

	Rate of interest	As at March 31, 2018
Secured by hypothecation of specific assets covered under hypothecation loan agreements	8.10% to 11.65%	68,206.70
Total		**68,206.70**

(Rs. in lacs)

	Rate of interest	As at March 31, 2017
Secured by hypothecation of specific assets covered under hypothecation loan agreements	8.60% to 11.95%	247,076.82
Total		**247,076.82**

8 SHORT-TERM BORROWINGS (Contd.)

E) Term loans from bank -unsecured

Outstanding as at March 31, 2018 : Rs. Nil.

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	9.00%	Bullet frequency	16,000.00
Total			**16,000.00**

F) Inter-corporate deposits from subsidiary/associate

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	9.50%	Bullet frequency	2,835.00
Total			**2,835.00**

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
Upto 12 months	9.50%	Bullet frequency	2,890.00
Total			**2,890.00**

G) Commercial papers from other than banks (net of unamortised discount)

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	7.86 % to 8.12 %	Bullet frequency	449,219.71
Total			**449,219.71**

Note

The amount of commercial paper is disclosed at net value. The amount of unamortised discount on commercial paper is Rs. 6,280.29 lacs.

Outstanding as at March 31, 2017 : Rs. Nil.

(Rs. in lacs)

Total short-term borrowings	As at March 31, 2018	As at March 31, 2017
Secured borrowings	315,591.25	479,423.75
Unsecured borrowings	452,054.71	18,890.00
Total short-term borrowings	**767,645.96**	**498,313.75**

(Rs. in lacs)

Particulars	Property, plant and equipment (at Cost)								Intangible assets
	Land - freehold	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvement	Total property, plant and equipment	Computer software
9 FIXED ASSETS									
Gross block									
As at April 1, 2016	**15.42**	**410.73**	**8,449.14**	**2,698.09**	**2,964.36**	**119.06**	**10,427.29**	**25,084.09**	**1,372.30**
Additions	-	-	594.20	197.87	271.56	6.32	557.94	**1,627.89**	**105.72**
Deletions	-	-	403.97	53.67	54.09	1.39	312.73	**825.85**	-
Adjustment*	-	-	0.87	-	0.81	-	(1.68)	-	-
As at March 31, 2017	**15.42**	**410.73**	**8,640.24**	**2,842.29**	**3,182.64**	**123.99**	**10,670.82**	**25,886.13**	**1,478.02**
Additions	-	-	2,304.39	744.43	768.60	-	3,420.84	**7,238.26**	**102.57**
Deletions	-	3.21	435.41	56.23	40.74	5.04	275.99	**816.62**	-
Adjustment*	-	-	-	0.17	-	-	(0.17)	-	-
Transferred from investment property	-	110.84	-	-	-	-	-	**110.84**	-
Transferred to investment property	-	(187.35)	-	-	-	-	-	**(187.35)**	-
As at March 31, 2018	**15.42**	**331.01**	**10,509.22**	**3,530.66**	**3,910.50**	**118.95**	**13,815.50**	**32,231.26**	**1,580.59**
Depreciation									
As at April 1, 2016	**-**	**106.05**	**5,637.50**	**1,324.20**	**1,733.65**	**57.95**	**6,263.73**	**15,123.08**	**1,227.01**
Charge for the year	-	6.49	996.66	468.07	198.08	7.95	1,620.85	**3,298.10**	**90.44**
Deletions	-	-	368.90	42.94	45.67	1.32	293.26	**752.09**	-
Adjustment*	-	-	0.28	0.36	0.71	-	(1.35)	-	-
As at March 31, 2017	**-**	**112.54**	**6,265.54**	**1,749.69**	**1,886.77**	**64.58**	**7,589.97**	**17,669.09**	**1,317.45**
Charge for the year	-	5.26	1,057.73	511.94	230.66	7.92	1,707.07	**3,520.58**	**89.36**
Deletions	-	1.00	387.60	45.66	34.24	4.79	252.89	**726.18**	-
Adjustment*	-	-	-	0.17	-	-	(0.17)	-	-
Transferred from investment property	-	14.37	-	-	-	-	-	**14.37**	-
Transferred to investment property	-	(68.36)	-	-	-	-	-	**(68.36)**	-
As at March 31, 2018	**-**	**62.81**	**6,935.67**	**2,216.14**	**2,083.19**	**67.71**	**9,043.98**	**20,409.50**	**1,406.81**
Net block									
As at March 31, 2017	**15.42**	**298.19**	**2,374.70**	**1,092.60**	**1,295.87**	**59.41**	**3,080.85**	**8,217.04**	**160.57**
As at March 31, 2018	**15.42**	**268.20**	**3,573.55**	**1,314.52**	**1,827.31**	**51.24**	**4,771.52**	**11,821.76**	**173.78**

*** Adjustment is on account of regrouping of fixed assets**

(Rs. in lacs)

Depreciation and amortisation	Year ended March 31, 2018	Year ended March 31, 2017
on property, plant and equipment	3,520.58	3,298.10
on intangible assets	89.36	90.44
on investment property	3.46	2.24
Total	**3,613.40**	**3,390.78**

(Rs. in lacs)

		As at March 31, 2018	As at March 31, 2017
10	**NON-CURRENT INVESTMENTS**		
1	Investment property (net of depreciation)	209.82	190.75
2	Non trade :		
A.	Investment in equity shares-unquoted	2,104.03	3,067.20
B.	Investment in government securities	141,098.71	141,215.85
C.	Investment in subordinated debts	5,000.00	5,000.00
D.	Investment in venture capital fund	65.09	65.09
E.	Investment in mutual fund	200.00	200.00
Less : Aggregate provision for diminution in value of investments		(725.24)	(25.37)
Total		**147,952.41**	**149,713.52**

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
1. Investment property (at cost less accumulated depreciation)					
Investment property given on operating lease [including cost of land - Rs. 69.75 lacs (March 31, 2017: Rs. 69.75 lacs)]			288.17		211.66
Less: accumulated depreciation			78.35		20.91
Net Block			**209.82**		**190.75**
2. Non trade (valued at cost unless stated otherwise)					
A. Shares : Fully paid up					
Unquoted - Equity shares					
Investment in Associate Company					
Shriram Automall India Limited (Refer note 34)	10	13,369,565	1,336.96	-	-
Investment in wholly owned subsidiary					
Shriram Automall India Limited (Refer note 34) (Sold 16,630,435 shares during the year)	10	-	-	30,000,000	3,000.00
Investment in other companies					
State Industrial Investment Corporation of Maharashtra Limited	10	50,000	40.00	50,000	40.00
Credential Finance Limited	10	25,000	-	25,000	-
[At cost less provision for other than temporary diminution in value of Rs. 25.00 lacs (March 31, 2017: Rs. 25.00 lacs)]					
The Zoroastrian Co-operative Bank Limited	25	100	0.03	100	0.03
Freight Commerce Solutions Private Limited (Purchased 63,279 shares of Rs 10/- each during the year) [At cost less provision for other than temporary diminution in value of Rs. 700.24 lacs (March 31, 2017: Rs. 0.37 lacs)]	10	66,984	-	3,705	-
Shriram Seva Sankalp Foundation	10	18,000	1.80	18,000	1.80

10 NON-CURRENT INVESTMENTS (Contd.)

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
B. Government securities [Refer note 26]					
Quoted					
6.13% GOI Loan 2028	100	176,000	177.05	176,000	177.16
6.35% GOI Loan 2020	100	2,500,000	2,465.09	2,500,000	2,445.24
6.90% GOI Loan 2019	100	5,000,000	4,949.88	5,000,000	4,910.87
7.16% GOI Loan 2023	100	12,500,000	12,102.45	12,500,000	12,025.10
7.80% GOI Loan 2020	100	2,500,000	2,498.39	2,500,000	2,497.62
8.13% GOI Loan 2022	100	2,500,000	2,501.22	2,500,000	2,501.49
8.24% GOI Loan 2027	100	500,000	498.12	500,000	497.91
8.26% GOI Loan 2027	100	7,500,000	7,405.27	7,500,000	7,395.14
8.28% GOI Loan 2027	100	15,000,000	14,456.53	15,000,000	14,399.22
8.33% GOI Loan 2026	100	7,500,000	7,493.06	7,500,000	7,492.22
8.60% GOI Loan 2028	100	7,500,000	7,897.67	7,500,000	7,936.73
8.83% GOI Loan 2023	100	10,000,000	10,050.98	10,000,000	10,059.99
8.97% GOI Loan 2030	100	2,500,000	2,627.97	2,500,000	2,638.05
8.15% GOI Loan 2026	100	10,000,000	10,066.67	10,000,000	10,074.37
7.88% GOI Loan 2030	100	28,700,000	28,724.63	28,700,000	28,726.69
8.20% GOI Loan 2025	100	8,000,000	8,080.74	8,000,000	8,091.51
7.73% GOI Loan 2034	100	9,500,000	10,101.34	9,500,000	10,137.28
8.24% GOI Loan 2033	100	3,500,000	3,875.39	3,500,000	3,933.06
7.61% GOI Loan 2030	100	5,000,000	5,126.26	5,000,000	5,276.20
C. Unquoted- Investment in subordinated debts					
Yes Bank Limited	1,000,000	500	5,000.00	500	5,000.00
D. Unquoted- Venture capital fund					
ICICI Investment Management Company Limited [Subscribed during the year Rs. Nil (March 31, 2017: Rs. 62.81 lacs) and redeemed during the year is Rs. Nil (March 31, 2017: Rs. 1,653.36 lacs)]	10,000	5,519	65.09	5,519	65.09
E. Unquoted - Investment in mutual fund					
Shriram Equity & Debt Opportunities Fund Direct - Growth	10	2,000,000	200.00	2,000,000	200.00
Total			**147,952.41**		**149,713.52**
Aggregate value of quoted investments					
Cost of acquisition			141,098.71		141,215.85
Market value			143,242.80		147,662.58
Aggregate value of unquoted investments					
Cost of acquisition			7,369.12		8,332.29
Aggregate provision for diminution in value of investments			725.24		25.37
Investment property (at cost less accumulated depreciation)			209.82		190.75
Total Non-Current Investments (net of diminution in value of investments)			**147,952.41**		**149,713.52**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
11 DEFERRED TAX ASSETS (NET)		
Deferred tax asset		
Impact of difference between written down value of PPE as per books of accounts and the Income Tax Act, 1961	2,046.74	1,717.27
Disallowance under section 43B of the Income Tax Act, 1961	4,470.31	3,946.12
Provision for credit loss on securitisation	25,460.81	23,017.97
Provision for upgraded restructured assets	22.69	-
Contingent provision for standard assets	10,233.06	7,374.07
Others	678.35	376.82
Gross deferred tax assets (A)	**42,911.96**	**36,432.25**
Deferred tax liability		
Public issue expenses for non-convertible debentures	9.54	204.09
Others	5.85	-
Gross deferred tax liability (B)	**15.39**	**204.09**
Net deferred tax assets (A-B)	**42,896.57**	**36,228.16**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current portion #	Non-current portion	Current portion #
12 LOANS AND ADVANCES				
Unsecured, considered good				
Capital advances	234.71	-	172.86	-
Security deposits	3,349.08	752.69	2,380.87	1,248.48
Secured, considered good				
Hypothecation loans	4,902,611.18	2,172,080.30	4,067,633.77	1,829,435.86
Retained interest on securitisation	47,930.94	36,192.47	36,677.33	36,520.69
Other loans	147.39	260.04	153.27	434.22
Securitisation deferred consideration receivable*	80,867.52	112,828.97	49,131.34	88,432.02
Unsecured, considered good				
Unsecured loans	27,178.63	125,037.46	18,934.21	87,635.98
Advance - hypothecation loans	-	2,580.81	-	1,519.09
Unsecured, considered good				
Advance recoverable from subsidiary [Refer note 27 and note 34]$	-	-	-	15.53
Advance recoverable from Associate Company [Refer note 27 and note 34]$	-	12.31	-	-
Unsecured, considered good				
Other receivables	-	1,292.06	-	411.42
Advances recoverable in cash or in kind or for value to be received	206.40	2,548.20	458.37	2,185.05
Taxes paid under protest	6,385.31	-	5,985.73	-
Service tax credit (input) receivable	-	-	-	4,376.83
Goods & service tax credit (input) receivable	-	4,637.59	-	-
Prepaid expenses	274.66	544.21	110.33	431.84
Advance income tax (net of provision for taxation) [net of provision for income tax Rs. 235,687.55 lacs (March 31, 2017: Rs. 235,687.55 lacs)]	8,405.89	-	8,405.89	-

12 LOANS AND ADVANCES (Contd.)

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current portion #	Non-current portion	Current portion #
Doubtful				
Secured hypothecation loans	712,943.35	-	513,127.72	-
Unsecured loan	24,452.48	-	27,413.04	-
Advances recoverable in cash or in kind or for value to be received	191.84	-	274.39	-
Security deposits	51.65	-	28.43	-
Total	**5,815,231.03**	**2,458,767.11**	**4,730,887.55**	**2,052,647.01**

Includes current maturities of long-term loans and advances

$ Advance given to associate/subsidiary M/s. Shriram Automall India Limited Rs. 12.31 lacs (March 31, 2017: Rs. 15.53 lacs)

$ Maximum advance given to associate/subsidiary M/s. Shriram Automall India Limited at anytime during the year : Rs. 2,187.58 lacs (March 31, 2017: Rs. 1,372.93 lacs)

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised/assigned deals.

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current portion	Non-current portion	Current portion
13 OTHER ASSETS				
Unsecured, considered good				
Margin money deposit with banks (Refer note 15)	253.22	-	7,150.08	-
Plan Asset - Gratuity Fund (Refer note 23)	-	193.17	-	-
Interest accrued on investments	-	2,518.43	-	2,347.81
Interest accrued on fixed deposits with banks	17.81	3,433.83	73.44	2,824.10
Public issue expenses for non-convertible debentures	-	27.29	27.29	562.42
Issue expenses for equity shares	-	-	264.03	152.78
Total	**271.03**	**6,172.72**	**7,514.84**	**5,887.11**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
14 CURRENT INVESTMENTS		
Investments in non-convertible debentures	-	5,220.97
Total	**-**	**5,220.97**

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
Current investments (at lower of cost and fair value)					
Quoted- Investments in non-convertible debentures					
Dewan Housing Fin Corp Ltd (sold during the year)	1,000	-	-	500,000	5,220.97
Total			**-**		**5,220.97**

14 CURRENT INVESTMENTS (Contd.)

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
Aggregate value of quoted investments					
Cost of acquisition			-		5,220.97
Market value			-		5,314.19
Aggregate value of unquoted investments					
Cost of acquisition			-		-
Aggregate provision for diminution in value of investments			-		-
Total of Current Investments			-		**5,220.97**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current portion	Non-current portion	Current portion
15 CASH AND BANK BALANCES				
Cash and cash equivalents				
i) Balances with scheduled banks in:				
Current accounts	-	92,946.60	-	102,039.50
Unclaimed dividend accounts	-	1,310.11	-	1,083.21
Deposits with original maturity of less than three months	-	5,584.51	-	-
ii) Cheques on hand	-	2,542.76	-	3,175.11
iii) Cash on hand	-	7,996.25	-	7,865.26
	-	**110,380.23**	-	**114,163.08**
Other bank balances				
Deposits with original maturity for more than 12 months	-	9.02	-	-
Deposits with original maturity for more than 3 months but less than 12 months	-	37,410.11	-	152,518.52
Margin money deposit #	253.22	215,951.56	7,150.08	177,386.93
	253.22	**253,370.69**	**7,150.08**	**329,905.45**
Amount disclosed under non-current assets [Refer note 13]	**(253.22)**	-	**(7,150.08)**	-
Total	-	**363,750.92**	-	**444,068.53**

Includes deposits of Rs. 212,778.18 lacs (March 31, 2017: Rs. 182,678.72 lacs) pledged with Banks as margin for credit enhancement, Rs. 2,860.16 lacs (March 31, 2017: Rs. 1,275.92 lacs) as margin for guarantees and Rs. 566.44 lacs (March 31, 2017: Rs. 582.38 lacs) pledged as lien against loans taken.

(Rs. in lacs)

	Year ended March 31, 2018	Year ended March 31, 2017
16 REVENUE FROM OPERATIONS		
Interest income on		
- loan portfolio and related charges	1,070,136.89	958,392.55
- direct assignment	1,899.81	10,950.06
- securitisation including interest on pass through certificates*	114,597.73	84,370.04
- margin money on securitisation/assignments	11,623.09	9,377.02
- deposits with banks	917.51	892.39
- long-term investments	11,925.79	10,876.00
- current investments	96.82	17.44
Other financial services		
- Income from commission services- life insurance	522.80	913.39
- Income from commission services- general insurance	3,959.11	3,541.31
- Income from commission services- others	2,884.48	2,124.44
- Bad debt recovery	1,205.09	618.00
- Profit on sale of current investments (net)	396.58	802.50
Total	**1,220,165.70**	**1,082,875.14**

* Includes Rs. Nil (March 31, 2017: Rs. 571.71 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

(Rs. in lacs)

	Year ended March 31, 2018	Year ended March 31, 2017
17 OTHER INCOME		
Income from operating lease	20.90	7.20
Interest on Income tax refund	5,796.67	-
Dividend on long-term investments [includes dividend from subsidiary Rs. 1,200 lacs (March 31, 2017: Rs. Nil)]	1,200.00	-
Miscellaneous income	500.19	178.89
Total	**7,517.76**	**186.09**

(Rs. in lacs)

	Year ended March 31, 2018	Year ended March 31, 2017
18 EMPLOYEE BENEFITS EXPENSE		
Salaries, other allowances and bonus	65,028.44	49,675.77
Gratuity expenses [Refer note 23]	647.12	611.16
Contribution to provident and other funds	4,466.75	3,241.44
Staff welfare expenses	1,373.06	1,267.63
Total	**71,515.37**	**54,796.00**

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
19	**FINANCE COSTS**		
	Interest expense on:-		
	- Debentures	194,815.64	176,235.11
	- Senior secured notes*	12,194.74	1,908.70
	- Subordinated debts	40,143.60	40,443.73
	- Public deposits	79,931.01	85,193.73
	- Corporate deposits	346.53	506.21
	- Loans from banks	151,496.18	175,041.71
	- Loans from institutions and others	23,363.91	17,842.79
	- Commercial paper	15,064.11	7,691.49
	- Income tax	6,070.75	-
	Other borrowing costs		
	Professional charges-resource mobilisation	7,790.48	7,672.05
	Processing charges on loans	629.23	338.95
	Brokerage	4,826.34	4,792.93
	Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35
	Total	**537,234.94**	**518,741.75**

*Interest expense on Senior secured notes includes withholding tax of Rs. 525.63 lacs (March 31, 2017: Rs. Nil)

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
20	**PROVISIONS AND WRITE-OFFS**		
	Provision for non-performing assets [Refer note 33]	145,092.18	106,479.02
	Provision for diminution in fair value of restructured loans	4,566.77	-
	Provision for restructured performing assets	64.94	-
	Contingent provision on standard assets [Refer note 33]	7,976.76	3,674.37
	Provision for credit loss on securitisation	6,351.21	10,173.79
	Provision for diminution in value of investments	699.87	0.37
	Bad debts written off	147,459.59	124,104.50
	Total	**312,211.32**	**244,432.05**

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
21	**OTHER EXPENSES**		
	Rent	9,972.83	9,195.17
	Electricity expenses	1,670.31	1,449.68
	Repairs and maintenance		
	- Others	4,946.97	4,835.30
	Rates and taxes	222.76	167.78
	Printing and stationery	1,643.98	906.98
	Travelling and conveyance	12,742.94	11,295.41
	Advertisement	83.37	43.37
	Business promotion	3,977.98	3,613.38
	Outsourcing expenses	3,622.16	4,067.03
	Royalty	13,534.07	10,955.37
	Directors' sitting fees and commission	47.95	54.33
	Insurance	205.50	93.04

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
21	**OTHER EXPENSES (Contd.)**		
	Communication expenses	4,768.32	4,256.49
	Payment to auditor [Refer note 30]		
	As Auditor:		
	- Audit fees	83.93	153.65
	- Tax audit fees	8.72	8.65
	- Out of pocket	0.83	8.38
	In any other manner:		
	- Certification	3.27	13.03
	Bank charges	4,228.70	3,273.06
	Professional charges on securitisation	2,490.51	2,391.89
	Legal and professional charges	4,155.56	2,811.35
	Loss on sale of fixed assets (net)	18.16	27.26
	Issue expenses for equity shares	416.81	152.78
	Service charges	4,130.13	5,162.04
	CSR expenses [Refer note 32]	1,881.50	1,193.15
	Miscellaneous expenses	5,042.25	3,179.53
	Total	**79,899.51**	**69,308.10**

	Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
22	**EARNINGS PER SHARE**		
	Net Profit after tax as per Statement of Profit and Loss (Rs. in lacs) (A)	156,802.25	125,734.25
	Weighted average number of equity shares for calculating basic EPS (in lacs) (B)	2,268.83	2,268.83
	Weighted average number of equity shares for calculating diluted EPS (in lacs) (C)	2,268.83	2,268.83
	Basic earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (B)	69.11	55.42
	Diluted earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (C)	69.11	55.42

23 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS:

The Company has a defined benefit gratuity plan. Every employee who completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with the insurance companies in the form of qualifying insurance policy.

The Company has funded Rs. 520.46 lacs during the financial year 2017-18 and Rs. 267.54 lacs during the financial year 2016-17.

The following disclosures have been made as per revised AS 15 'Employee Benefits' issued under Companies (Accounts) Rules, 2014, as amended:

Statement of Profit and Loss

Net employee benefit expense (recognised in employee cost)

(Rs. in lacs)

	Gratuity	
Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Current service cost	407.94	375.56
Interest cost on benefit obligation	254.70	258.08
Expected return on plan assets	(252.26)	(223.33)
Net actuarial (gain)/loss recognised in the year	198.17	200.85
Past service cost	46.89	Nil
Net benefit expense*	**655.44**	**611.16**
Actual return on plan assets	329.11	249.78

*Gratuity expenses as per note 18 of Statement of Profit and Loss is after netting of Rs. 8.32 lacs (March 31, 2017: Rs. Nil) on account of amount paid to trust towards relieved employees.

23 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS (Contd.)

Balance sheet

Benefit asset/(liability) (Rs. in lacs)

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Present value of defined benefit obligation	4,130.32	3,527.72
Fair value of plan assets	4,323.49	3,493.92
Surplus/(deficit)	193.17	(33.80)
Less: Unrecognised past service cost	Nil	Nil
Plan asset/(liability)	**193.17**	**(33.80)**

Changes in the present value of the defined benefit obligation are as follows: (Rs. in lacs)

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Opening defined benefit obligation	3,527.72	3,460.20
Interest cost	254.70	258.08
Current service cost	407.94	375.56
Past Service Cost - Vested benefit incurred during the period	46.89	Nil
Liability transferred in/acquisitions	15.49	Nil
Benefits paid	(397.44)	(793.42)
Actuarial (gains)/losses on obligation	275.02	227.30
Closing defined benefit obligation	**4,130.32**	**3,527.72**

Changes in the fair value of the plan assets are as follows: (Rs. in lacs)

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Opening fair value of plan assets	3,493.92	2,980.67
Expected return	252.26	223.33
Contributions by employer	897.90	1,056.89
Benefits paid	(397.44)	(793.42)
Actuarial gains/(losses)	76.85	26.45
Closing fair value of plan assets	**4,323.49**	**3,493.92**

The Company's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards gratuity is Rs. 278.80 lacs (March 31, 2017: Rs. 441.74 lacs).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Gratuity	
	March 31, 2018	**March 31, 2017**
Particulars	**%**	**%**
Investments with insurer	100	100

The principal assumptions used in determining gratuity obligations for the Company's plan are shown below:

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Discount rate	7.80%	7.22%
Expected rate of return on assets $	7.80%	7.22%
Increase in compensation cost	5.00%	5.00%
Employee turnover*	7.50% and 20.00%	7.50% and 20.00%

The estimates of future salary increases, considered in actuarial valuation, are on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*7.50% in case of employees with service period of 5 years and above and 20.00% for all other employees.
$ The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

23 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS: (Contd.)

Amounts for the current year and previous four years are as follows: (Rs. in lacs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Defined benefit obligation	4,130.32	3,527.72	3,460.20	2,439.01	1,941.59
Plan assets	4,323.49	3,493.92	2,980.67	2,422.78	1,896.63
Surplus/(deficit)	193.17	(33.80)	(479.53)	(16.23)	(44.96)
Experience adjustments on plan liabilities (gains)/losses	454.92	79.78	172.80	(236.30)	56.98
Experience adjustments on plan assets (losses)/gains	76.85	26.45	40.39	53.28	46.75

24 SEGMENT INFORMATION

Segment information is presented in the Consolidated financial statement in terms of the accounting standard 17 - Segment Reporting.

25 LEASES

Operating lease:

In case of assets taken on lease

The Company has taken various office premises, furniture and fixtures, computers and plant and machinery under operating lease. The lease payments recognised in the Statement of Profit and Loss are Rs. 9,972.83 lacs (March 31, 2017: Rs. 9,195.17 lacs). Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. The non-cancellable operating lease agreements are ranging for a period 11 to 180 months. There are no restrictions imposed by lease arrangements.

The future minimum lease payments in respect of non-cancellable operating lease as at the Balance Sheet date are summarised below :

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments:		
Not later than one year	3,105.81	2,482.34
Later than one year but not later than five years	9,835.17	5,300.09
Later than five years	3,372.07	2,280.51

In case of assets given on lease

The Company has given office premises under operating lease. The income from operating lease recognised in the Statement of Profit and Loss are Rs. 20.90 lacs (March 31, 2017: Rs. 7.20 lacs). Agreements provide for cancellation by either party or contain clause for escalation and renewal of agreements. The non-cancellable operating lease agreement is for a period of 108 months.

The future minimum lease payments in respect of non-cancellable operating lease as at the Balance Sheet date are summarised below :

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments:		
Not later than one year	14.66	-
Later than one year but not later than five years	64.12	-
Later than five years	8.43	-

26 In accordance with the Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 dated August 25, 2016, the Company has created a floating charge on the statutory liquid assets comprising of investment in government securities to the extent of Rs. 140,376.00 lacs (March 31, 2017: Rs. 140,376.00 lacs) in favour of trustees representing the public deposit holders of the Company.

27 RELATED PARTY DISCLOSURE

Related party where control exists

Subsidiary	:	Shriram Automall India Limited (SAMIL) (up to February 06, 2018)

Other related parties

Enterprises having significant influence over the Company	:	Shriram Capital Limited Shriram Ownership Trust Shriram Financial Ventures (Chennai) Private Limited Piramal Enterprises Limited
Associates	:	Shriram Automall India Limited (SAMIL) (from February 07, 2018)

Related parties as per AS 18 with whom transactions have taken place during the year

Key management personnel	:	Mr. Umesh Revankar, Managing Director & CEO (till April 29, 2016 and from October 26, 2016 onwards) Mr. Jasmit Singh Gujral, Managing Director & CEO(from April 30, 2016 to October 25, 2016)
Relatives of key management personnel	:	Mrs. Suchita U. Revankar (spouse of Managing Director) Mrs. Geeta G. Revankar (mother of Managing Director) Mr. Anil G. Revankar (brother of Managing Director) Mr. Shreyas U. Revankar (son of Managing Director) Master Shirish U. Revankar (son of Managing Director)

27 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the company		Subsidiary		Associate	Key management personnel		Relative of key management personnel		Total	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Payments/Expenses											
Employee benefits for key management personnel											
- Mr. Umesh Revankar	-	-	-	-	-	59.26	40.51	-	-	**59.26**	**40.51**
- Mr. Jasmit Singh Gujral	-	-	-	-	-	-	46.85	-	-	**-**	**46.85**
Royalty paid to Shriram Ownership Trust @	12,416.58	10,167.40	-	-	-	-	-	-	-	**12,416.58**	**10,167.40**
Service charges paid to Shriram Capital Limited @	3,800.00	4,790.76	-	-	-	-	-	-	-	**3,800.00**	**4,790.76**
Equity dividend paid Ω	-	-	-	-	-	-	-	0.02	0.01	**0.02**	**0.01**
- Shriram Capital Limited	6,509.03	5,910.32	-	-	-	-	-	-	-	**6,509.03**	**5,910.32**
- Piramal Enterprises Limited	2,486.00	2,260.00	-	-	-	-	-	-	-	**2,486.00**	**2,260.00**
Non-convertible debenture matured Ω	-	-	-	-	-	-	-	1.10	1.89	**1.10**	**1.89**
- Shriram Capital Limited	-	5.00	-	-	-	-	-	-	-	**-**	**5.00**
Fixed deposit matured Ω	-	-	-	-	-	-	-	1.96	0.74	**1.96**	**0.74**
Subordinated debt matured Ω	-	-	-	-	-	-	-	-	0.30	**-**	**0.30**
- Shriram Capital Limited	48.34	28.80	-	-	-	-	-	-	-	**48.34**	**28.80**
- Shriram Automall India Limited	-	-	5.90	45.83	-	-	-	-	-	**5.90**	**45.83**
Interest on fixed deposit	-	-	-	-	-	-	-	5.15	0.19	**5.15**	**0.19**
Interest on subordinated debt	-	-	-	-	-	-	-	0.13	0.07	**0.13**	**0.07**
- Shriram Automall India Limited	-	-	23.24	13.61	5.23	-	-	-	-	**28.47**	**13.61**
- Shriram Capital Limited	39.52	42.51	-	-	-	-	-	-	-	**39.52**	**42.51**
Interest on non-convertible debenture	-	-	-	-	-	-	-	0.19	0.32	**0.19**	**0.32**
- Mr. Umesh Revankar	-	-	-	-	-	-	0.03	-	-	**-**	**0.03**
- Shriram Capital Limited	-	0.30	-	-	-	-	-	-	-	**-**	**0.30**
Rent paid @											
- Shriram Automall India Limited	-	-	323.17	399.22	85.28	-	-	-	-	**408.45**	**399.22**
- Shriram Capital Limited	99.63	328.71	-	-	-	-	-	-	-	**99.63**	**328.71**
Business mobilisation expenses paid to Shriram Automall India Limited@	-	-	199.84	227.79	78.98	-	-	-	-	**278.82**	**227.79**
Other administrative expenses @											
- Shriram Capital Limited	85.78	182.96	-	-	-	-	-	-	-	**85.78**	**182.96**
- Shriram Automall India Limited	-	-	63.52	78.63	7.45	-	-	-	-	**70.97**	**78.63**
Unsecured loan and advances received from Ω											
- Shriram Automall India Limited	-	-	-	1,110.04	-	-	-	-	-	**-**	**1,110.04**
Refund of security deposit	100.41	-	-	-	-	-	-	-	-	**100.41**	**-**
Purchase of Fixed asset	568.34	-	-	-	-	-	-	-	-	**568.34**	**-**
Reimbursement of Petty cash	8.90	-	-	-	-	-	-	-	-	**8.90**	**-**
Interest paid on inter-corporate deposit	-	-	210.93	161.91	35.35	-	-	-	-	**246.28**	**161.91**
Inter-corporate deposit repaid to Shriram Automall India Limited	-	-	880.00	1,015.00	360.00	-	-	-	-	**1,240.00**	**1,015.00**

27 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the company		Subsidiary		Associate	Key management personnel		Relative of key management personnel		Total	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Receipts/Income											
Recovery of common sharing expenses											
- Shriram Automall India Limited	-	-	29.29	26.18	6.02	-	-	-	-	**35.31**	**26.18**
- Shriram Capital Limited	1.42	2.39	-	-	-	-	-	-	-	**1.42**	**2.39**
Recovery of rent and electricity											
- Shriram Capital Limited	31.54	30.16	-	-	-	-	-	-	-	**31.54**	**30.16**
- Shriram Automall India Limited	-	-	164.13	217.39	36.38	-	-	-	-	**200.51**	**217.39**
Recovery of other administrative expenses											
- Shriram Automall India Limited	-	-	98.48	90.27	17.80	-	-	-	-	**116.28**	**90.27**
Fixed deposit µ	-	-	-	-	-	-	-	2.62	1.68	**2.62**	**1.68**
Unsecured loan and advances repaid by µ											
- Shriram Automall India Limited	-	-	451.82	1,641.79	14.93	-	-	-	-	**466.75**	**1,641.79**
Equity dividend received	-	-	1,200.00	-	-	-	-	-	-	**1,200.00**	**-**
Inter-corporate deposit received from Shriram Automall India Limited	-	-	1,185.00	3,905.00	-	-	-	-	-	**1,185.00**	**3,905.00**
Balance outstanding at the year end											
Share capital	-	-	-	-	-	-	-	0.02	0.02	**0.02**	**0.02**
- Shriram Capital Limited	5,917.30	5,917.30	-	-	-	-	-	-	-	**5,917.30**	**5,917.30**
- Piramal Enterprises Limited	2,260.00	2,260.00	-	-	-	-	-	-	-	**2,260.00**	**2,260.00**
Investment in equity shares											
- Shriram Automall India Limited	-	-	-	3,000.00	1,336.96	-	-	-	-	**1,336.96**	**3,000.00**
Unsecured loan and advances recoverable											
- Shriram Automall India Limited	-	-	-	15.53	12.31	-	-	-	-	**12.31**	**15.53**
Non-convertible debenture	-	-	-	-	-	-	-	1.10	2.56	**1.10**	**2.56**
Interest payable on non-convertible debenture	-	-	-	-	-	-	-	0.12	0.15	**0.12**	**0.15**
Rent receivable from Shriram Capital Limited	2.71	2.68	-	-	-	-	-	-	-	**2.71**	**2.68**
Outstanding expenses											
- Shriram Capital Limited	1,026.23	1,404.60	-	-	-	-	-	-	-	**1,026.23**	**1,404.60**

27 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the company		Subsidiary		Associate	Key management personnel		Relative of key management personnel		Total	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Balance outstanding at the year end											
- Shriram Ownership Trust	3,724.70	2,151.55	-	-	-	-	-	-	-	**3,724.70**	**2,151.55**
Fixed deposit	-	-	-	-	-	-	-	7.56	6.47	**7.56**	**6.47**
Interest payable on fixed deposit	-	-	-	-	-	-	-	1.13	0.91	**1.13**	**0.91**
Subordinated debt	-	-	-	-	-	-	-	0.80	0.80	**0.80**	**0.80**
- Shriram Automall India Limited	-	-	-	160.61	246.91	-	-	-	-	**246.91**	**160.61**
-Shriram Capital Limited	262.80	311.14	-	-	-	-	-	-	-	**262.80**	**311.14**
Interest payable on subordinated debt	-	-	-	-	-	-	-	0.46	0.34	**0.46**	**0.34**
- Shriram Automall India Limited	-	-	-	21.98	39.67	-	-	-	-	**39.67**	**21.98**
-Shriram Capital Limited	91.71	79.11	-	-	-	-	-	-	-	**91.71**	**79.11**
Expenses recoverable from Shriram Capital Limited	0.12	0.10	-	-	-	-	-	-	-	**0.12**	**0.10**
Inter-corporate deposit received	-	-	-	2,890.00	2,835.00	-	-	-	-	**2,835.00**	**2,890.00**
Interest payable on inter-corporate deposit	-	-	-	56.50	50.28	-	-	-	-	**50.28**	**56.50**
Guarantee given by company											
- Shriram Automall India Limited	-	-	-	200.00	-	-	-	-	-	**-**	**200.00**

Ω Denotes payments

µ Denotes receipts

@ Income /expenses are presented excluding service tax/Goods and services tax

(Rs. in lacs)

		As at March 31, 2018	As at March 31, 2017
28	**CONTINGENT LIABILITIES AND COMMITMENTS**		
1	**Contingent liabilities not provided for**		
a.	In respect of Income tax demands where the Company has filed appeal before various authorities	7,507.88	15,085.63
b.	VAT demand where the Company has filed appeal before various Appellates	12,700.57	10,925.05
c.	Service tax demand	31,110.08	12,833.93
d.	Guarantees and counter guarantees	221,391.36	163,921.07
e.	Guarantees given for subsidiary	-	200.00

Future cash outflows in respect of (a), (b) and (c) above are determinable only on receipt of judgements /decisions pending with various forums/authorities. The Company is of the opinion that above demands are not sustainable and expects to succeed in its appeals. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

Disputed income tax demands are on account of royalty , disallowances of ESOP expenses, 14A, derivatives, interest as per assessment orders, etc.

(Rs. in lacs)

		As at March 31, 2018	As at March 31, 2017
2	**Commitments not provided for**		
a.	Estimated amount of contracts remaining to be executed on capital account	593.10	491.66
b.	Uncalled amount in investment in ICICI Investment Management Company Limited	-	747.02
c.	Commitments related to loans sanctioned but undrawn	12,485.78	846.72

29 Based on the intimation received by the Company, some of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, the disclosures relating to amounts unpaid as at the year ended together with interest paid /payable are furnished below:

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as at the end of the year	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-

30 In addition to the auditors remuneration shown in operating and other expenses, the Company has also incurred auditors remuneration in connection with audit and related statutory services to be performed by auditors in connection with issue of senior secured notes of Rs. 26.16 lacs (March 31, 2017: Rs. 126.37 lacs) [including out-of-pocket expenses of Rs. Nil (March 31, 2017: Rs. 2.45 lacs)] shown under professional charges-resource mobilisation in note 19.

(Rs. in lacs)

	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
31	**EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)**		
	Resource mobilisation	1,721.21	1,351.05
	Membership fees	0.16	0.17
	Listing fees	12.24	16.77
	Total	**1,733.61**	**1,367.99**

(Rs. in lacs)

	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
32	**DETAILS OF CSR EXPENSES**		
a)	**Gross amount required to be spent by the Company during the year**	3,699.14	3,632.97
b)	**Amount spent during the year**		
	- On purposes other than construction/acquisition of any asset		
	Paid in cash	1,881.50	1,193.15
	Yet to be paid in cash	-	-
	Total	**1,881.50**	**1,193.15**

33 During the year, pursuant to Reserve Bank India (RBI) notification no. DNBR 011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from 120 days to 90 days and increased contingent provision on standard assets from 0.35% to 0.40% and applied the revised norms in the last quarter of the year. Had the Company continued to use the earlier policy of classification of NPA and contingent provision on standard assets, provisions and write offs for the year ended March 31, 2018 would have been lower by Rs. 72,156.19 lacs, revenue from operations for the same period would have been higher by Rs. 2,717.25 lacs and profit before tax for the same period would have been higher by Rs. 74,873.44 lacs (net of tax Rs. 48,961.24 lacs).

34 During the year ended March 31, 2018, the Company has sold the controlling stake in its wholly owned subsidiary, Shriram Automall India Limited (SAMIL) to the extent of 16,630,435 equity shares (representing 55.44% of paid-up capital) @ Rs. 94.03 per share for a total consideration of Rs.15,637.60 lacs to MXC Solutions India Private Limited (MXC). Consequently, SAMIL has ceased to be a subsidiary and is now an associate of the Company from February 07, 2018. Profit arising on the sale of SAMIL shares amounting to Rs. 13,974.55 lacs has been disclosed as an Exceptional Item in the statement of profit and loss.

(Rs. in lacs)

	Particular	As at March 31, 2017	Additional provision made during the year	Utilisation/ reversal during the year	As at March 31, 2018
35	**MOVEMENT IN PROVISIONS**				
	Provision for service tax- contested	8,793.99	-	-	8,793.99
	Provision for value added tax- contested	1,092.88	19.71	-	1,112.59

(Rs. in lacs)

Particular	As at March 31, 2016	Additional provision made during the year	Utilisation/ reversal during the year	As at March 31, 2017
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	1,096.15	137.92	141.19	1,092.88

The above provision relate to disputed tax demands in relation to VAT and Service tax. Due to the very nature of such provisions and litigations involved, it is not possible to estimate the timing/ uncertainties relating to their outflows.

36 DISCLOSURE OF RESTRUCTURED ACCOUNTS

(Rs. in lacs)

Sr. No.	Type of restructuring / Financial year / Asset classification		Others – Year ended March 31, 2018 Standard	Sub-standard	Doubtful	Loss	Total	Others – Year ended March 31, 2017 Standard	Sub-standard	Doubtful	Loss	Total
1	**Restructured accounts as on April 1**	No. of borrowers	983	12,215	4,937	626	**18,761**	632	10,863	3,193	86	**14,774**
		Amount outstanding	544.59	40,302.73	12,176.10	1,980.63	**55,004.05**	897.78	25,311.61	8,201.06	383.44	**34,793.89**
		Provision thereon	2.18	13,713.90	12,173.29	1,980.63	**27,870.00**	2.69	11,561.55	8,201.06	383.44	**20,148.74**
2	**Fresh restructuring during the year**	No. of borrowers	-	14,367	3	-	**14,370**	-	8,797	244	21	**9,062**
		Amount outstanding	-	64,214.88	17.00	-	**64,231.88**	-	30,219.76	800.11	59.48	**31,079.35**
		Provision thereon	-	10,086.05	8.00	-	**10,094.05**	-	4,159.18	800.11	59.48	**5,018.77**
3	**Upgradation**	No. of borrowers	883	(723)	(102)	(58)	-	983	(816)	(158)	(9)	-
		Amount outstanding	2,532.46	(2,193.23)	(138.15)	(201.08)	-	1,022.01	(615.62)	(366.83)	(39.56)	-
		Provision thereon	1,154.80	(815.58)	(138.14)	(201.08)	-	466.97	(60.58)	(366.83)	(39.56)	-
4	**Restructured standard advances which cease to attract higher provisioning and/ or additional risk weight at the end of the year and hence need not be shown as restructured advances at the beginning of the next year**	No. of borrowers	(983)	-	-	-	**(983)**	(632)	-	-	-	**(632)**
		Amount outstanding	(544.59)	-	-	-	**(544.59)**	(897.78)	-	-	-	**(897.78)**
		Provision thereon	(2.18)	-	-	-	**(2.18)**	(2.69)	-	-	-	**(2.69)**
5	**Downgradation of restructured accounts during the year**	No. of borrowers	-	(6,201)	4,810	1,391	-	-	(3,134)	2,578	556	-
		Amount outstanding	-	(21,322.06)	16,724.94	4,597.12	-	-	(7,715.76)	6,206.61	1,509.15	-
		Provision thereon	-	(6,062.95)	1,852.08	4,210.87	-	-	(6,180.53)	4,792.90	1,387.63	-
6	**Write-offs of restructured accounts during the year**	No. of borrowers	530	5,196	3,105	321	**9,152**	-	3,495	920	28	**4,443**
		Amount outstanding	1,233.76	17,212.06	8,077.87	832.24	**27,355.93**	477.42	6,897.26	2,664.85	(68.12)	**9,971.41**
		Provision thereon	1,024.92	(3,935.75)	(6,794.80)	446.00	**(9,259.63)**	464.79	(4,234.28)	1,253.95	(189.64)	**(2,705.18)**
7	**Restructured accounts as on March 31**	No. of borrowers	353	14,462	6,543	1,638	**22,996**	983	12,215	4,937	626	**18,761**
		Amount outstanding	1,298.70	63,790.26	20,702.02	5,544.43	**91,335.41**	544.59	40,302.73	12,176.10	1,980.63	**55,004.05**
		Provision thereon	129.88	20,857.17	20,690.03	5,544.42	**47,221.50**	2.18	13,713.90	12,173.29	1,980.63	**27,870.00**

The above provision for restructured accounts include provision for diminution in fair value of restructured accounts amounting to Rs. 4,566.77 lacs (March 31, 2017: Rs. Nil) and the total provision for each loan account is capped at 100% of the outstanding amount.

Note:

i. The outstanding amount and number of borrowers as at March 31, 2018 and March 31, 2017 is after considering recoveries during the year.

ii. Additional facilities availed by borrowers or addition in outstanding balance in existing restructured accounts and partial repayments in existing restructured accounts are adjusted and disclosed under Write-offs of restructured accounts", however, for the purpose of arithmetical accuracy the number of existing borrowers availing additional facility or partial repayments have been ignored.

iii. For the purpose of arithmetical accuracy as required by Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, movement in provisions in a particular category of asset in the existing restructured account as compared to balance of provision as disclosed in opening balance and fresh restructuring on account sale/recovery/settlement (for any change in provision) is adjusted and disclosed under "Write-offs of restructured accounts" during the year and are not comparable with the additional facilities availed in or addition in outstanding balance in existing restructured accounts and partial recovery disclosed under the respective columns.

iv. Since the disclosure of restructured advance account pertains to section "Others", the first two sections, namely, "Under CDR Mechanism" and "Under SME Debt Restructuring Mechanism" as per format prescribed in the guidelines are not included above.

Additional disclosures required by Reserve Bank of India

37 CREDIT RATING

Instruments	Credit rating agency	As on March 31, 2018	As on March 31, 2017
Bank Loan Long-term	CRISIL	CRISIL AA+/Stable	CRISIL AA+/ Stable
Bank Loan Short-term	CRISIL	CRISIL A1+	CRISIL A1+
Commercial Paper	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND A1+	-
Commercial Paper	CARE	CARE A1+	-
Fixed deposit	CRISIL	CRISIL FAAA/Stable	CRISIL FAAA/Stable
Fixed deposit	ICRA	MAA+ with Stable outlook	MAA+ with Stable outlook
Long-Term Issuer Credit Rating	Standard & Poor's Ratings	BB+/Stable	BB+/Stable
Long-Term Issuer Default Rating	Fitch Ratings	BB+/Stable Outlook	BB+/Stable Outlook
Non-convertible debenture	CARE	CARE AA+/Stable	CARE AA+
Non-convertible debenture	CRISIL	CRISIL AA+/Stable	CRISIL AA+/Stable
Non-convertible debenture	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND AA+/Stable Outlook	IND AA+/Stable Outlook
Offshore Rupee Denominated Bond (Masala Bond)	Standard & Poor's Ratings	BB+	BB+
Offshore Rupee Denominated Bond (Masala Bond)	Fitch Ratings	BB+	-
Short term debt	CRISIL	CRISIL A1+	CRISIL A1+
Short-Term Issuer Credit Rating	Standard & Poor's Ratings	B	B
Short-Term Issuer Default Rating	Fitch Ratings	B	B
Subordinated debt	CARE	CARE AA+/Stable	CARE AA+
Subordinated debt	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND AA+/Stable	IND AA+/Stable Outlook
Subordinated debt	CRISIL	CRISIL AA+/Stable	CRISIL AA+/Stable

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
38 CAPITAL		
i) CRAR (%)	16.87	16.94
ii) CRAR - Tier I Capital (%)	14.24	15.20
iii) CRAR - Tier II Capital (%)	2.63	1.74
iv) Amount of subordinated debt raised as Tier-II capital*	454,529.81	348,077.98
v) Amount raised by issue of Perpetual Debt Instruments	-	-

* **Note:**
Discounted value of Rs. 272,267.52 lacs (March 31, 2017: Rs. 179,899.48 lacs) considered for Tier II capital against the book value of Rs. 454,529.81 lacs (March 31, 2017: Rs. 348,077.98 lacs).

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
39 INVESTMENTS		
(1) Value of investments		
(i) Gross value of investments		
(a) In India	148,677.65	154,959.86
(b) Outside India,	-	-
(ii) Provisions for depreciation		
(a) In India	725.24	25.37
(b) Outside India,	-	-

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
39 INVESTMENTS (Contd.)		
(iii) Net value of investments		
(a) In India	147,952.41	154,934.49
(b) Outside India,	-	-
(2) Movement of provisions held towards depreciation on investments		
(i) Opening balance	25.37	25.00
(ii) Add : Provisions made during the year	699.87	0.37
(iii) Less : Write-off/write-back of excess provisions during the year	-	-
(iv) Closing balance	725.24	25.37

40 DERIVATIVES

40.1 Forward rate agreement/Interest rate swap

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
(i) The notional principal of swap agreements	95,058.37	90,718.37
(ii) Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	Nil	Nil
(iii) Collateral required by the NBFC upon entering into swaps	Nil	Nil
(iv) Concentration of credit risk arising from the swap	Nil	Nil
(v) The fair value of the swap book	95,058.37	90,718.37

40.2 Exchange Traded interest rate (IR) derivatives : Nil

40.3 Disclosures on risk exposure of derivatives

Qualitative disclosures

The Company has a Board approved policy in dealing with derivative transactions. Derivative transaction consists of hedging of foreign exchange transactions, which includes interest rate and currency swaps, interest rate options and forwards. The Company undertakes derivative transactions for hedging on-balance sheet assets and liabilities. Such outstanding derivative transactions are accounted on accrual basis over the life of the underlying instrument. The Asset Liability Management Committee and Risk Management Committee closely monitors such transactions and reviews the risks involved.

Quantitative Disclosures

(Rs. in lacs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives
(i) Derivatives (Notional principal amount)				
For hedging	95,058.37		90,718.37	
(ii) Marked to market positions [1]				
a) Asset (+)	Nil	Nil	Nil	Nil
b) Liability (-)	Nil	Nil	Nil	Nil
(iii) Credit exposure [2]	Nil	Nil	Nil	Nil
(iv) Unhedged exposures	Nil	Nil	Nil	Nil

41 DISCLOSURES RELATING TO SECURITISATION

41.1 The information on securitisation of the Company as an originator in respect of outstanding amount of securitised assets is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	68	51
2	Total amount of securitised assets as per books of the SPVs sponsored	1,557,117.75	1,288,049.92

41 DISCLOSURES RELATING TO SECURITISATION (Contd.)

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
3	Total amount of exposures retained by the NBFC to comply with MRR as on the date of Balance Sheet		
	(a) Off-Balance Sheet exposures		
	First loss	984.73	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	158,790.60	114,952.94
	Others	83,360.85	68,213.22
4	Amount of exposures to securitisation transactions other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	124,085.10	71,921.05
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	53,987.58	67,725.77
	(ii)Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under par structure is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
1	No. of transactions assigned by the Company	24	24
2	Total amount outstanding	6,193.18	41,424.24
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-Balance Sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	-	-
	Others	762.56	4,984.80
4	Amount of exposures to assigned transaction other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

41 DISCLOSURES RELATING TO SECURITISATION (Contd.)

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under premium structure is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
1	No. of transactions assigned by the Company	-	-
2	Total amount outstanding	-	-
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-Balance Sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	-	-
	Others	-	-
4	Amount of exposures to assigned transaction other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii)Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

41.2 No financial assets are sold to securitisation / reconstruction company for asset reconstruction as on March 31, 2018 and March 31, 2017.

41.3 Details of assignment transactions undertaken by NBFCs

(Rs. in lacs)

	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
i)	No. of accounts	-	902
ii)	Aggregate value (net of provisions) of accounts sold	-	4,863.89
iii)	Aggregate consideration *	-	5,038.54
iv)	Additional consideration realized in respect of accounts transferred in earlier years	1,899.81	10,775.41
v)	Aggregate gain/loss over net book value	1,899.81	10,950.06

* Includes income on assignment transactions realised in respect of accounts transferred in current year.

41.4 The Company has not purchased/sold non-performing assets for the year ended March 31, 2018 and March 31, 2017.

42 ASSET LIABILITY MANAGEMENT MATURITY PATTERN OF CERTAIN ITEMS OF ASSETS AND LIABILITIES AS AT MARCH 31, 2018

(Rs. in lacs)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Deposits *	50,575.86	20,389.17	22,891.14	76,727.05	157,736.61	390,042.11	167,496.81	-	**885,858.75**
Advances **	237,891.11	192,671.42	192,074.49	578,478.21	1,135,040.44	3,506,469.81	1,489,395.45	195,113.05	**7,527,133.98**
Investments	-	-	-	-	-	9,913.35	2,501.22	135,537.84	**147,952.41**
Borrowings ***	103,495.16	329,865.74	420,888.03	473,300.51	686,238.01	2,134,842.79	853,988.28	519,300.00	**5,521,918.52**
Foreign currency assets	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	711.99	-	-	-	969.40	-	-	-	**1,681.39**

Asset liability management maturity pattern of certain items of assets and liabilities as at March 31, 2017 (Rs. in lacs)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Deposits *	46,847.65	31,272.78	31,427.46	96,198.55	172,125.75	417,622.34	129,430.37	-	**924,924.90**
Advances **	226,385.01	158,429.03	156,671.66	474,452.63	939,607.52	2,968,958.67	1,194,126.17	126,212.88	**6,244,843.57**
Investments	5,220.97	-	-	-	-	7,356.11	2,497.62	139,859.79	**154,934.49**
Borrowings ***	45,987.60	130,143.41	146,786.93	531,825.71	513,037.43	2,022,741.99	752,328.66	320,740.00	**4,463,591.73**
Foreign currency assets	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	200.00	-	-	553.49	-	752.68	-	-	**1,506.17**

* includes deposits from corporates and interest payable and unclaimed matured deposit.

** net of provision for non-performing assets and provision for diminution in fair value of restructured loans.

*** excludes deposits.

43 EXPOSURE TO REAL ESTATE SECTOR

The Company has no exposure to real estate sector.

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
44 EXPOSURE TO CAPITAL MARKET		
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	1,578.79	3,241.83
(ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-

44 EXPOSURE TO CAPITAL MARKET (Contd.)

(Rs. in lacs)

Particulars		As at March 31, 2018	As at March 31, 2017
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/convertible bonds/convertible debentures/units of equity oriented mutual funds 'does not fully cover the advances; *	87,176.01	78,360.46
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi)	Loans sanctioned to corporates against the security of shares/ bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii)	Bridge loans to companies against expected equity flows/issues;	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	65.09	65.09
Total exposure to capital market		**88,819.89**	**81,667.38**

*Amount of Rs. 87,176.01 lacs (March 2017: Rs. 78,360.46 lacs) pertains to off Balance sheet item i.e. Corporate guarantee given by the Company which is secured by the shares of SVL Ltd.

45 DETAILS OF FINANCING OF PARENT COMPANY PRODUCTS

The Company has not financed parent company products.

46 DETAILS OF SINGLE BORROWER LIMIT (SGL) / GROUP BORROWER LIMIT (GBL) EXCEEDED BY THE NBFC

The Company has not exceeded the prudential exposure limits for Single Borrower Limit (SGL) / Group Borrower Limit (GBL).

47 UNSECURED ADVANCES

The Company has not granted unsecured advances against collateral of intangible securities such as charge over the rights, licenses or authority.

48 ADDITIONAL DISCLOSURES

48.1 Provisions and contingencies

(Rs. in lacs)

Break up of 'Provisions and contingencies' shown under the head expenditure in Profit and Loss account	Year ended March 31, 2018	Year ended March 31, 2017
Provisions for depreciation on investment	699.87	0.37
Provision towards NPA	145,092.18	106,479.02
Provision made towards income tax	88,826.31	72,116.20
Other Provision and contingencies (with details)		
Provision for value added tax	19.71	137.92
Provision for credit loss on securitisation	6,351.21	10,173.79
Contingent provision on standard assets	7,976.76	3,674.37
Provision for diminution in fair value of restructured loans	4,566.77	-
Provision for restructured performing assets	64.94	-

48.2 Draw down reserve

The draw down from reserves was Rs. Nil.

49 CONCENTRATION OF DEPOSITS, ADVANCES, EXPOSURES AND NPAs

49.1 Concentration of deposits (for deposit taking NBFCs)

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
Total deposits of twenty largest depositors	66,964.26	49,584.26
Percentage of deposits of twenty largest depositors to total deposits of the NBFC	7.75%	5.36%

49 CONCENTRATION OF DEPOSITS, ADVANCES, EXPOSURES AND NPAs (Contd.)

49.2 Concentration of advances

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
Total advances to twenty largest borrowers *	25,060.83	17,633.49
Percentage of advances to twenty largest borrowers to total advances of the NBFC *	0.31%	0.27%

* Excludes retained interest on securitisation Rs. 84,123.41 lacs (March 31, 2017: Rs. 73,198.02 lacs)

49.3 Concentration of exposures

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
Total exposure to twenty largest borrowers/customers *	111,667.13	82,119.10
Percentage of exposures to twenty largest borrowers/customers to total exposure of the NBFC on borrowers/customers *	1.39%	1.24%

* Excludes retained interest on securitisation Rs. 84,123.41 lacs (March 31, 2017: Rs. 73,198.02 lacs)

49.4 Concentration of NPAs

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Total exposure to top four NPA accounts	5,019.01	4,534.24

49.5 Sector-wise NPAs *

Sr. No.	Sector	As at March 31, 2018 Percentage of NPAs to Total Advances in that sector	As at March 31, 2017 Percentage of NPAs to Total Advances in that sector
1	Agriculture & allied activities	-	-
2	MSME	-	-
3	Corporate borrowers	-	-
4	Services	-	-
5	Unsecured working capital loans	13.64%	20.23%
6	Auto loans	8.93%	7.80%
7	Others	12.88%	16.76%

* The loans mentioned above include loans given to corporates.

50 MOVEMENT OF NPAs [REFER NOTE 33]

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(i) Net NPAs to net advances (%)	2.83%	2.66%
(ii) Movement of NPAs (Gross)		
(a) Opening balance	540,843.58	387,023.84
(b) Additions during the year	774,743.11	358,346.87
(c) Reductions during the year	577,947.37	204,527.13
(d) Closing balance	**737,639.32**	**540,843.58**
(iii) Movement of Net NPAs		
(a) Opening balance	165,899.15	114,369.70
(b) Additions during the year	520,693.81	114,609.13
(c) Reductions during the year	473,478.21	63,079.68
(d) Closing balance	**213,114.75**	**165,899.15**
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	374,944.43	272,654.14
(b) Provisions made during the year	254,049.30	243,737.74
(c) Write-off/write-back of excess provisions	104,469.16	141,447.45
(d) Closing balance	**524,524.57**	**374,944.43**

The above movement includes provision for diminution in fair value of restructured loans.

51 OVERSEAS ASSETS (FOR THOSE WITH JOINT VENTURES AND SUBSIDIARIES ABROAD)

The Company does not have any joint venture or subsidiary abroad, hence not applicable.

52 OFF-BALANCE SHEET SPVs SPONSORED

The Company has not sponsored any off-balance sheet SPV.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
53 CUSTOMER COMPLAINTS		
(a) Number of complaints pending at the beginning of the year	153	825
(b) Number of complaints received during the year	4,502	7,715
(c) Number of complaints redressed during the year	4,583	8,387
(d) Number of complaints pending at the end of the year	72	153

54 INFORMATION ON INSTANCES OF FRAUD

Instances of fraud for the year ended March 31, 2018:

(Rs. in lacs)

Nature of fraud	No. of cases	Amount of fraud	Recovery	Amount written-off
Fraud committed by staff	1	5.89	-	-

Instances of fraud for the year ended March 31, 2017:

(Rs. in lacs)

Nature of fraud	No. of cases	Amount of fraud	Recovery*	Amount written-off
Fraud committed by staff and customers	14	90.78	26.50	-

*Amount recovered against cases reported during the year ended March 31, 2016

55 PENALTIES:

No penalties have been levied by any regulator on the Company.

56 PREVIOUS YEAR COMPARATIVES

Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification.

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

As required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Schedule to the Balance Sheet

(Rs. in lacs)

Particulars	As at March 31, 2018	
	Amount outstanding	Amount overdue
Liabilities side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debenture : Secured	2,551,709.36	3,539.22 #
: Unsecured	Nil	Nil
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	Nil	Nil
(c) Term Loans	1,860,256.77	Nil
(d) Inter-corporate loans and borrowing	2,885.28	Nil
(e) Commercial Paper	449,219.71	Nil
(f) Public Deposits* @	864,198.57	20,626.14 #
(g) Other Loans - Subordinated debts	504,218.49	1,928.32 #
- Cash Credit	68,259.56	Nil
- Deposits from corporates	21,660.18	111.78
- Senior secured notes	253,826.56	Nil
@ excludes deposits from corporates		
*Please see note 1 below		
# Represent amounts unclaimed		

(Rs. in lacs)

	Amount outstanding	Amount overdue
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures	Nil	Nil
(b) In the form of partly secured debentures i.e	Nil	Nil
debentures where there is a shortfall in the value of security		
(c) Other public deposits @	864,198.57	20,626.14
@ excludes deposits from corporates		
*Please see note 1 below		
# Represent amounts unclaimed		

(Rs. in lacs)

Assets side :	Amount outstanding
(3) Break-up of loans and advances including bills receivables (other than those included in (4) below):	
(a) Secured	1,276,779.67
(b) Unsecured	179,492.87

(Rs. in lacs)

		Amount outstanding
(4)	**Break up of leased assets and stock on hire and other assets counting towards AFC activities**	
(i)	Lease assets including lease rentals under sundry debtors :	
(a)	Financial lease	Nil
(b)	Operating lease	Nil
(ii)	Stock on hire including hire charges under sundry debtors :	
(a)	Assets on hire	Nil
(b)	Repossessed Assets	Nil
(iii)	Other loans counting towards AFC Activities :	
(a)	Loans where assets have been repossessed	27,706.56
(b)	Loans other than (a) above	6,567,679.44

(Rs. in lacs)

		Amount outstanding
(5)	**Break-up of investments :**	
	Current investments :	
1.	**Quoted :**	
(i)	Shares : (a) Equity	Nil
	(b) Preference	Nil
(ii)	Debenture and bonds	Nil
(iii)	Units of mutual funds	Nil
(iv)	Government securities	Nil
(v)	Others (Please specify)	Nil
2.	**Unquoted :**	
(i)	Shares: (a) Equity	Nil
	(b) Preference	Nil
(ii)	Debentures and bonds	Nil
(iii)	Units of mutual funds	Nil
(iv)	Government securities	Nil
(v)	Others (Please specify)	Nil
	Long term investments :	
1.	**Quoted :**	
(i)	Shares : (a) Equity	Nil
	(b) Preference	Nil
(ii)	Debentures and bonds	Nil
(iii)	Units of mutual funds	Nil
(iv)	Government securities	141,098.71
(v)	Others (Please specify)	Nil
2.	**Unquoted :**	
(i)	Shares: (a) Equity	1,378.79
	(b) Preference	Nil
(ii)	Debentures and bonds	Nil
(iii)	Units of mutual funds	200.00
(iv)	Government securities	Nil
(v)	Others -Venture capital fund	65.09
	Investment in subordinated debts	5,000.00

(Rs. in lacs)

Category	Amount (Net of provisions)		
	Secured	Unsecured	Total
(6) Borrower group-wise classification of assets, financed as in (3) and (4) above : Please see note 2 below			
1. Related Parties **			
(a) Subsidiaries	Nil	Nil	**Nil**
(b) Companies in the same group	Nil	Nil	**Nil**
(c) Other related parties	Nil	Nil	**Nil**
2. Other than related parties	7,372,337.07	154,796.90	**7,527,133.97**

(Rs. in lacs)

Category	Market Value / Break up or fair value or NAV*	Book Value (Net of Provisions)
(7) Investor group-wise classification of all investments (current and long term)in shares and securities (both quoted and unquoted): Please see note 3 below		
1. Related Parties **		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	2,896.58	1,336.96
(c) Other related parties	Nil	Nil
2. Other than related parties	148,394.04	146,405.63

* Disclosure is made in respect of available information.

** As per Accounting Standard of ICAI (Please see note 3)

(Rs. in lacs)

Particulars	Amount
(8) Other information	
(i) Gross non-performing assets	
(a) Related parties	Nil
(b) Other than related parties	737,639.32
(ii) Net non-performing assets	
(a) Related parties	Nil
(b) Other than related parties	213,114.75
(iii) Assets acquired in satisfaction of debt	Nil

Notes :

1. As defined in point xxvi of paragraph 3 of Chapter II of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
2. Provisioning norms shall be applicable as prescribed in Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (5) above.

FORM AOC-1

(Pursuant to first proviso to sub- section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part A: Subsidiaries (Refer note 34)

The Company does not have any subsidiary.

Note: Details of Subsidiaries which have been sold during the year

Sr. No.	Name of the subsidiary	% of holding sold
1	Shriram Automall India Limited	55.44

Part B: Associates and joint venture (Refer note 34)

(Rs. in lacs)

Sr. No.	Particulars - Associate	Shriram Automall India Limited
1	**Latest Audited Balance Sheet Date**	March 31, 2018
2	**Shares of Associate held by the company on the year end**	
	No.	13,369,565
	Amount of Investment in Associate (Rs. in lacs)	1,336.96
	Extent of Holding %	44.56
3	**Description of how there is significant influence**	By virtue of holdings being 20% or more
4	**Reason why the associate is not consolidated**	N.A.
5	**Networth attributable to Shareholding as per latest audited Balance Sheet (Rs. in lacs)**	2,904.35
6	**Profit/Loss for the year (Rs. in lacs)**	
	i Considered in Consolidation	228.52
	ii Not Considered in Consolidation	1,793.66

The Company does not have any joint venture.

During the year ended March 31, 2018, the Company has sold the controlling stake in its wholly owned subsidiary, Shriram Automall India Limited (SAMIL) to the extent of 16,630,435 equity shares (representing 55.44% of paid-up capital) @ Rs. 94.03 per share for a total consideration of Rs.15,637.60 lacs to MXC Solutions India Private Limited (MXC). Consequently, SAMIL has ceased to be a subsidiary and is now an associate of the Company from February 07, 2018.

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Parag Sharma
Executive Director & CFO

Mumbai
April 27, 2018

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of
Shriram Transport Finance Company Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Shriram Transport Finance Company Limited (hereinafter referred to as "the Holding Company") and its subsidiary/associate (the Holding Company and its subsidiary/associate together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidences obtained by us and through other auditors in terms of reliance on their report referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2018, their consolidated profit and their consolidated cash flows for the year ended on that date.

OTHER MATTERS

(a) We did not audit the financial statements/financial information of 1 subsidiary, whose financial statements/ financial information reflects total revenues of Rs. 7,563.59 Lacs and net cash flows amounting to Rs. 317.22 Lacs for the period ended April 1, 2017 till February 6, 2018, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also includes Group's share of consolidated net profit of Rs. 228.52 Lacs for the period from February 7, 2018 till March 31, 2018, as considered in the consolidated financial statements, in respect of 1 associate, whose standalone and consolidated financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary/ associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary/associate, is based solely on the reports of the other auditors.

(b) The comparative financial information of the Group for the year ended March 31, 2017 included in the Consolidated Financial Statements have been audited by the predecessor auditors and relied upon by us.

The report of the predecessor auditors on comparative financial information for the year ended March 31, 2017 dated April 27, 2017 expressed an unqualified opinion.

Our opinion on the Consolidated Financial Statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Group companies, its associate company incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy of the internal financial controls over financial reporting of the Group, and the operating effectiveness of such controls, we give our separate Report in the "**Annexure**".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, Refer Note 29 to the Consolidated Financial Statements;

(ii) The Group did not have any material foreseeable losses in long term contracts including derivative contracts during the year ended March 31, 2018.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary/associate company incorporated in India;

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Anup Mundhra
Partner
Membership No.:061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No.309015E

Sangeeta Gupta
Partner
Membership No.:064225

Mumbai
April 27, 2018

[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Shriram Transport Finance Company Limited on the consolidated financial statements for the year ended March 31, 2018]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of the Group, which represent companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Group, which represent companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements..

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Group, which represent companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 1 subsidiary company upto February 6, 2018 and 1 associate company from February 7, 2018, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Anup Mundhra
Partner
Membership No.:061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No.309015E

Sangeeta Gupta
Partner
Membership No.:064225

Mumbai
April 27, 2018

SHRIRAM Commercial Vehicle Finance

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2018

(Rs. in lacs)

Particulars	Note No	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	22,690.67	22,690.67
(b) Reserves and surplus	4	1,236,108.34	1,110,502.52
		1,258,799.01	**1,133,193.19**
(2) Non-current liabilities			
(a) Long-term borrowings	5	4,037,592.13	3,369,861.25
(b) Other long-term liabilities	6	163,315.42	140,515.24
(c) Long-term provisions	7	544,454.93	389,393.83
		4,745,362.48	**3,899,770.32**
(3) Current liabilities			
(a) Short-term borrowings	8	767,645.96	495,423.75
(b) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditor other than micro enterprises and small enterprises		21,976.95	17,167.28
(c) Other current liabilities	6	2,011,631.80	1,858,404.48
(d) Short-term provisions	7	43,188.51	40,609.94
		2,844,443.22	**2,411,605.45**
Total		**8,848,604.71**	**7,444,568.96**
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Property, plant and equipment		11,821.76	13,246.45
(ii) Intangible assets		173.78	176.33
(b) Non-current investments	10	149,519.80	146,792.40
(c) Deferred tax assets (net)	11	42,896.57	36,348.80
(d) Long-term loans and advances	12	5,815,231.03	4,731,203.23
(e) Other non-current assets	13	271.03	7,518.23
		6,019,913.97	**4,935,285.44**
(2) Current assets			
(a) Current investments	14	-	5,225.25
(b) Trade receivables	15	-	867.85
(c) Cash and bank balances	16	363,750.92	444,531.15
(d) Short-term loans and advances	12	2,458,767.10	2,052,752.36
(e) Other current assets	13	6,172.72	5,906.91
		2,828,690.74	**2,509,283.52**
Total		**8,848,604.71**	**7,444,568.96**
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2018

(Rs. in lacs)

Particulars	Note No	Year ended March 31, 2018	Year ended March 31, 2017
REVENUE			
Revenue from operations	**17**	1,227,716.81	1,090,271.46
Other income	**18**	6,239.64	175.61
Total Revenue		**1,233,956.45**	**1,090,447.07**
EXPENSES			
Employee benefits expense	**19**	74,667.32	58,293.31
Finance costs	**20**	537,001.16	518,570.24
Depreciation and amortisation	**9**	3,683.43	3,487.35
Provisions and write-offs	**21**	312,211.32	244,432.05
Other expenses	**22**	82,076.06	71,859.14
Total Expenses		**1,009,639.29**	**896,642.09**
Profit before exceptional items and tax		**224,317.16**	**193,804.98**
Exceptional items [refer note 36]		12,309.12	-
Profit before tax		**236,626.28**	**193,804.98**
Tax expense			
Current tax		89,625.45	72,703.23
Deferred tax		(6,668.71)	(5,461.66)
Tax paid for earlier years		(1,776.68)	-
Total Tax expense		**81,180.06**	**67,241.57**
Profit after tax		**155,446.22**	**126,563.41**
Share of profit of associate		228.52	-
Profit after tax and share of profit of associate		**155,674.74**	**126,563.41**
Earnings per share	**23**		
Basic (Rs.)		68.61	55.78
Diluted (Rs.)		68.61	55.78
Nominal value of equity share (Rs./share)		**10.00**	**10.00**
Summary of significant accounting policies	**2.1**		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

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For and on behalf of the Board of Directors of
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Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

SHRIRAM Commercial Vehicle Finance

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2018

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxes	236,626.28	193,804.98
Depreciation and amortisation	3,683.43	3,487.35
Profit arising on the sale of shares in subsidiary	(12,309.12)	-
Interest on income tax refund	(5,796.67)	-
Loss/(profit) on sale of fixed assets (net)	31.38	27.18
Provision for diminution in value of investments	699.87	0.37
Employees stock option compensation cost	(31.14)	4.28
Premium on government securities	171.48	124.17
Amortisation of discount on government securities	(227.50)	(227.97)
Amortisation of issue expenses for equity shares	416.81	152.78
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35
Amortisation of prepaid interest on commercial paper	1,663.40	-
Provision for credit loss on securitisation	6,351.21	10,173.79
Provisions for Non-performing assets and bad debt written off	292,551.77	230,583.52
Provision for diminution in fair value of assets for restructured loans	4,566.77	-
Provision for restructured performing assets	64.94	-
Contingent provision on standard assets	7,976.76	3,674.37
Operating profit before working capital changes	**537,002.09**	**442,879.17**
Movements in working capital:		
Increase/(decrease) in trade payables	9,320.61	2,779.44
Increase/(decrease) in provisions	(341.31)	(14,583.27)
Increase/(decrease) in other liabilities	91,380.72	102,355.85
Decrease/(increase) in trade receivables	(516.28)	141.63
(Increase)/decrease in investments	5,269.53	(19,556.66)
Decrease/(increase) in loans and advances	(1,638,281.29)	(531,272.48)
Decrease/(increase) in bank deposits (having original maturity of more than three months)(net)	83,431.62	(181,009.46)
Decrease/(increase) in other assets	(928.59)	(1,389.04)
Cash generated from operations	**(913,662.90)**	**(199,654.82)**
Direct taxes paid (net of refunds)	(87,675.30)	(68,070.26)
Net cash flow/(used) in operating activities (A)	**(1,001,338.20)**	**(267,725.08)**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of PPE and intangible assets	(6,642.78)	(1,787.32)
Proceeds from sale of PPE	72.92	46.93
Proceeds from sale of non-current investments	-	1,653.36
Purchase of non-current investments	(699.87)	(62.81)
Proceeds from sale of shares in subsidiary	15,637.60	-
Investment in bank deposits (having original maturity of more than three months)	299.89	-
Net cash flow/(used) in investing activities (B)	**8,667.76**	**(149.84)**

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Amount received from institutional borrowing	4,860,576.59	2,798,406.98
Amount received from senior secured notes	116,000.00	135,000.00
Increase/(decrease) in retail borrowings	(55,709.16)	16,377.50
Amount redeemed for public issue of non-convertible debentures and subordinated debts	(192,374.07)	(150,105.01)
Repayment of institutional borrowing	(3,709,250.77)	(2,470,721.02)
Dividend paid	(24,957.10)	(22,688.27)
Tax on dividend	(5,080.68)	(4,618.80)
Net cash flow from financing activities (C)	**989,204.81**	**301,651.38**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3,465.63)	33,776.46
Add: Adjustment on disposal of subsidiary	(477.80)	-
Cash and cash equivalents at the beginning of the year	114,323.66	80,547.20
Cash and cash equivalents at the end of the year	**110,380.23**	**114,323.66**

(Rs. in lacs)

Components of cash and cash equivalents	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents at the end of the year		
i) Cash on hand	7,996.25	7,910.29
ii) Cheques on hand	2,542.76	3,175.11
iii) Balances with scheduled banks in:		
Current accounts	92,946.60	102,155.05
Unclaimed dividend accounts *	1,310.11	1,083.21
Deposits with original maturity of less than three months	5,584.51	-
Total cash and cash equivalents (note 16)	**110,380.23**	**114,323.66**
Summary of significant accounting policies (note 2.1)		
The accompanying notes are an integral part of the financial statements.		

Notes

1) The entire consideration towards sale of investment in subsidiary is received in Cash and Cash equivalent (Refer note-36)

2) The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.

3) All figures in brackets indicate outflow.

*4) These balances are not available for use by the Company as they represent corresponding unclaimed dividend liability.

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

1 BASIS OF PREPARATION

The consolidated financial statements relates to M/s. Shriram Transport Finance Company Limited (the " Company") and its subsidiary and associate company (together hereinafter referred to as "Group").The financial statements have been prepared under the historical cost convention on an accrual basis in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standards) Amendment Rules, 2016. The financial statements of the Company comply with the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The assets and liabilities have been classified as current and non-current based on a twelve month operating cycle. The accounting policies have been consistently applied by the Group and are consistent with those used in the previous year. These financial statements are presented in Indian rupees and rounded off to nearest lacs unless otherwise stated.

2 BASIS OF CONSOLIDATION

(i) The financial statements of the subsidiary/associate company used in the consolidation are drawn up to the same reporting date as of the Company i.e. year ended March 31, 2018 and are prepared based on the accounting policies consistent with those used by the Company.

(ii) The financial statements of the Group have been prepared in accordance with the AS 21- 'Consolidated Financial Statements' notified under the provision of the Companies Act, 2013 (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and other generally accepted accounting principles in India.

(iii) The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Company and its subsidiary company has been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions have been fully eliminated except where losses are realised.

b) The excess of cost to the Company of its investments in the subsidiary company over its share of equity of the subsidiary company, at the dates on which the investments in the subsidiary company is made, is recognised as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary company as on the date of investment is in excess of cost of investment of the Company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

c) The difference between the proceeds from disposal of investment in subsidiary and the carrying amount of its assets and liabilities as of the date of disposal is recognised in the Statement of Profit and Loss as profit or loss on disposal of subsidiary.

d) Minority interest, if any, in the net assets of consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary company and further movements in their share in the equity, subsequent to the dates of investments as stated above.

e) Investment made by the Company in an associate company is accounted under the equity method, in accordance with the Accounting Standard 23 on "Accounting for investment in associates in Consolidated Financial Statements" (AS 23).

(iv) The subsidiary/associate company considered in the consolidated financial statements are as below (refer note 36):

Name of the subsidiary/associate Company	Country of incorporation	Share of ownership interest as at March 31, 2018	Share of ownership interest as at March 31, 2017
Shriram Automall India Limited (SAMIL) (Subsidiary upto February 6, 2018, Associate w.e.f. February 07, 2018 #)	India	44.56%	100.00%

Consolidated results of SAMIL, which includes its wholly owned subsidiary, Adroit Inspection Services Private Limited, incorporated in India, has been accounted under equity method after February 7, 2018.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.

(b) Property, plant and equipment

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance. The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/

loss arising from derecognition of an item of PPE is included in the Statement of Profit and Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.

The residual value, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if required.

(c) Depreciation

Depreciation on cost of PPE is provided on straight line method at estimated useful life, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold Improvements are amortised on a straight line basis over the period of lease or estimated period of useful life of such improvement, subject to a maximum period of 60 months.

(d) Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Intangible assets are amortised on a straight line basis over the estimated useful economic life.

Particulars	Useful life
Computer software	3 years
Trade marks	10 years

Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/sale.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

(e) Impairment of assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. The reversal of impairment is recognised in Statement of Profit and Loss, unless the same is carried at revalued amount and treated as revaluation reserve.

(f) Investments

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as 'current investments'. All other investments are classified as 'long term investments'.

'Long term investments' are carried at acquisition /amortised cost. A provision is made for diminution other than temporary on an individual basis.

'Current Investments' are carried at the lower of cost or fair value on an individual basis.

Profit or loss on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment.

Any premium or discount on acquisition is amortised over the remaining maturity of the security on constant yield to maturity basis. Such amortisation of premium/discount is adjusted against interest income from investments. The book value of the investment is reduced to the extent of amount amortised during the relevant accounting year.

Investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life as prescribed as per the Schedule II of the Companies Act, 2013.

(g) Loans

Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the Balance Sheet date as reduced by the amounts received and loans securitised

(h) Securitisation/direct assignment

The Company enters into arrangements for sale of loan receivables through direct assignment/securitisation. The said assets are derecognised upon transfer of significant risks and rewards to the purchaser and on meeting the true sale criteria.

(i) Provisioning/write off of assets

The Company assesses all loans and receivables for their recoverability and makes provision for Non-performing assets (NPA)/restructured assets as considered necessary based on past experience, emerging trends and estimates, subject to the minimum provision required as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Master Direction") as and when amended.

NPA loans where underlying asset has been repossessed are provided in full. Provision on standard assets is made as per RBI Master Direction.

Delinquencies on assets securitised/assigned are provided for based on management estimates.

(j) Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

Forward contracts

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

(k) Revenue/income recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from financing activities

- Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. All other charges relating to financing activities are recognised on accrual basis.
- Income recognised and remaining unrealised after installments become overdue for 90 days or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised.
- Additional finance charges/additional interest are treated to accrue only on realisation, due to uncertainty of realisation and are accounted accordingly.
- Income from application and processing fees, including recovery of documentation charges are recognised upfront at the inception of the contract.
- Subvention income is recognised as income over the tenor of the loan agreements. For the agreements foreclosed/transferred through assignment, balance of subvention income is recognised as income at the time of such foreclosure/transfer through assignment.

Income from securitisation

- Interest spread under par structure of securitisation/direct assignment of loan receivables is recognised on realisation over the tenure of the 'securities issued by SPV' /agreements.
- Loss (if any)/expenditure in relation to securitisation/direct assignment is recognised upfront.

Income from investments

- Interest income on fixed deposits/margin money, call money (Collateralised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated debts, non-convertible debentures, government securities, inter-corporate deposits and treasury bills are recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Discount, if any, on government and other securities acquired as long-term investments is recognised on a time proportion basis over the tenure of the securities.
- Dividend income on investments is recognised as income when right to receive payment is established by the date of Balance Sheet.
- Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognised at the time of actual sale/redemption.

Income from any other activities

- Income from services are recognised as per the terms of the contract on accrual basis.
- Income from guarantee commission is recognised on a time proportion basis taking into account the amount outstanding and the commission rate applicable.

(l) Employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

Defined Contribution schemes

All the employees of the Company are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined Benefit schemes

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

The Company fully contributes all ascertained liabilities to The Trustees - Shriram Transport Finance Company Limited Employees Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the IRDA approved Insurance Companies.

The Company recognises the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with AS-15 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise.

Other long term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(m) Leases

Where the Company is the lessee:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Where the Company is the lessor:

Assets given on operating leases are included in Investment property. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation incurred in earning rental income are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

(n) Taxation

Income-tax expense comprises current tax, deferred tax charge or credit and minimum alternative tax (MAT).

Current tax

Current income-tax is measured at the amount expected to be paid to the tax authorities after considering tax allowances, deductions and exemptions determined in accordance with Income Tax Act, 1961 and the prevailing tax laws. The tax rate and laws used to compute the amount are those which are enacted at the reporting date.

Minimum alternative tax

Minimum alternative tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal tax during the specified period. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Group and the asset can be measured reliably, and reviewed at each reporting date.

Deferred tax

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

(o) Segment reporting policies

Identification of segments:

The Group's operating businesses are organised and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different services and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

Unallocated items:

Unallocated items include income, expenses, assets and liabilities which are not allocated to any reportable business segment.

Segment policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

(p) Provisions and contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES). PES are those shares which will convert into equity shares at a later stage. Profit/loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity shares.

(r) Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs to the extent related/attributable to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Statement of Profit and Loss in the period they occur.

(s) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

(t) Employee stock compensation costs

In accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the Group measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.

(u) Debenture issue expenses

Public issue expenses, other than the brokerage, incurred on issue of debentures are charged off on a straight-line basis over the weighted average tenor of underlying debentures. The brokerage incurred on issue of debentures is treated as expenditure in the year in which it is incurred.

Expenses incurred for private placement of debentures, are charged to Statement of Profit and Loss in the year in which they are incurred.

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
3 SHARE CAPITAL		
Authorised		
647,000,000 (March 31, 2017: 647,000,000) Equity shares of Rs.10/- each	64,700.00	64,700.00
95,000,000 (March 31, 2017: 95,000,000) Preference shares of Rs.100/- each	95,000.00	95,000.00
	159,700.00	**159,700.00**
Issued share capital		
226,936,877 (March 31, 2017: 226,936,877) equity shares of Rs. 10/- each	22,693.69	22,693.69
Subscribed share capital		
226,930,736 (March 31, 2017: 226,930,736) equity shares of Rs. 10/- each	22,693.07	22,693.07
Paid up share capital (fully paid up)		
Equity shares		
226,882,736 (March 31, 2017: 226,882,736) equity shares of Rs. 10/- each	22,688.27	22,688.27
Add: 48,000 (March 31, 2017: 48,000) equity shares of Rs.10/- each (Rs. 5/- each paid up forfeited)	2.40	2.40
Total	**22,690.67**	**22,690.67**

	As at March 31, 2018		As at March 31, 2017	
	Number of shares	Rs. in lacs	Number of shares	Rs. in lacs
a. Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period				
Shares outstanding at the beginning of the year	226,882,736	22,688.27	226,882,736	22,688.27
Movement during the year	-	-	-	-
Shares outstanding at the end of the year	**226,882,736**	**22,688.27**	**226,882,736**	**22,688.27**

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend is subject to the approval of the shareholders in the ensuing annual general meeting.

During the year ended March 31, 2018, the amount of per equity share dividend proposed in total for distributions to equity shareholders is Rs. 11.00 (March 31, 2017 : Rs. 10.00). Out of the said total dividend proposed for the year ended March 31, 2018, amount of interim dividend paid during the year was Rs. 5.00 (March 31, 2017 : Rs. 4.00) per equity share and amount of final dividend proposed by the Board of Directors is Rs. 6.00 (March 31, 2017: Rs. 6.00) per equity share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate number of equity shares issued for consideration other than cash during the period of five years immediately preceeding the reporting date:

The Company has issued total 18,800 (March 31, 2017 : 582,168) equity shares during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee service and includes Nil (March 31, 2017 : 500,868) equity shares issued on account of merger of Shriram Holdings (Madras) Private Limited.

d. Details of shareholders holding more than 5% equity shares in the Company

Details of shareholding	As at March 31, 2018		As at March 31, 2017	
Name of the shareholder	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Equity shares of Rs. 10/- each				
Shriram Capital Limited	59,173,023	26.08%	59,173,023	26.08%
Piramal Enterprises Limited	22,600,000	9.96%	22,600,000	9.96%

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal ownerships of shares.

3 SHARE CAPITAL (Contd.)

e. Proposed dividends on equity shares:

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
The Board proposed dividend on equity shares		
Proposed dividend on equity shares for the year ended on March 31, 2018: Rs. 6.00 per share (March 31, 2017: Rs. 6.00 per share)	13,612.96	13,612.96
Tax on proposed dividend	2,798.18	2,771.28
Total	**16,411.14**	**16,384.24**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
4 RESERVES AND SURPLUS		
Capital reserve		
Opening Balance	2,761.83	2,761.83
Add: On account of sale of subsidiary [refer note 36]	1,338.87	-
Closing balance	**4,100.70**	**2,761.83**
Capital redemption reserve	**5,388.35**	**5,388.35**
Securities premium account	**175,481.06**	**175,481.06**
Debenture redemption reserve		
Opening Balance	62,889.61	78,834.65
Add: Transfer from surplus in the Statement of Profit and Loss	9,206.55	23,710.34
Less: Transfer to general reserve on account of redemption	(50,437.31)	-
Less: Transfer to surplus in Statement of Profit and Loss on account of redemption	-	(39,655.38)
Closing balance	**21,658.85**	**62,889.61**
Stock option outstanding		
Employee stock option outstanding	-	31.14
Less : Deferred employee compensation outstanding	-	-
Closing balance	**-**	**31.14**
General reserve		
Opening Balance	115,253.63	102,653.63
Add: Transfer from surplus in the Statement of Profit and Loss	15,700.00	12,600.00
Add: Transfer from debenture redemption reserve	50,437.31	-
Closing balance	**181,390.94**	**115,253.63**
Other reserves - Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
Opening Balance	234,055.44	208,855.44
Add: Transfer from surplus in the Statement of Profit and Loss	31,400.00	25,200.00
Closing balance	**265,455.44**	**234,055.44**
Surplus in Statement of Profit and Loss		
Opening Balance	514,641.46	420,855.84
Add: Profit for the current year	157,340.17	126,563.41
Less: Gain on disposal of share in subsidiary	(1,665.43)	-
Add / Less: Appropriations		
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(31,400.00)	(25,200.00)

4 RESERVES AND SURPLUS (Contd.)

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
Transfer to capital reseve	(1,338.87)	-
Transfer to general reserve	(15,700.00)	(12,600.00)
Transfer to/from debenture redemption reserve	(9,206.55)	15,945.04
Interim dividend [amount Rs. 5.00 per share (March 31, 2017: Rs. 4.00 per share)]	(11,344.14)	(9,075.31)
Tax on interim dividend	(2,309.40)	(1,847.52)
Final dividend for the year ended March 31, 2017: Rs. 6.00 per share	(13,612.96)	-
Tax on dividend	(2,771.28)	-
Total appropriations	**(87,683.20)**	**(32,777.79)**
Net surplus in Statement of Profit and Loss	**582,633.00**	**514,641.46**
Total	**1,236,108.34**	**1,110,502.52**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities*	Non-current portion	Current maturities*
5 LONG-TERM BORROWINGS				
Subordinated debts (unsecured)				
- Bonds	65,342.30	46,957.00	112,389.15	8,042.52
- Debentures	302,379.00	39,341.00	198,820.00	28,353.76
Redeemable non-convertible debentures				
Secured	1,920,152.15	513,410.88	1,420,223.18	414,542.93
Less: Unamortised discount	(73.22)	(44.98)	-	(0.08)
	1,920,078.93	**513,365.90**	**1,420,223.18**	**414,542.85**
Senior secured notes	251,000.00	-	135,000.00	-
Term loans from banks				
Unsecured	-	-	-	10,000.00
Secured	776,228.02	568,985.47	823,545.81	595,885.87
Deposits (unsecured)				
- From public	520,871.35	268,239.35	517,231.40	317,590.65
- From corporates	8,585.41	12,294.07	4,048.57	8,541.10
Term loans from financial institutions/corporates				
Secured	192,750.00	77,333.33	158,333.33	59,666.67
Loans and advances from related parties [refer note 28]				
Subordinated debts (unsecured) - Bonds				
from Associate	144.29	102.62	-	-
from Relative of key management personnel	-	0.80	0.80	-
from Enterprises having significant influence over the Company	208.53	54.27	262.80	24.87
Subordinated debts (unsecured) - Debentures				
from Enterprises having significant influence over the Company	-	-	-	23.47
Redeemable non-convertible debentures (secured)				
from Relative of key management personnel	-	1.10	1.70	0.50
Deposits from public (unsecured)				
from Relative of key management personnel	4.30	2.83	4.51	1.96
Total	**4,037,592.13**	**1,526,677.74**	**3,369,861.25**	**1,442,674.22**

*Amount disclosed under the Note 6-Other current liabilities

5 LONG-TERM BORROWINGS (Contd.)

A) Subordinated debt -unsecured

I) Subordinated debt -unsecured - Bonds

i) Privately placed subordinated debts of Rs. 1,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12% €	>=12% <14%	
24-36 months €	-	34,263.46	-	**34,263.46**
12-24 months €	-	31,431.66	-	**31,431.66**
Total	**-**	**65,695.12**	**-**	**65,695.12**
Current maturity				
Upto 12 months €	**5.40**	**47,109.29**	**-**	**47,114.69**

€ includes Rs. 510.51 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long-term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10% €	>=10% <12% €	>=12% <14%	
36-48 months €	-	34,238.00	-	**34,238.00**
24-36 months €	-	31,365.52	-	**31,365.52**
12-24 months €	5.40	47,043.83	-	**47,049.23**
Total	**5.40**	**112,647.35**	**-**	**112,652.75**
Current maturity				
Upto 12 months €	**1,479.73**	**6,587.66**	**-**	**8,067.39**

€ includes Rs. 421.29 lacs issued to related parties.

(Rs. in lacs)

Subordinated debts (unsecured) - Bonds	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed	65,695.12	47,114.69	112,652.75	8,067.39
Total Subordinated debts (unsecured) - Bonds	**65,695.12**	**47,114.69**	**112,652.75**	**8,067.39**
Less: issued to related parties	352.82	157.69	263.60	24.87
Issued to other than related parties	**65,342.30**	**46,957.00**	**112,389.15**	**8,042.52**

II) Subordinated debt -unsecured - Debentures

i) Privately placed subordinated debts of Rs. 100,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
24-36 months	-	7,300.00	-	**7,300.00**
12-24 months	-	6,469.00	-	**6,469.00**
Total	**-**	**13,769.00**	**-**	**13,769.00**
Current maturity				
Upto 12 months	**-**	**-**	**4,541.00**	**4,541.00**

5 LONG-TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2017

Long-term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
36-48 months	-	7,300.00	-	**7,300.00**
24-36 months	-	6,469.00	-	**6,469.00**
12-24 months	-	-	4,541.00	**4,541.00**
Total	**-**	**13,769.00**	**4,541.00**	**18,310.00**

Current maturity

Outstanding as at March 31, 2017 : Rs. Nil.

ii) Privately placed subordinated debts of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
Over 60 months	160,400.00	41,470.00	-	**201,870.00**
48-60 months	-	29,740.00	-	**29,740.00**
36-48 months	-	-	5,000.00	**5,000.00**
24-36 months	-	45,000.00	-	**45,000.00**
12-24 months	-	7,000.00	-	**7,000.00**
Total	**160,400.00**	**123,210.00**	**5,000.00**	**288,610.00**
Current maturity				
Upto 12 months	**2,500.00**	**25,630.00**	**6,670.00**	**34,800.00**

Terms of repayment as on March 31, 2017

Long-term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
Over 60 months	17,500.00	71,210.00	-	**88,710.00**
48-60 months	-	-	5,000.00	**5,000.00**
36-48 months	-	45,000.00	-	**45,000.00**
24-36 months	-	7,000.00	-	**7,000.00**
12-24 months	2,500.00	25,630.00	6,670.00	**34,800.00**
Total	**20,000.00**	**148,840.00**	**11,670.00**	**180,510.00**
Current maturity				
Upto 12 months	**25,000.00**	**500.00**	**-**	**25,500.00**

iii) Public issue of subordinated debt of Rs. 1,000/- each (2010)-quoted

Long-term borrowing

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Current maturity (Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2018 €	As at March 31, 2017 €	Redeemable at par on
Option -IV €	10.40%	-	91.00	June 1, 2017
Option -V €	10.25%	-	110.30	June 1, 2017
	10.75%	-	204.32	June 1, 2017
	11.00%	-	2,471.61	June 1, 2017
Total		**-**	**2,877.23**	

€ includes Rs. Nil (March 31, 2017: Rs. 23.47 lacs) issued to related parties.

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Subordinated debts (unsecured) - Debentures	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii)	302,379.00	39,341.00	198,820.00	25,500.00
Public issue (iii)	-	-	-	2,877.23
Total Subordinated debts (unsecured) - Debentures	**302,379.00**	**39,341.00**	**198,820.00**	**28,377.23**
Less: issued to related parties	-	-	-	23.47
Issued to other than related parties	**302,379.00**	**39,341.00**	**198,820.00**	**28,353.76**

B) Redeemable non-convertible debenture (NCD) -secured

i) Privately placed redeemable non-convertible debentures of Rs. 1,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing

Outstanding as at March 31, 2018 : Rs. Nil.

Current maturity

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total *
	< 10%	>= 10% < 12%	>= 12% < 14%	
Upto 12 months	-	**1,965.08**	-	**1,965.08**

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total *
	< 10%	>= 10% < 12%	>= 12% < 14%	
12-24 months	-	1,965.83	-	**1,965.83**
Total	-	**1,965.83**	-	**1,965.83**
Current maturity				
Upto 12 months	-	**9,277.07**	**939.52**	**10,216.59**

Nature of security

Secured by equitable mortgage of immovable property. Further secured by charge on plant and machinery, furniture and other fixed assets of the Company, charge on Company's hypothecation loans, other loans, advances and investments of the Company subject to prior charges created or to be created in favour of the Company's bankers, financial institutions and others.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

* Amount pertains to debentures issued prior to notification of the RBI Circular DNBD(PD) CC No. 330/03.10.001/2012-13 dated June 27, 2013.

ii) Privately placed redeemable non-convertible debenture of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (gross of unamortised discount on debenture of Rs. 73.22 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10% *^¥	>= 10% < 12% ^	>= 12% < 14%	
Over 60 months	96,710.00	136,720.00	-	**233,430.00**
48-60 months	150,650.00	-	-	**150,650.00**
36-48 months ^	437,290.00	13,000.00	-	**450,290.00**
24-36 months ^¥	210,500.00	102,500.00	-	**313,000.00**
12-24 months *^¥	701,000.00	-	-	**701,000.00**
Total	**1,596,150.00**	**252,220.00**	-	**1,848,370.00**

* Includes 1 NCD of Rs. 30,000.00 lacs partly paid to the extent of Rs. 500,000/-
* Includes 4 NCD of Rs. 15,500.00 lacs partly paid to the extent of Rs. 50,000/-
* Includes 2 NCD of Rs. 9,000.00 lacs partly paid to the extent of Rs. 60,000/-
^NCD amounting to Rs. 193,700.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

5 LONG-TERM BORROWINGS (Contd.)

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.87%	11,000.00	August 7, 2020
2	8.10%	30,000.00	March 23, 2020
Total		**41,000.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 44.98 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%¥^	>= 10% < 12%^	>= 12% < 14%	
Upto 12 months ¥^	**438,700.00**	**37,800.00**	-	**476,500.00**

^NCD amounting to Rs. 197,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.06%	10,000.00	September 29, 2018
2	7.95%	25,000.00	July 12, 2018
3	8.25%	10,000.00	July 9, 2018
4	8.65%	25,000.00	July 9, 2018
5	9.31%	75,000.00	January 18, 2019
Total		**145,000.00**	

Terms of repayment as on March 31, 2017

Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10% *^¥	>= 10% < 12% ^	>= 12% < 14%	
Over 60 months	93,210.00	136,720.00	-	**229,930.00**
48-60 months^	239,600.00	13,000.00	-	**252,600.00**
36-48 months ¥^	57,500.00	102,500.00	-	**160,000.00**
24-36 months *^	397,500.00	-	-	**397,500.00**
12-24 months^	233,700.00	37,800.00	-	**271,500.00**
Total	**1,021,510.00**	**290,020.00**	-	**1,311,530.00**

* Includes 1 NCD of Rs. 30,000.00 lacs partly paid to the extent of Rs. 500,000/-

^NCD amounting to Rs. 113,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.87%	11,000.00	August 7, 2020
2	8.10%	30,000.00	March 23, 2020
Total		**41,000.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 0.08 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%¥^*	>= 10% < 12%^	>= 12% < 14%^	
Upto 12 months* ¥^	**116,130.00**	**97,000.00**	**500.00**	**213,630.00**

* Includes 1 NCD of Rs. 35,000.00 lacs partly paid to the extent of Rs. 500,000/-

^NCD amounting to Rs. 16,230.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.61%	35,000.00	July 17, 2017
Total		**35,000.00**	

5 LONG-TERM BORROWINGS (Contd.)

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

iii) Privately placed redeemable non-convertible debenture of Rs. 3,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.)

Outstanding as at March 31, 2018 : Rs. Nil.

Current maturity (gross of unamortised discount on debenture of Rs. Nil.)

Outstanding as at March 31, 2018 : Rs. Nil.

Terms of repayment as on March 31, 2017

Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.)

Outstanding as at March 31, 2017 : Rs. Nil.

Current maturity (gross of unamortised discount on debenture of Rs. Nil.) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	
Upto 12 months*	-	1,200.00	-	**1,200.00**
Total	-	**1,200.00**	-	**1,200.00**

*Partly paid to the extent of Rs. 100,000/-

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

iv) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2010)

Terms of repayment

Long-term borrowing

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Current maturity (Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Option - II	9.50%	-	278.58	June 1, 2017	-
	10.00%	-	453.23	June 1, 2017	-
	10.25%	-	3,190.88	June 1, 2017	-
	10.50%	-	538.74	June 1, 2017	-
Total		-	**4,461.43**		

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 41,689.68 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

Subject to the provisions of The Companies Act, 2013, where the Company has fully redeemed or repurchased any Secured NCD(s), the Company shall have the right to keep such Secured NCDs in effect without extinguishment thereof, for the purpose of resale or reissue.

The Company has bought back NCDs of Rs. 1,000.00 lacs on July 14, 2011, Rs 128.64 lacs on October 28, 2014 and as per the terms of the issue Rs. 7,472.34 lacs were redeemed on June 1, 2013, Rs. 7,472.34 lacs were redeemed on June 1, 2014 and Rs. 10,443.36 lacs were redeemed on June 1, 2015.

Put options were exercised for option I on June 1, 2013 and Rs. 9,019.04 lacs were paid on July 5, 2013 in compliance with the terms of issue.

Put options were exercised for option II on June 1, 2015 and Rs. 1,440.95 lacs were paid on July 2, 2015 and Rs. 251.58 lacs were paid on July 3, 2015 in compliance with the terms of issue.

As per the terms of the issue Rs. 4,461.43 lacs were redeemed on June 1, 2017.

5 LONG-TERM BORROWINGS (Contd.)

v) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2012)

Terms of repayment

Long-term borrowing

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Current maturity (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II *	11.40% *	-	13,393.84	August 9, 2017	-
	10.50%	-	12,800.42	August 9, 2017	-
Series - IV *	11.40% *	-	6,329.07	August 9, 2017	-
	10.50%	-	98.06	August 9, 2017	-
Total		-	**32,621.39**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs) issued to related parties .

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 60,000/- lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

The Company has bought back non-convertible debentures of Rs. 54.85 lacs on October 28, 2014.

As per the terms of the issue Rs. 27,323.76 lacs were redeemed on August 7, 2015 and Rs. 32,621.39 lacs were redeemed on August 9, 2017.

vi) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2013)-1

Terms of repayment

Long-term borrowing (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II*	11.15%*	-	11,549.21	July 31, 2018	-
	9.80%	-	3,390.83	July 31, 2018	-
Series - III	10.63%	-	5,812.11	July 31, 2018	-
	9.40%	-	84.91	July 31, 2018	-
Series - V	11.15%	-	2,619.12	July 31, 2018	-
	9.80%	-	22.23	July 31, 2018	-
Total		-	**23,478.41**		

* includes Rs. Nil (March 31, 2017: Rs. 1.20 lacs) issued to related parties.

Current maturity (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018 *	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II*	11.15%	-	11,549.21	July 31, 2017	-
	9.80%	-	3,390.83	July 31, 2017	-
	11.15% *	11,565.05	-	July 31, 2018	-
	9.80%	3,374.99	-	July 31, 2018	-
Series - III	10.63%	5,823.40	-	July 31, 2018	-
	9.40%	73.62	-	July 31, 2018	-
Series - V	11.15%	-	2,619.12	July 31, 2017	-
	9.80%	-	22.23	July 31, 2017	-
	11.15%	2,634.62	-	July 31, 2018	-
	9.80%	6.73	-	July 31, 2018	-
Total		**23,478.41**	**17,581.39**		

* includes Rs. 0.60 lacs (March 31, 2017: Rs. Nil) issued to related parties.

5 LONG-TERM BORROWINGS (Contd.)

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 73,589.04 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

The Company has bought back non-convertible debentures of Rs. 19.14 lacs on October 28, 2014.

As per the terms of the issue Rs. 32,510.10 lacs were redeemed on July 31, 2016 and Rs. 17,581.39 lacs were redeemed on July 31, 2017.

vii) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2013)-2

Terms of repayment

Long-term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	Redeemable at par on	Put and Call option
Series - II *	11.50% *	-	3,165.95	October 24, 2018	-
	10.75%	-	7,487.57	October 24, 2018	-
Series - III	11.75%	4,695.66	4,695.64	October 24, 2020	-
	10.75%	3,061.89	3,061.91	October 24, 2020	-
Series - V	11.50%	-	806.75	October 24, 2018	-
	10.75%	-	8.22	October 24, 2018	-
Series - VI	11.75%	1,347.03	1,347.84	October 24, 2020	-
	10.75%	25.49	24.68	October 24, 2020	-
Total		**9,130.07**	**20,598.56**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs) to issued to related parties .

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - II *	11.50% *	3,181.74	-	October 24, 2018	-
	10.75%	7,471.78	-	October 24, 2018	-
Series - V	11.50%	802.55	-	October 24, 2018	-
	10.75%	12.42	-	October 24, 2018	-
Total		**11,468.49**	-		

* includes Rs. 0.50 lacs (March 31, 2017: Rs. Nil) issued to related parties .

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 50,000.00 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

As per the terms of the issue Rs. 29,401.44 lacs were redeemed on October 24, 2016.

5 LONG-TERM BORROWINGS (Contd.)

viii) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2014)

Terms of repayment

Long-term borrowing (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - II	10.00%	33,141.05	33,150.36	July 15, 2019	-
	11.25%	3,463.73	3,328.32	July 15, 2019	-
	11.50%	1,806.25	1,932.35	July 15, 2019	-
Series - III	10.15%	5,343.24	5,333.34	July 15, 2021	-
	11.50%	6,085.86	5,834.06	July 15, 2021	-
	11.75%	2,177.77	2,439.47	July 15, 2021	-
Series - IV	9.57%	20.33	31.42	July 15, 2019	-
	10.71%	1,706.96	1,619.62	July 15, 2019	-
	10.94%	1,056.35	1,132.60	July 15, 2019	-
Series - V	9.71%	9.39	3.45	July 15, 2021	-
	10.94%	2,528.16	2,422.77	July 15, 2021	-
	11.17%	981.11	1,092.44	July 15, 2021	-
Series - VII	10.00%	14.72	2.71	July 15, 2019	-
	11.25%	1,083.14	1,067.94	July 15, 2019	-
	11.50%	422.37	449.58	July 15, 2019	-
Series - VIII	10.15%	31.86	25.25	July 15, 2021	-
	11.50%	2,025.80	1,971.58	July 15, 2021	-
	11.75%	753.99	814.82	July 15, 2021	-
Total		**62,652.08**	**62,652.08**		

Current maturity (Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on	Put and Call option
Series - I	9.85%	-	111,396.77	July 15, 2017	-
	11.00%	-	7,215.46	July 15, 2017	-
	11.25%	-	7,280.45	July 15, 2017	-
Series - VI	9.85%	-	5,506.59	July 15, 2017	-
	11.00%	-	2,466.85	July 15, 2017	-
	11.25%	-	966.51	July 15, 2017	-
Total		-	**134,832.63**		

Nature of security

Secured by specific assets covered under hypothecation loan agreements and by way of exclusive charge and equitable mortgage of immovable property.

The Company has utilised the entire sum of Rs. 197,484.71 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

As per the terms of the issue Rs. 134,832.63 lacs were redeemed on July 15, 2017.

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Non-convertible debentures- secured (gross of unamortised discount on debenture)	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	1,848,370.00	478,465.08	1,313,495.83	225,046.59
Public issue (iv+v+vi+vii+viii)	71,782.15	34,946.90	106,729.05	189,496.84
Total non-convertible debentures- secured	**1,920,152.15**	**513,411.98**	**1,420,224.88**	**414,543.43**
Less: issued to related parties	-	1.10	1.70	0.50
Issued to other than related parties	**1,920,152.15**	**513,410.88**	**1,420,223.18**	**414,542.93**

C) **Senior secured notes**

Senior secured notes of Rs. 10,000,000/- each

Terms of repayment

Long-term borrowing

(Rs. in lacs)

Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	Redeemable at par on
Senior secured notes	8.10%	84,000.00	-	June 8, 2023
Senior secured notes	7.90%	32,000.00	-	March 12, 2021
Senior secured notes	8.25%	135,000.00	135,000.00	February 18, 2020
Total		**251,000.00**	**135,000.00**	

During the year, the Company issued senior secured notes in offshore market (notes) aggregating to INR 116,000 lacs consisting of INR 84,000 lacs 8.10% notes due 2023 and INR 32,000 lacs 7.90% notes due 2021 payable in US dollars under INR 500,000 lacs Medium Term Note Programme. The notes issued by the Company are listed on Singapore Stock Exchange (SGX- ST).

The Company has utilised the entire sum of borrowing raised from Senior secured notes towards asset financing activities as per the objects stated in the prospectus for the issue.

During the year ended March 31, 2017, the Company has issued Rs. 135,000.00 lacs 8.25 % senior secured notes at the price of 100.18% that are due for repayment on February 18, 2020. The said notes (with ISIN - XS 1549374475) are listed and traded on the Singapore Exchange (SGX-ST) with a minimum board lot size of S$200,000.

The Company has utilised the entire sum of Rs. 135,000.00 lacs raised from Senior secured notes towards asset financing activities as per the objects stated in the prospectus for the issue.

Current maturity

Outstanding as at March 31, 2018 and March 31, 2017: Rs. Nil.

Nature of security

Secured by way of an exclusive fixed charge over hypothecation loans receivables of the Company.

D) **Term loans from bank- unsecured**

As at March 31, 2018

Terms of repayment

Outstanding as at March 31, 2018 : Rs. Nil.

As at March 31, 2017

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
upto 12 months	13.35%	Bullet frequency	-	10,000.00
Total			**-**	**10,000.00**

5 LONG-TERM BORROWINGS (Contd.)

E) Term loans from banks -secured

As at March 31, 2018

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	8.10% to 8.75%	20 instalments of quarterly frequency	234,784.70	62,800.00
36-48 months	8.30% to 9.20%	12 to 20 instalments of quarterly and specific frequency	207,203.07	72,958.33
24-36 months	7.85% to 9.70%	10 to 36 instalments of monthly and quarterly frequency	199,066.90	120,750.00
12-24 months	8.15% to 9.60%	1 to 36 instalments of bullet, monthly, quarterly and specific frequency	135,173.35	95,386.90
upto 12 months	2.59% to 9.70%	1 to 48 instalments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	217,090.24
Total			**776,228.02**	**568,985.47**

Loans are classified in respective time buckets based on option date.

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	8.60% to 9.50%	12 to 20 installments of quarterly and specific frequency	262,371.54	59,875.00
36-48 months	8.10% to 9.95%	15 to 20 installments of quarterly frequency	279,909.74	104,416.67
24-36 months	8.40% to 10.05%	6 to 36 installments of monthly, quarterly, half-yearly and specific frequency	144,256.16	84,225.00
12-24 months	2.59% to 10.65%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	137,008.37	191,429.00
upto 12 months	8.15% to 10.35%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	155,940.20
Total			**823,545.81**	**595,885.87**

Loans are classified in respective time buckets based on option date.

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

5 LONG-TERM BORROWINGS (Contd.)

F) Deposits from public- unsecured -Refer note 27

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12%	
48-60 months €	88,915.77	-	**88,915.77**
36-48 months €	72,392.40	-	**72,392.40**
24-36 months €	189,453.98	-	**189,453.98**
12-24 months €	146,601.21	23,512.29	**170,113.50**
Total	**497,363.36**	**23,512.29**	**520,875.65**
Current maturity			
Upto 12 months €	**255,478.75**	**12,763.43**	**268,242.18**

€ includes Rs. 7.13 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12% €	
48-60 months €	65,550.35	-	**65,550.35**
36-48 months €	58,806.65	-	**58,806.65**
24-36 months €	133,919.38	23,689.74	**157,609.12**
12-24 months €	222,523.88	12,745.91	**235,269.79**
Total	**480,800.26**	**36,435.65**	**517,235.91**
Current maturity			
Upto 12 months €	**64,474.49**	**253,118.12**	**317,592.61**

€ includes Rs. 6.47 lacs issued to related parties.

(Rs. in lacs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total Deposits from public	520,875.65	268,242.18	517,235.91	317,592.61
Less: issued to related parties	4.30	2.83	4.51	1.96
Issued to other than related parties	**520,871.35**	**268,239.35**	**517,231.40**	**317,590.65**

G) Deposits from corporates - unsecured

Terms of repayment as on March 31, 2018

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	502.61	-	502.61
36-48 months	447.40	-	447.40
24-36 months	3,504.41	-	3,504.41
12-24 months	4,101.99	29.00	4,130.99
Total	**8,556.41**	**29.00**	**8,585.41**
Current maturity			
Upto 12 months	**12,229.73**	**64.34**	**12,294.07**

5 LONG-TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2017

Long-term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	386.75	-	**386.75**
36-48 months	430.00	-	**430.00**
24-36 months	491.45	29.00	**520.45**
12-24 months	2,649.67	61.70	**2,711.37**
Total	**3,957.87**	**90.70**	**4,048.57**
Current maturity			
Upto 12 months	**5,133.16**	**3,407.94**	**8,541.10**

H) Term loan from financial institutions/corporates -secured

As at March 31, 2018

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	8.25% to 8.85%	11 to 20 installments of quarterly and specific frequency	111,250.00	47,000.00
24-36 months	8.75% to 9.25%	1 to 20 installments of bullet and quarterly frequency	77,000.00	16,000.00
12-24 months	9.25%	20 installments of quarterly frequency	4,500.00	6,000.00
upto 12 months	10.50%	6 installments of half-yearly frequency	-	8,333.33
Total			**192,750.00**	**77,333.33**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
Over 60 months	8.60% to 8.85%	11 to 20 installments of quarterly and specific frequency	46,500.00	13,500.00
36-48 months	9.50%	20 installments of quarterly frequency	43,000.00	16,000.00
24-36 months	9.10% to 9.50%	1 to 20 installments of bullet and quarterly frequency	60,500.00	6,000.00
12-24 months	10.50%	6 installments of half-yearly frequency	8,333.33	16,666.67
upto 12 months	9.50%	20 installments of specific frequency	-	7,500.00
Total			**158,333.33**	**59,666.67**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Total long-term borrowings	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Secured borrowings	3,140,056.95	1,159,685.80	2,537,104.02	1,070,095.89
Unsecured borrowings	897,535.18	366,991.94	832,757.23	372,578.33
Total long-term borrowings	**4,037,592.13**	**1,526,677.74**	**3,369,861.25**	**1,442,674.22**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Long-term	Short-term	Long-term	Short-term
6 OTHER LIABILITIES				
Creditors other than micro and small enterprises				
- for fixed assets	-	-	-	0.86
Current maturities of long-term debts [Refer note 5]	-	1,526,677.74	-	1,442,674.22
Interest accrued but not due on loans	63,679.45	154,433.75	66,114.90	141,528.24
Investor education and protection fund shall be credited by the following amounts (as and when due) #				
- Unclaimed dividend	-	1,310.11	-	1,083.21
- Unclaimed matured deposits and interest accrued thereon	-	20,737.92	-	15,530.53
- Unclaimed matured debentures and interest accrued thereon	-	3,539.22	-	5,755.28
- Unclaimed matured subordinate debts and interest accrued thereon	-	1,928.31	-	1,140.75
Temporary credit balance in bank accounts	-	10,550.58	-	8,137.03
Statutory dues payable	-	4,291.65	-	3,736.39
Unrealised gain on securitisation *	80,867.52	112,828.97	49,131.34	88,432.02
Payable on account of securitisation/assignment	3,240.75	146,243.68	8,674.69	121,897.70
Insurance premium payable	-	2,029.92	-	3,277.16
Advance from customers	-	3,040.06	-	3,262.35
Payable to Dealers	-	3,820.36	-	1,601.93
Income received in advance	-	1,167.57	-	678.44
Payable on account of forward contracts	-	1,681.39	752.68	553.49
Creditors for capital expenditure	-	925.53	-	117.45
Retention and others	15,471.86	9,171.25	15,065.25	11,606.30
Other liabilities (including Bonus payable)	55.84	7,253.79	776.38	7,391.13
Total	**163,315.42**	**2,011,631.80**	**140,515.24**	**1,858,404.48**

#There are no amounts due and outstanding to be credited to the Investor education and protection fund.

*Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/ assignment.

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Long-term	Short-term	Long-term	Short-term
7 PROVISIONS				
For employee benefits				
For gratuity [Refer note 24]	-	-	-	65.49
For leave encashment and availment	-	2,322.00	-	2,106.75
For others				
For non-performing assets [Refer note 35]	519,957.80	-	374,944.43	-
For diminution in fair value of restructured loans	4,566.77	-	-	-
For standard assets provision for restructured loans	-	64.94	-	-

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Long-term	Short-term	Long-term	Short-term
7 PROVISIONS (Contd.)				
For contingent provision on standard assets [Refer note 35]	19,930.36	9,353.83	14,449.40	6,858.03
For service tax- contested	-	8,793.99	-	8,793.99
For value added tax- contested	-	1,112.59	-	1,092.88
For income tax [net of advance tax Rs. 4,47,970.42 lacs (March 31, 2017: Rs. 362,038.61 lacs)]	-	21,541.16	-	21,692.80
Total	**544,454.93**	**43,188.51**	**389,393.83**	**40,609.94**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
8 SHORT-TERM BORROWINGS		
Secured		
Redeemable non-convertible debentures	5,000.00	75,000.00
Term loans		
From banks	232,384.55	157,346.93
From financial institutions/corporates	10,000.00	-
Loans repayable on demand		
Cash credit	68,206.70	247,076.82
Unsecured		
Term loan from banks	-	16,000.00
Inter corporate deposits from associate [Refer note 36]	2,835.00	-
Commercial papers from other than banks	455,500.00	-
Less: unamortised discount	(6,280.29)	-
	449,219.71	-
Total	**767,645.96**	**495,423.75**

A) Redeemable non-convertible debenture (NCD) -secured

Privately placed redeemable non-convertible debenture of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	<=10%*	Total
Upto 12 months*	5,000.00	**5,000.00**
Total	**5,000.00**	**5,000.00**

* Includes 1 NCD of Rs. 5,000.00 lacs partly paid to the extent of Rs. 50,000/-

Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.10%	5,000.00	May 30, 2018
Total		**5,000.00**	

Terms of repayment as on March 31, 2017

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	<=10%	Total
Upto 12 months	75,000.00	**75,000.00**
Total	**75,000.00**	**75,000.00**

8 SHORT-TERM BORROWINGS (Contd.)

Out of the above NCDs having put/call option are as under (Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.06%	50,000.00	November 1, 2017
2	8.11%	25,000.00	March 29, 2018
Total		**75,000.00**	

Nature of security

Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

B) Term loans from bank -secured

Terms of repayment (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	3.16% to 9.07%	1 to 16 installments of bullet, quarterly and half yearly frequency	232,384.55
Total			**232,384.55**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Terms of repayment (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	8.15% to 9.52%	1 to 16 installments of bullet, monthly and quarterly frequency	157,346.93
Total			**157,346.93**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

C) Term loans from financial institutions/corporates -secured

Terms of repayment (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	8.75%	Bullet frequency	10,000.00
Total			**10,000.00**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Outstanding as at March 31, 2017 : Rs. Nil.

D) Cash credit from bank (Rs. in lacs)

	Rate of interest	As at March 31, 2018
Secured by hypothecation of specific assets covered under hypothecation loan agreements	8.10% to 11.65%	68,206.70
Total		**68,206.70**

8 SHORT-TERM BORROWINGS (Contd.)

Cash credit from bank (Rs. in lacs)

	Rate of interest	As at March 31, 2017
Secured by hypothecation of specific assets covered under hypothecation loan agreements	8.60% to 11.95%	247,076.82
Total		**247,076.82**

E) Term loans from bank -unsecured

Outstanding as at March 31, 2018 : Rs. Nil.

Terms of repayment (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	9.00%	Bullet frequency	16,000.00
Total			**16,000.00**

F) Inter-corporate deposits from associate

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	9.50%	Bullet frequency	2,835.00
Total			**2,835.00**

Outstanding as at March 31, 2017 : Rs. Nil.

G) Commercial papers from other than banks (net of unamortised discount) (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	7.86 % to 8.12 %	Bullet frequency	449,219.71
Total			**449,219.71**

Note

The amount of commercial paper is disclosed at net value. The amount of unamortised discount on commercial paper is Rs. 6,280.29 lacs.

Outstanding as at March 31, 2017 : Rs. Nil.

(Rs. in lacs)

Total short-term borrowings	As at March 31, 2018	As at March 31, 2017
Secured borrowings	315,591.25	479,423.75
Unsecured borrowings	452,054.71	16,000.00
Total short-term borrowings	**767,645.96**	**495,423.75**

(Rs. in lacs)

Particulars	Property, plant and equipment (at Cost)								Intangible assets		
	Land - freehold	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvement	Total property, plant and equipment	Trade-marks	Computer software	Total intangible assets
9 FIXED ASSETS											
Gross block											
As at April 01, 2016	**4,460.79**	**668.80**	**9,036.82**	**2,747.64**	**3,100.56**	**122.70**	**10,791.59**	**30,928.90**	**4.64**	**1,555.82**	**1,560.46**
Additions	13.30	-	610.07	200.80	271.72	6.32	557.94	**1,660.15**	-	110.61	**110.61**
Deletions	-	-	404.92	53.85	54.09	1.39	312.73	**826.98**	-	-	-
Adjustment*	-	-	0.87	-	0.81	-	(1.68)	-	-	-	-
As at March 31, 2017	**4,474.09**	**668.80**	**9,242.84**	**2,894.59**	**3,319.00**	**127.63**	**11,035.12**	**31,762.07**	**4.64**	**1,666.43**	**1,671.07**
Additions	-	0.76	2,334.84	760.51	768.60	-	3,420.84	**7,285.55**	-	103.46	**103.46**
Deletions	-	3.21	639.79	56.23	40.74	5.04	275.99	**1,021.00**	-	-	-
Adjustment*	-	-	-	0.17	-	-	(0.17)	-	-	-	-
Transferred from Investment property	-	110.84	-	-	-	-	-	**110.84**	-	-	-
Transferred to investment property	-	(187.35)	-	-	-	-	-	**(187.35)**	-	-	-
On account of sale of investment in Subsidiary	(4,458.67)	(258.83)	(428.67)	(68.38)	(136.36)	(3.64)	(364.30)	**(5,718.85)**	(4.64)	(189.30)	**(193.94)**
As at March 31, 2018	**15.42**	**331.01**	**10,509.22**	**3,530.66**	**3,910.50**	**118.95**	**13,815.50**	**32,231.26**	**-**	**1,580.59**	**1,580.59**
Depreciation											
As at April 01, 2016	**-**	**117.00**	**6,054.05**	**1,352.53**	**1,797.33**	**61.35**	**6,493.83**	**15,876.09**	**2.58**	**1,399.45**	**1,402.03**
Charge for the year	-	11.39	1,046.62	475.56	208.76	8.00	1,642.07	**3,392.40**	0.47	92.24	**92.71**
Deletions	-	-	369.64	42.98	45.67	1.32	293.26	**752.87**	-	-	-
Adjustment*	-	-	0.28	0.36	0.71	-	(1.35)	-	-	-	-
As at March 31, 2017	**-**	**128.39**	**6,731.31**	**1,785.47**	**1,961.13**	**68.03**	**7,841.29**	**18,515.62**	**3.05**	**1,491.69**	**1,494.74**
Charge for the year	-	9.49	1,094.05	518.38	239.61	7.92	1,718.80	**3,588.25**	0.39	91.33	**91.72**
Deletions	-	1.00	578.12	45.66	34.24	4.79	252.89	**916.70**	-	-	-
Adjustment*	-	-	-	0.17	-	-	(0.17)	-	-	-	-
Adjustment-Transferred from investment property	-	14.37	-	-	-	-	-	**14.37**	-	-	-
Transferred to investment property	-	(68.36)	-	-	-	-	-	**(68.36)**	-	-	-
On account of sale of investment in Subsidiary	-	(20.08)	(311.57)	(42.22)	(83.31)	(3.45)	(263.05)	**(723.68)**	**(3.44)**	(176.21)	**(179.65)**
As at March 31, 2018	**-**	**62.81**	**6,935.67**	**2,216.14**	**2,083.19**	**67.71**	**9,043.98**	**20,409.50**	**-**	**1,406.81**	**1,406.81**
Net block											
As at March 31, 2017	**4,474.09**	**540.41**	**2,511.53**	**1,109.12**	**1,357.87**	**59.60**	**3,193.83**	**13,246.45**	**1.59**	**174.74**	**176.33**
As at March 31, 2018	**15.42**	**268.20**	**3,573.55**	**1,314.52**	**1,827.31**	**51.24**	**4,771.52**	**11,821.76**	**-**	**173.78**	**173.78**

*** Adjustment is on account of regrouping of fixed assets**

(Rs. in lacs)

Depreciation and amortisation	Year ended March 31, 2018	Year ended March 31, 2017
on property, plant and equipment	3,588.25	3,392.40
on intangible assets	91.72	92.71
on investment property	3.46	2.24
Total	**3,683.43**	**3,487.35**

(Rs. in lacs)

		As at March 31, 2018	As at March 31, 2017
10	**NON-CURRENT INVESTMENTS**		
1	Investment property (net of depreciation)	209.82	190.75
2	Non trade :		
A.	Investment in equity shares-unquoted	3,671.42	67.20
B.	Investment in government securities	141,098.71	141,215.85
C.	Investment in subordinated debts	5,000.00	5,078.88
D.	Investment in venture capital fund	65.09	65.09
E.	Investment in mutual fund	200.00	200.00
Less : Aggregate provision for diminution in value of investments		(725.24)	(25.37)
Total		**149,519.80**	**146,792.40**

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
1. Investment property (at cost less accumulated depreciation)					
Investment property given on operating lease [including cost of land - Rs. 69.75 lacs (March 31, 2017: Rs. 69.75 lacs)]			288.17		211.66
Less: accumulated depreciation			78.35		20.91
Net Block			**209.82**		**190.75**
2. Non trade (valued at cost unless stated otherwise)					
A. Shares : Fully paid up					
Unquoted - Equity shares					
Investment in Associate Company					
Shriram Automall India Limited (Refer note 36)					
Cost of investment	10	13,369,565	2,675.83	-	-
(including Rs. 1,338.87 lacs of Capital Reserve arising on consolidation)					
Add: - Share of post acquisition profit of associate			228.52		-
			2,904.35		-
Investment in other companies					
State Industrial Investment Corporation of Maharashtra Limited	10	50,000	40.00	50,000	40.00
Credential Finance Limited	10	25,000	-	25,000	-
(At cost less provision for other than temporary diminution in value of Rs. 25.00 lacs (March 31, 2017: Rs. 25.00 lacs))					
The Zoroastrian Co-operative Bank Limited	25	100	0.03	100	0.03
Freight Commerce Solutions Private Limited (Purchased 63,279 shares of Rs 10/- each during the year)[At cost less provision for other than temporary diminution in value of Rs. 700.24 lacs (March 31, 2017: Rs. 0.37 lacs)]	10	66,984	-	3,705	-
Shriram Seva Sankalp Foundation	10	18,000	1.80	18,000	1.80
B. Government Securities [Refer note 27]					
Quoted					
6.13% GOI Loan 2028	100	176,000	177.05	176,000	177.16
6.35% GOI Loan 2020	100	2,500,000	2,465.09	2,500,000	2,445.24
6.90% GOI Loan 2019	100	5,000,000	4,949.88	5,000,000	4,910.87
7.16% GOI Loan 2023	100	12,500,000	12,102.45	12,500,000	12,025.10
7.80% GOI Loan 2020	100	2,500,000	2,498.39	2,500,000	2,497.62
8.13% GOI Loan 2022	100	2,500,000	2,501.22	2,500,000	2,501.49
8.24% GOI Loan 2027	100	500,000	498.12	500,000	497.91

10 NON-CURRENT INVESTMENTS (Contd.)

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
8.26% GOI Loan 2027	100	7,500,000	7,405.27	7,500,000	7,395.14
8.28% GOI Loan 2027	100	15,000,000	14,456.53	15,000,000	14,399.22
8.33% GOI Loan 2026	100	7,500,000	7,493.06	7,500,000	7,492.22
8.60% GOI Loan 2028	100	7,500,000	7,897.67	7,500,000	7,936.73
8.83% GOI Loan 2023	100	10,000,000	10,050.98	10,000,000	10,059.99
8.97% GOI Loan 2030	100	2,500,000	2,627.97	2,500,000	2,638.05
8.15% GOI Loan 2026	100	10,000,000	10,066.67	10,000,000	10,074.37
7.88% GOI Loan 2030	100	28,700,000	28,724.63	28,700,000	28,726.69
8.20% GOI Loan 2025	100	8,000,000	8,080.74	8,000,000	8,091.51
7.73% GOI Loan 2034	100	9,500,000	10,101.34	9,500,000	10,137.28
8.24% GOI Loan 2033	100	3,500,000	3,875.39	3,500,000	3,933.06
7.61% GOI Loan 2030	100	5,000,000	5,126.26	5,000,000	5,276.20
C. Unquoted -Investment in subordinated debts					
Yes Bank Limited	1,000,000	500	5,000.00	500	5,000.00
Shriram City Union Finance Limited	1,000	-	-	7,259	78.88
D. Unquoted- Venture Capital fund					
ICICI Investment Management Company Limited [Subscribed during the year Rs. Nil (March 31, 2017: Rs. 62.81 lacs) and redeemed during the year is Rs. Nil (March 31, 2017: Rs. 1,653.36 lacs)]	10,000	5,519	65.09	5,519	65.09
E. Unquoted: Investment in mutual fund					
Shriram Equity & Debt Opportunities Fund Direct -Growth	10	2,000,000	200.00	2,000,000	200.00
Total			**149,519.80**		**146,792.40**
Aggregate value of quoted investments					
Cost of acquisition			141,098.71		141,215.85
Market value			143,242.80		147,662.58
Aggregate value of unquoted investments					
Cost of acquisition			8,936.51		5,411.17
Aggregate provision for diminution in value of investments			725.24		25.37
Investment property (at cost less accumulated depreciation)			209.82		190.75
Total Non-Current Investments (net of diminution in value of investments)			**149,519.80**		**146,792.40**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
11 DEFERRED TAX ASSETS (NET)		
Deferred tax asset		
Impact of difference between written down value of PPE as per books of accounts and the Income Tax Act, 1961	2,046.74	1,780.45
Disallowance under section 43B of the Income Tax Act, 1961	4,470.31	4,003.58
Provision for credit loss on securitisation	25,460.81	23,017.97
Provision for upgraded restructured assets	22.69	-
Contingent provision for standard assets	10,233.06	7,374.07
Others	678.35	376.82
Gross deferred tax assets (A)	**42,911.96**	**36,552.89**
Deferred tax liability		

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
11 DEFERRED TAX ASSETS (NET) (Contd.)		
Public issue expenses for non-convertible debentures	9.54	204.09
Others	5.85	-
Gross deferred tax liability (B)	**15.39**	**204.09**
Net deferred tax assets (A-B)	**42,896.57**	**36,348.80**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-Current Portion	Current Portion #	Non-Current Portion	Current Portion #
12 LOANS AND ADVANCES				
Unsecured, considered good				
Capital advances	234.71	-	172.86	-
Security deposits	3,349.08	752.69	2,525.44	1,250.23
Secured, considered good				
Hypothecation loans	4,902,611.18	2,172,080.30	4,067,633.77	1,829,435.86
Retained interest on securitisation	47,930.94	36,192.47	36,677.33	36,520.69
Other loans	147.39	260.04	153.27	434.22
Securitisation deferred consideration receivable *	80,867.52	112,828.97	49,131.34	88,432.02
Unsecured, considered good				
Unsecured loans	27,178.63	125,037.46	18,934.21	87,635.98
Advance - hypothecation loans	-	2,580.81	-	1,519.09
Unsecured, considered good				
Advance recoverable from associate company [Refer note 36]	-	12.31	-	-
Unsecured, considered good				
Other receivables	-	1,292.06	-	411.42
Advances recoverable in cash or in kind or for value to be received	206.40	2,548.19	487.59	2,258.58
Taxes paid under protest	6,385.31	-	5,985.73	-
Service tax credit (input) receivable	-	-	-	4,378.16
Goods & service tax credit (input) receivable	-	4,637.59	-	-
Prepaid expenses	274.66	544.21	110.77	476.11
Advance income tax (net of provision for taxation) [net of provision for income tax Rs. 235,687.55 lacs (March 31, 2017: Rs. 236,191.09 lacs)]	8,405.89	-	8,547.34	-
Doubtful				
Secured hypothecation loans	712,943.35	-	513,127.72	-
Unsecured loan	24,452.48	-	27,413.04	-
Advances recoverable in cash or in kind or for value to be received	191.84	-	274.39	-
Security deposits	51.65	-	28.43	-
Total	**5,815,231.03**	**2,458,767.10**	**4,731,203.23**	**2,052,752.36**

Includes current maturities of long-term loans and advances

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised/assigned deals.

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-current portion	Current portion	Non-current portion	Current portion
13 OTHER ASSETS				
Unsecured, considered good				
Margin money deposit with banks (Refer note 16)	253.22	-	7,150.08	-
Plan asset - gratuity (Refer note 24)	-	193.17	-	-
Interest accrued on investments	-	2,518.43	3.39	2,348.09
Interest accrued on fixed deposits with banks	17.81	3,433.83	73.44	2,843.62
Public issue expenses for non-convertible debentures	-	27.29	27.29	562.42
Issue expenses for equity shares	-	-	264.03	152.78
Total	**271.03**	**6,172.72**	**7,518.23**	**5,906.91**

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017
14 CURRENT INVESTMENTS		
1 Investment in subordinated debt	-	4.28
2 Investments in non-convertible debentures	-	5,220.97
Total	-	**5,225.25**

(Rs. in lacs)

Particulars	Face value (Rs.)	Quantity As at March 31, 2018	Amount As at March 31, 2018	Quantity As at March 31, 2017	Amount As at March 31, 2017
1 Current portion of long-term investments (valued at cost unless otherwise mentioned)					
Unquoted: Investment in subordinated debt					
Shriram City Union Finance Limited	1,000	-	-	265	4.28
2 Current Investments (at lower of cost and fair value)					
Quoted- Investments in non-convertible debentures					
Dewan Housing Fin Corp Ltd (Sold during the year)	1,000	-	-	500,000	5,220.97
Total			-		**5,225.25**
Aggregate value of quoted investments					
Cost of acquisition			-		5,220.97
Market value			-		5,314.19
Aggregate value of unquoted investments					
Cost of acquisition			-		4.28
Aggregate provision for diminution in value of investments			-		-
Total of Current Investments (net of diminution in value of investments)			-		**5,225.25**

(Rs. in lacs)

	As at March 31, 2018 Current portion	As at March 31, 2017 Current portion
15 TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Others	-	867.85
Total	-	**867.85**

(Rs. in lacs)

	As at March 31, 2018		As at March 31, 2017	
	Non-Current portion	Current portion	Non-Current portion	Current portion
16 CASH AND BANK BALANCES				
Cash and cash equivalents				
i) Balances with scheduled banks in:				
Current accounts	-	92,946.60	-	102,155.05
Unclaimed dividend accounts	-	1,310.11	-	1,083.21
Deposits with original maturity of less than three months	-	5,584.51	-	-
ii) Cheques on hand	-	2,542.76	-	3,175.11
iii) Cash on hand	-	7,996.25	-	7,910.29
	-	**110,380.23**	**-**	**114,323.66**
Other bank balances				
Deposits with original maturity for more than 12 months	-	9.02	-	300.25
Deposits with original maturity for more than 3 months but less than 12 months @	-	37,410.11	-	152,520.31
Margin money deposit #	253.22	215,951.56	7,150.08	177,386.93
	253.22	**253,370.69**	**7,150.08**	**330,207.49**
Amount disclosed under non-current assets [Refer note 13]	**(253.22)**	-	**(7,150.08)**	-
Total	**-**	**363,750.92**	**-**	**444,531.15**

@ Includes deposits of Rs. Nil (March 31, 2017 Rs. 0.71 lacs) pledged with VAT authorities.

Includes deposits of Rs. 212,778.18 lacs (March 31, 2017: Rs. 182,678.72 lacs) pledged with Banks as margin for credit enhancement, Rs. 2,860.16 lacs (March 31, 2017: Rs. 1,275.92 lacs) as margin for guarantees and Rs. 566.44 lacs (March 31, 2017: Rs. 582.38 lacs) pledged as lien against loans taken.

(Rs. in lacs)

	Year ended March 31, 2018	Year ended March 31, 2017
17 REVENUE FROM OPERATIONS		
Interest income on		
- loan portfolio and related charges	1,070,138.86	958,396.40
- direct assignment	1,899.81	10,950.06
- securitisation including interest on pass through certificates*	114,597.73	84,370.04
- margin money on securitisation/ assignments	11,623.09	9,377.02
- deposits with banks	931.87	913.50
- long-term investments	11,938.48	10,883.60
- current investments	96.82	17.44
Other financial services		
- Income from commission services- life insurance	522.80	913.39
- Income from commission services- general insurance	3,959.11	3,541.31
- Income from commission services- others	2,884.48	2,124.44
- Bad debt recovery	1,205.09	618.00
- Profit on sale of non-current investments (net)	-	0.11
- Profit on sale of current investments (net)	398.55	831.95
Facilitation fees	7,520.12	7,334.20
Total	**1,227,716.81**	**1,090,271.46**

* Includes Rs. Nil (March 31, 2017: Rs. 571.71 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
18	**OTHER INCOME**		
	Income from operating lease	20.90	7.20
	Interest on Income tax refund	5,796.67	-
	Miscellaneous income	422.07	168.41
	Total	**6,239.64**	**175.61**

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
19	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries, other allowances and bonus	67,930.17	52,891.94
	Gratuity expenses [Refer note 24]	683.62	660.57
	Contribution to provident and other funds	4,619.00	3,403.36
	Staff welfare expenses	1,434.53	1,337.44
	Total	**74,667.32**	**58,293.31**

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
20	**FINANCE COSTS**		
	Interest expense on:-		
	- Debentures	194,815.64	176,235.11
	- Senior secured notes *	12,194.74	1,908.70
	- Subordinated debts	40,120.36	40,430.12
	- Public deposits	79,931.01	85,193.73
	- Corporate deposits	346.53	506.21
	- Loans from banks	151,496.30	175,042.28
	- Loans from institutions and others	23,153.25	17,684.32
	- Commercial paper	15,064.11	7,691.49
	- Income tax	6,070.75	-
	Other borrowing costs		
	Professional charges - resource mobilisation	7,790.48	7,672.05
	Processing charges on loans	629.23	338.95
	Brokerage	4,826.34	4,792.93
	Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35
	Total	**537,001.16**	**518,570.24**

*Interest expense on Senior secured notes includes withholding tax of Rs. 525.63 lacs (March 31, 2017: Rs. Nil)

(Rs. in lacs)

		Year ended March 31, 2018	Year ended March 31, 2017
21	**PROVISIONS AND WRITE-OFFS**		
	Provision for non-performing assets [Refer note 35]	145,092.18	106,479.02
	Provision for diminution in fair value of restructured loans	4,566.77	-
	Provision for restructured performing assets	64.94	-
	Contingent provision for standard assets [Refer note 35]	7,976.76	3,674.37
	Provision for credit loss on securitisation	6,351.21	10,173.79
	Provision for diminution in value of investments	699.87	0.37
	Bad debts written off	147,459.59	124,104.50
	Total	**312,211.32**	**244,432.05**

(Rs. in lacs)

	Year ended March 31, 2018	Year ended March 31, 2017
22 OTHER EXPENSES		
Rent	9,776.27	8,910.43
Lease rent for parking yards	263.25	345.01
Electricity expenses	1,755.88	1,547.26
Repairs and maintenance		
- Plant & machinery	0.36	14.59
- Others	5,002.68	4,888.88
Rates and taxes	228.57	173.05
Printing and stationery	1,701.38	967.54
Travelling and conveyance	13,250.46	11,916.92
Advertisement	86.80	47.20
Business promotion	4,045.56	3,679.83
Outsourcing expenses	3,622.16	4,067.03
Buyer and seller facilitation expense	690.02	757.70
Royalty	13,617.91	11,030.10
Directors' sitting fees and commission	50.35	57.36
Insurance	237.43	129.45
Communication expenses	4,912.03	4,427.25
Payment to auditor [Refer note 32]		
As Auditor:		
- Audit fees	92.93	163.22
- Tax audit fees	11.21	12.68
- Out of pocket	0.91	8.86
In any other manner:		
- Certification	3.27	15.04
Bank charges	4,265.42	3,324.70
Professional charges on securitisation	2,490.51	2,391.89
Legal and professional charges	4,485.08	3,154.18
Loss on sale of fixed assets (net)	31.38	27.18
Issue expenses for equity shares	416.81	152.78
Security charges	41.71	135.32
Service charges	4,130.13	5,162.04
CSR expenses [Refer note 34]	1,881.50	1,194.65
Miscellaneous expenses	4,984.09	3,157.00
Total	**82,076.06**	**71,859.14**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
23 EARNINGS PER SHARE		
Net Profit after tax as per Statement of Profit and Loss (Rs. in lacs) (A)	155,674.74	126,563.41
Weighted average number of equity shares for calculating basic EPS (in lacs) (B)	2,268.83	2,268.83
Weighted average number of equity shares for calculating diluted EPS (in lacs) (C)	2,268.83	2,268.83
Basic earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (B)	68.61	55.78
Diluted earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (C)	68.61	55.78

24 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS:

The Group has a defined benefit gratuity plan. Every employee who completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with the insurance companies in the form of qualifying insurance policy.

The Group has funded Rs. 520.46 lacs during the financial year 2017-18 and Rs. 267.54 lacs during the financial year 2016-17.

As required by revised AS 15 'Employee Benefits' issued under Companies (Accounts) Rules, 2014, as amended, the following disclosures have been made:

Statement of Profit and Loss

Net employee benefit expense (recognised in employee cost) (Rs. in lacs)

	Gratuity	
Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Current service cost	407.94	400.28
Interest cost on benefit obligation	254.70	275.93
Expected return on plan assets	(252.26)	(239.10)
Net actuarial (gain)/loss recognised in the year	198.17	185.63
Past service cost	46.89	Nil
Net benefit expense*	**655.44**	**622.74**
Actual return on plan assets	329.11	264.50

*Gratuity expenses as per note 19 of Statement of Profit and Loss is net off benefit obligation of Rs. 15.49 lacs (March 31, 2017 - Rs. 37.65 lacs) on account of gratuity transferred from another company and short provision of relieved employees of Rs. Nil (March 31, 2017: Rs. 0.17 lacs).

Balance Sheet

Benefit asset/(liability) (Rs. in lacs)

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Present value of defined benefit obligation	4,130.32	3,761.16
Fair value of plan assets	4,323.49	3,705.99
Surplus/(deficit)	193.17	(55.17)
Less: Unrecognised past service cost	Nil	Nil
Plan asset/(liability) *	**193.17**	**(55.17)**

*Plan asset disclosed under note-13 and Gratuity liability disclosed under note 7 – Provisions is after netting off amount paid to trust on account of relieved/transferred employees Rs. Nil (March 31, 2017: Rs. 10.32 lacs).

Changes in the present value of the defined benefit obligation are as follows: (Rs. in lacs)

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Opening defined benefit obligation	3,761.16	3,683.62
Interest cost	254.70	275.93
Current service cost	407.94	400.28
Past Service Cost - Vested benefit incurred during the period	46.89	Nil
Liability transferred in/acquisitions	15.49	Nil
Benefits paid	(397.44)	(809.70)
On account of sale of Subsidiary	(233.44)	Nil
Actuarial (gains)/losses on obligation	275.02	211.03
Closing defined benefit obligation	**4,130.32**	**3,761.16**

24 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS: (Contd.)

Changes in the fair value of the plan assets are as follows: (Rs. in lacs)

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Opening fair value of plan assets	3,705.99	3,178.01
Expected return	252.26	239.10
Contributions by employer	897.89	1,073.17
Benefits paid	(397.44)	(809.70)
On account of sale of Subsidiary	(212.06)	-
Actuarial gains/(losses)	76.85	25.41
Closing fair value of plan assets	**4,323.49**	**3,705.99**

The Group's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards gratuity is Rs. 278.80 lacs (March 31, 2017: Rs. 489.47 lacs).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Gratuity	
	March 31, 2018	**March 31, 2017**
Particulars	**%**	**%**
Investments with insurer	100	100

The principal assumptions used in determining gratuity obligations for the Group's plan are shown below:

	Gratuity	
Particulars	**March 31, 2018**	**March 31, 2017**
Discount Rate	7.80%	7.22%
Expected rate of return on assets $	7.80%	7.22%
Increase in compensation cost	5.00%	5.00%
Employee turnover*	7.50% and 20.00%	7.50% and 20.00%

The estimates of future salary increases, considered in actuarial valuation, are on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*7.50% in case of employees with service period of 5 years and above and 20.00% for all other employees.
$ The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for the current year and previous four years are as follows: (Rs. in lacs)

Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Defined benefit obligation	4,130.32	3,761.16	3,683.62	2,709.10	2,128.54
Plan assets	4,323.49	3,705.99	3,178.01	2,685.99	2,073.77
Surplus/(deficit)	193.17	(55.17)	(505.61)	(23.11)	(54.77)
Experience adjustments on plan liabilities (gains)/losses	454.92	49.00	200.11	(271.95)	58.31
Experience adjustments on plan assets (losses)/gains	76.85	25.40	43.17	59.37	51.10

25 SEGMENT REPORTING

The Group has two reportable segment viz. providing finance to commercial vehicles, other loans (financing activities) and facilitating the buyers/sellers to sell their vehicles (facilitation service division) which have been identified in line with the Accounting Standard 17 on Segment Reporting, taking into the account organisational structure as well as differential risk and return of these segments. Each of the above activity is restricted to a common single geographical segment. Hence, no disclosure on geographic segment is warranted.

Year ended March 31, 2018 [Refer note 36] (Rs. in lacs)

Particulars	**Financing activities**	**Facilitation service division #**	**Total**
Segment revenue	1,220,165.70	7,774.19	**1,227,939.89**
Less: Inter segment revenue	-	223.08	**223.08**
Total revenue	1,220,165.70	7,551.11	**1,227,716.81**
Segment results	216,528.33	1,549.08	**218,077.41**

25 SEGMENT REPORTING (Contd.)

Year ended March 31, 2018 [Refer note 36] (Rs. in lacs)

Particulars	Financing activities	Facilitation service division #	Total
Less: Interest on unallocated reconciling items			**0.39**
Add: Unallocated items [includes exceptional item of Rs. 12309.12 lacs]			**18,549.26**
Profit before tax			**236,626.28**
Less: Income taxes			**81,180.06**
Profit after tax			**155,446.22**
Add: Share of profit of associate			**228.52**
Profit after taxes and share of profit of associate			**155,674.74**
Other information:			
Segment assets	8,797,302.25	-	**8,797,302.25**
Unallocated corporate assets			**51,302.46**
Total assets			**8,848,604.71**
Segment liabilities	7,568,264.04	-	**7,568,264.04**
Unallocated corporate liabilities			**21,541.16**
Total liabilities			**7,589,805.20**
Capital expenditure	7,340.83	48.18	**7,389.01**
Depreciation and amortisation	3,613.40	70.03	**3,683.43**
Other non-cash expenditure	314,200.34	31.29	**314,231.63**

Year ended March 31, 2017 (Rs. in lacs)

Particulars	Financing activities	Facilitation service division	Total
Segment revenue	1,082,874.44	7,637.72	**1,090,512.16**
Less: Inter segment revenue		240.70	**240.70**
Total revenue	1,082,874.44	7,397.02	**1,090,271.46**
Segment results	193,058.38	575.00	**193,633.38**
Less: Interest on unallocated reconciling items			**4.01**
Add: Unallocated items			**175.61**
Profit before tax			**193,804.98**
Less: Income taxes			**67,241.57**
Profit after tax			**126,563.41**
Add: Share of profit of associate			-
Profit after taxes and share of profit of associate			**126,563.41**
Other information:			
Segment assets	7,396,671.65	3,000.17	**7,399,671.82**
Unallocated corporate assets			**44,896.14**
Total assets			**7,444,567.96**
Segment liabilities	6,285,744.33	3,937.64	**6,289,681.97**
Unallocated corporate liabilities			**21,692.80**
Total liabilities			**6,311,374.77**
Capital expenditure	1,733.61	37.15	**1,770.76**
Depreciation and amortisation	3,390.78	96.57	**3,487.35**
Other non-cash expenditure	246,689.42	630.18	**247,319.60**

Facilitation service division represented by the subsidiary company, in which the controlling stake has been sold off during the year ended, hence not consolidated. Consequently assets and liabilities are disclosed as Nil as on March 31, 2018.

26 LEASES

Operating lease:

In case of assets taken on lease

The Group has taken various office premises, furniture and fixtures, computers and plant and machinery under operating lease. The lease payments recognised in the Consolidated Statement of Profit and Loss are Rs. 9,776.27 lacs (March 31, 2017: Rs. 8,910.43 lacs). Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. The non-cancellable operating lease agreements are ranging for a period 11 to 180 months. There are no restrictions imposed by lease arrangements.

26 LEASES (Contd.)

The future minimum lease payments in respect of non-cancellable operating lease as at the Balance Sheet date are summarised below :

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments:		
Not later than one year	3,105.81	2,482.34
Later than one year but not later than five years	9,835.17	5,300.09
Later than five years	3,372.07	2,280.51

In case of assets given on lease

The Company has given office premises under operating lease. The income from operating lease recognised in the Statement of Profit and Loss are Rs. 20.90 lacs (March 31, 2017: Rs. 7.20 lacs). Agreements provide for cancellation by either party or contain clause for escalation and renewal of agreements. The non-cancellable operating lease agreement is for a period of 108 months.

The future minimum lease payments in respect of non-cancellable operating lease as at the Balance Sheet date are summarised below :

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments:		
Not later than one year	14.66	-
Later than one year but not later than five years	64.12	-
Later than five years	8.43	-

27

In accordance with the Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 dated August 25, 2016, the Company has created a floating charge on the statutory liquid assets comprising of investment in government securities to the extent of Rs. 140,376.00 lacs (March 31, 2017: Rs. 140,376.00 lac) in favour of trustees representing the public deposit holders of the Company.

28 RELATED PARTY DISCLOSURE

Related party where control exists : Nil

Other related parties

Enterprises having significant influence over the Company : Shriram Capital Limited
Shriram Ownership Trust
Shriram Financial Ventures (Chennai) Private Limited
Piramal Enterprises Limited

Associates : Shriram Automall India Limited (SAMIL) (from February 07, 2018)

Related parties as per AS 18 with whom transactions have taken place during the year

Key management personnel : Mr. Umesh Revankar, Managing Director & CEO (till April 29, 2016 & from October 26, 2016 onwards)
Mr. Jasmit Singh Gujral, Managing Director & CEO (Form April 30, 2016 to October 25, 2016)

Relatives of key management personnel : Mrs. Suchita U. Revankar (spouse of Managing Director)
Mrs. Geeta G. Revankar (mother of Managing Director)
Mr. Anil G. Revankar (brother of Managing Director)
Mr. Shreyas U. Revankar (son of Managing Director)
Master Shirish U. Revankar (son of Managing Director)

28 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the company		Associate	Key management personnel		Relative of key management personnel		Total	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Payments/Expenses									
Employee benefits for key management personnel									
- Mr. Umesh Revankar	-	-	-	59.26	40.51	-	-	**59.26**	**40.51**
- Mr. Jasmit Singh Gujral	-	-	-	-	46.85	-	-	**-**	**46.85**
Royalty paid to Shriram Ownership Trust @	12,500.42	10,241.76	-	-	-	-	-	**12,500.42**	**10,241.76**
Service charges paid to Shriram Capital Limited @	3,800.00	4,790.76	-	-	-	-	-	**3,800.00**	**4,790.76**
Equity dividend paid Ω	-	-	-	-	-	0.02	0.01	**0.02**	**0.01**
- Shriram Capital Limited	6,509.03	5,910.32	-	-	-	-	-	**6,509.03**	**5,910.32**
- Piramal Enterprises Limited	2,486.00	2,260.00	-	-	-	-	-	**2,486.00**	**2,260.00**
Non-convertible debenture matured Ω	-	-	-	-	-	1.10	1.89	**1.10**	**1.89**
- Shriram Capital Limited	-	5.00	-	-	-	-	-	**-**	**5.00**
Fixed deposit matured Ω	-	-	-	-	-	1.96	0.74	**1.96**	**0.74**
Subordinated debt matured Ω	-	-	-	-	-	-	0.30	**-**	**0.30**
- Shriram Capital Limited	48.34	28.80	-	-	-	-	-	**48.34**	**28.80**
Interest on fixed deposit	-	-	-	-	-	5.15	0.19	**5.15**	**0.19**
Interest on subordinated debt	-	-	-	-	-	0.13	0.07	**0.13**	**0.07**
- Shriram Automall India Limited	-	-	5.23	-	-	-	-	**5.23**	**-**
- Shriram Capital Limited	39.52	42.51	-	-	-	-	-	**39.52**	**42.51**
Interest on non-convertible debenture	-	-	-	-	-	0.19	0.32	**0.19**	**0.32**
- Mr. Umesh Revankar	-	-	-	-	0.03	-	-	**-**	**0.03**
- Shriram Capital Limited	-	0.30	-	-	-	-	-	**-**	**0.30**
Rent paid @									
- Shriram Automall India Limited	-	-	85.28	-	-	-	-	**85.28**	**-**
- Shriram Capital Limited	99.63	328.71	-	-	-	-	-	**99.63**	**328.71**
Business mobilisation expenses paid to Shriram Automall India Limited@	-	-	78.98	-	-	-	-	**78.98**	**-**
Other administrative expenses @									
- Shriram Automall India Limited	-	-	7.45	-	-	-	-	**7.45**	**-**
- Shriram Capital Limited	85.78	182.96	-	-	-	-	-	**85.78**	**182.96**
Refund of security deposit	100.41	-	-	-	-	-	-	**100.41**	**-**
Purchase of Fixed asset	568.34	-	-	-	-	-	-	**568.34**	**-**
Reimbursement of Petty cash	8.90	-	-	-	-	-	-	**8.90**	**-**
Interest paid on inter-corporate deposit	-	-	35.35	-	-	-	-	**35.35**	**-**
Inter-corporate deposit repaid to Shriram Automall India Limited	-	-	360.00	-	-	-	-	**360.00**	**-**
Receipts/Income									
Recovery of common sharing expenses									
- Shriram Automall India Limited	-	-	6.02	-	-	-	-	**6.02**	**-**
- Shriram Capital Limited	1.42	2.39	-	-	-	-	-	**1.42**	**2.39**

28 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the company		Associate	Key management personnel		Relative of key management personnel		Total	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Recovery of rent and electricity									
- Shriram Automall India Limited	-	-	36.38	-	-	-	-	**36.38**	-
- Shriram Capital Limited	31.54	30.16	-	-	-	-	-	**31.54**	**30.16**
Recovery of other administrative expenses									
- Shriram Automall India Limited	-	-	17.80	-	-	-	-	**17.80**	-
Fixed deposit µ	-	-	-	-	-	2.62	1.68	**2.62**	**1.68**
Unsecured loan and advances repaid by µ									
- Shriram Automall India Limited	-	-	14.93	-	-	-	-	**14.93**	-
Balance outstanding at the year end									
Share capital	-	-	-	-	-	0.02	0.02	**0.02**	**0.02**
- Shriram Capital Limited	5,917.30	5,917.30	-	-	-	-	-	**5,917.30**	**5,917.30**
- Piramal Enterprises Limited	2,260.00	2,260.00	-	-	-	-	-	**2,260.00**	**2,260.00**
Investment in equity shares									
- Shriram Automall India Limited	-	-	1,336.96	-	-	-	-	**1,336.96**	-
Unsecured loan and advances recoverable									
- Shriram Automall India Limited	-	-	12.31	-	-	-	-	**12.31**	-
Non-convertible debenture	-	-	-	-	-	1.10	2.56	**1.10**	**2.56**
Interest payable on non-convertible debenture	-	-	-	-	-	0.12	0.15	**0.12**	**0.15**
Rent receivable from Shriram Capital Limited	2.71	2.68	-	-	-	-	-	**2.71**	**2.68**
Outstanding expenses									
- Shriram Capital Limited	1,026.23	1,404.60	-	-	-	-	-	**1,026.23**	**1,404.60**
- Shriram Ownership Trust	3,724.70	2,229.63	-	-	-	-	-	**3,724.70**	**2,229.63**
Fixed deposit	-	-	-	-	-	7.56	6.47	**7.56**	**6.47**
Interest payable on fixed deposit	-	-	-	-	-	1.13	0.91	**1.13**	**0.91**
Subordinated debt	-	-	-	-	-	0.80	0.80	**0.80**	**0.80**
- Shriram Automall India Limited	-	-	246.91	-	-	-	-	**246.91**	-
- Shriram Capital Limited	262.80	311.14	-	-	-	-	-	**262.80**	**311.14**
Interest payable on subordinated debt	-	-	-	-	-	0.46	0.34	**0.46**	**0.34**
- Shriram Automall India Limited	-	-	39.67	-	-	-	-	**39.67**	-
- Shriram Capital Limited	91.71	79.11	-	-	-	-	-	**91.71**	**79.11**
Expenses recoverable from Shriram Capital Limited	0.12	0.10	-	-	-	-	-	**0.12**	**0.10**
Inter-corporate deposit received	-	-	2,835.00	-	-	-	-	**2,835.00**	-
Interest payable on inter-corporate deposit	-	-	50.28	-	-	-	-	**50.28**	-

Ω Denotes payments

µ Denotes receipts

@ Income /expenses are presented excluding service tax/Goods and services tax

(Rs. in lacs)

		As at March 31, 2018	As at March 31, 2017
29	**CONTINGENT LIABILITIES AND COMMITMENTS**		
1	**Contingent liabilities not provided for**		
a.	In respect of Income tax demands where the Group has filed appeal before various authorities #	7,516.72	15,105.47
b.	VAT demand where the Company has filed appeal before various Appellates #	12,775.93	11,112.10
c.	Service tax demand #	31,131.75	12,882.57
d.	Guarantees and counter guarantees	221,391.36	163,921.07

Future cash outflows in respect of (a), (b) and (c) above are determinable only on receipt of judgements /decisions pending with various forums/authorities. The Company is of the opinion that above demands are not sustainable and expects to succeed in its appeals. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

Disputed income tax demands are on account of royalty, disallowance of ESOP expenses, 14A, derivatives, interest as per assessment orders, etc.

SAMIL has received show cause notice demanding service tax on income from refurbishment of vehicles for the periods April 2011 upto June 2012 amounting to Rs. 39.28 lacs, irregular availment of input tax credit amounting to Rs. 25.80 lacs for the period April 2011 to March 2015, service tax on reimbursement expenses received amounting to Rs. 4.83 lacs for the period April 2013 to May 2014 and the same is contested by SAMIL. SAMIL has provided for service tax demands on refurbishment income and reimbursement of expenses including interest thereon. The Management of SAMIL believes that the ultimate outcome of this proceeding will not have a material effect on SAMIL's financial position and results of operations. Proportionate share of the Company on account of above show cause notices amounts to Rs. 31.15 lacs.

(Rs. in lacs)

		As at March 31, 2018	As at March 31, 2017
2	**Commitments not provided for**		
a.	Estimated amount of contracts remaining to be executed on capital account #	598.44	492.24
b.	Uncalled amount in investment in ICICI Investment Management Company Limited	-	747.02
c.	Commitments related to loans sanctioned but undrawn	12,485.78	846.72

Includes proportionate share in Contingent Liabilities and commitments of associate as of March 31, 2018.

30 DISCLOSURES RELATING TO SECURITISATION

The information on securitisation of the Company as an originator in respect of outstanding amount of securitised assets is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	68	51
2	Total amount of securitised assets as per books of the SPVs sponsored	1,557,117.75	1,288,049.92
3	Total amount of exposures retained by the NBFC to comply with MRR as on the date of Balance Sheet		
	(a) Off-Balance Sheet exposures		
	First loss	984.73	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	158,790.60	114,952.94
	Others	83,360.85	68,213.22
4	Amount of exposures to securitisation transactions other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	124,085.10	71,921.05
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

30 DISCLOSURES RELATING TO SECURITISATION (Contd.)

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	53,987.58	67,725.77
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under par structure is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
1	No. of transactions assigned by the Company	24	24
2	Total amount outstanding	6,193.18	41,424.24
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-Balance Sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	-	-
	Others	762.56	4,984.80
4	Amount of exposures to assigned transaction other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet Exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under premium structure is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
1	No. of transactions assigned by the Company	-	-
2	Total amount outstanding	-	-
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-Balance Sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	-	-
	Others	-	-

30 DISCLOSURES RELATING TO SECURITISATION (Contd.)

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
4	Amount of exposures to assigned transaction other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet Exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

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Based on the intimation received by the Group, some of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, the disclosures relating to amounts unpaid as at the year ended together with interest paid /payable are furnished below:

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as at the end of the year	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-

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In addition to the auditors remuneration shown in operating and other expenses, the Group has also incurred auditors remuneration in connection with audit and related statutory services to be performed by auditors in connection with issue of senior secured notes of Rs. 26.16 lacs (March 31, 2017: Rs. 126.37 lacs) [including out-of-pocket expenses of Rs. Nil (March 31, 2017: Rs. 2.45 lacs)] shown under professional charges-resource mobilisation in note 20.

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
33 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)		
Resource mobilisation	1,721.21	1,351.05
Membership fees	0.16	0.17
Listing fees	12.24	16.77
Total	**1,733.61**	**1,367.99**

(Rs. in lacs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
34 DETAILS OF CSR EXPENSES		
a) Gross amount required to be spent by the Group during the year	3,699.14	3,654.40
b) Amount spent during the year		
- On purposes other than construction/acquisition of any asset		
Paid in cash	1,881.50	1,194.65
Yet to be paid in cash	-	-
Total	**1,881.50**	**1,194.65**

35 During the year, pursuant to Reserve Bank India (RBI) notification no. DNBR 011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from 120 days to 90 days and increased contingent provision on standard assets from 0.35% to 0.40% and applied the revised norms in the last quarter of the year. Had the Company continued to use the earlier policy of classification of NPA and contingent provision on standard assets, provisions and write offs for the year ended March 31, 2018 would have been lower by Rs. 72,156.19 lacs, revenue from operations for the same period would have been higher by Rs. 2,717.25 lacs and profit before tax for the same period would have been higher by Rs. 74,873.44 lacs (net of tax Rs. 48,961.24 lacs).

36 During the year ended March 31, 2018, the Company has sold the controlling stake in its wholly owned subsidiary, Shriram Automall India Limited (SAMIL) to the extent of 16,630,435 equity shares (representing 55.44% of paid-up capital) @ Rs. 94.03 per share for a total consideration of Rs. 15,637.60 lacs to MXC Solutions India Private Limited (MXC). Consequently, SAMIL has ceased to be a subsidiary and has been treated as an associate of the Company from February 7, 2018 for purpose of the consolidated financial statement. Profit arising on the sale of SAMIL shares amounting to Rs 12,309.12 lacs has been disclosed as Exceptional Items in the statement of profit and loss.

(Rs. in lacs)

Particulars	As at March 31, 2017	Additional provision made during the year	Utilisation/ reversal during the year	As at March 31, 2018
37 MOVEMENT IN PROVISIONS				
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	1,092.88	19.71	-	1,112.59

(Rs. in lacs)

Particulars	As at March 31, 2016	Additional provision made during the year	Utilisation/ reversal during the year	As at March 31, 2017
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	1,096.15	137.92	141.19	1,092.88

The above provisions relate to disputed tax demands in relation to VAT and Service tax. Due to the very nature of such provisions and the litigations involved, it is not possible to estimate the timing/ uncertainties relating to their outflows.

38 PREVIOUS YEAR COMPARATIVES

Previous year figures have been regrouped/rearranged, wherever considered necessary, to conform with current year's presentation.

As per our report of even date

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Anup Mundhra
Partner
Membership No. 061083

Mumbai
April 27, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
ICAI Firm Registration No. 309015E

Sangeeta Gupta
Partner
Membership No. 064225

Mumbai
April 27, 2018

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

Additional information as required by paragraph 2 of the general instructions for preparation of Consolidated Financial statements to schedule III to the Companies Act, 2013.

Name of the entity in the Group	Net Asset, i.e, total assets minus total liabilities		Shares in profit or loss	
	As % of Consolidated net assets	Amount (Rs. in lacs)	As % of Consolidated profit or loss	Amount (Rs. in lacs)
1	2	3	4	5
Parent				
Shriram Transport Finance Company Limited	99.87%	1,257,231.63	100.72%	156,802.25
Subsidiaries				
Indian				
Shriram Automall India Limited (upto February 06, 2018)	-	-	0.97%	1,509.40
Foreign	Not applicable	Not applicable	Not applicable	Not applicable
Minority interests in all subsidiaries	Not applicable	Not applicable	Not applicable	Not applicable
Associates (Investment as per the equity method)				
Indian				
Shriram Automall India Limited (from February 07, 2018)	0.11%	1,338.86	0.15%	228.52
Foreign	Not applicable	Not applicable	Not applicable	Not applicable
Inter-company eliminations and consolidation adjustments	0.02%	228.52	-1.84%	(2,865.43)
Joint Ventures (as per proportionate consolidation / investment as per the equity method)				
Indian	Not applicable	Not applicable	Not applicable	Not applicable
Foreign	Not applicable	Not applicable	Not applicable	Not applicable
Total	**100.00%**	**1,258,799.01**	**100.00%**	**155,674.74**

For and on behalf of the Board of Directors of
Shriram Transport Finance Company Limited

S. Lakshminarayanan
Chairman
DIN: 02808698

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
April 27, 2018

Mumbai
April 27, 2018

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Thursday, July 26, 2018 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:
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 5/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs.6/- per Equity Share of Rs. 10/- each for the financial year ended March 31, 2018.
3. To appoint a Director in place Mr. Puneet Bhatia (holding DIN 00143973), who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. Ratification of appointment of Joint Auditors of the Company.

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Guru Gram (Firm Registration No. 309015E) as Joint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at the remuneration of Rs. 52,50,000/- and Rs. 31,50,000/- respectively exclusive of service tax and out of pocket expenses for the financial year 2018-19."

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. 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 Friday, July 20, 2018 to Thursday, July 26, 2018 (both days inclusive) for the purpose of payment of dividend.
3. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Thursday, August 02, 2018 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 Thursday, July 19, 2018 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 Thursday, July 19, 2018.
4. Members holding shares in physical form are requested to register/ update their Permanent Account Number (PAN) and bank Account details on or before Thursday, July 19, 2018 with the Company and the members

holding shares in dematerialized form are requested 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.

5. As per circular issued by National Payments Corporation of India dated December 05, 2016, the penalty for transactions presented with old account numbers will be levied w.e.f. January 01, 2017 for account numbers with length less than or equal to 8 digits for Indian bank and account numbers with length less than or equal to 9 digits for all banks. Hence all the members are requested to update account numbers in the bank mandate accordingly.
6. Members 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.
7. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. The nomination form can be downloaded from the Company's website www.stfc.in and the same may be obtained from Company and its Registrar and Share Transfer Agents.
8. Members holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio. 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 125 of the Companies Act, 2013, the dividends 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 are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 before transfer to IEPF on the respective dates mentioned below. The intimation in this regard has been / will be sent to the concerned shareholders.

Financial Year	Type of Dividend	Due date Dividend transfer to IEPF
2010-2011	Final Dividend	30/07/2018
2011-2012	Interim Dividend	15/12/2018
2011-2012	Final Dividend	10/08/2019
2012-2013	Interim Dividend	02/01/2019
2012-2013	Final Dividend	10/08/2020
2013-2014	Interim Dividend	04/12/2020
2013-2014	Final Dividend	14/08/2021
2014-2015	Interim Dividend	25/11/2021
2014-2015	Final Dividend	05/09/2022
2015-2016	Interim Dividend	04/12/2022
2015-2016	Final Dividend	01/09/2023
2016-2017	Interim Dividend	30/11/2023
2016-2017	Final Dividend	04/08/2024
2017-2018	Interim Dividend	07/12/2024

Transfer of Equity Shares to Investor Education and Protection Fund – As per Government of India Gazette notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA), the Company is required to transfer the shares to Investor Education and Protection Fund Authority (IEPF Authority), the shares in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. Accordingly, the Company had the transferred 8,38,085 Equity shares of Rs. 10/- each in respect of which the following dividend is not claimed/remains unpaid for seven consecutive years as per the below mentioned table.

Financial Year	Type of Dividend	No. of Shares	IEPF 4 Form Filing date
2008-2009	Final Dividend	732,421	01/12/2017
2009-2010	Interim Dividend	25,618	01/12/2017
2009-2010	Final Dividend	37,846	01/12/2017
2010-2011	Interim Dividend	42,200	02/01/2018

All the members may have to claim such dividend and shares from such IEPF or IEPF Authority in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013 or visit link - **http://www.iepf.gov.in/IEPFA/refund.html.**

During the financial year ended March 31, 2018, the Company had received 12 requests from investors for claiming dividends, fixed deposits and Equity shares from IEPF or IEPF Authority. As prescribed under IEPF Form 5, upon the receipt of complete set of documents from the investors, the Company had sent its verification reports for 4 requests to IEPF or IEPF Authority.

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

11. 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 as scrutinizer.

12. 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 Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting.

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

(i) The voting period begins on Monday, July 23, 2018 (9:00 Hours IST) and ends on Wednesday, July 25, 2018 (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 Thursday, July 19, 2018 may cast their vote electronically as well as voting at the AGM through Polling paper. Thereafter remote e-voting module shall be disabled by CDSL

(ii) The members should log on to the e-voting website **www.evotingindia.com.**

(iii) Click on Shareholders/Members tab.

(iv) Enter your User ID. For CDSL: 16 digits beneficiary ID and for NSDL: 8 Character DP ID followed by 8 Digits Client ID and for Members holding shares in Physical Form should enter Folio Number registered with the Company. Thereafter, enter the Image Verification as displayed and click on Login.

(v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN/ Reference No.	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department/ Reference No. provided in the Attendance Slip Kindly note that the Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Reference No. Generated by using first two letters of their name and the 8 digits of the sequence number mentioned in the Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in this Notice.

(ix) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) Click on the EVSN for **"Shriram Transport Finance Company Limited"** to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

II. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com,** under help section or write an email to helpdesk.**evoting@cdslindia.com.** You may also contact Mr. Vivek Achwal, Company Secretary to address the grievances connected with remote e-voting at Corporate Office, Tel. No. +91-022-40959508, Email-id- **secretarial@stfc.in.**

III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on July 19, 2018 being cut-off date.

IV. 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. July 19, 2018, may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com or anusha@integratedindia.in or secretarial@stfc.in.**

V. 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.

VI. At the end of discussion on the resolutions on which voting is to be held, the Chairman shall 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.

VII. 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 a period not exceeding three(3) working days 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.

VIII. 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 CDSL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.

13. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.

14. Electronic copy of the 39th Annual Report and Notice of the 39th 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 39th 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.

15. The Notice of the 39th AGM of the Company and 39th 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.

16. Members, Proxies and Authorised Respresentatives are requested to bring to the venue of the 39th AGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.

By Order of the Board
For Shriram Transport Finance Company Limited
Mumbai **Vivek Achwal**
April 27, 2018 **Company Secretary**

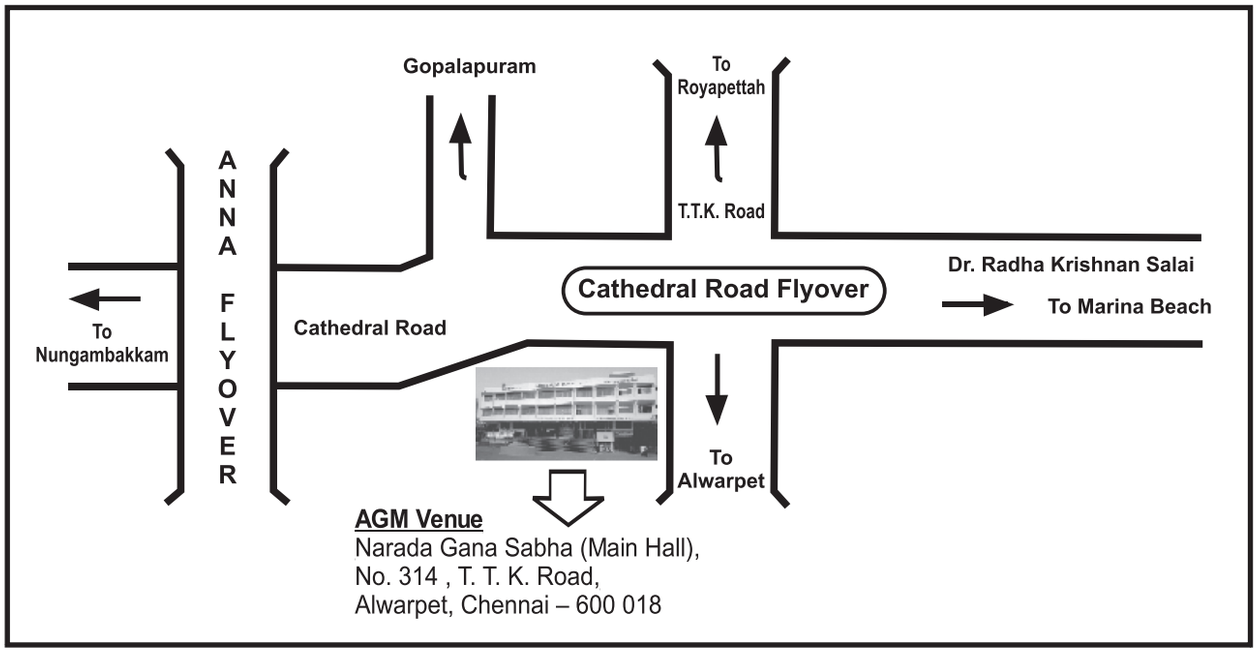
CIN: L65191TN1979PLC007874

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.

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS 2 - SECRETARIAL STANDARD ON GENERAL MEETINGS SEEKING RE-APPOINTMENT AT THE ENSUING 39TH AGM

Name of Director	Mr. Puneet Bhatia
Date of Birth	16/12/1966
DIN	00143973
Date of Appointment	October 26, 2006
Expertise in specific functional areas	Wide experience in the field of finance and investment.
Qualifications	B. Com Honours degree from the Sriram College of Commerce, Delhi and is an M.B.A. from the Indian Institute of Management, Calcutta
Directorship held in other companies	i. Shriram Capital Limited
	ii. Jana Capital limited
	iii. Havells India Limited
	iv. AGS Transact Technologies Limited
	v. India Transact Services Limited
	vi. Secure value India Limited
	vii. TPG Capital India Pvt. Ltd
	viii. Flare Estate Private Limited
	ix. Shriram Properties Private Limited
	x. Vishal E-Commerce Private Limited
	xi. Vishal Mega Mart Private Limited
	xii. Manipal Health Enterprises Private Limited
	xiii. Campus Activewear Private Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	NIL
Shareholdings in the Company	NIL
Disclosure of inter-se relationships between directors and Key Managerial Personnel	NIL

MAP ROUTE TO AGM VENUE



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

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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.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

39th Annual General Meeting - July 26, 2018

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

I hereby record my presence at the Thirty Ninth Annual General Meeting (AGM) of the Company held on Thursday, July 26, 2018 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018.

Name of the Member/ Proxy (In Block Letters) Signature of the Member/ Proxy

Note: Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence number (EVSN)	USER ID	Reference Number*
180627014		

* For PAN / Reference number please read instructions for voting through electronics means. Refer Note No. 12(vi) on page no. 189 of Annual Report 2017-18.

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
39th Annual General Meeting - July 26, 2018

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 Shriram Transport Finance Company Limited, 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 39th Annual General Meeting (AGM) of the Company, to be held on Thursday, July 26, 2018 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..…… 2018 .....

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 Resolution, please refer to Note No. 1 of AGM Notice on Page No. 187 of Annual Report 2017-18.
3. The proxy need not be a member of the Company and shall provide his/her identity proof such as PAN Card, Aadhar Card at the time of attending AGM.
4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

RESOLUTION NO.	ORDINARY RESOLUTIONS
1	To receive, consider and adopt : a. Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2	To confirm Interim Dividend and the declaration of Final Dividend on equity shares.
3	To re-appoint Mr. Puneet Bhatia (holding DIN 00143973), as Director retiring by rotation.
4	To ratify appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants and M/s Pijush Gupta & Co. Chartered Accountants as Joint Auditors of the Company and payment of remuneration to the Joint Auditors for the financial Year 2018-19.