

**SERIES STFCL FEB 2019-20 PP J-02 OPTION I**

February 10, 2020

**Term Sheet for the issuance of Secured Redeemable Non-Convertible Debenture:**

Security Name	STFCL FEB 2019-20 PP J-02 OPTION I
Issuer	Shriram Transport Finance Company Ltd (Company/Issuer/STFC)
Type of Instrument	Secured Rated Listed Redeemable Non-Convertible Debentures (the "Debentures"/ "NCDs")
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private placement
Eligible Investors	As provided in the caption titled "Eligible Investors" in the Disclosure Document/ Shelf Disclosure Document for the Issue.
Listing	<p>The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) segment of the BSE Limited ("BSE") and / or the relevant segment of National Stock Exchange of India Limited ("NSE"). BSE has issued its in-principle approval in terms of its letter dated February 04, 2020 in relation to the Issue.</p> <p>In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.</p>
Rating of the Instrument	"AA+" by CRISIL
Issue Size	Rs. 500 Crores Plus Green Shoe option upto Rs.800 Crores
Option to retain oversubscription	Yes
Objects of the Issue	Please refer clause "Objects & Utilization of the Issue Proceeds" of this Shelf Disclosure Document
Details of the utilization of the Proceeds	Please refer clause "Objects & Utilization of the Issue Proceeds" of this Shelf Disclosure Document
Coupon Rate	8.97% p.a.
Issue Price	Rs.10,00,000/-
Face Value	Rs.10,00,000/-
Tenor	1 Year, 1 months and 2 days from the date of Allotment
Redemption Date	March 15, 2021
Redemption Amount	Bullet at Par on Maturity
Redemption Premium /Discount	Nil
Coupon Type	Fixed
Coupon Payment frequency	1 <sup>st</sup> coupon payment after 1 month and next coupon payment on Maturity
Step Up/Step Down Coupon Rate	NA
Coupon payment Dates	On 13 <sup>th</sup> March 2020 and on maturity i.e. 15 <sup>th</sup> March 2021
Day Count Basis	Actual / Actual i.e. The interest shall be computed on the basis of actual number of days elapsed in a year, for this purpose a year to comprise of a period of 365 days. In case leap year, if February 29 fall during the tenor of a

**Shriram Transport Finance Company Limited**

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**Corporate Office:** Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.

**Registered Office:** Mookambika Complex, 3<sup>rd</sup> Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.

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	security, than the number of days shall be reckoned as 366 days for the whole one year period. (SEBI Circular – CIR/IMD/DF-1/122/2016 dated November 11,2016)
Security (where applicable)	Exclusive charge on Receivables of the Company and also secured by a subservient charge over an immovable property. The value of receivables is determined based on the net exposure outstanding and be reviewed on a quarterly basis with a minimum asset cover ratio of 1 time at all times with present and future debenture holders.
Interest on Application Money	At respective coupon (subject to deduction of tax of source, as applicable) from the date of realization of cheque(s) / demand draft(s) up to one day prior to the Deemed Date of Allotment.
Default Interest Rate	<p>In the event Issuer fails to execute the Debenture Trust Deed within a period of 3 months from the date of closure of first Tranche of Debentures, without prejudice to any liability arising on account of violation of the provisions of the Act and the SEBI Debt Listing Regulations, the Issuer shall also pay an interest of at least 2% p.a to the Debenture Holders over and above the agreed coupon rate until execution of the Debenture Trust Deed.</p> <p>In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of 2% p.a. over the coupon rate will be payable by the Company for the defaulting period;</p> <p>In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.</p>
Discount at which security is issued and the effective yield as a result of such discount.	Nil
Put Option Date	NA
Put Option Price	NA
Call Option Date	NA
Call Option Price	NA
Put Notification Time	NA
Call Notification Time	NA
Minimum Application and in multiples of Debt securities thereafter	The minimum application size for the Issue shall be 10 Debentures and in multiples of 1 Debenture thereafter.
Issuance mode of the Instrument	Demat
Trading mode of the Instrument	Demat
Settlement mode of the Instrument	RTGS/ Any other electronic mode
Depository	NSDL/CDSL
Business Day	Any day of the week on which the money market is functioning in Mumbai, excluding: (a) non-working Saturdays, Sundays; (b) any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881) in Maharashtra; (c) any other day on which banks are closed for customer business in Mumbai, India; and (d) any day on which payments

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	cannot be made on account of failure of RBI's system for RTGS/NEFT payment.
Business Day Convention	<p>If any interest payment date falls on a day which is not a Business Day then payment of interest will be made on the next Business Day and If the Redemption Date falls on a day that is not a Business Day, the Redemption Amount shall be paid on the immediately preceding Business Day, along with Coupon (if any) accrued on the Debentures until but excluding the date of such payment.</p> <p>Further, in case of failure of RBI's system for RTGS/NEFT payment, the same will be made on the next Business Day. The Company will not be liable to pay any additional interest on account of same.</p> <p>The Business Day Convention will be as per SEBI circular – CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p>
Reissuance	<p>Company reserve the right to make multiple issuance under the same ISIN with reference to SEBI circular CIR/IMD/DF-1/67/2017 dated 30<sup>th</sup> June 2017</p> <p>Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium / par / discount as the case may be in line with SEBI circular CIR/IMD/DF-1/67/2017 dated 30<sup>th</sup> June 2017</p>
Record Date	15 days prior to each Coupon Payment / Redemption date.
Covenants	As detailed in the Debenture Trust Deed to the Issue.
Transaction Documents	<ul style="list-style-type: none"> <li>• Debenture Trustee Agreement,</li> <li>• Debenture Trust Deed,</li> <li>• Deed of Hypothecation</li> <li>• Disclosure Document / Shelf Disclosure Document;</li> <li>• Such other documents as agreed between the Issuer and the Debenture Trustee.</li> </ul>
Conditions Precedent to Disbursement	As agreed between the Issuer and Debenture Trustee and set out under the Debenture Trust Deed.
Condition Subsequent to Disbursement	Security creation as detailed above and such other conditions as mentioned in the Debenture Trust Deed
Events of Default	Please refer clause “ Events of Default” of this Shelf Disclosure Document
Provisions related to Cross Default Clause	Please refer clause “ Events of Default” of this Shelf Disclosure Document
Debenture Trustee to the Issue	Catalyst Trusteeship Limited
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holder(s).
Governing Law and Jurisdiction	The Debentures and documentation will be governed by and construed in accordance with the laws of India and the Courts in Chennai shall have jurisdiction to determine any dispute arising in relation to the Debentures.
Form of issuance	De-Materialized
R & T Agent	Integrated Registry Management Services (P) Ltd
Issue Opening Date	February 12, 2020
Issue Closing Date	February 12, 2020
Pay in Date	February 13, 2020
Deemed Date of Allotment	February 13, 2020



Settlement Cycle	T+1	
Allocation Option	Uniform Price	
Bid Book Type	Close	
Settlement Through	ICCL & BSE	
Fund Settlement	<p>The participants should do the funds pay-in to the Indian Clearing Corporation Ltd.'s (ICCL) designated Bank account upto 10.30 a.m. on T+1 day.</p> <p>The Designated Bank accounts of ICCL are as follows.</p> <p>1) ICICI Bank A/c Name: INDIAN CLEARING CORPORATION LTD Account No : ICCLEB IFSC: ICIC0000106</p> <p>2) YES Bank A/c Name: INDIAN CLEARING CORPORATION LTD Account No : ICCLEB IFSC: YESB0CMSNOC</p> <p>3) HDFC Bank A/c Name: INDIAN CLEARING CORPORATION LTD Account No : ICCLEB IFSC: HDFC0000060</p>	
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*For Shriram Transport Finance Company Limited*

  
**Parag Sharma**

*Executive Director & CFO*