SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

Dear Debenture holder,

Sub.: Put Option Exercise Form, ("Form") for Option II Secured Redeemable Non-Convertible Debentures of face value of Rs. 1,000 each, ("NCDs") issued by Shriram Transport Finance Company Limited, (the "Company"), to the public pursuant to the Prospectus dated May 06, 2010 (the "Prospectus") and the Debenture Trust Deed dated May 18, 2010.

As per the terms of Prospectus dated May 6, 2010 and the Debenture Trust deed dated May 18, 2010, a Put/Call option is available with respect to Option II Secured NCDs. The Company had allotted the NCDs on June 02, 2010. Accordingly, the eligible NCD holders of Option II NCDs shall at the expiry of 60 months from the date of allotment have the right to seek early redemption of the NCDs. The eligible NCD holders may at their discretion, redeem any number of Option II Secured NCDs held by him, by exercising the Put Option during the Early Redemption Put Period.

With respect to the NCDs, our Company shall at the expiry of 60 months from the date of allotment of the NCDs, have the right to redeem the NCDs under Call Option. However, our Company is not exercising its right in this regard.

NCDs eligible for early redemption

The NCDs bearing the following ISINs are eligible for early redemption under the Put Option during the Early Redemption Put Period.

Description of NCDs	ISIN	NSE Scrip Code	BSE Scrip Code
Option II- (Reserved Individuals) - 10.25% p.a. (*)	INE721A07AO1	N9	934796
Option II- (Unreserved Individuals) - 10.00% p.a.	INE721A07AN3	NA	934797
Option II (Others) -9.50% p.a.	INE721A07AM5	NB	934798
(*)Note: Senior Citizens (First Allottee) in the reserved individual portion are entitled to an additional interest at the rate of 0.25% per annum.			

The NCDs held under other ISINs issued by the Company are not eligible under the Put Option during the Early Redemption period.

Specified Date.

The Specified Date for sending notices to NCD holders for exercising Put Option has been fixed by the Company as **Saturday, May 9, 2015.**

Early Redemption Put Period

The **Early Redemption Put Period** of the NCDs will commence from **Tuesday, June 02, 2015** and will end on Wednesday, **July 01, 2015**. During this Early Redemption Put Period, the NCD holders seeking to exercise their Put Option are requested to follow the procedures mentioned below to redeem any or all of the NCDs held by them.

Procedure for Early Redemption

NCD holders exercising the Put Option for early redemption of NCDs should transfer the number of NCDs to the below mentioned Special Depository Account. The attached Put Option Exercise form duly completed and signed in accordance with the instructions contained therein, by all the beneficial holders of NCDs along with enclosures should be simultaneously sent to the Registrar and Transfer Agents (Registrar) of the Company - Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017, India. Tel.No. 91 44 2814 0801 – 03; Fax No. 91 44 2814 2479; Contact Person: Ms. N. Anusha; Email: stfcipo@integratedindia.in .

P.T.O

SHRIRAM
Commercial Vehicle Finance
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PUT OPTION EXERCISE FORM – NCD 2010 (Option II)

EARLY REDEMPTION PUT PERIOD STARTS	Tuesday, June 02, 2015
EARLY REDEMPTION PUT PERIOD ENDS	Wednesday, July 01, 2015

To,
Shriram Transport Finance Company Limited
Corporate Office: Wockhardt Towers, Level - 3, West Wing, C-2,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

Sub.: Put Option Exercise Form, ("Form") for Option II Secured Redeemable Non-Convertible Debentures of face value of Rs. 1,000 each, ("NCDs") issued by Shriram Transport Finance Company Limited, (the "Company"), to the public pursuant to the Prospectus dated May 06, 2010 (the "Prospectus") and the Debenture Trust Deed dated May 18, 2010.

With reference to the captioned subject:-

1. I/We, the undersigned, do hereby exercise my/our Put Option for NCD(s) as under-

Description of NCDs	No. of NCDs Held	No. of NCDs opted for Put Option	Face Value (Rs.)	Amount of NCDs opted for Put Option (Rs.)
	(i)	(ii)	(iii)	(ii) X (iii)
Option II- (Reserved Individuals) - 10.25% p.a. (*) - **INE721A07AO1**			1000/-	
Option II- (Unreserved Individuals) - 10.00% p.a. - **INE721A07AN3**			1000/-	
Option II (Others) -9.50% p.a. - **INE721A07AM5**			1000/-	
Total			1000/-	

(*)Note: Senior Citizens (First Allottee) in the reserved individual portion are entitled to an additional interest at the rate of 0.25% per annum.

2. I / We, having read and understood the Prospectus, hereby offer the NCDs held by me/us for exercise of Put Option in accordance with the terms and conditions set out in this Form and the Prospectus.
3. I / We hereby confirm that the NCDs offered for the Put Option by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to exercise Put option for NCD and that I / we am / are legally entitled to exercise the said NCDs.
5. I / We agree that the Company will pay the redemption amount pursuant to the exercise of Put Option, only after due verification of the validity of documents and that the consideration may be paid to the first holder of the NCDs.
6. I / We undertake to execute any further documents and assurances that may be required or expedient to give effect to my / our transaction and agree to abide by any decision that may be taken by the Company to effect the exercise of Put Option in accordance with the Companies Act, 2013 and the Regulations.
7. Details of account of NCD holders with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	☐ NSDL	☐ CDSL
Name of the Depository Participant		
DP ID No.		
Client ID with the DP		

I / We hereby declare that I / We have instructed the above-mentioned Depository Participant, with whom, I / We hold an account to transfer such number of NCDs for Put option exercised by me/us, as mentioned under serial number 1 above to **Shriram Transport Finance Company Limited – NCD PUT OPTION ACCOUNT** (Client Id No. 16878093) held with AXIS BANK LTD (DP ID. No. IN300484).

8. I/we enclose the following with this Form:
   1. Photocopy/Counterfoil of Delivery Instruction slip in "Off market" mode in favour of the Special Depository Account mentioned above, duly acknowledged by DP.
   2. Certified true copy of Corporate Authorisation / Power of Attorney (if any)

Note : NCD holders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") have to use inter-depository delivery instruction for the purpose of crediting their Option II Secured NCDs in favour of "Shriram Transport Finance Company Ltd. – NCD PUT OPTION ACCOUNT" with NSDL.

9. I / we understand that Bank particulars updated in my / our Demat Account only would be considered for payment of redemption amount.
   NCD holders are requested to ensure that Bank Particulars (Bank Account No. IFSC, MICR Code etc.) are updated correctly in the demat account before exercising the Put option. In case of any change in the above mentioned details, NCD holders are requested to update the details in the demat account by contacting their DP. **
10. NCD holder's Details :

	Sole / First holder	Second holder (if any)	Third Holder (if any)
Name in full			
Signature#			
PAN			
Address of the Sole / First NCD holder			
Telephone/ Mobile No.			
Email Address			

Corporate must affix rubber stamp

Place:

Date:

** Please state that in case of failure to transfer the payment in electronic mode, the Company shall dispatch Cheque / Demand Draft at the address of the first holder.

Please read instructions mentioned overleaf before filling the form

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED. CIN : L65191TN1979PLC007874
Registered Office : Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai, Tamilnadu - 600 004.
Corporate Office : "Wockhardt Towers", 3rd Floor, West Wing, C-2, G Block, Bandra, Kurla Complex, Bandra East, Mumbai - 400 051.
Tel No: +91 22 4095 9595 Fax: +91 22 4095 9596 / 4095 9597 Email : secretarial@stfc.in Website : www.stfc.in

INSTRUCTIONS

1. The **Early Redemption Put Period Starts from Tuesday, June 02, 2015 till Wednesday, July 01, 2015.**
2. For the purpose of exercise of Put Option by the NCD holder(s), the Company has designated a Special Depository Account with a Depository Participant (DP) wherein the NCD(s) are to be transferred as detailed below:

DP Name and DP ID No.	Axis Bank Limited IN300484
Client ID with the DP	16878093
Client Account Name	SHRIRAM TRANSPORT FINANCE COMPANY LTD. – NCD PUT OPTION ACCOUNT
Depository Name	National Securities Depository Limited

3. The Special Depository Account will only remain activated during **Early Redemption Put period** i.e. from **Tuesday, June 02, 2015** till **Wednesday, July 01, 2015 (close of business hours).**
4. The NCD holders who wish to exercise the Put Option, must complete the Put Option Exercise Form (the **"Form"**) and deliver the same along with documents mentioned under Sl. No. 7 so as to reach before the close of business hours to Company's Registrars' and Transfer Agents, **Integrated Enterprises (India) Limited, 2nd Floor, "Kences Towers" No.1 Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017,** on or before **Wednesday, July 01, 2015.** The Form is also available at the Registered Office at Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai, Tamilnadu - 600 004 or Corporate office of the Company and at the office of Integrated Enterprises (India) Limited as mentioned above and can be downloaded from the Company's website: www.stfc.in and Company's Registrars website: www.integratedindia.in
5. The Form should be duly completed and signed by the NCD holder(s). In case of joint holding, the Form should be completed and signed by all the NCD holders.
6. In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "AXIS BANK LIMITED" against DP Name, "IN300484" against the DP ID No. and "16878093" against Client ID No. The date of execution entered in the delivery instruction should be on or after the date **EARLY REDEMPTION PUT PERIOD STARTS (June 02, 2015)** and on or before **EARLY REDEMPTION PUT PERIOD ENDS (July 01, 2015).**
7. NCD holder(s) should also provide all relevant documents alongwith the form, which may include (but not limited to):
   - Photocopy/Counterfoil of Delivery Instruction slip in "Off market" mode in favour of the special depository account mentioned above, duly acknowledged by DP.
   - Certified True copy of Corporate Authorisation / Power of Attorney (if any)
8. Please note that unsigned / blank / incomplete or ineligible Forms received after **Wednesday, July 01, 2015** will not be accepted by the Company and the Registrars.
9. No credit of NCDs will be accepted in the Special Depository Account after the close of business hours on i.e. **Wednesday, July 01, 2015.**
10. **Put Option forms, in respect of NCDs not credited to the above special depository account before the date of closing of Early redemption period, is liable to be rejected. In case of non-receipt of the aforesaid documents, but receipt of the NCDs in the Special Depository Account, the Company may deem that the Put Option to have been accepted by the NCD holder.**
11. Address / Bank Particulars in the demat account as appearing in the demographic details provided by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) only will be considered for payment of Redemption amount, pursuant to exercise of Put Option. Hence, NCD holders are requested to instruct their respective DP regarding change in their address / bank account details in which they wish to receive Redemption amount well in advance before exercising the Put Option.
12. The Company shall pay interest on the NCDs for which Put Option has been exercised by the NCD holder, upto the end of Early Redemption Put Period, i.e. upto **Wednesday, July 01, 2015.**

In case you require any assistance in filling the Form, please contact Ms. Anusha N of Company's Registrars and Transfer Agents, **Integrated Enterprises (India) Limited** at the address mentioned in (4) above or on Tel: 044 - 28140801 to 28140803/ E-mail: stfcipo@integratedindia.in

Special Depository Account

A Special Depository Account has been opened with National Securities Depository Limited ("NSDL"), the details of which are as under:

DP Name	Axis Bank Limited	**DP ID No.**	IN300484
Beneficiary ID No.	16878093	**Name of Demat Account**	SHRIRAM TRANSPORT FINANCE COMPANY LTD-NCD PUT OPTION ACCOUNT
ISIN No.	INE721A07AO1, INE721A07AN3 and INE721A07AM5.		

The NCD holders are requested to ensure that only correct NCDs are being transferred by them to the Special Depository Account while exercising the Put Option. Other NCDs transferred to the Special Depository Account will not be considered for Early Redemption by the Company. The Company / Registrar will not be responsible in any manner for transfer of any other NCDs to the above Special Depository Account.

The NCD holders exercising Put Option should ensure the credit of NCDs in favour of the Special Depository Account mentioned above simultaneously with submission of the Put Option Form with our Registrar. In case of non-receipt of the Put Option Form , but receipt of the NCDs in the Special Depository Account, the Company may deem that the Put Option to have been exercised by the NCD holder.

Redemption Amount

On exercise of the Put Option by the NCD holders by following the above procedure, the NCDs will be redeemed at their respective face value along with interest accrued thereon from April 01, 2015 to July 01, 2015 (both days inclusive). On payment of Redemption amount pursuant to the exercise of Put Option to the NCD holders, such NCDs would be extinguished by the Company.

Payment of Redemption Amount to NCD Holders

For NCD holders exercising the Put option and transferring the NCDs to Special Depository Account during the period **June 02, 2015** till **June 20, 2015**, the redemption amount will be paid on **July 02, 2015.**

For NCD holders exercising the Put option and transferring the NCDs to Special Depository Account during the period **June 21, 2015** till **July 01, 2015**, the redemption amount will be paid on **July 03, 2015.**

Bank Particulars for Payment of NCDs

Since NCDs are held in dematerialized mode, bank particulars updated by the NCD holders in their demat account only would be considered for payment of the redemption amount. In case the redemption amount could not be credited to the bank account directly, Cheque / Demand Draft would be dispatched to the address of the NCD holder updated in the demat account. **NCD holders are requested to ensure that the address, bank particulars (i.e.) Bank account No., IFSC, MICR Code etc. are updated in their demat account.**

For any queries / clarifications with regard to the above, we request the NCD holders to contact the Registrar at the address provided below:

Integrated Enterprises (India) Limited,
2nd Floor, Kences Towers,
No.1, Ramakrishna Street,
North Usman Road,
T. Nagar, Chennai – 600 017, India.
Tel.No. 91 44 2814 0801 – 03;
Fax No. 91 44 2814 2479;
Contact Person: Ms. Anusha N
Email: stfcipo@integratedindia.in

In case the NCD holder do not wish to exercise the Put Option, the redemption amount will be paid on maturity as per terms of the Prospectus.

Thanking you,
Yours faithfully,

For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**
VIVEK M. ACHWAL
COMPANY SECRETARY
May 12, 2015

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