

DISCLOSURE DOCUMENT

[As per SEBI (Issue & Listing of Debt Securities)(Amendment) Regulations, 2012]



**Shriram Transport Finance Company Limited**

A Public Limited Company Incorporated under the Companies Act, 1956 (Registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)) and validly existing under the Companies Act, 2013

**Registered Office:** Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu- 600004 **Tel No:** +91 44 2499 0356

**Fax:** +91 44 2499 3272 **Corporate Office:** Wockhardt Towers, Level - 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East),

Mumbai - 400 051 **Tel No:** +91 22 4095 9595 **Fax:** +91 22 4095 9596/97 **Website:** www.stfc.in

Contact Person: Mr. Parag Sharma – Chief Financial Officer; E-mail: [parag@stfc.in](mailto:parag@stfc.in)

**DISCLOSURE UNDER SCHEDULE I OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2008 (amended upto May 07, 2019) (“DEBT REGULATIONS”)**

**ISSUE:**

Disclosure Document for Private Placement of 6,000 senior, listed, secured, rated, redeemable non-convertible debentures (with green shoe option to retain total subscription upto 3,000) of the face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each (“Debentures”), for cash at par of the aggregate nominal value of Rs 600,00,00,000/- (Rupees Six Hundred Crores only) with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only).

**GENERAL RISKS:**

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in debt instruments unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the ‘Risk Factors’ carefully before investing in this offering. For taking an investment decision, investors must rely on their own examination of the Issue, the Disclosure Document including the risks involved. The Issue has not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. The Debentures are subject to model risk i.e. the securities created based on complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behavior of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models. The principal amount is subject to the credit risk of the Issuer whereby the investors may or may not recover all or part of the funds in case of default by the Issuer.

**CREDIT RATING:**

Rating to be referred as per term sheet. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The above rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agencies have a right to suspend, withdraw the rating at any time on the basis of new information etc.

**ISSUER’S ABSOLUTE RESPONSIBILITY:**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Disclosure Document contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in this Disclosure Document is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING:**

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”).

|                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>DEBENTURE TRUSTEE</b></p>  <p><b>Catalyst Trusteeship Limited</b><br/>Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina,<br/>Santacruz (East), Mumbai - 400098,<br/>Tel: +91 22 4922 0555<br/>Website: catalysttrustee.com</p> | <p><b>REGISTRAR TO THE ISSUE</b></p>  <p><b>Integrated Registry Management Services PVT LTD.</b><br/>2nd Floor, "Kences Towers"<br/>No. 1 Ramakrishna Street,<br/>North Usman Road<br/>T Nagar, Chennai - 600 017<br/>Phone: 044-28140801 to 28140803<br/>Fax : 044-28142479<br/>Email: stfcipo@integratedindia.in</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

This schedule prepared in conformity with SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015(referred in this document "SEBI Debt Listing Regulations") for private placement and is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the debentures to be issued by the Issue.

## DEFINITIONS AND ABBREVIATIONS

|                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Company / Issuer / We / Our Company/ Us | Shriram Transport Finance Company Limited having its Registered Office at Mookambika Complex, No. 4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Additional Security                         | means any additional security as may be provided/ to be provided by the Issuer to secure the Redemption Amount and Amounts Due, upon the request of Debenture Trustee or in the event the Security Cover falls below the stipulated ratio as required in terms hereof, which may be in the form of: <ul style="list-style-type: none"> <li>(a) Security Coupon on any other movable and immoveable assets which is acceptable to the Debenture Trustee; and/or</li> <li>(b) cash or fixed / term deposits/ investments / any other liquid assets acceptable to the Debenture Trustee.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                      |
| Application Form                            | The form in which an investor can apply for subscription to the Debentures.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Applicable Law                              | shall mean any Indian statute, law, acts of the state legislature or Indian parliament, regulation, ordinance, rule, judgment, order, decree, bye-laws, clearances, directives, guidelines, policy requirement, or any governmental restriction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law in India of any of the foregoing, by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of the issue of the Debentures or thereafter, and includes laws which may be applicable to the transaction contemplated herein.                                                                                                                                                                                                                                                                                                                            |
| Allotment Intimation                        | An advice informing the allottee of the number of Letter(s) of Allotment/ Debenture(s) allotted to him in Electronic (Dematerialised) Form.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Allot/Allotment/Allotted                    | Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to the Issue.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Amounts Due                                 | shall mean in relation to the Debentures, all Coupon (due and payable), default interest and prepayment charges, interest on application money, if any, payable in relation to the Debentures, costs (including legal costs on full indemnity basis), charges, expenses, commissions, fees including the remuneration of the Debenture Trustee and expenses payable to the Debenture Trustee and the Receiver, all taxes, dues, duties, levies, cess including stamp duty, registration and other fees and charges payable by the Issuer with respect to or on the Definitive Documents including those payable for the negotiation, preparation, execution, registration, preservation, protection and enforcement of the Definitive Documents, as may be outstanding/ payable at any given date, excluding the Redemption Amount in respect of the Debentures and wherever the context may require shall mean the aggregate of aforementioned amounts in respect of the Debentures. |

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|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Articles                 | The articles of association of the Company, as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Board                    | Board of Directors of the Company or a Committee thereof of, formed or to be formed in this regard.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Business Day             | A day (other than a Saturday or Sunday or a public holiday within the meaning of Section 25 of the Negotiable Instruments Act, 1881) on which banks are open for general business in Chennai or such other city where payments are to be made.                                                                                                                                                                                                                                                                                                                                                                                                                     |
| BSE                      | BSE Limited (earlier known as Bombay Stock Exchange).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Charged Assets           | shall mean and include:<br><br>(i) the Hypothecated Property; and<br>(ii) such other assets and properties as may be charged in favour of the Debenture Trustee for securing the Debentures, from time to time, including but not limited to any Additional Security furnished by the Issuer and any property substituted in place of the existing Charged Assets, in terms of the Definitive Documents.                                                                                                                                                                                                                                                           |
| Coupon                   | shall mean interest payable on the Debentures at the rate mentioned in <b>Term Sheet</b> , calculated on per day actual basis, payable annually.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Coupon Payment Date      | shall mean the dates on which Coupon is payable on the Debentures by the Company, as more particularly detailed in Term Sheet.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Credit Rating Agency (s) | Credit Analysis and Research Limited/ India Ratings and Research Private Limited/ CRISIL Limited or any other rating agency accredited with SEBI, appointed from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Date of Allotment        | Means the date on which the Debentures being issued are deemed to be allotted to the Debenture Holder(s).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Debentures/ NCDs/Bonds   | 6000 senior, listed, secured, rated, redeemable non-convertible debentures (with green shoe option to retain total subscription upto 3000) of the face value of Rs. 10,00,000/- (Rupees Ten Lacs Only) each for cash at par of the aggregate nominal value of Rs 600,00,00,000/- (Rupees Six Hundred Crores only) with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only) to be issued by Shriram Transport Finance Company.                                                                                                                      |
| Debenture Holder         | means the several persons who are/will be holders of the Debentures and whose name(s) are entered in the Register of Debenture Holders as maintained by the Issuer as Debenture Holders and shall include the beneficial owner(s) of the Debentures in dematerialized form as per the list of beneficial owners prepared and maintained by the Depository as the case may be, as per the provisions of Depositories Act, 1996.                                                                                                                                                                                                                                     |
| Debenture Trust Deed     | Debenture Trust Deed dated March 23, 2020 executed by and between the Debenture Trustee and the Issuer for capturing the detailed terms of the Issue comprising of the 6000 senior, listed, secured, rated, redeemable non-convertible debentures (with green shoe option to retain total subscription upto 3000) of the face value of Rs. 10,00,000/- (Rupees Ten Lacs Only) each for cash at par of the aggregate nominal value of Rs 600,00,00,000/- (Rupees Six Hundred Crores only) with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only). |
| Debenture Trustee        | Trustee for the Debenture holders, in this case being in this case being Catalyst Trusteeship Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Definitive Documents     | shall mean and include the following:<br><br>a. this Disclosure Document/Information Memorandum;<br>b. Debenture Trust Deed;<br>c. DTA;<br>d. Unattested Memorandum of Hypothecation;<br>e. All other agreements, letters, documents, undertakings and writings that are executed/may be executed                                                                                                                                                                                                                                                                                                                                                                  |

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|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                | by the Issuer in relation to the issue of the Debentures from time to time and designated as such by the Debenture Trustee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Deemed Date of Allotment                       | March 27, 2020 or such other date as notified to the Investor by the Issuer on which the Investor has infused the subscription amount in the Issuer towards the Debentures. All benefits relating to the Debentures including Interest thereon shall be available to the Debenture Holders from the Deemed Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Depository/ies                                 | National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| DP                                             | Depository Participant.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Debenture Trustee Appointment Agreement or DTA | means the debenture trustee appointment agreement executed/ to be executed between the Issuer and the Debenture Trustee, whereby the Debenture Trustee is appointed as the debenture trustee in respect of the Debentures acting for and on behalf of the Debenture Holders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| FEMA Regulations                               | The Regulations framed by the RBI under the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Final Discharge Date                           | shall mean the date on which the Redemption Amounts and the Amounts Due in respect of the Debentures have been fully and irrevocably paid or discharged as per the terms of the Definitive Documents, to the satisfaction of the Debenture Trustee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| FII                                            | Foreign Institutional Investor (as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995) registered with SEBI.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Financial Indebtedness                         | <p>shall mean, in relation to any Person, aggregate of:</p> <ul style="list-style-type: none"> <li>(a) All long term debt outstanding, whether secured or unsecured, of the said Person; plus</li> <li>(b) Contingent liability pertaining to corporate/ financial guarantees given by the said Person, on behalf of any company/ special purpose vehicle/ subsidiary/ affiliate to the extent of outstanding of such guaranteed debt; plus</li> <li>(c) Any short term debt outstanding of the said Person, including working capital or any other borrowing, whether secured or unsecured, whether availed in lieu of long term debt or by way of bridge financing for long term debt or any other purpose;</li> </ul> <p>Provided however, that non fund based working facilities used in regular business operations of the said Person, shall be excluded; plus</p> <ul style="list-style-type: none"> <li>(d) Any amount raised by acceptance under any acceptance credit facility; plus</li> <li>(e) Any receivables sold or discounted (other than the receivables to the extent they are sold on a non-recourse basis); plus</li> <li>(f) Any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; plus</li> <li>(g) Any derivative transaction entered into in connection with protection against or benefit from fluctuation in price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); plus</li> <li>(h) Any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; plus</li> <li>(i) The amount of any liability under an advance or deferred purchase agreement if one of the primary reasons behind the entry into such agreement is to raise finance; plus</li> </ul> |

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|                                                | (j) (without double counting) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (a) to (i).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Governmental Authority                         | means any government or any governmental agency, semi-governmental or judicial or quasi-judicial or administrative entity or authority (including without limitation, any self-regulatory organization established under any law or regulation).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Initial Subscriber                             | shall mean the initial subscriber of Debentures, to whom the Debentures are offered for subscription by the Issuer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| I.T. Act                                       | The Income-tax Act, 1961 as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Disclosure Document/<br>Information Memorandum | This disclosure document dated March 23, 2020 which sets out the information regarding the issue of Debentures.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Investor                                       | Any person subscribing to the Debentures in accordance with the terms of this Information Memorandum and other Definitive Documents.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Issue                                          | Issue of 9.15 % 6000 senior, listed, secured, rated, redeemable non-convertible debentures (with green shoe option to retain total subscription upto 3000) of the face value of Rs. 10,00,000/- (Rupees Ten Lacs Only) each for cash at par of the aggregate nominal value of Rs 600,00,00,000/- (Rupees Six Hundred Crores only) with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only) on a Private Placement basis.                                                                                                                                                                                                                                                                                               |
| ISIN                                           | International Securities Identification Number                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Memorandum / MoA                               | Memorandum of Association of the Company, as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Material Adverse Effect                        | shall mean the effect or consequence of an event, circumstance, occurrence or condition which has caused, as of any date of determination, or could reasonably be expected to cause a material and adverse effect on: (i) the financial condition, business or operation of the Issuer or any other Person who is party to the Definitive Documents including any material adverse effect on profits or sales; (ii) the ability of the Issuer to perform its obligations, wherever applicable, under any Definitive Documents; (iii) the ability of the Debenture Holders/ Debenture Trustee to exercise or enforce any right, benefit, privilege or remedy under any Definitive Documents or approvals in relation to the Charged Assets; (iv) the validity or enforceability of any of the Definitive Documents; (v) Charged Assets. |
| Majority Debenture Holders                     | shall mean Debenture Holders holding Debentures of an amount equal to at least 66.67% (Sixty-SixDecimal Point Six Seven percent) of the nominal value of the outstanding Debentures.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| NBFC                                           | Non-Banking Finance Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| NRI                                            | A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Person                                         | means any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union, association, government or any agency or thereof or any other entity that may be treated as a person under Applicable Law.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Record Date                                    | shall be date falling fifteen (15) days prior to each Coupon Payment Date and/or Redemption Date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Redemption Amount                              | shall mean the amounts outstanding towards the principal amount of Debentures on the Redemption Date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Redemption Date                                | shall mean the date falling on the expiry of 1 year and 363 days from the Deemed Date of Allotment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Register of Debenture Holders                  | means the register maintained by the Issuer at its registered office and containing the names of the Debenture Holders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Registrar/Registrar to the Issue               | Registrar to the Issue, in this case being Integrated Registry Management Services Private Limited.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ROC                                    | The Registrar of Companies, Chennai                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| RTGS                                   | Real Time Gross Settlement, an electronic funds transfer facility provided by RBI.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| RBI                                    | The Reserve Bank of India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| SEBI                                   | Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| SEBI Debt Listing Regulations          | The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time), issued by SEBI.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Security Coupon                        | shall mean any mortgage, pledge, lien, hypothecation, charge, or interest in the nature of a security assignment, deed of trust, deposit, encumbrance of any kind, or any other type of preferential arrangement, preference, priority or other security agreement of any kind or nature whatsoever including without limitation, any agreement to give any of the foregoing, any conditional sale or other title retention agreement or any lease in the nature thereof, over the Charged Assets or any designation as any loss payees or beneficiaries under any insurance contracts and any mortgage, pledge, lien, hypothecation, charge, assignment or other interest created by any other Person. |
| Stock Exchange                         | BSE Limited (BSE)/National Stock Exchange of India Limited (NSE)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Term Sheet                             | Means the term sheet as set forth on page 124 of this Disclosure Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| The Act                                | The Companies Act, 2013 or The Companies Act, 1956, as may be applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Unattested Memorandum of Hypothecation | means the memorandum of hypothecation executed/to be executed between the Issuer and the Debenture Trustee for creation of charge over the Hypothecated Property in terms of the Definitive Documents.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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## SECTION 1 – NOTICE TO THE INVESTORS AND DISCLAIMER

### **GENERAL DISCLAIMER**

This document is neither a “Prospectus” nor a “Statement in Lieu of Prospectus” but a “Disclosure Document” prepared in accordance with Securities and Exchange Board of India (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and Section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014). This document does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Shriram Transport Finance Company Limited.

The Disclosure Document is for the exclusive use to whom it is delivered and it should not be circulated or distributed to third party/ (ies). The Issuer certifies that the disclosures made in this Disclosure Document are generally adequate and are in conformity with the SEBI Regulations. The Company shall comply with applicable provisions of RBI circular no. DNBR (PD) CC No. 021/03.10.001/2014-15 dated February 20, 2015 and clarifications thereto issued by the Reserve Bank of India in issue of Debentures under this Disclosure Document. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue.

Apart from the Disclosure Document, no offer document or prospectus has been prepared in connection with this Issue and no prospectus in relation to the Issuer or the Debentures relating to this offer has been delivered for registration nor is such a document required to be registered under the applicable laws.

This Disclosure Document is issued by the Company and has been prepared by the Company to provide general information on the Company to potential investors to whom it is addressed and who are eligible and willing to subscribe to the Debentures and does not purport to contain all the information a potential investor may require. Where this Disclosure Document summarizes the provisions of any other document, that summary should not be solely relied upon and the relevant document should be referred to for the full effect of the provisions. Neither this Disclosure Document, nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation. Any recipient of this Disclosure Document should not consider such receipt a recommendation to purchase the Debentures. Each potential investor contemplating the purchase of any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own legal, regulatory, tax, financial, accounting, and/or other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such potential investor's particular circumstances.

This Disclosure Document shall not be considered as a recommendation to purchase the Debentures and recipients are urged to determine, investigate and evaluate for themselves, the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of information contained in this Disclosure Document. The recipients are required to make their own independent valuation and judgment of the Company and the Debentures. It is the responsibility of potential investors to ensure that if they sell/ transfer these Debentures, they shall do so in strict accordance with this Disclosure Document and other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of The Act. The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of the Debentures and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the Debentures. The Company or any of its directors, employees, advisors, affiliates; subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

### **DISCLAIMER OF THE RESERVE BANK OF INDIA**

The Debentures have not been recommended or approved by the RBI nor does RBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in this Disclosure Document. Potential investors may make investment decision in the securities offered in terms of this Disclosure Document solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

### **DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA**

This Disclosure Document has not been filed with SEBI. The Debentures have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the

correctness of the statements made or opinions expressed in this Disclosure Document. The issue of Debentures being made on private placement basis, filing of this Disclosure Document is not required with SEBI; However, SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Disclosure Document.

#### **DISCLAIMER CLAUSE OF THE STOCK EXCHANGE**

As required, a copy of this Disclosure Document would be duly filed with BSE/ NSE in terms of SEBI Debt Listing Regulations. It is to be distinctly understood that submission of this Disclosure Document to the BSE/ NSE should not in any way be deemed or construed to mean that this Disclosure Document has been reviewed, cleared or approved by BSE/ NSE, nor does BSE / NSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document. BSE / NSE does not warrant that the Debentures will be listed or will continue to be listed on BSE / NSE nor does BSE / NSE take any responsibility for the soundness of the financial and other conditions of the Company, its promoters, its management or any scheme or project of the Company.

#### **DISCLAIMER OF THE TRUSTEE**

The Debenture Trustee, 'ipso facto' does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by Debenture Holders.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

Issue of these Debentures have been/will be made in India to investors as specified under clause "Who Can Apply" in this Disclosure Document, who have been/shall be specifically approached by the Company. This Disclosure Document is not to be construed or constituted as an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. The Debentures are governed by and shall be construed in accordance with the existing Indian laws as applicable in the state of Tamil Nadu. Any dispute arising in respect thereof will be subject to the non - exclusive jurisdiction of the courts and tribunals of the city of Chennai.

#### **DISCLAIMER CLAUSE OF THE RATING AGENCIES**

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned facilities or to buy, sell or hold any security. The Rating Agency(ies) has based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agency(ies) do not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities / instruments are rated by the Rating Agency(ies) have paid a credit rating fee, based on the amount and type of bank facilities / instruments.

#### **DISCLAIMER CLAUSE OF THE LEAD ARRANGER**

The only role of Standard Chartered Bank ("Arranger") with respect to the Debentures is confined to arranging placement of the Debentures on the basis of this Disclosure Document as prepared by the Issuer.

Nothing in this Disclosure Document constitutes an offer of securities for sale in the United States or any other jurisdiction where such offer or placement would be in violation of any law, rule or regulation.

All the information contained in this Disclosure Document has been provided by the Issuer or is from publicly available information, and such information has not been independently verified by the Arranger. No representation or warranty, expressed or implied, is or will be made, and no responsibility or liability is or will be accepted, by the Arranger or its affiliates for the accuracy, completeness, reliability, correctness or fairness of this Disclosure Document or any of the information or opinions contained therein, and the Arranger hereby expressly disclaims, to the fullest extent permitted by law, any responsibility for the contents of this Disclosure Document and any liability, whether arising in tort or contract or otherwise relating to or resulting from this Disclosure Document or any information or errors contained therein or any omissions therefrom. by, accepting this Disclosure Document, you agree that the Arranger will not have any such liability.

You should carefully read and retain this Disclosure Document. however, you are not to construe the contents of this Disclosure Document as investment, legal, accounting, regulatory or tax advice, and you should consult with your own advisors as to all legal, accounting, regulatory, tax, financial and related matters concerning an investment in the Debentures.

Standard Chartered Bank may purchase and hold the Debentures for its own account or for the accounts of its customers or enter into other transactions (including derivatives) relating to the Debentures at the same time as the offering of the Debentures. Standard Chartered Bank may have engaged in or may in the future engage in other dealings in the ordinary course of business with the Issuer and/or its subsidiaries and affiliate.

#### **FORCE MAJEURE BEFORE CLOSING DATE**

The Company reserves the right to withdraw the Issue at any time prior to the closing date thereof in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected in respect of the Debentures without assigning any reason.

#### **ISSUE OF DEBENTURES IN DEMATERIALISED FORM**

The Debentures will be issued in dematerialized form. The Issuer has made arrangements with the depositories for the issue of the Debentures in dematerialized form. Investors will have to hold the Debentures in dematerialized form as per the provisions of the Depositories Act, 1996. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the Investor with its depository participant. The Issuer will make the allotment to Investors on the Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

#### **EACH PERSON RECEIVING THIS DISCLOSURE DOCUMENT ACKNOWLEDGES THAT SUCH PERSON:**

- (a) has reviewed the terms and conditions applicable to the Debentures as contained in this Disclosure Document and has understood the same, and, on an independent assessment thereof, found the same acceptable for the investment made and has also reviewed the risk disclosures contained herein and has understood the risks, and determined that the investment in the Debentures are a suitable investment and that the Debenture Holders can bear the economic risk of that investment;
- (b) has received all the information believed by it to be necessary and appropriate or material in connection with, and for investment in the Debentures;
- (c) has sufficient knowledge, experience and expertise as an investor, to make the investment in the Debentures;
- (d) has not relied on either the Company or any of its affiliate, associate, holding, subsidiary or group entities or any person acting in its or their behalf for any information, advice or recommendations of any sort except as regards the accuracy of the specific factual information about the terms of the Debentures set out in this Disclosure Document;
- (e) has understood that information contained in this Disclosure Document is not to be constructed as business or investment advice;
- (f) has made an independent evaluation and judgment of all risks and merits before investing in the Debentures;
- (g) has understood that the Debentures, even after being listed, may not be marketable or may not have a market at all;
- (h) has legal ability to invest in the Debentures and the investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture Holders or its assets.
- (i) Neither the delivery of this Disclosure Document nor any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

#### **FORWARD LOOKING STATEMENTS**

This Disclosure Document contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'shall', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Issuer that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from the Issuer's expectations include, but are not limited to, the following:

- (a) delay or non-receipt of necessary government and other approvals;
- (b) regulatory changes pertaining to the industry in India which have an impact on the Issuer's business and durability to respond to

them;

- (c) the Issuer's ability to successfully implement its strategy, growth and expansion;
- (d) competition in the industry in which the Issuer operates in;
- (e) the Issuer's ability to respond to technological changes;
- (f) the Issuer's exposure to market risks;
- (g) the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates,
- (h) foreign exchange rates, equity prices and other rates or prices; and
- (i) general economic and political conditions in India and globally, which have an impact on the Issuer's business and its ability to respond to them.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither the Issuer nor the registrar nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

## SECTION 2: RISK FACTORS

The following are some of the important factors that could cause actual results to differ materially from the Company's expectations:

The following are the risks envisaged by the management of the Company relating to the Company, the Debentures and the market in general. Potential investors should carefully consider all the risk factors stated in this Disclosure Document in relation to the Debentures for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represents the principal risks inherent in investing in the Debentures but does not represent that the statements below regarding the risks of holding the Debentures are exhaustive. *The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.* Potential Investors should also read the detailed information set out elsewhere in this Disclosure Document and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's Debentures could decline and/or the Company's ability to meet its obligations in respect of the Debentures could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures and/or the Company's ability to meet its obligations in respect of the Debentures.

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below.

### **A. INTERNAL RISK FACTORS**

#### **Risks relating to our Company and its Business:**

1. ***Instability of global and Indian economies and banking sectors could affect the liquidity of our Company, which could have a Material Adverse Effect on our Company's financial condition.***

The credit markets in India have faced significant volatility, dislocation and liquidity constraints since mid-last year. The instability in the Indian credit markets has in the past resulted from significant write downs of asset value of financial institutions including banks (primarily in the public sector), housing finance companies and non-banking financial companies.

2. ***Our financial performance is highly sensitive to interest rate volatility and our lending and treasury operations may be impacted by any volatility in such interest rates, which could cause our net interest income and margins to decline and adversely affect our return on assets and profitability.***

Our results of operations are substantially dependent upon the level of our net interest margins. Our net interest margin as of March 31, 2019 was 7.41 per cent. Revenue from operations as per IND-AS is the largest component of our total income as per IND-AS and constituted 99.85 per cent. Of our total income as per IND-AS on an unconsolidated basis in the fiscal year ended 31 March 2019. We provide loans at fixed rates of interest. As of 31 March 2019, our Total Loan Assets (gross of Provisions) as per IND-AS amounted to Rs. 10,230,748.58 lacs. We borrow funds on both fixed and floating rates. We are exposed to interest rate risks as a result of lending to customers predominantly at fixed interest rates, amounts and for periods which may differ from our funding sources. Volatility in interest rates can materially and adversely affect our financial performance and cash flows. In a rising interest rate environment, if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds, or, in a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted. Additional risks arising from increasing interest rates, among others, include:

- increases in the rates of interest charged on various loans in our loan portfolio, which could result in the extension of loan maturities and higher monthly instalments due from borrowers which, in turn, could result in higher rates of default;

- reductions in the volume of commercial vehicle loans as a result of clients' inability to service high interest rate payments; and
- reduction in the value of fixed income securities held in our investment portfolio.

Accordingly, our operations are susceptible to fluctuations in interest rates. Interest rates are highly sensitive and fluctuations thereof are dependent upon many factors which are beyond our control, including the monetary policies of the RBI, de-regulation of the financial services sector in India, domestic and international economic and political conditions, inflation and other factors. Difficult conditions in the global and Indian economy can affect the availability of credit.

**3. *Our business requires raising substantial capital through borrowings and any disruption in funding sources would have a material adverse effect on our liquidity, financial condition and/or cash flows.***

As an asset finance company, our liquidity and on-going profitability are, in large part, dependent upon our timely access to, and the costs associated with, raising capital. As of March 31, 2019, 87.18 per cent. Of our borrowed funds as per IND-AS consisted of funds raised from financial institutions and banks (including public issues of non-convertible debentures), while the remaining 12.82 per cent. Consisted of funds raised through retail borrowings on an unconsolidated basis. Our funding requirements are predominantly met through term loans from banks (including cash credit), the issue of redeemable non-convertible debentures and fixed deposits, which constituted 18.24 per cent., 28.32 per cent. And 11.73 per cent. Of our total borrowings as per IND-AS, respectively, as of March 31, 2019 on an unconsolidated basis. Our credit providers include nationalised banks, private Indian banks and foreign banks and we also rely on retail investors. Our business, therefore, depends and will continue to depend on our ability to access diversified funding sources. Our ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors including our credit ratings, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of NBFCs and our current and future results of operations and financial condition. Changes in economic and financial conditions or continuing lack of liquidity in the market could make it difficult for us to access funds at competitive rates. Any such disruption in our ability to access primary funding sources at competitive costs would have a material adverse effect on our liquidity, financial condition and/or cash flows.

In the second half of FY2019, issues around debt repayments at Infrastructure Leasing & Financial Services led to heightened investor focus around the health of the broader NBFC sector as well as their sources of liquidity. This led to some tightening in liquidity available to certain NBFCs. A repeat of such an event or any similar events affecting the market sentiment surrounding the sector as a whole could affect the borrowing capability of the Issuer adversely.

**4. *If we are unable to manage the level of non-performing assets or stage 3 in our loan portfolio, our financial position, results of operations and cash flows may suffer.***

In the past, we have seen increasing levels of non-performing assets ("NPAs") and stage 3 assets in our loan portfolio. Gross NPAs as per IGAAP have increased from INR 387,023.80 lacs as of 31 March 2016 to INR 540,843.50 lacs as of 31 March 2017 on an unconsolidated basis. Gross NPAs as per IGAAP have increased from INR 540,843.50 lacs as of 31 March 2017 to INR 737,639.30 lacs as of 31 March 2018 on an unconsolidated basis. Our Net NPAs as per IGAAP have increased from INR 114,369.70 lacs as of 31 March 2016, to INR 165,899.10 lacs as of 31 March 2017 and our Net NPAs as per IGAAP have increased from INR 165,899.10 lacs million as of 31 March 2017, to INR 213,114.80 million as of 31 March 2018 on an unconsolidated basis. Our Gross NPAs as a percentage of Total Loan Assets as per IGAAP were 6.19 per cent., 8.17 per cent. And 9.16 per cent. As of 31 March 2016, 31 March 2017 and 31 March 2018, respectively on an unconsolidated basis, while our Net NPAs as a percentage of our Net Loan Assets were 1.91 per cent., 2.66 per cent. And 2.83 per cent. as of 31 March 2016, 31 March 2017 and 31 March 2018 respectively on an unconsolidated basis. Our Stage 3 Assets as per IND-AS as on 31 March 2019 was INR 862,226.59 lacs and our Stage 3 Assets net of Stage 3 Provision as per IND-AS as on 31 March 2019 were INR 565,527.05 lacs. Our Stage 3 Assets as a percentage of Total Loan Assets as per IND-AS was 8.43 per cent and our Stage 3 Assets net of Stage 3 Provision as a percentage of Net Loan Assets as per IND-AS were 5.69 per cent. Our Net NPA as of 31 March 2019 was 2.55 per cent.

We cannot be sure that we will be able to improve our collections and recoveries in relation to our NPAs, or otherwise adequately control our level of NPAs in the future. RBI regulations issued in 2014 had mandated a shorter time period for classifying assets as NPAs so as to ensure that there is no difference between banks and NBFCs in relation to the classification of NPAs. Pursuant to these RBI regulations, we decreased the time period for classifying our assets as NPAs from 180 days to 150 days in March 2016, and decreased the time period further to 120 days in March 2017 and to 90 days

in March 2018. As a consequence, there has been an increase in our Gross NPAs, and we have lost the regulatory arbitrage we enjoyed in banks in relation to classification of assets as NPAs.

In certain cases where a customer has delayed payments but has demonstrated an ability to continue servicing the relevant loan, we generally do not enforce the security and take possession of the financed vehicle but we allow the loan to remain outstanding and continue without restructuring, which can adversely affect the position of our asset quality and NPA/ECL provisioning. There can also be no assurance that in such cases the customer would not continue to delay payments, which could adversely affect our profitability and cash flows.

If we are not able to control or reduce our level of NPAs/Stage 3 Assets, the overall quality of our loan portfolio may deteriorate, and our results of operations and/or cash flows may be adversely affected. Furthermore, although we believe our current provisioning for NPAs/ECL is comparable with the industry standards, in future our provisions may not be adequate when compared to the loan portfolios of other financial institutions. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of Gross NPAs or Stage 3 Provision coverage as a percentage of Stage 3 Assets or otherwise, or that the percentage of NPAs/Stage 3 Assets that we will be able to recover will be similar to our past experience of recoveries of NPAs. In the event of any deterioration in our NPA/Impaired portfolio, there could be an even greater adverse impact on our results of operations and/or cash flows.

**5. *Our business is focused on commercial vehicle finance for new and pre-owned commercial vehicles and any adverse developments in this sector would adversely affect our results of operations.***

As we focus on providing financing for pre-owned and new commercial vehicles, our asset and NPA/Stage 3 assets portfolios have, and will likely continue in the future to have, a high concentration of pre-owned and new commercial vehicle financing arrangements. As of 31 March 2019, our product portfolio for commercial vehicle financing comprised 83.32 per cent. Pre-owned, 11.10 per cent. New commercial vehicles, 2.84 per cent. Business loan, 2.69 per cent. Working capital loans and 0.06 per cent. Other loans. Moreover, our customer base has, and will likely continue in the future to have, a high concentration of first time buyers and small road transport operators.

Our business is, therefore, entirely dependent on various factors that impact this customer segment such as the demand for transportation services in India, changes in Indian regulations and policies affecting pre-owned commercial vehicles, natural disasters and calamities, and the macroeconomic environment in India and globally. In addition, individual borrowers, FTUs and SRTOs are generally less financially resilient than larger corporate borrowers or fleet owners, and as a result, can be more adversely affected by declining economic conditions. Such factors may result in a decline in the sales or value of new and pre-owned commercial vehicles. Therefore, the demand for finance for pre-owned and new commercial vehicles may decline, which in turn may adversely affect our financial condition, the results of our operations and/or cash flows. In addition, the ability of commercial vehicle owners and/or operators to perform their obligations under existing financing agreements may be adversely affected if their businesses suffer as a result of the aforesaid factors.

Our business is not diversified and any factor which adversely impacts our customer segment may have a disproportionate impact on our operations, profitability and/or cash flows.

**6. *High levels of customer defaults could adversely affect our business, financial condition, results of operations and/or cash flows.***

Our primary business involves lending money to commercial vehicle owners and operators in India, and we are subject to customer default risks including default or delay in repayment of principal or interest on our loans. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, our financial condition, results of operations and/or cash flows will be adversely impacted.

In addition, our customer portfolio principally consists of SRTOs and FTBs that lack banking habits and individual borrowers generally are less financially resilient than larger corporate borrowers and, as a result, they can be more adversely affected by declining economic conditions. In addition, a significant majority of our client base belongs to the low-income group. The owners and/or operators of commercial vehicles we finance often do not have any credit history supported by tax returns and other related documents which would enable us to assess their creditworthiness. In addition, we may not receive updated information regarding any change in the financial condition of our customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation on the part of our customers.

Furthermore, unlike several developed economies, a nationwide credit bureau covering our customers does not exist, so there is less financial information available about the creditworthiness of individuals, particularly our client segment that is mainly from the low-income group and which typically has limited access to other financing sources. It is therefore difficult to carry out precise credit risk analyses on our clients. Although we follow certain procedures to evaluate the credit profile of our customers at the time of sanctioning a loan, we generally rely on the referrals from the local trucking community and value of the commercial vehicle provided as underlying collateral rather than on a stringent analysis of the credit profile of our customers. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required.

Failure to continuously monitor the loan contracts, particularly for individual borrowers, could adversely affect our credit portfolio which could have a material and adverse effect on our results of operations, financial condition and/or cash flows.

**7. *Our business is cyclical in nature. High levels of customer defaults could adversely affect our business, financial condition, results of operations and/or cash flows.***

Our primary business involves lending money to commercial vehicle owners and operators in India, and we are subject to customer default risks including default or delay in repayment of principal or interest on our loans. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, our financial condition, results of operations and/or cash flows will be adversely impacted.

In addition, our customer portfolio principally consists of SRTOs and FTBs that lack banking habits and individual borrowers generally are less financially resilient than larger corporate borrowers and, as a result, they can be more adversely affected by declining economic conditions and become unable to make timely payments in respect of the loans availed by them. In addition, a significant majority of our client base belongs to the low-income group. The owners and/or operators of commercial vehicles we finance often do not have any credit history supported by tax returns and other related documents which would enable us to assess their creditworthiness. In addition, we may not receive updated information regarding any change in the financial condition of our customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation on the part of our customers. Furthermore, unlike several developed economies, a nationwide credit bureau covering our customers does not exist, so there is less financial information available about the creditworthiness of individuals, particularly our client segment that is mainly from the low-income group and which typically has limited access to other financing sources. It is therefore difficult to carry out precise credit risk analyses on our clients. Although we follow certain procedures to evaluate the credit profile of our customers at the time of sanctioning a loan, we generally rely on the referrals from the local trucking community and value of the commercial vehicle provided as underlying collateral rather than on a stringent analysis of the credit profile of our customers. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required.

Failure to continuously monitor the loan contracts, particularly for individual borrowers, could adversely affect our credit portfolio which could have a material and adverse effect on our results of operations, financial condition and/or cash flows.

**8. *We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans.***

As a security interest for the financing facilities provided by us to our customers, the vehicles purchased by our customers are hypothecated in our favour. The value of the vehicle, however, is subject to depreciation, deterioration and/or reduction in value on account of other extraneous reasons, over the course of time. Consequently, the realisable value of the collateral for the credit facility provided by us, when liquidated, may be lower than the outstanding loan from such customers. Any default in repayment of the outstanding credit obligations by our customers may expose us to losses. Furthermore, in the case of a default, we may repossess the commercial vehicles financed and sell such vehicles. The hypothecated vehicles, being movable property, may be difficult to locate or seize in the event of any default by our customers. There can also be no assurance that we will be able to sell such vehicles provided as collateral at prices sufficient to cover the amounts under default. In addition, there may be delays associated with such processes. A failure or delay to recover the expected value from sale of collateral security could expose us to a potential loss. Any such losses could adversely affect our financial condition, results of operations and/or cash flows. Furthermore, enforcing our legal rights by litigating against defaulting customers is generally a slow and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or at all. The

recovery of monies from defaulting customers may be further compounded by the fact that we do not generally insist on, or receive, post-dated cheques as security towards the timely repayment of dues from customers to whom we have provided loans. Further if we are unable to sell any repossessed vehicles provided as security for such loans at commercially favourable prices, in a timely manner or at all, we may not recover the costs of maintaining such repossessed vehicles and our operations, cash flows and profitability could be adversely affected.

9. ***We operate in an increasingly competitive financial services industry, which creates significant pricing pressures and may adversely affect our net interest margins, income and market share. Further, our growth depends on our ability to compete effectively in this competitive environment.***

The financial services market is being served by a range of financial entities, including traditional banking institutions, public sector banks, NBFCs and small finance banks. Our competitors may have greater financial resources, may be larger in terms of business volume and customer base, have greater brand recognition among customers, better institutional distribution platforms and may have lower cost of funds compared to us. Moreover, as interest rate is a key factor driving a customers' decision in selecting a financier, competitors may offer loans at lower rates, owing to access to lower cost of capital, to retain market share. This competition is likely to further intensify as more and more international and domestic players enter into Indian financial services industry as a result of regulatory changes. Our future success will depend, to a large extent, on our ability to respond in a timely and effective manner to these competitive pressures. There can be no assurance that we will be able to compete successfully with such competitors and gain market share.

10. ***Our Company is involved in certain legal proceedings including in relation to certain legislation relating to "money lending" activities which, if determined against us, could have a material adverse effect on our goodwill, financial condition, results of operations and cash flows.***

Our Company is currently involved in a number of legal proceedings arising in the ordinary course of our business or which are incidental to our business and operations, including certain criminal proceedings, civil proceedings, tax proceedings and cases under the Negotiable Instruments Act, 1881 and certain legislation relating to "money lending" activities which, if determined against us, could have a material adverse effect on our goodwill, financial condition, operation results and cash flows. These proceedings are pending at different levels of adjudication before various courts and tribunals, primarily relating to civil suits and tax disputes.

The Company has filed an appeal before the Supreme Court of India in connection with a writ petition filed by our Company challenging the action of the Commissioner of Commercial Taxes, Kerala, directing our Company to register under the provisions of the Kerala Money Lenders Act, 1958. Further, our Company has filed a writ petition against the State of Karnataka before the High Court of Karnataka, inter alia, seeking a declaration that the provisions of the Karnataka Money Lenders Act, 1961, and the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004 do not apply to our Company.

There can be no assurance that these proceedings will be decided in our favour or that penal or other action will not be taken against our Company and/or any senior management party to such proceedings. In the event of any adverse ruling, our Company may be required to register as a money lending entity and will be required to comply with the provisions of such legislation within the relevant states and similar regulatory authorities in other states in India where we currently carry on business or propose to carry on business in the future, including imposition of caps on the interest rates which can be charged by our Company. If we are required to comply with such interest rate limits or any other conditions specified under such legislation, our interest income and net interest margin may be adversely impacted as well as the conduct of our operations

11. ***There are outstanding legal proceedings against our Company which may adversely affect our business, financial condition and results of operations.***

There are outstanding legal proceedings against our Company that are in the ordinary course of business or are incidental to our business and operations, including certain criminal proceedings, civil proceedings, tax proceedings and cases under the Negotiable Instruments Act, 1881 and certain legislation relating to "money lending" activities which, if determined against us, could have a material adverse effect on our goodwill, financial condition, results of operations and cash flows. These proceedings are pending at different levels of adjudication before various courts and tribunals, primarily relating to civil suits and tax disputes.

The Company has filed an appeal before the Supreme Court of India in connection with a writ petition filed by our Company challenging the action of the Commissioner of Commercial Taxes, Kerala, directing our Company to register under the provisions of the Kerala Money Lenders Act, 1958. Further, our Company has filed a writ petition against the State of Karnataka before the High Court of Karnataka, *inter alia*, seeking a declaration that the provisions of the Karnataka Money Lenders Act, 1961, and the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004 do not apply to our Company. In the event of any adverse ruling, our Company may be required to register as a money lending entity and will be required to comply with the provisions of such legislation within the relevant States and similar regulatory authorities in other States in India where we currently carry on business or propose to carry on business in the future, including imposition of caps on the interest rates which can be charged by our Company. If we are required to comply with such interest rate limits or any other conditions specified under such legislation, our interest income and net interest margin may be adversely impacted as well as the conduct of our operations.

Further, there can be no assurance that the pending proceedings will be decided in our favour or that penal or other action will not be taken against our Company and/or any senior management party to such proceedings and/or or that the provisions we make will be adequate to cover all losses we may incur in such proceedings, or that our actual liability will be as reflected in any provision that we have made in connection with any such legal proceedings. We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. If a number of these disputes are determined against our Company and if our Company is required to pay all or a portion of the disputed amounts or if we are unable to recover amounts for which we have filed recovery proceedings, there could be a material and adverse impact on our reputation, business, financial condition and results of operations.

**12. *A large part of our collections are in cash and consequently we face the risk of misappropriation or fraud by our employees.***

A significant portion of our collections from our customers is in cash. Large cash collections expose us to the risk of fraud, misappropriation or unauthorised transactions by our employees responsible for dealing with such cash collections, and we have had certain instances of fraud by our employees in the past. While we have taken insurance policies and coverage for cash in safes and in transit, and undertake measures to detect and prevent any unauthorised transaction, fraud or misappropriation by our representatives and officers, this may not be sufficient to prevent or deter such activities in all cases, which may adversely affect our operations, profitability and cash flows. Further, we may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill, business, financial condition and operation results.

**13. *Our significant indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to conduct our business and operations in the manner we desire.***

As of March 31, 2019, we had unconsolidated outstanding secured debt as per IND-AS of Rs. 6,742,242.20 lakhs and unconsolidated unsecured debt as per IND-AS of Rs. 2,049,197.47 lakhs. We will continue to incur additional indebtedness in the future. Most of our borrowings are secured by our immovable, movable and other assets. Our significant indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow may be used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted or our cost of borrowings may increase due to sudden adverse market conditions, including decreased availability of credit or fluctuations in interest rates;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates;
- there could be a material adverse effect on our business, financial condition, results of operations and/or cash flows if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and

- we may be more vulnerable to economic downturns, may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

Some of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. Specifically, under some of our financing agreements, we require, and may be unable to obtain, consents from the relevant lenders for, among others, the following matters: entering into any scheme of merger; spinning-off of a business division; selling or transferring all or a substantial portion of our assets; making any change in ownership or control or constitution of our Company; making amendments in our Memorandum and Articles of Association; creating any further security interest on the assets upon which the existing lenders have a prior charge; and raising funds by way of any fresh capital issue. Our financing agreements also typically contain certain financial covenants including the requirement to maintain, among others, specified debt-to-equity ratios, debt-to-net worth ratios, or Tier I to Tier II capital ratios that may be higher than statutory or regulatory requirements. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time.

A failure to observe the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under our other financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. Any of these circumstances could adversely affect our business, credit rating, financial condition, results of operations and/or cash flows.

**14. *If the performance of our portfolios relating to various credit and financing facilities deteriorates, our business, financial condition, results of operations and/or cash flows may be adversely affected.***

We have in the past acquired, and may in the future continue to acquire, portfolios relating to various credit and financing facilities from various originators including banks and other institutions, in the ordinary course of our business.

There can be no assurance that we will not experience any deterioration in the performance of any loan portfolio acquired by us or that may be acquired by us in the future. Any deterioration in such loan portfolios acquired by us, and an inability to seek recourse against loan portfolio originators, or otherwise recover the investments made in connection with the acquisition of such loan portfolios, would adversely impact our earnings realised from such loan portfolios and may adversely affect our business, financial condition and results of operations.

**15. *We face increasing competition in our business which may result in declining margins if we are unable to compete effectively.***

We primarily provide vehicle finance loans to FTUs and SRTOs. Our primary competition historically has been private unorganised financiers who principally operate in the local market. However, the significant growth in the commercial vehicle finance segment in recent periods has resulted in various banks and non-banking finance companies ("NBFC") increasing their focus on this sector, particularly for new commercial vehicle finance. In addition, interest rate deregulation and other liberalisation measures affecting the commercial vehicle finance sector, together with increased demand for capital by FTUs and SRTOs, have resulted in an increase in competition.

All of these factors have resulted in our facing increased competition from other lenders in the commercial vehicle finance sector, including commercial banks and other NBFCs. Our ability to compete effectively will depend, to some extent, on our ability to raise low cost funding in the future. Furthermore, as a result of increased competition in the commercial vehicle finance sector, vehicle finance products are becoming increasingly standardised and variable interest rate and payment terms and lower processing fees are becoming increasingly common in the commercial vehicle

finance sector in India. There can be no assurance that we will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive commercial vehicle finance industry. Increasing competition may have an adverse effect on our net interest margin and other income, and if we are unable to compete successfully, our market share may decline.

If we are unable to compete effectively with other participants in the commercial vehicle finance or equipment finance sectors, our business, future financial performance and the trading price of the Debentures may be adversely affected.

**16. *We may not be able to successfully sustain our growth strategy.***

In recent years, we have experienced substantial growth. Our growth strategy includes growing our branch network and presence in rural centres. There can be no assurance that we will be able to sustain our growth strategy successfully or that we will be able to expand further or diversify our product portfolio. If we grow our branch network and presence too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition.

We also face a number of operational risks in executing our growth strategy. We have experienced rapid growth in our commercial vehicle finance business; our branch network has expanded significantly, and we are entering into new, smaller towns and cities within India as part of our growth strategy. Our rapid growth exposes us to a wide range of increased risks, including business risks, such as the possibility that a number of our impaired loans may grow faster than anticipated, as well as operational risks, fraud risks and regulatory and legal risks. It will also place significant demands on our management, financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key managerial personnel, maintaining effective risk management policies, continuing to offer products which are relevant to our target base of clients, developing managerial experience to address emerging challenges and ensuring a high standard of client service. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

**17. *We may not be able to successfully consolidate and expand our product portfolio.***

We intend to consolidate and expand our product portfolio as part of our growth strategy. As of March 31, 2019, our assets under our management product portfolio comprised heavy commercial vehicles, light commercial vehicles, passenger vehicles, tractors, business loans and other loans, which constituted 46.40 per cent., 21.98 per cent., 22.51 per cent., 3.52 per cent., 2.84 per cent. and 2.75 per cent., respectively, of our total Assets Under Management derived from Ind AS, on a standalone basis.

We cannot assure that such diversification or expansion of operations will in future yield and/or continue to yield favourable or expected results, as our overall profitability and success will be subject to various factors, including, among others, our ability to obtain necessary statutory and/or regulatory approvals and licences, our ability to effectively recruit, retain and motivate appropriate managerial talent and ability to compete with banks and other NBFCs that are already well established in this market segment, as well as our ability to effectively absorb additional infrastructure costs.

Our growth strategy will require significant capital investments and commitments of time from our senior management and there also can be no assurance that our management will be able to develop the skills necessary to successfully manage these new business areas. Our inability to effectively manage any of these issues could materially and adversely affect our business and impact our future financial performance and/or cash flows

**18. *Our loan portfolio may no longer continue to be classified as priority sector advances by the RBI.***

The RBI currently mandates commercial banks operating in India, including foreign banks with more than 20 branches in India to maintain an aggregate 40 per cent. Of adjusted net bank credit or a credit equivalent amount of off-balance-sheet exposure, whichever is higher as “priority sector advances”. These include advances to agriculture, micro and small enterprises (including SRTOs, which constitute the largest proportion of our loan portfolio), micro enterprises within the micro and small enterprises sector, export credit, and advances to weaker sections where the Government seeks to encourage flow of credit for developmental reasons. Banks in India that have traditionally been constrained or unable to

meet these requirements organically have relied on specialised institutions such as us that are better positioned to or exclusively focus on originating such assets for meeting these targets, through co-origination of such assets, purchase of assets or investments in assets.

In the event that any part of our loan portfolio is no longer classified as a priority sector advance by the RBI, or if the laws relating to priority sector lending as applicable to the banks undergo a change, our ability to securitise our asset pool will be hampered, which may adversely affect our financial condition, results of operations and/or cash flows.

**19. *We may experience difficulties in expanding our business into new regions and markets in India.***

As part of our growth strategy, we continue to evaluate attractive growth opportunities to expand our business into new regions and markets in India. Factors such as competition, culture, regulatory regimes, business practices and customs and customer requirements in these new markets may differ from those in our current markets, and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete not only with other banks and financial institutions but also the local unorganised or semi-organised private financiers, who are more familiar with local regulations, business practices and customs, and have stronger relationships with customers.

If we plan to expand our geographical footprint, our business may be exposed to various additional challenges, including: obtaining necessary governmental approvals; identifying and collaborating with local business and partners with whom we may have no previous working relationship; successfully gauging market conditions in local markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility; being susceptible to local taxation in additional geographical areas of India; and adapting our marketing strategy and operations to different regions of India in which different languages are spoken. Our inability to expand our current operations may adversely affect our business prospects, financial conditions, results of operations and/or cash flows.

**20. *Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.***

The cost and availability of capital is also dependent on our short-term and long-term credit ratings. Ratings reflect a rating agency's opinion of our financial strength, operating performance, strategic position and ability to meet our obligations.

Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. The ratings provided by credit rating agencies may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Any such adverse development could adversely affect our business, financial condition, results of operations and/or cash flows.

**21. *If we are unable to successfully expand, maintain or leverage our partnership arrangements with private financiers involved in commercial vehicle financing, our business prospects, results of operations, financial conditions and/or cash flows may be adversely affected.***

Our partnership and co-financing arrangements with private financiers involved in commercial vehicle financing across India is an integral part of our growth strategy. We enter into strategic agreements with private financiers ranging from individual financiers and small local private financiers, including other NBFCs, to capitalise on their local knowledge, infrastructure and personnel base of our partners in order to source new customers. Our Co-financing arrangements include various revenue-sharing arrangements at pre-determined amounts.

There can be no assurance that our partners will comply with the procedural and other conditions specified by us in connection with our arrangements with them in the context of customer origination, the credit appraisal process, loan administration and monitoring and any loan recovery processes, or that our partners will not act in any manner that could adversely affect our reputation, brand, customer relationships or business interests. For example, we have in the past

experienced certain instances of fraud by certain of our partners. There can also be no assurance that we will be able to leverage and benefit from our partnership arrangements to effectively source a sufficient volume of new customers and business commensurate to the revenue-sharing and other incentives provided to our partners under our arrangements with them.

In addition, we may not be able to identify suitable private financiers in the future with whom we can successfully work through such arrangements, or in joint marketing and customer support activities, and there can be no assurance that we will be able to ensure any level of success with such partnership arrangements for any sustained period of time. Furthermore, there can be no assurance that there will not be any dispute with the other parties the arrangements in the future. If we are unable to successfully expand, maintain or leverage our partnership arrangements and relationship with the parties to the arrangements, our business prospects, results of operations, financial conditions and/or cash flows may be adversely affected.

**22. *A decline in our capital adequacy ratio could restrict our future business growth.***

All deposit taking NBFCs are required to maintain a minimum capital adequacy ratio, consisting of Tier I and Tier II capital, of not less than 15 per cent. Of its aggregate risk-weighted assets on balance sheet and risk-adjusted value of off-balance sheet items. Our capital adequacy ratio computed on the basis of applicable RBI requirements was 17.38 per cent. And 20.27 per cent as of March 31, 2018 and March 31, 2019, as per IND-AS, respectively, with Tier I capital comprising 14.47 per cent. And 15.62 per cent., as per IND-AS respectively. If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favourable to us or at all, and this may adversely affect the growth of our business.

**23. *As part of our business strategy we assign or securitise a substantial portion of our loan assets to banks and other institutions. Any deterioration in the performance of any pool of receivables assigned or securitised to banks and other institutions may adversely impact our financial performance and/or cash flows.***

As part of our means of raising and/or managing our funds, we assign or securitise a substantial portion of the receivables from our loan portfolio to banks and other institutions. Such assignment or securitisation transactions are conducted on the basis of our internal estimates of our funding requirements, which may vary from time to time. In fiscal 2018 and 2019, our securitised and assigned assets at book value was Rs. 1,246,716.07 lakhs and Rs. 1,512,310.00 lakhs, respectively on an unconsolidated basis. Any change in statutory and/or regulatory requirements in relation to assignments or securitisations by financial institutions, including the requirements prescribed by RBI and the Government of India and the interpretation thereof, could have an adverse impact on our assignment or securitisations transactions. Any adverse changes in the policy and/or regulations in connection with the assignment or securitisations of assets by NBFCs and/or new circulars and/or directions issued by the RBI in this regard, affecting NBFCs or the purchasers of assets, would affect the assignment and securitisations market in general and our ability to securitise and/or assign our assets.

The aggregate credit enhancement amounts outstanding as of March 31, 2019 was Rs. 361,950.45 lakhs, respectively on an unconsolidated basis. For such transactions, in the event that a relevant bank or institution does not realise the receivables due under such loan assets, such bank or institution would have recourse to such credit enhancement, which could have a material adverse effect on our results of operations, financial condition and/or cash flows.

**24. *System failures or inadequacy and security breaches in computer systems may adversely affect our business.***

Our business is increasingly dependent on our ability to process, on a daily basis, a large number of transactions. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services.

Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products.

Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorised access, computer viruses or other malicious codes and other events that could compromise data integrity and security.

Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the geographical areas in which we are located.

**25. *Some of our directors may have interests in entities, which are in businesses similar to ours and this may result in conflicts of interest with us.***

Commercial transactions in the future between us and related parties may result in conflicting interests which could have an adverse effect on our operations. Such factors may have an adverse effect on the results of our operations and financial condition.

**26. *We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads.***

Our business strategy involves a relatively high level of on-going interaction with our customers. We believe that this involvement is an important part of developing our relationship with our customers, identifying new cross selling opportunities and monitoring our performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the finance products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our finance products were to reduce substantially, which could adversely affect our results of operations and/or cash flows.

**27. *We face asset-liability mismatches which could affect our liquidity and consequently may adversely affect our operations, profitability and/or cash flows.***

We face potential liquidity risks due to varying periods over which our assets and liabilities mature. As is typical for NBFCs, a portion of our funding requirements is met through short-term funding sources such as bank loans, working capital demand loans, cash credit, short-term loans and commercial paper. Consequently, our inability to obtain additional credit facilities or renew our existing credit facilities, in a timely and cost-effective manner or at all, may lead to mismatches between our assets and liabilities, which in turn may adversely affect our operations, financial performance and/or cash flows. Further, mismatches between our assets and liabilities are compounded in case of pre-payments of the financing facilities we grant to our customers.

**28. *We have certain contingent liabilities which may adversely affect our financial condition.***

As of March 31, 2019, we had certain contingent liabilities not provided for, which included a contingent liability as per Indian Accounting Standard 37 in respect of income tax demands where the Company has filed an appeal before various authorities of Rs. 7,869.94 lacs, VAT demand where the Company has filed an appeal before various appellate courts aggregating Rs. 12,430.40 lacs, a service tax demand for Rs. 19,831.14 lacs and guarantees and counter guarantees given aggregating Rs. 100,019.24 lacs on a standalone basis. In the event that any of these contingent liabilities materialise, our financial condition may be adversely affected. Further, in the event there is a change in any statutory/ regulatory requirement with respect to contingent liabilities, our Company may be required to make additional provisions to meet the revised criteria which may have an adverse effect on our financial condition and profitability.

**29. *The trademark/service mark and logo in connection with the “Shriram” brand which we use is licensed to us and consequently, any termination or non-renewal of such license may adversely affect our goodwill, operations and profitability. Further, our current logo which we are using for our corporate publicity campaigns and as included in this Shelf Prospectus is not registered. Our inability to register such logo and/or to adequately protect the same may adversely affect our goodwill, operations and profitability.***

Pursuant to a license agreement dated November 21, 2014 between our Company and Shriram Ownership Trust (“SOT”), as amended in terms of agreement dated March 18, 2016 and novated in terms of the deed of novation cum amendment dated May 17, 2019 entered into between our Company, SOT and Shriram Value Services Limited (“SVS”), we are entitled to use the brand name “Shriram” and the associated mark. In this regard, our Company has to currently pay royalty to SOT until September 30, 2019 and thereafter to SVS (since SOT had gifted all its intellectual property in the brand

name “Shriram” and its associated marks to SVS, the royalty for the same commencing from September 30, 2019 is payable to SVS) on the gross turnover of our Company. Along with the royalty, our Company also is required to pay to SOT (until September 30, 2019) and SVS (commencing from September 30, 2019) amounts by way of reimbursement of actual expenses incurred by SOT / SVS in respect of protection and defence of the copyright. The license agreement is valid until September 30, 2024, after which the agreement will be automatically renewed for a further period of five years on the same terms, unless otherwise decided by both parties or upon occurrence of a breach by either party of the material terms of the license arrangement. The agreement is not terminable unless mutually agreed by both parties.

In the event such license agreement is terminated or is not renewed or extended in the future, we may not be entitled to use the brand name “**Shriram**” and the associated mark in connection with our business operations. Consequently, we will not be able to derive the goodwill that we have been enjoying under the “**Shriram**” brand. Further, if the commercial terms and conditions including the consideration payable pursuant to the said agreement are revised unfavourably, our Company may be required to allocate larger portions of its profits and/or revenues towards such consideration, which would adversely affect our profitability.

Further, our current logo which we are using for our corporate publicity campaigns and as included in this Shelf Prospectus is not registered and we have not applied for registration of the same with the relevant trademark authorities. Our inability to register such logo and/or to adequately protect the same may adversely affect our goodwill, operations and profitability.

We operate in a competitive environment, and we believe that our brand recognition is a significant competitive advantage to us. If the license and user agreement is not renewed or terminated, we may need to change our name, trade mark/service mark or the logo. Any such change could require us to incur additional costs and may adversely impact our goodwill, business prospects and results of operations.

**30. *Any adverse impact on the ‘Shriram’ brand may have an impact on the benefits accruing to us from the use of the brand resulting in an adverse impact on our business and results of operations***

We benefit from our relationship with ‘Shriram’ group in many ways, such as reputation and experience. We believe that ‘Shriram’ brand is perceived to be that of a trusted provider of quality products and services. Our growth and future success are influenced, in part, by our continued relationship with the ‘Shriram’ group. If we cease to benefit from these relationships for any reason, our business and growth prospects may decline, and our business and results of operations may be adversely affected.

We cannot assure you that the established ‘Shriram’ brand name will not be adversely affected in the future by events such as actions that are beyond our control, including customer complaints and dissatisfaction or adverse publicity from any other source. Negative public opinion about the financial services industry generally or about the ‘Shriram’ brand name, if not immediately and sufficiently remedied, can have an adverse effect on our business and results of operations.

**31. *Any adverse impact on the ‘Shriram’ brand may have an impact on the benefits accruing to us from the use of the brand resulting in an adverse impact on our business and results of operations.***

We benefit from our relationship with ‘Shriram’ group in many ways, such as reputation and experience. We believe that ‘Shriram’ brand is perceived to be that of a trusted provider of quality products and services. Our growth and future success are influenced, in part, by our continued relationship with the ‘Shriram’ group. If we cease to benefit from these relationships for any reason, our business and growth prospects may decline, and our business and results of operations may be adversely affected.

We cannot assure you that the established ‘Shriram’ brand name will not be adversely affected in the future by events such as actions that are beyond our control, including customer complaints and dissatisfaction or adverse publicity from any other source. Negative public opinion about the financial services industry generally or about the ‘Shriram’ brand name, if not immediately and sufficiently remedied, can have an adverse effect on our business and results of operations.

**32. *Inaccurate appraisal of credit may adversely impact our business.***

We may be affected by the failure of employees to comply with internal procedures and the inaccurate appraisal of credit or financial worth of our clients. Inaccurate appraisal of credit may allow a loan sanction which may eventually result in a bad debt on our books of accounts. In the event that we are unable to check the risks arising out of such lapses, our business and results of operations may be adversely affected.

**33. *Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries.***

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data.

Our hedging strategies and other risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated. Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, current or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although we have established these policies and procedures, they may not be fully effective. Our future success will depend, in part, on our ability to respond to new technological advances and evolving NBFC and vehicle finance sector standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will successfully implement new technologies or adapt our transaction-processing systems to customer requirements or evolving market standards.

**34. *Our Promoter, Shriram Capital Limited (SCL or the Promoter), beneficially owns 26.23 per cent. Of our equity share capital and accordingly has the ability to exercise significant influence over the outcome of matters submitted to shareholders for approval, and their interests may differ from those of other holders of the debentures.***

As of the date of this Disclosure Document, our Promoter beneficially owned 26.23 per cent. of our equity share capital. Accordingly, our Promoter has the ability to significantly influence the outcome of matters submitted to shareholders for approving the timing and distribution of dividends and the election or termination of appointment of directors. This could delay, defer or prevent or impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. In addition, for so long as our Promoter continues to exercise significant influence over our Company, it may influence the material policies of our Company in a manner that could conflict with the interests of the security holders. The Promoter may have interests that are adverse to the interests of our other shareholders and may take positions with which we or our other shareholders do not agree.

**35. *We have entered into certain related party transactions.***

We have entered into transactions with related parties, within the meaning of Accounting Standard 18 as notified by the Companies (Indian Accounting Standards) Rules, 2015 (for the period prior to April 1, 2018) and Indian Accounting Standard 24 as notified by the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 (for the period beginning on and from April 1, 2018). These transactions include a licence fee paid to Shriram Ownership Trust ("SOT") pursuant to the Licence Agreement. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

**36. *Any failure by us to identify, manage, complete and integrate acquisitions, divestitures and other significant transactions successfully could adversely affect our results of operations, business prospects and/or cash flows.***

As part of our business strategy, we may acquire complementary companies or businesses, divest non-core businesses or assets, sale or dispose of any unit(s), division(s) or subsidiary, enter into strategic alliances and joint ventures and make investments/disinvestments to further our business or any other restructuring. In order to pursue this strategy successfully, we must identify suitable candidates for successfully completing such transactions, some of which may be large and complex, and manage the integration of acquired companies or employees. We may not fully realise all of the anticipated benefits of any such transaction within the anticipated timeframe or at all. Any increased or unexpected costs, unanticipated delays or failure to achieve contractual obligations could make such transactions less profitable or unprofitable. Managing business combination and investment transactions requires varying levels of management resources, which may divert our attention from other business operations, and may result in significant costs and expenses and charges to earnings. The challenges involved in integration include:

- combining product offerings and entering into new markets in which we are not experienced;

- consolidating and maintaining relationships with customers;
- consolidating and rationalising transaction processes and corporate and information technology infrastructure;
- integrating employees and managing employee issues;
- coordinating and combining administrative and other operations and relationships with third parties in accordance with applicable laws and other obligations while maintaining adequate standards, controls and procedures;
- achieving savings from infrastructure integration; and
- managing other business, infrastructure and operational integration issues.

**37. *Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.***

Our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key managerial personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. In order to be successful, we must attract, train, motivate and retain highly skilled employees, especially branch managers and relationship executives. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Hiring and retaining qualified and skilled managers are critical to our future, as our business model depends on our credit appraisal and asset valuation mechanism, which are personnel-driven operations. Moreover, competition for experienced employees in the commercial vehicle finance sector can be intense. While we have an incentive, structure designed to encourage employee retention, our inability to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on our business, future financial performance and/or cash flows.

**38. *Most of the properties used by our Company are occupied by our Company on lease and/or as shared office space. Any termination of the lease(s) or the other relevant agreements in connection with such properties or our failure to renew the same in a timely manner, or at all, could adversely affect our activities.***

Currently, most of the properties used by our Company for the purposes of our business activities, including the premises where the registered office of our Company is located, are not owned by us. Termination of leases or other relevant agreements in connection with such properties which are not owned by us or our failure to renew the same, on favourable conditions, in a timely manner, or at all, could require us to vacate such premises at short notice, and could adversely affect our operations, financial condition and profitability.

**39. *We are exposed to fluctuations in the market values of our investment and other asset portfolio.***

Deterioration of the credit and capital markets could result in volatility of our investment earnings and impairments to our investment and asset portfolio, which could negatively impact our financial condition and reported income.

**40. *Being in the service industry, our operations may be adversely affected if we are unable to attract and retain qualified employees or if relations with employees deteriorate.***

As of 31 March 2019, we employed 26,630 full-time employees. Currently, none of our employees are members of any labour union. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

**41. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business.***

We require certain statutory and/or regulatory permits and approvals for our business. In the future, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. There can be no

assurance that the relevant authorities will issue any of such permits or approvals in a timely manner or at all and/or on favourable terms and conditions. Failure by us to comply with the terms and conditions to which such permits or approvals are subject and/or to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

**42. *We are subject to supervision and regulation by the RBI and other regulatory authorities in India, and changes in regulations governing us could adversely affect our business.***

We are regulated principally by, and have reporting obligations to, the RBI. We are also subject to the corporate, taxation and other laws in effect in India. The regulatory and legal framework governing us may continue to change as India's economy and commercial and financial markets evolve. In recent years, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented which are intended to provide tighter control and more transparency in India's financial sector.

We are subject to the RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The RBI's regulations of NBFCs could change in the future which may require us to restructure our activities, incur additional cost or could otherwise adversely affect our business and our financial performance. The RBI, from time to time, amends the regulatory framework governing NBFCs to address, among others, concerns arising from certain divergent regulatory requirements for banks and NBFCs.

As a part of its regulatory oversight, the RBI is also entitled to inspect our books of accounts and other records for the purpose of verifying compliance with applicable regulations and the correctness or completeness of any statement, information or particulars furnished to the RBI. The RBI has, in the past, issued observations pursuant to such periodic inspection and we had given clarifications in this regard. While we have responded to such observations and addressed them, there can be no assurance that the RBI will not make similar or other observations in the future. In the event that we are unable to resolve the issues to the RBI's satisfaction, we may be restricted in our ability to conduct our business as we currently do. Further, Insurance and Regulatory Development Authority of India ("IRDAI") had also recently issued observations during the period from February 19, 2018 to February 21, 2018 and we had given clarifications in this regard. While we seek to comply with all regulatory provisions applicable to us, we could be subject to penalties and restrictions which may be imposed by the RBI or IRDAI in the event that we are unable to comply with their observations. Imposition of any penalty or adverse findings by the RBI or IRDAI during ongoing or future inspections may have an adverse effect on our business, operations results, financial condition and reputation.

The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, securitisation, investments, ethical issues, money laundering and privacy. In some cases, there are overlapping regulations and enforcement authorities. Moreover, these laws and regulations can be amended, supplemented, interpreted differently or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could materially and adversely affect our business and our financial performance.

Compliance with many of the regulations applicable to our operations in India, including any restrictions on investments, lending and other activities currently being carried out by our Company, involves a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. Further, compliance with many of the regulations applicable to our operations may involve significant costs and otherwise may impose restrictions on our operations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and our business could be adversely affected. We are also subject to changes in Indian laws, regulations and accounting principles and practices. There can be no assurance that the laws governing our Company and its operations will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not adversely affect our business and future financial performance.

**43. *As an NBFC, non-compliance with the RBI's observations made during its periodic inspections could expose us to penalties and restrictions.***

As an NBFC, we are subject to periodic inspection by the RBI under section 45N of the RBI Act, pursuant to which the RBI inspects our books of accounts and other records for the purpose of verifying compliance with applicable regulations, the correctness or completeness of any statement, information or particulars furnished to the RBI. RBI in the past issued

observations pursuant to such periodic inspection and our Company had given clarifications in this regard. While we have responded to such observations and addressed them, we cannot assure you that the RBI will not make similar or other observations in the future. In the event we are unable to resolve the issues to the RBI's satisfaction, we may be restricted in our ability to conduct our business as we currently do. While we seek to comply with all regulatory provisions applicable to us, in the event we are unable to comply with the observations made by the RBI, we could be subject to penalties and restrictions which may be imposed by the RBI. Imposition of any penalty or adverse findings by the RBI during the ongoing or any future inspections may have an adverse effect on our business, results of operations, financial condition and reputation.

**44. *Any changes in the statutory and/or regulatory requirements in connection with taxation could adversely affect our operations, profitability and cash flows.***

The operations, profitability and cash flows could be adversely affected by any unfavourable changes in central and state-level statutory and/or regulatory requirements in connection with direct and indirect taxes and duties, including income tax, goods and service tax ("GST") and/or by any unfavourable interpretation taken by the relevant taxation authorities and/or courts and tribunals.

Further, the Government of India has introduced two major reforms in Indian tax laws, namely the GST, and provisions relating to general anti-avoidance rules ("GAAR").

The GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise, collected by the central and state governments. The GST has increased administrative compliance for the Companies which is a consequence of increased registration and form filing requirements.

As regards to GAAR, the provisions were introduced in the Finance Act 2012 and will apply (as per the Finance Act 2015) in respect of an assessment year beginning on 1 April 2018. The GAAR provisions intend to catch arrangements declared as "impermissible avoidance arrangements", which is defined in the Finance Act, 2012 as any arrangement, the main purpose of which is to obtain a tax benefit and which satisfies at least one of the following tests: (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes. The onus to prove that the transaction is not an "impermissible avoidance agreement" is on the assessee. If GAAR provisions are invoked, then the tax authorities have wide powers, including the denial of tax benefit or the denial of a benefit under a tax treaty.

As the taxation system is relatively new and could be subject to further amendments in the short term for the purposes of streamlining compliance, the consequential effects on us cannot be determined as of now and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the debentures.

**45. *We are required to prepare our financial statements with effect from April 1, 2018 under the Ind AS. As Ind AS differs in various respects from Indian GAAP, our financial statements for the financial year 2019 may not be comparable to our historical financial statements.***

Our Company's financial statements for the Fiscals ended March 31, 2018, 2017 and 2016 have been prepared in accordance with Indian GAAP. In January 2016, the Ministry of Corporate Affairs laid out a road map for implementation of Ind AS for scheduled commercial banks, insurance companies and NBFCs. NBFCs are required to prepare Ind AS based financial statements (consolidated and individual) in two phases. Under Phase I, NBFCs that have a net worth of Rs. 500 crores or more, including our Company, and their holding, subsidiary, joint venture or associate companies are required to prepare Ind AS based financial statements for accounting periods beginning from April 1, 2018 onwards with comparatives for the periods ending March 31, 2018 or thereafter. Under Phase II, NBFCs whose equity and/or debt securities are listed or are in the process of being listed on any stock exchange in India or outside India and have a net worth less than Rs. 500 crores, NBFCs that are not listed and have a net worth of more than Rs. 250 crores but less than Rs. 500 crores, and their respective holding, subsidiary, joint venture or associate companies are required to prepare Ind AS based financial statements for accounting periods beginning from April 1, 2019 onwards with comparatives for the periods ending March 31, 2019 or thereafter. NBFCs that have a net worth below Rs. 250 crores shall continue to apply Accounting Standards specified in Annexure to the Companies (Accounting Standards) Rules, 2006, as amended by the

Companies (Accounting Standards) (Amendment) Rules, 2016. Accordingly, we have adopted Ind AS notified under Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, from April 1, 2018 and the effective date of such transition was April 1, 2017. The impact of transition has been recorded in the opening reserves as at April 1, 2017 and the corresponding figures, presented in the standalone financial statements of the Company for the year ended March 31, 2018, have been restated/reclassified. Therefore, our standalone financial statements for the year ended March 31, 2019 are prepared in accordance with Ind AS and are not comparable to our historical financial statements. There are significant differences between RBI regulations and Ind AS and the RBI has not issued any clarifications with respect to these differences. From April 1, 2018, the Company has computed key parameters including capital adequacy ratio, risk weighted assets, net owned fund, gross NPA, provision for non-performing assets derived from the financial statement prepared in accordance with Ind AS. These computations may undergo changes if the RBI issues any guidelines for such computations with retrospective effect.

**46. *Our insurance coverage may not adequately protect us against losses.***

We maintain such insurance coverage as we believe is adequate for our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We maintain general liability insurance coverage, including coverage for errors or omissions. We cannot, however, assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

A successful assertion of one or more large claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition and results of operations.

**47. *We have regional concentration in southern India and western India, and therefore are dependent on the general economic conditions and activities in these areas.***

We have a significant presence in south and west India. Our concentration in the southern and western states exposes us to any adverse geological, ecological, economic and/or political circumstances in that region. If there is a sustained downturn in the economy of south India or west India, or a sustained change in consumer preferences in those regions, our financial position may be adversely affected.

**48. *New product/services offered by us may not be successful.***

We introduce new products/services to explore new business opportunities from time to time. We also give business loans to our existing customers to cater to their additional finance needs for diversifying into allied and related business. We cannot assure you that all our new products and services and business ventures and broadening of our loan products and portfolio will always be profitable and this may result in our inability to recover our costs and expenses incurred on these initiatives. Further, our inability to offer new products/services or diversify and grow in new business areas could adversely affect our business and financial performance.

**49. *We may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.***

We are required to comply with applicable anti-money laundering and anti-terrorism laws and other regulations in India. In the course of our operations, we run the risk of failing to comply with the prescribed Know Your Customer (KYC) procedures and the consequent risk of fraud and money laundering by dishonest customers, despite putting in place systems and controls to prevent the occurrence of these risks. In certain of our activities and in our pursuit of business, we run the risk of inadvertently offering our financial products and services ignoring customer suitability and appropriateness, despite having a Board-approved customer suitability policy and associated processes in place. Such incidents may adversely affect our business and our reputation.

**50. *Increase in competition from our peer group in the commercial vehicle finance sector may result in reduction of our market share, which in turn may adversely affect our profitability.***

Our Company provides loans to pre-owned and new commercial vehicle owners and/or operators in suburban and rural areas in India. We have been increasingly facing competition from domestic and foreign banks and NBFCs operating in the commercial vehicle finance segment of the industry. Some of our competitors are very aggressive in underwriting credit risk and pricing their products and may have access to funds at a lower cost, wider networks and greater resources than our Company. Our financial condition and results of operations are dependent on our ability to obtain and maintain low cost funds and to provide prompt and quality services to our customers. If our Company is unable to access funds at a

cost comparable to or lower than our competitors, we may not be able to offer loans at competitive interest rates to our customers

**51. *We depend on our brand reputation and our failure to maintain our product image could have a material adverse effect on our business, financial condition and results of operations.***

We believe that the reputation of our brand among customers as a reliable company has contributed significantly to the growth and success of our business. Maintaining and enhancing the recognition and reputation of our products are, therefore, critical to our business and competitiveness. Many factors, some of which are beyond our control, are important to maintaining and enhancing our product image. These factors include our ability to maintain the reliability and quality of the services we offer and increase product awareness through investment in brand building initiatives, including through education programmes and marketing activities. A public perception that we do not provide satisfactory products, even if factually incorrect or based on isolated incidents, could damage our reputation, diminish the value of our products, undermine the trust and credibility we have established and have a negative impact on our ability to attract new consumers or retain our current consumers.

**52. *Our risk management policies and procedures may not adequately address unidentified or unanticipated risks.***

We have devoted significant resources to developing our risk management policies and procedures and expect to continue to do so in the future. Despite this, our policies and procedures to identify, monitor and manage risks may not be fully effective. Some of our methods of managing risk are based upon the use of observed historical market behaviour. As a result, these methods may not accurately predict future risk exposures which could be significantly greater than indicated by the historical measures. As we seek to expand the scope of our operations, we also face the risk of inability to develop risk management policies and procedures that are properly designed for those new business areas in a timely manner. Implementation and monitoring may prove particularly challenging with respect to businesses that we have recently initiated. Inability to develop and implement effective risk management policies may adversely affect our business, prospects, financial condition and results of operations.

**B. Risks Relating to the Debentures**

**1. *Changes in interest rates may affect the price of our Debentures.***

The price of securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities tend to fall and when interest rates drop, the prices tend to increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our Debentures.

**2. *You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Debentures.***

Our ability to pay interest accrued on the Debentures and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter-alia including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the Debentures and/or the interest accrued thereon in a timely manner or at all.

**3. *Payments to be made on the Debentures will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the Debentures.***

The Debentures will be subordinated to certain liabilities preferred by law such as the claims of the Governmental Authority on account of taxes, and certain liabilities incurred in the ordinary course of our business. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the Debentures only after all of those liabilities that rank senior to these NCDs have been paid as per relevant Section of the Companies Act. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the Debentures.

**4. *Any downgrading in credit rating of our Debentures may affect the value of Debentures and thus our ability to raise further debts.***

The rating of the Debentures by Credit Rating Agency and/or agencies indicates high degree of safety regarding timely servicing of financial obligations and carrying very low credit risk. The ratings provided by Credit Rating Agency and/or Agencies may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions.

Any adverse revisions of our credit rating may adversely impact our ability to raise additional financing, the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance and our ability to obtain financing for lending operations.

**5. *Our Company may raise further borrowings and charge its assets subject to receipt of necessary consents.***

Our Company may, subject to receipt of all necessary consents, raise further borrowings and charge its assets. Our Company will decide the nature of security that may be provided for future borrowings. In the event of creation of a pari passu charge with other charge holder(s) may reduce the amounts recoverable by the Debentures holders upon our Company's bankruptcy, winding-up or liquidation.

**6. *There may be no active market for the non-convertible debentures on the WDM segment of the stock exchange. As a result, the liquidity and market prices of the non-convertible debentures may fail to develop and may accordingly be adversely affected.***

There can be no assurance that an active market for the Debentures will develop. If an active market for the Debentures fails to develop or be sustained, the liquidity and market prices of the Debentures may be adversely affected. The market price of the Debentures would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country; (ii) the market for listed debt securities; (iii) general economic conditions; and (iv) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the Debentures, which may trade at a discount to the price at which you purchase the Debentures and/or be relatively illiquid.

**7. *The Debentures are subject to the credit risk of the Issuer and the Debenture Holders may or may not recover all or part of their investments in the Debentures on account of any default by the Issuer.***

**C. EXTERNAL RISK FACTORS**

**1. *Our business is primarily dependent on the automobile and transportation industry in India.***

Our business to a large extent depends on the continued growth in the automobile and transportation industry in India, which is influenced by a number of extraneous factors which are beyond our control, inter-alia including (a) the macroeconomic environment in India, (b) the demand for transportation services, (c) natural disasters and calamities, and (d) changes in regulations and policies in connection with motor vehicles. Such factors may result in a decline in the sales or value of new and pre-owned CVs. Correspondingly, the demand for availing finance for new and pre-owned commercial vehicles may decline, which in turn may adversely affect our financial condition and the results of our operations. Further, the ability of CV owners and/or operators to perform their obligations under existing financing agreements may be adversely affected if their businesses suffer as a result of the aforesaid factors.

**2. *Changes in environmental or other laws may lead to a decline in the sale of vehicles, which could adversely affect our business, results of operations and prospects.***

Our Company is engaged in vehicle financing across various states in India. Any regulation passed by either the central Government or any of the state Governments, or any orders of judiciary to ban the sale of a particular segment of vehicles or impose additional taxes on any particular segment of vehicles, could lead to a decline in the sales of such vehicles. For example, the Supreme Court of India imposed a ban on the sale of vehicles not complying with Bharat Emission Standards IV. Such regulatory amendments or orders of the judiciary may lead to a decline in our disbursements and adversely affect our business, results of operations and prospects.

**3. *Any slowdown in economic growth in India may adversely affect our business, results of operations and financial condition.***

Our financial performance and the quality and growth of our business depend significantly on the health of the overall Indian economy, the gross domestic product growth rate and the economic cycle in India. All our assets and employees are located in India, and we intend to continue to develop and expand reach in all parts of the country depending upon the business opportunities.

Our performance and the growth of our business depends on the performance of the Indian economy and the economies of the regional markets we currently serve. These economies could be adversely affected by various factors, such as political and regulatory changes including adverse changes in liberalization policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in these economies could adversely affect the ability of our customers to afford our services, which in turn would adversely affect our business, results of operations and financial condition.

**4. *Increase in competition from our peer group in the commercial vehicle finance sector may result in reduction of our market share, which in turn may adversely affect our profitability.***

Our Company provides loans to pre-owned and new CV owners and/or operators in suburban and rural areas in India. We have been increasingly facing competition from banks and NBFCs operating in the CV finance segment of the industry. Some of our competitors are very aggressive in pricing their products and may have access to funds at a lower cost, wider networks and greater resources than our Company. Our financial condition and results of operations are dependent on our ability to obtain and maintain low cost funds and to provide prompt and quality services to our customers. If our Company is unable to access funds at a cost comparable to or lower than our competitors, we may not be able to offer loans at competitive interest rates to our customers.

While our Company believes that it has historically been able to offer competitive interest rates on the loans extended to our customers, there can be no assurance that our Company will be able to continue to do so in the future. An increase in competition from our peer group may result in a decline in our market share, which may in turn result in reduced incomes from our operations and may adversely affect our profitability.

**5. *Our growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have a direct impact on our operations and profitability.***

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on our business. The quantum of our disbursements is driven by the growth in demand for commercial vehicles. Any slowdown in the Indian economy may have a direct impact on our disbursements and a slowdown in the economy as a whole can increase the level of defaults thereby adversely impacting our Company's profitability, the quality of its portfolio and growth plans.

**6. *Civil unrest, acts of violence, including terrorism or war involving India and other countries, could materially and adversely affect the financial markets and our business.***

Civil unrest, acts of violence, including terrorism or war, may negatively affect the Indian stock markets and also materially and adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately materially and adversely affect our business. Although the governments of India and neighboring countries have recently been engaged in conciliatory efforts, any deterioration in relations between India and neighboring countries might result in investor concern about stability in the region, which could materially and adversely affect our business, results of operations and financial condition.

**7. *Political instability could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact our business.***

Since 1991, the Government pursued a policy of economic liberalisation, including significantly relaxing restrictions on the private sector. There can be no assurance that these liberalisation policies will continue in the future as well. The rate of economic liberalisation could change, and specific laws and policies affecting financial services companies, foreign investment, currency exchange rates and other matters affecting investments in Indian companies could change as well. A significant slowdown in India's economic liberalisation and deregulation policies could disrupt business and economic conditions in India, thus affecting our business. Any political instability in the country, including any change in the Government, could materially impact our business adversely.

**8. *Our business may be adversely impacted by natural calamities or unfavourable climatic changes.***

India, Bangladesh, Pakistan, Indonesia, Japan and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics, including the outbreak of avian flu. These economies could be affected by the extent and severity of such natural disasters and pandemics which could in turn affect the financial services sector of which our Company is part. Prolonged spells of abnormal rainfall, draught and other natural calamities could have an adverse impact on the economy, which could in turn adversely affect our business and the price of our Debentures.

**9. *Any downgrading of India's sovereign rating by an international rating agency (ies) may affect our business and our liquidity to a great extent.***

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional finances at favourable interest rates and other commercial terms. This could have an adverse effect on our growth, financial performance and our operations.

**10. *Global economic instability or slowdown is likely to adversely affect our business and our results of operations.***

Economic developments outside India have adversely affected the economy. Our business is affected by domestic and international economic conditions, including rates of economic growth and the impact that such economic conditions have on consumer spending. The current economic downturn has led to an increased level of consumer delinquencies, lack of consumer confidence, decreased market valuations and liquidity, increased market volatility and a widespread reduction of business activity generally, and the referendum passed on 23 June 2016 for the United Kingdom to leave the European Union may enhance market volatility. The resulting economic pressure and dampened consumer sentiment may adversely affect our business and our results of operations.

There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence, stabilise the markets or increase liquidity and the availability of credit. Continuation or worsening of this downturn or general economic conditions may have an adverse effect on our business, liquidity and results of operations.

**11. *Companies operating in India are subject to a variety of central and state government taxes and surcharges.***

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The statutory corporate income tax in India, which includes a surcharge on the tax and an education cess on the tax and the surcharge, may range up to 34.944 per cent. The central or state government may in the future further increase the corporate income tax it imposes. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could adversely affect our business and results of operations.

**12. *Trade deficits could adversely affect our business.***

India's trade relationships with other countries and its trade deficit may adversely affect Indian economic conditions. Between 1 April 2018 and September 30 2018, India experienced a trade deficit of U.S.\$95.8 billion, reported by the RBI in its press release on "Developments in India's Balance of Payments" dated 7 December 2018, which was an increase from the trade deficit of U.S.\$74.8 billion for the same period in 2017. If trade deficits increase or are no longer manageable, the Indian economy, and therefore our business and our financial performance, could be adversely affected.

**13. *Financial difficulty and other problems in certain financial institutions in India could adversely affect our business.***

As an NBFC, we are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such as banks with whom we interact. Any such difficulties or instability of the Indian financial system in general could create an adverse market

perception about Indian financial institutions and banks and adversely affect our business, results of operations and financial condition. As the Indian financial system operates within an emerging market, it faces risks of a nature and extent not typically faced in more developed economies including the risk of deposit runs, notwithstanding the existence of a national deposit insurance scheme.

**14. *A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact us.***

One of the direct adverse impacts of the global financial crisis on India has been the reversal of capital inflows and a decline in exports, leading to pressures on the balance of payments and a sharp depreciation of the Indian Rupee vis-à-vis the U.S. dollar. Any increased intervention by the RBI in the foreign exchange market to control the volatility of the exchange rate may result in a decline in India's foreign exchange reserves and reduced liquidity and higher interest rates in the Indian economy, which could adversely affect our business and our future financial performance.

**15. *Investors may have difficulty enforcing foreign judgments in India against our Company or our management.***

Our Company is a limited liability public company incorporated under the laws of India. Most of our Company's directors and executive officers named herein are residents of India and all or a substantial portion of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors to effect service of process on our Company or such persons in jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India. In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The manner of recognition and enforcement of foreign judgments in India is dependent on whether the country in which the foreign judgment has been pronounced is a reciprocating territory or not. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999 to execute such a judgment or to repatriate outside India any amount recovered pursuant to execution. Any judgment in a foreign currency would be converted into Indian Rupees on the date of the judgment and not on the date of the payment. The Issuer cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

**16. *There may be less company information available in Indian securities markets than in securities markets in other more developed countries.***

There is a difference between the level of regulation, disclosure and monitoring of the Indian securities market and the activities of investors, brokers and other participants, and that of markets in the United States and other more developed economies. The Securities and Exchange Board of India (SEBI) is responsible for ensuring and improving disclosure and other regulatory standards for the Indian securities markets. The SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in more developed economies. As a result, investors may have access to less information about the business, results of operations and financial conditions, and those of the competitors that are listed on the BSE Limited and the National Stock Exchange of India Limited and other stock exchanges in India on an on-going basis than you may find in the case of companies subject to reporting requirements of other more developed countries.

**17. *Changes in legislation, including tax legislation, or policies applicable to our Company, could adversely affect our Company's results of operations.***

Our Company's business and operations are governed by various laws and regulations. Our Company's business and financial performance could be materially adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to the business. The Government or state governments could implement new regulations and policies, which could require our Company to obtain approvals and licences from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on our Company's business, prospects, financial condition and results of operations.

Our Company is subject to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") that SEBI recently announced. The SEBI LODR Regulations have brought into effect changes to the framework governing listed companies, including the introduction of certain additional

requirements such as disclosure of material events or information, and making prior notifications of certain proposals to raise funds. The requirement for compliance with such applicable regulations presents a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. Further, if the interpretations of the regulators and authorities vary, our Company may be subject to penalties and our business could be adversely affected.

In addition, to ensure compliance with the requirements of new legislation (such as tax laws, GAAR and the SEBI LODR Regulations), our Company may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

**18. *Our Company's ability to raise foreign currency borrowings may be constrained by Indian law.***

As an Indian company, our Company is subject to regulatory approvals and exchange controls that regulate borrowing in foreign currencies. In addition, there can be no assurance that the required approvals, including from the RBI, will be granted to our Company for the issuance of Debentures, if at all. Such regulatory restrictions limit our Company's financing sources and hence could constrain our Company's ability to obtain financing in a timely manner and on competitive terms and may adversely impact our Company's ability to refinance existing indebtedness. Limitations on raising foreign debt may have an adverse effect on our Company's business, financial condition and results of operations.

**19. *The new bankruptcy code in India may affect our Company's right to recover loans from its borrowers.***

The Government introduced the Insolvency and Bankruptcy Code, 2016 (the "**Bankruptcy Code**"), which was passed by both houses of Parliament and received Presidential assent in 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process. If the Bankruptcy Code provisions are invoked against any of the corporate customers of our Company, it may affect our Company's ability to recover amounts due under the loans made available to the said customers, during the moratorium period as part of the resolution proceedings.

**20. *Use of Market Data***

Unless stated otherwise, macroeconomic and industry data used throughout this Disclosure Document has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Issuer believes that industry data used in this Disclosure Document is reliable, it has not been independently verified.

**21. *Slowdown due to spread of COVID-19 virus***

The spread of COVID-19 Virus across the globe has given a hard blow to the supply chain of factories, with trade routes being disturbed and business activities across India slowing down. Since a good fraction of our borrowers are small transport road operators, the disruption due to COVID-19 will have an impact on their repayment capacity of the loans taken from the Company and consequently, there may be a negative effect on the Company's ability to service the obligations in relation to the Debentures.

## SECTION 3: REGULATORY DISCLOSURES

## PART A

This Disclosure Document is prepared in accordance with the provisions of SEBI Debt Listing Regulations and in this section the Issuer has set out the details required as per Schedule I of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

A. ISSUER INFORMATIONa. *Name and Address of the following:*

| Sr.No. | Particulars                           | Details                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Date of Incorporation                 | June 30, 1979. Our Company was incorporated as a public limited company under the provisions of the Companies Act, 1956.                                                                                                                                                                                                                                                                                   |
| 2.     | Registered Office                     | Mookambika Complex, No. 4, Lady Desika Road, Mylapore, Chennai – 600004                                                                                                                                                                                                                                                                                                                                    |
| 3.     | Corporate Office                      | Wockhardt Towers, Level – 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Tel. No.: +91-22-4095 9595 Fax: +91-22-4095 9597/96 Website: <a href="http://www.stfc.in">www.stfc.in</a>                                                                                                                                                                                      |
| 4.     | Registration                          | Corporate Identification Number: L65191TN1979PLC007874 issued by the Registrar of Companies, Tamil Nadu.<br><br>The Company holds a certificate of registration dated September 4, 2000 bearing registration no. A-07-00459 issued by the RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934, which has been renewed on April 17, 2007, (bearing registration no. 07-00459) |
| 5.     | Compliance Officer                    | Mr. Vivek M Achwal<br><br>Wockhardt Towers, Level – 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Tel. No.: +91-22-4095 9595, Fax: +91 22 4095 9596/97 Email id: <a href="mailto:vivekmadhukar.a@stfc.in">vivekmadhukar.a@stfc.in</a>                                                                                                                                  |
| 6.     | Chief Finance Officer (CFO)           | Mr. Parag Sharma<br>Wockhardt Towers, Level – 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Tel: +91 22 40959595, Fax: +91 22 40959596/97 Email: <a href="mailto:parag@stfc.in">parag@stfc.in</a>                                                                                                                                                                      |
| 7.     | Arranger/ Distributor if any          | <b>Standard Chartered Bank</b><br>5F, Crescenzo, C-38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051<br><b>Contact person:</b> Hitesh Girish<br><b>Tel:</b> +91-22-61158934<br><b>Fax:</b> +91-22-61157700<br><b>Email:</b> <a href="mailto:SCBINRDCM@sc.com">SCBINRDCM@sc.com</a>                                                                                                      |
| 8.     | Trustee to the Issue                  | Catalyst Trusteeship Limited<br>Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098<br>Tel: +91 22 4922 0555<br>Website: <a href="http://www.catalysttrustee.com">www.catalysttrustee.com</a>                                                                                                                                                                       |
| 9.     | Registrar to the Issue                | Integrated Registry Management Services PVT LTD.<br>2 <sup>nd</sup> Floor, “Kences Towers” No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017<br>Phone: 044-28140801 to 28140803<br>Fax : 044-28142479 Email: <a href="mailto:anusha@integratedindia.in">anusha@integratedindia.in</a>                                                                                                 |
| 10.    | Credit Rating Agency (s) of the Issue | <b>CRISIL Limited</b><br><br>CRISIL Limited<br>CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400 076<br>Tel: +91 22 3342 3000, Fax: +91 22 4040 5800                                                                                                                                                                                                                             |

|     |                          |                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                              |
|-----|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     |                          | Website : <a href="http://www.crisil.com">www.crisil.com</a>                                                                                                                                                                                                                          |                                                                                                                                                                                                                              |
| 11. | Auditor(s) of the Issuer | M/s. Haribhakti & Co.LLP<br>Chartered Accountants<br>701 Leela Business Park,<br>Andheri –Kurla Road,<br>Andheri ( East) –Mum -400 059<br>Email-<br><a href="mailto:rakesh.rathi@haribhakti.co.in">rakesh.rathi@haribhakti.co.in</a><br>Tel: +91 22 66729999,<br>Fax: +91 22 66729777 | M/s. Pijush Gupta & Co.<br>Chartered Accountants<br>P 199, CIT Road, Scheme IV-M,<br>Kolkata,<br>West Bengal – 700010<br>Email: <a href="mailto:pijush@pijushgupta.com">pijush@pijushgupta.com</a><br>Tel: +91 033- 23536859 |

As per the Resolution passed by the Banking and Finance Committee on March 16, 2020, the following officials are authorized to sign the Disclosure Document and the Addendums, if any:

| Sr. No. | Name               | Designation              |
|---------|--------------------|--------------------------|
| 1       | Mr. Umesh Revankar | Managing Director & CEO  |
| 2       | Mr. Parag Sharma   | Executive Director & CFO |
| 3       | Mr. S. Sunder      | Executive Director       |

## **b. Brief summary of the business / activities of the Issuer and its line of business**

### **i. Overview**

We believe that we are one of the largest asset financing non-banking finance companies (NBFC) in the organised sector in India that cater to first time users (FTU) and small road transport operators (SRTOs) for financing pre-owned commercial vehicles. In addition, we provide commercial vehicle finance for new commercial vehicles. We are among the leading NBFCs in the organised sector for the commercial vehicle industry in India for FTUs and SRTOs. We also provide financing for passenger commercial vehicles, multi-utility vehicles, three wheelers and tractors as well as ancillary equipment and vehicle parts finance, such as loans for tyres and engine replacements, and provide working capital facility for FTUs and SRTOs. We offer financial services to commercial vehicle operators, thereby providing comprehensive financing solutions to the road logistics industry in India.

Our Company was established in 1979 and we have a long track record of over three decades in the commercial vehicle financing industry in India. The Company has been registered as a deposit-taking NBFC with the Reserve Bank of India (RBI) since 4 September 2000 under Section 45IA of the Reserve Bank of India Act, 1934. We are a part of the Shriram group of companies, which has a strong presence in financial services in India, including commercial vehicle financing, consumer finance, life and general insurance, stock broking, chit funds and distribution of financial products, such as life and general insurance products and mutual fund products. Notably, our Company registered with Insurance Regulatory and Development Authority of India as a corporate agent to deal in general insurance and life insurance in 2013.

Our widespread network of branches across India has been a key driver of our growth over the years. As of 31 March 2019, we had 1545 branches across India, including most of the major commercial vehicle hubs along various road transportation routes in India. We have also established our presence in 838 rural centres as of 31 March 2019, with a view towards increasing our market share in the pre-owned commercial vehicle market and reaching out to a relatively newer customer segment in rural areas. We have also strategically expanded our marketing network and operations by entering into partnership and co-financing arrangements with private financiers in the unorganised sector involved in commercial vehicle financing. As of 31 March 2019, the total number of our employees was 26,630.

We have demonstrated consistent growth in our business and in our profitability. Our Assets Under Management as of March 31, 2018 was Rs. 9,530,602.57 lacs (comprising assets under financing activities of Rs. 8,051,415.05 lacs and loan assets securitised and assigned of Rs. 1,479,187.52 lacs) on a standalone basis as per IGAAP as compared to Asset Under Management of Rs. 7,948,959.34 lacs (comprising assets under financing activities of Rs. 6,619,485.18 lacs and loan assets securitised and assigned of Rs. 1,329,474.16 lacs) as of March 31, 2017. Our Assets Under Management as of March 31, 2019 was Rs. 10,448,227.24 lacs (comprising assets under financing activities of Rs.10,230,748.58 lacs and loan assets assigned of Rs. 217,478.66 lacs) on a standalone basis as per Ind AS. Our capital adequacy ratio as of March 31, 2019 computed on the basis of applicable RBI requirements was 20.27 per cent. on standalone basis as per Ind AS, compared to RBI stipulated minimum requirement of 15.00 per cent. Our capital adequacy ratio as of March 31, 2018 computed on the basis of applicable RBI requirements was 16.87 per

cent. on a standalone basis as per IGAAP, compared to the RBI stipulated minimum requirement of 15.00 per cent. Our Tier I capital as of March 31, 2019 was Rs. 1,575,030.03 lacs on a standalone basis as per Ind AS. Our Tier I capital as of March 31, 2018 on a standalone basis as per IGAAP was Rs. 1,118,620.60 lacs, as compared to Rs. 1,006,142.44 lacs as on March 31, 2017. Our Tier II capital as of March 31, 2019 was Rs.468,816.69 lacs on a standalone basis as per Ind AS. Our Tier II capital on a standalone basis as per IGAAP as of March 31,2018 was Rs. 206,857.19 lacs, as compared to Rs. 115,063.90 lacs as on March 31, 2017. Our Gross NPAs as a percentage of Total Loan Assets as per IGAAP was 9.16 per cent. as of March 31, 2018, as compared to 8.17 per cent as on March 31, 2017 on a standalone basis. Our Net NPAs as a percentage of Net Loan Assets as per IGAAP was 2.83 per cent. as of March 31, 2018, as compared to 2.66 per cent. as on March 31, 2017 on a standalone basis. Our Stage 3 Assets as a percentage of Total Loan Assets as per Ind AS was 8.42 per cent and our Stage 3 Assets net of Stage 3 Provision as a percentage of Net Loan Assets as per Ind AS was 5.68 per cent. as of March 31, 2019 on a standalone basis.

Our total revenue (including exceptional items) as per IGAAP was Rs. 1,241,658.01 lacs in Fiscal 2018, as compared to Rs. 1,083,061.23 lacs in Fiscal 2017 on a standalone basis. Our total income (including exceptional items) as per Ind AS was Rs. 1,554,570.12 lacs as per Ind AS in Fiscal 2019 on a standalone basis. Our net profit after tax as per IGAAP was Rs. 156,802.25 lacs in Fiscal 2018, as compared to Rs. 125,734.25 lacs in Fiscal 2017 on a standalone basis. Our profit after tax was Rs. 256,398.67 lacs as per Ind AS in Fiscal 2019 on a standalone basis.

A summary of our key operational and financial parameters for the last three completed fiscal years, as specified below, are as follows:

|                                                 |  | (Rs. In lacs)                                                        |
|-------------------------------------------------|--|----------------------------------------------------------------------|
|                                                 |  | As at and for the financial year ended March 31, 2017 (As per IGAAP) |
| Particulars                                     |  |                                                                      |
| Net worth*                                      |  | 1,129,216.35                                                         |
| Total Debt                                      |  |                                                                      |
| of which                                        |  |                                                                      |
| – Non-Current Maturities of Long Term Borrowing |  | 3,370,018.31                                                         |
| – Short Term Borrowing                          |  | 498,313.75                                                           |
| – Current Maturities of Long Term Borrowing     |  | 1,442,677.77                                                         |
| Net Fixed Assets                                |  | 8,377.61                                                             |
| Non-Current Assets                              |  | 4,932,721.68                                                         |
| Cash and Cash Equivalents                       |  | 444,068.53                                                           |
| Current Investments                             |  | 5220.97                                                              |
| Current Assets                                  |  | 2,507,823.62                                                         |
| Current Liabilities                             |  | 2,410,373.56                                                         |
| Assets Under Management                         |  | 7,948,959.34                                                         |
| Off Balance Sheet Assets                        |  | 1,329,474.16                                                         |
| Interest Income                                 |  | 1,074,875.50                                                         |
| Interest Expense                                |  | 504,863.47                                                           |
| Provisioning & Write-offs                       |  | 244,432.05                                                           |
| PAT                                             |  | 125,734.25                                                           |

\*Net worth= Share capital + Reserves & Surplus – Miscellaneous Expenditure (to the extent not written off or adjusted)

|                  |                                                                |                                                                | (Rs. In lacs) |
|------------------|----------------------------------------------------------------|----------------------------------------------------------------|---------------|
| Particulars      | As at and for the financial year ended March 31, 2019 (IND AS) | As at and for the financial year ended March 31, 2018 (IND AS) |               |
|                  |                                                                |                                                                |               |
| Net worth*       | 1,580,866.35                                                   | 1,354,786.43                                                   |               |
| Equity           | 22,690.67                                                      | 22,690.67                                                      |               |
| Other equity     | 1,560,937.51                                                   | 1,334,857.59                                                   |               |
| Total Borrowings | 8791439.67                                                     | 8213084.69                                                     |               |

|                                                    |               |              |
|----------------------------------------------------|---------------|--------------|
| of which                                           |               |              |
| – Debt Securities                                  | 3,418,175.01  | 3,243,261.27 |
| – Borrowings (other than debt securities)          | 3,718,929.88  | 3,610,854.45 |
| – Deposits                                         | 1,034,146.68  | 859,774.86   |
| – Subordinated Liabilities                         | 620,188.10    | 499,194.11   |
| Property, plant and equipment                      | 14,345.82     | 11,821.76    |
| Other Intangible assets                            | 196.56        | 173.78       |
| Financial assets                                   | 10,482,393.11 | 9,682,702.49 |
| Non-financial assets                               | 46,855.02     | 41,802.20    |
| Cash and cash equivalents                          | 102,913.54    | 109,071.33   |
| Bank balances other than cash and cash equivalents | 295,233.14    | 258,384.45   |
| Financial liabilities                              | 8,893,273.91  | 8,300,597.68 |
| Non-financial liabilities                          | 52,346.04     | 66,358.75    |
| Asset Under Management as per Ind AS               | 10,448,227.24 | 9,626,034.17 |
| Off-balance sheet assets as per Ind AS             | 217,478.66    | 6,193.18     |
| Total income(including exceptional items)          | 1,554,570.12  | 1,350,138.75 |
| Interest Income                                    | 1,538,427.83  | 1,319,353.20 |
| Finance Costs                                      | 751,125.94    | 636,875.38   |
| Impairment on financial instruments                | 238,226.19    | 172,231.88   |
| Profit for the period                              | 256,398.67    | 246,054.02   |
| Total Comprehensive Income                         | 256,167.03    | 245,925.10   |

The following table sets forth, as of the dates indicated, data regarding our NPAs/Stage 3 and Capital Adequacy Ratios on an unconsolidated basis:

| Particulars                         | As at and for the financial year ended March 31, 2017<br>(As per IGAAP) |
|-------------------------------------|-------------------------------------------------------------------------|
| Gross NPA (Rs in lacs)              | 540,843.57                                                              |
| Net NPA (Rs. in lacs)               | 165,899.14                                                              |
| Total Loan Assets (Rs. in lacs)     | 6,619,485.18                                                            |
| Net Loan Assets(1) (Rs. in lacs)    | 6,244,540.75                                                            |
| % of Gross NPA to Total Loan Assets | 8.17%                                                                   |
| % of Net NPA to Net Loan Assets     | 2.66%                                                                   |
| Tier I Capital Adequacy Ratio (%)   | 15.20%                                                                  |
| Tier II Capital Adequacy Ratio (%)  | 1.74%                                                                   |

| Particulars                                                                           | As at and for the financial year ended March 31, 2019<br>(As per IND AS) | As at and for the financial year ended March 31, 2018<br>(As per IND AS) |
|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Gross Stage 3 Assets                                                                  | 862,226.59                                                               | 908,421.20                                                               |
| Stage 3 Asset net of Stage 3 Provision                                                | 565,527.05                                                               | 598,889.09                                                               |
| Total Loan Assets as per Ind AS (gross of Provisions)                                 | 10,230,748.58                                                            | 9,619,840.99                                                             |
| Net Loan Assets as per Ind AS (Net of Provisions)                                     | 9,934,049.04                                                             | 9,310,308.88                                                             |
| Stage 3 Assets as a percentage of Loan Book As per Ind AS (%)                         | 8.43%                                                                    | 9.44%                                                                    |
| Stage 3 Asset net of Stage 3 Provision as a percentage of Loan Book as per Ind AS (%) | 5.69%                                                                    | 6.43%                                                                    |
| Tier I Capital Adequacy Ratio (per cent.)                                             | 15.62%                                                                   | 14.47%                                                                   |

| Particulars                                                                           | As at and for the financial year ended March 31, 2019<br>(As per IND AS) | As at and for the financial year ended March 31, 2018<br>(As per IND AS) |
|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Tier II Capital Adequacy Ratio (per cent.)                                            | 4.65%                                                                    | 2.92%                                                                    |
| Stage 3 provision                                                                     | 296,699.54                                                               | 309,532.11                                                               |
| Stage 3 provision percentage                                                          | 34.41%                                                                   | 34.07%                                                                   |
| Stage 3 Assets as a percentage of Loan Book As per Ind AS (%)                         | 8.43%                                                                    | 9.44%                                                                    |
| Stage 3 Asset net of Stage 3 Provision as a percentage of Loan Book as per Ind AS (%) | 5.69%                                                                    | 6.43%                                                                    |

## OUR STRENGTHS

We believe that the following are our key strengths:

### ***One of the largest asset financing NBFCs in India***

We believe that we are one of the largest NBFCs in the organised sector in India that cater to FTBs and SRTOs for financing pre-owned commercial vehicles. Our widespread network of 1,545 branches across India and presence in 838 rural centres as of March 31, 2019 enables us to access a large base of approximately 2.03 million customers, including most major and minor commercial vehicle hubs along various road transportation routes in India. We believe that our widespread branch network enables us to service and support our existing customers from proximate locations that provide customers with easy access to our services. We also have strategically expanded our marketing and customer origination network by entering into revenue sharing agreements with private financiers involved in commercial vehicle financing. We believe our relationship with these partners is a critical factor in sourcing new customers and enhancing reach and market share with a low upfront capital cost. We believe that the relationships we have developed with our customers provide us with opportunities for repeat business and to cross sell our other products as well as derive benefit from customer referrals

### ***Unique business model with a strong brand name and a track record of strong financial performance***

We believe that FTBs and SRTOs are not a focus segment for commercial banks in India as this class of customers lack substantial credit histories and other financial documentation on which many banks rely to identify and target new customers. As the market for commercial vehicle financing, especially pre-owned commercial vehicle financing, is fragmented, we believe our credit evaluation techniques, relationship-based approach, extensive branch network and strong valuation skills make our business model unique and sustainable as compared to other financiers. We have an established track record of developing and training recruits on our internally developed valuation techniques, substantial customer knowledge and relationship culture we have developed over the past four decades. We believe this is a key strength that is difficult to replicate and constitutes a high barrier to entry which enables us to provide finance to pre-owned commercial vehicle operators at favourable interest rates and repayment terms as compared to private financiers in the unorganised sector.

Our targeted focus on the otherwise fragmented nature of this market segment, our widespread branch network, particularly in commercial vehicle hubs across India, as well as our large customer base has enabled us to build a strong brand. We believe that our efficient credit approval procedures, credit delivery process and relationship-based loan administration and monitoring methodology have also aided in increasing customer loyalty and earning repeat business and customer referrals.

### ***Access to a range of cost-effective funding sources***

We fund our capital requirements through a variety of sources. As of March 31, 2019, 87.18 per cent. Of our borrowed funds as per IND-AS consisted of funds raised from financial institutions and banks (including public issues of non-convertible debentures), while the remaining 12.82 per cent. Consisted of funds raised through retail borrowings on an unconsolidated basis. Our funding requirements are predominantly met through term loans from banks (including cash credit), the issue of redeemable non-convertible debentures and fixed deposits, which constituted 18.24 per cent., 28.83 per cent. And 11.73 per cent. Of our total borrowings as per IND-AS, respectively, as of March 31, 2019 on an unconsolidated basis. We access funds from a number of credit providers, including 57 banks and institutions comprising nationalised banks, private Indian banks and foreign banks, and we believe our track record of debt servicing has allowed us to establish and maintain strong relationships with these financial institutions. As a deposit-taking NBFC, we are also able to mobilise fixed deposits. We have raised secured and unsecured non-convertible

debentures at competitive rates. We have also raised subordinated loans eligible for Tier II capital. We undertake securitisation and assignment transactions as a cost-effective source of funds.

In relation to our long-term debt instruments, we currently have long-term ratings of “CARE AA+/Stable” from Credit Analysis and Research Limited (“CARE”), “IND AA+/Stable Outlook” from India Ratings and Research, “CRISIL AA+/Stable” from CRISIL Limited (“CRISIL”), BB+/Stable Outlook from Fitch Ratings and BB+ from Standard & Poor’s Ratings. In relation to our short-term debt instruments, we have also received short-term ratings of “CRISIL A1+” from CRISIL, “IND A1+” from India Ratings and Research, “CARE A1+” from CARE, B from Standard & Poor’s Ratings and B from Fitch Ratings.

We believe that we have been able to achieve a relatively stable cost of funds, primarily due to our strong credit ratings, effective treasury management and innovative fund raising programmes. We believe that we are able to borrow from a range of sources at competitive rates.

The RBI currently mandates commercial banks operating in India to maintain an aggregate of 40.00 per cent of adjusted net bank credit or credit equivalent amount of off-balance sheet exposure, whichever is higher as “priority sector advances”. These include advances to agriculture, micro and small enterprises (including SRTOs, which constitute the largest proportion of our loan portfolio), micro enterprises within the micro and small enterprises sector, export credit, advances to weaker sections where the Government seeks to encourage flow of credit for developmental reasons. Banks in India that have traditionally been constrained or unable to meet these requirements organically have relied on specialised institutions such as us that are better positioned to or exclusively focus on originating such assets through purchase of assets or securitised and assigned pools to comply with these targets. We believe our securitised and assigned asset pools are particularly attractive to these banks as such transactions provide them with an avenue to increase their asset base through low-cost investments and limited risk. We believe that we can negotiate competitive interest rates with banks, NBFCs and other lenders since the majority of our loan portfolio is classified as priority sector lending.

#### ***Extensive experience and expertise in credit appraisal and collection processes***

We believe that we have developed a unique business model that addresses the needs of a specific market segment with increasing demand. We focus on closely monitoring our assets and borrowers through relationship executives who develop long-term relationships with FTBs and SRTOs, which enable us to capitalise on local knowledge. We follow stringent credit policies, including limits on customer exposure, to ensure the asset quality of our loans and the security provided for such loans. Further, we have nurtured a culture of accountability by making our relationship executives responsible for loan administration and monitoring as well as recovery of the loans they originate.

Extensive expertise in asset valuation is a pre-requisite for any NBFC providing loans for pre-owned assets. Over the years, we have developed expertise in valuing pre-owned vehicles, which enables us to accurately determine a recoverable loan amount for commercial vehicle purchases. We believe a tested valuation technique for these assets is a crucial entry barrier for others seeking to enter the markets in which we operate. Furthermore, our entire recovery and collection operation is administered in-house and we do not outsource loan recovery and collection operations. We believe that our loan recovery procedure is particularly well suited to our target market in the commercial vehicle financing industry, as reflected by our strong loan recovery ratios, and we believe that this knowledge and relationship- based recovery procedure is difficult to replicate in the short to medium term.

#### ***Positive long-term industry prospects***

We believe the market we serve enjoys positive long-term prospects as a result of favourable macro and microeconomic factors, including the favourable inflation and interest rate environment in India, further 40 liberalisation initiatives and the opening of the economy by the Government, the increase in infrastructural development by the Government resulting in construction of more highways and road connectivity, leading to increased business for our customers, which would in turn lead to a higher demand for the vehicles we finance.

The Indian Government is currently considering proposals, taking into account the views of the National Green Tribunal (NGT), to ban commercial vehicles older than ten years to reduce pollution which is presently applicable in Delhi and NCR region. If these proposals are enacted by the Indian Government for all jurisdictions, this may result in a change in the Asset Under Management (AUM) portfolio of our Company and the percentage of loans financed for the purchase of new vehicles may gradually increase. The government has come up with a vehicle scrap policy (effective from April 1, 2020) which aims to scrap commercial vehicles older than 20 years. This would lead to demand of buying New BS – VI vehicles. Further,

the Ministry of Road Transport and Highways has decided to leapfrog from BS-IV to BS-VI emission norms directly by completely skipping BS-V norms to curb vehicular pollution which will come also come into effect from April 1, 2020. Due to this policy, we expect that there would be pre-buying of BS – IV vehicle, which will lead to shortage of new vehicles in the market, creating a huge spurt of growth in buying BS- VI vehicles.

### ***Experienced senior management team***

As of the date of this Disclosure document, our board of directors consists of eight directors with extensive experience in the automotive and/or financial services sectors. We have an experienced management team, which is supported by a capable and motivated pool of employees. Our Company offers robust internal training programmes and has availed itself to an organically developed pool of talented members. Our senior and middle management personnel have significant experience and in-depth industry knowledge and expertise. Certain members of our senior management team have more than 20 years of experience with our Company. Our management promotes a result-oriented culture that rewards our employees on the basis of merit. In order to strengthen our credit appraisal and risk management systems, and to develop and implement our credit policies, we have hired a number of senior managers who have extensive experience in and knowledge of the Indian banking and financial services sector and in specialised lending finance firms providing loans to retail customers. We believe that the in-depth industry knowledge and loyalty of our management and professionals provide us with a distinct competitive advantage that has enabled us to successfully grow a profitable and sustainable business mode.

### **Our Strategies**

Our key strategic priorities are as follows:

#### ***Further expand operations by growing our branch network, penetration into rural centres and increasing partnership and co-financing arrangements with private financiers***

We intend to continue to strategically expand our operations in target markets that are large commercial vehicle hubs by establishing additional branches. Our marketing and customer origination and servicing efforts strategically focus on building long-term relationships with our customers and address specific issues and local business requirements of potential customers in a particular region. We also intend to increase our operations in certain regions in India where we historically had relatively limited operations, such as in eastern and northern parts of India, and to further consolidate our position and operations in western and southern parts of India. We have also adopted a strategy of establishing our presence in rural centres with a view towards increasing our presence in the pre-owned commercial vehicle market and reaching out to a relatively newer customer segment in rural areas. We have had a presence in 838 rural centres as of March 31, 2019 and propose to continue to increase our presence in such rural centres across India. We also provide loans for new commercial vehicles, in addition to our policy of providing finance for vehicles which are between 5 to 12 years old with a view of expanding our reach and diversifying our portfolio.

The pre-owned commercial vehicle financing industry in India is dominated by private financiers in the 41 unorganised sector. We intend to continue to strategically expand our marketing and customer origination network by entering into revenue sharing agreements with private financiers across India involved in commercial vehicle financing. However, the hypothecations granted in connection with these revenue sharing arrangements will remain solely in our favour.

#### ***Optimise funding costs***

We believe that we can increase our profitability by optimising our funding costs. This would include use of new products available to us in the international capital markets, as well as ensuring that we favourably match our short-term and long-term sources of funds with their deployment. We have a diversified source for funding which comprises capital market instruments, bank borrowings with a lender base of 57 banks and institutions, securitisation and retail borrowings. Our portfolio qualifies for the priority sector advances for scheduled commercial banks (as investors in our securitised loans), which helps reduce our borrowing costs. We have also focused on gradually increasing the proportion of retail borrowings to diversify our funding source through fixed deposit programme and regular public issue of non-convertible debentures. Our institutional debenture issuance has a varied investor base including mutual funds, banks, foreign portfolio investors, insurance companies, financial institutions, trusts and body corporates. We believe that our ability to diversify our resource profile will enable us to further optimise our funding cost.

### ***Cross-sell our product portfolio***

By offering additional downstream products, such as ancillary loans and insurance policies, we maintain contact with the customer throughout the product lifecycle and increase our revenues. We believe the relationships we have developed with our customers provide us with opportunities for repeat business and to cross-sell our other products and products of our affiliates. We seek to continue consolidating our product portfolio so as to create greater synergies with our primary business of commercial vehicle financing.

### ***Continue to implement advanced processes and systems***

Our information technology strategy is designed to increase our operational and managerial efficiency. We aim to increasingly use technology in streamlining our credit approval, administration and monitoring processes to meet customer requirements on a real-time basis. We aim to continue to implement technology-led processing systems to make our appraisal and collection processes more efficient, to facilitate rapid delivery of credit to our customers and to augment the benefits of our relationship-based approach. We also believe that deploying strong technology systems will enable us to respond to market opportunities and challenges swiftly, improve the quality of services to our customers, and improve our risk management capabilities.

## **Our Company's Financial Products**

### ***Commercial Vehicle Finance***

We are principally engaged in the business of providing commercial vehicle financing to FTBs and SRTOs. FTBs are principally former truck drivers who purchase trucks for use in commercial operations and SRTOs are principally small transport operators owning between one and four used commercial vehicles. Our financing products are principally targeted at the financing of pre-owned trucks and other commercial vehicles, although we also provide financing for new commercial vehicles. The pre-owned commercial vehicles we finance are typically between 5 and 12 years old. We also provide financing for other kinds of pre-owned and new commercial vehicles, including passenger vehicles, multi-utility vehicles, tractors and three wheelers.

### ***Vehicle Parts Finance and other ancillary activities***

Our customers also require financing for the purchase of vehicle parts in connection with the operation of their trucks and other commercial vehicles. We also offer financing for the acquisition of new and pre-owned vehicle equipment and accessories, such as tyres and other vehicle parts. We also provide working capital loans.

Our Company deals in life insurance and general insurance products. Our Company has entered into agreements with Shriram General Insurance Company Limited ("SGIC") and Bajaj Allianz General Insurance Company Limited ("BAGICL") whereby the Company is appointed as their 'corporate agent' and is authorized to market and solicit insurance products provided by SGIC and BAGICL to its customers and clients subject to the limits prescribed and on the terms and conditions agreed to between the parties.

## **Our Company's Operations**

### ***Customer Origination***

#### ***Customer Base***

Our customer base is predominantly FTBs and SRTOs and other commercial vehicle operators, and smaller construction equipment operators. We also provide trade finance to commercial vehicle operators. These customers typically have limited access to bank loans for commercial vehicle financing and limited credit histories. Our loans are secured by a hypothecation of the asset financed.

#### ***Branch Network***

As of March 31, 2019, we have a wide network of 1,545 branches across India and 26,630 employees. We have established branches at most major commercial vehicle hubs along various road transportation routes across India. A typical branch comprises 15 to 20 employees, including a branch manager. As of March 31, 2019, all of our branch offices were connected to servers at our corporate office to enable real-time information with respect to our loan disbursement and recovery

administration. Our customer origination efforts strategically focus on building long-term relationships with our customers and address specific issues and local business requirements of potential customers in a specific region.

#### *Partnership and Co-financing Arrangements with Private Financiers*

SRTOs and FTBs generally have limited banking habits and credit history as well as inadequate legal documentation for verification of creditworthiness. In addition, because of the mobile nature of the hypothecated assets, SRTOs and FTBs have limited access to bank financing for pre-owned and new commercial vehicle financing. As a result, the pre-owned truck financing market in India is dominated by private financiers in the 43 unorganised sector. We have strategically expanded our marketing and customer origination network by entering into revenue sharing agreements with private financiers across India involved in commercial vehicle financing.

We enter into strategic revenue sharing agreements with private financiers ranging from individual financiers to small local private financiers, including other NBFCs. We have established a stable relationship with our revenue sharing partners through our extensive branch network. As a result of the personnel-intensive requirements of our business model, we rely on revenue sharing arrangements to effectively leverage the local knowledge, infrastructure and personnel base of our revenue sharing partners.

Our revenue sharing partners source applications for pre-owned and new commercial vehicle financing based on certain assessment criteria we specify, and are generally responsible for ensuring the authenticity of the customer information and documentation. The decision to approve a loan is, however, at our discretion. Our revenue sharing partners may directly arrange financing for such customer or approach another financier in connection with the proposed financing.

Our revenue sharing partners are responsible for obtaining all necessary documentation in connection with the loan proposals they originate. Revenue sharing partners are responsible for collection of instalments and penalties for all customers they originate. Revenue sharing partners are also responsible for any repossession of vehicles in the event of a default of a loan by customers they originate. However, the hypothecation of the vehicles financed are in the favour of our Company and not in the favour of our revenue sharing partners.

A typical revenue sharing arrangement involves the revenue-sharing ratio, amounts payable as quarterly advance payments to the revenue sharing partner, and details related to the retention of earnest money. Specifically, we typically stipulate a certain income-sharing arrangement on the interest on the loan, net of our cost of funding. Since the revenue sharing partner's share of income is only determined upon settlement of the individual loan contracts, we typically release quarterly advance payments to our revenue sharing partner. These payments are net of the earnest money deposit, which represents a pre-agreed percentage of the partner's revenue share. We allocate the earnest money towards a loan loss pool, as well as for business expansion purposes. Loan loss is typically calculated as our loss on principal and reimbursed expenses on loans from customers sourced by the revenue sharing partner, with interest at the rate of our cost of funds. The loss is shared between the parties in the same proportion as income. The parties usually stipulate that the amount available as earnest money deposit is in excess of a certain percentage of future receivables and may be withdrawn by the revenue sharing partner.

#### *Other Marketing Initiatives*

We continue to develop innovative marketing and customer origination initiatives specifically targeted at FTBs and SRTOs.

#### *Branding/ advertising*

We use the brand name "Shriram" for marketing our products pursuant to a license agreement dated March 18, 2016 with Shriram Ownership Trust (SOT). Our brand is well recognised in India. We have launched various publicity campaigns through print and other media specifically targeted at our target customer profile, FTBs and SRTOs, to create awareness of our product features, including our speedy loan approval process, with the intention of creating and enhancing our product identity. We believe that our emphasis on product promotion will be a significant contributor to our results of operations in the future.

#### *Customer Evaluation, Credit Appraisal and Disbursement*

Due to our customer profile, in addition to a credit evaluation of the borrower, we rely on guarantor arrangements, the availability of security, referrals from existing relationships and close client relationships in order to manage our asset quality. All customer origination and evaluation, loan disbursement, loan administration and monitoring as well as loan recovery processes are carried out by our relationship executives. We do not utilise or engage direct selling or other marketing and

distribution agents or appraisers to carry out these processes. We follow certain procedures for the evaluation of the creditworthiness of potential borrowers. The typical credit appraisal process is described below:

#### *Initial Evaluation*

When a customer is identified and the requisite information for a financing proposal is received, a branch manager or relationship executive meets with the customer to assess the customer's loan requirements and creditworthiness. The proposal form requires the customer to provide information on the customer's age, address, employment details and annual income, as well as information on outstanding loans and the number of commercial vehicles owned. The customer is required to provide proof of identification and residence for verification purposes. In connection with the loan application, the customer is also required to furnish a guarantor, typically another commercial vehicle owner, preferably an existing or former customer. Detailed information relating to the guarantor is also required.

For pre-owned commercial vehicles, our executives prepare a vehicle inspection and evaluation report to ascertain, among other matters, the registration details of the vehicle, as well as its condition and market value. A field investigation report is also prepared relating to the place of residence and of various movable and immovable properties of the customer and the guarantor. Each application also requires two independent references to be provided.

#### *Credit Policies*

We follow stringent credit policies to ensure the asset quality of our loans and the security provided for those loans. Any deviation from such credit policies in connection with a loan application requires prior approval. Our credit policies include the following:

*Vehicle type.* We only finance vehicles that are used for commercial purposes. As these are income-generating assets, we believe that this asset type reduces our credit risk.

*Hypothecation.* Our loans include hypothecations in our favour.

*Guarantor requirement.* Loans must be secured by the personal guarantee of the borrower as well as at least one third party guarantor. The guarantor must be a commercial vehicle owner, preferably our existing or former customer, and preferably operating in the same locality as the borrower.

*Insurance.* Comprehensive insurance is required.

*Loan approval guidelines.* From time to time, our management lays down loan approval parameters which are typically linked to the value of the vehicle and loan amount.

*Age limit for pre-owned vehicles.* We typically extend loans to vehicles that are less than 12 years but age limit may vary as per usability in specific geographies.

*Period.* The maximum period for repayment in case of assets shall not be more than 84 months.

*Release of documents on full repayment.* Security received from the borrower is released on repayment of all dues or on collection of the entire outstanding loan amount, provided no other existing right or lien for any other claim exists against the borrower.

*RTO records.* In the case of pre-owned vehicle financing, Regional Transport Office (**RTO**) records are inspected for non-payment of road tax, pending court cases, and other issues, and the records retained as part of the loan documentation.

*Physical inspection and trade reference.* In the case of all pre-owned vehicle financing, the branch manager must physically inspect the vehicle and assess its value. The branch manager's determination regarding the condition of the vehicle is recorded in the evaluation report of the vehicle. The branch manager must also conduct contact point verification as well as a trade reference check of the borrower before an actual disbursement is made, and such determination is recorded in the proposal evaluation records.

#### *Approval Process*

The branch manager evaluates the loan proposal based on supporting documentation and various other factors. The primary criteria for approval of a loan proposal is based on the guarantee provided by another commercial vehicle operator, preferably an existing or previous customer, as well as the valuation of the asset to be secured by the loan. In addition, our branch managers may also consider other factors in the approval process, such as length of residence, past repayment record and income sources.

The branch manager is authorised to approve a loan if the proposal meets the criteria established for the approval of a loan. We inform the customer of the outcome of the approval process, as well as the amount of loan approved, the terms and conditions of such financing, including the rate of interest (annualised) and the application of such interest during the tenure of the loan. A sanction letter is issued to the borrower incorporating all the financial details such as the loan amount, tenure and rate of interest and the loan disbursement takes place only on getting the sanction letter duly accepted by the borrower.

A chassis print of the vehicle is also obtained and maintained in the loan file. The relevant RTO endorsement forms are also required to be executed by the borrower prior to the disbursement of the loan. Prior to the loan disbursement, the loan officer ensures that a KYC checklist is completed by the Applicant. The loan officer verifies such information provided and includes such records in the relevant loan file. The loan officer is also required to ensure that the contents of the loan documents are explained in detail to the borrower, either in English or in the local language of the borrower, and a statement to such effect is included as part of the loan documentation. The borrower is provided with a copy of the loan documents executed by him.

#### *Disbursement*

Margin money and other charges are collected prior to loan disbursements. The disbursing officer retains evidence of the customer's acceptance of the terms and conditions of the loan as part of the loan documentation. Our Company has initiated steps to encourage the customers to make payments of loan instalments through internet banking and card payment. For pre-owned vehicles, an endorsement of the registration certificate as well as the insurance policy must be executed in our favour.

#### *Loan administration and monitoring*

The borrower and the relevant guarantor are required to execute a standard form of Loan cum Hypothecation Agreement setting out the terms of the loan. A loan repayment schedule is attached as a schedule to the Loan cum Hypothecation Agreement, which generally sets out monthly repayment terms. The Loan cum Hypothecation Agreement also requires a promissory note to be executed containing an unconditional promise of payment to be signed by both the borrower and the relevant guarantor. A power of attorney authorising, among others, the repossession of the hypothecated vehicle upon loan payment default, is also required to be executed.

We provide payment options: cash, cheque, demand draft, mobile wallets, UPI, NACH and USSD. Repayments are made in monthly instalments. Loans disbursed are recovered from the customer in accordance with the loan terms and conditions agreed with the customer. As a service to our customers, our relationship executives offer to visit the customers on the payment date to collect the instalments due. We track loan repayment schedules of our customers, on a monthly basis, based on the outstanding tenure of the loans, the number of instalments due and defaults committed, if any. This data is analysed based on the vehicles financed and location of the customer.

Our management information system (MIS) department and centralised operating team monitors compliance with the terms and conditions for credit facilities. We monitor the completeness of documentation and creation of security through regular visits to our branches by our regional as well as head office executives and internal auditors. All borrower accounts are reviewed at least once a year, with a higher frequency for larger exposures and delinquent borrowers. Our lending team reviews collections regularly, personally contacts borrowers that have defaulted on their loan payments and conducts day-to-day operations including collection of instalments from 150 to 200 borrowers each, depending on territorial dispersal. Each branch customarily limits its commercial vehicle financing loans to approximately 1,500 customers, which enables closer monitoring of receivables. A new branch is opened to handle additional customers beyond that limit to ensure appropriate risk management. Close monitoring of debt servicing efficiency enables us to maintain high recovery ratios.

#### *Collection and Recovery*

We believe that our loan recovery procedure is particularly well suited to our target market in the commercial vehicle financing industry, as reflected by our high loan recovery ratios. The entire collection operation is administered in-house and we do not outsource loan recovery and collection operations. In the case of default, the reasons for the default are identified by the local relationship executive and appropriate action is initiated, such as requiring partial repayment and/or seeking additional guarantees or collateral.

For every 30 days of delay in loan instalment payments, the matter is escalated to our branch managers. In the event of a default on three loan instalments, the branch manager is required to make a personal visit to the borrower to determine the gravity of the loan recovery problem and provide suitable solutions.

We may initiate the process for repossession of the vehicle in the event of a default. Branch managers are trained to repossess vehicles and no external agency is involved in such repossession. Repossessed vehicles are held at designated secured facilities for eventual sale. The notice to the customer specifies the outstanding amount to be paid within a specified period, failing which the vehicle may be disposed of. In the event that there is a shortfall in the recovery of the outstanding amount from the sale of the vehicle, legal proceedings against the customer may be initiated.

The laws governing the registration of motor vehicles in India effectively establish vehicle ownership, as well as the claims of lenders. As a result, vehicle repossession in the event of default is a relatively uncomplicated procedure, such that the possibility of repossession provides an effective deterrent against default.

### **Asset Quality**

We maintain our asset quality through the establishment of prudent credit norms, the application of stringent credit evaluation tools, limiting customer and vehicle exposure, and direct interaction with customers. In addition to our credit evaluation and recovery mechanism, our asset-backed lending model and adequate asset cover has helped maintain low Gross NPA and Net NPA levels. We believe that we provide finance to pre-owned commercial vehicle operators at a reasonable interest rate, making repayment more manageable for FTUs and SRTOs.

### **Classification of Assets**

#### ***As per Master Directions on Non Banking Financial Company Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016***

*Standard assets.* An asset in respect of which no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business.

*Non-performing assets* — A Non-Performing Asset will be classified as under:

*Sub-standard assets* — An asset which has been classified as an NPA for a period not exceeding 18 months, provided that the period 'not exceeding 18 months' shall be 'not exceeding 16 months for the financial year ending 31 March 2016 (14 months for the financial year ending 31 March 2017 and 12 months for financial year ending 31 March 2018 and thereafter) or where the terms of the agreement regarding interest and/or principal have been renegotiated or rescheduled or restructured after commencement of operations, until the expiry of one year of satisfactory performance under the renegotiated or rescheduled or restructured terms;

*Doubtful assets* — An asset which remains a sub-standard asset for a period exceeding 18 months for the financial year ended 31 March 2015, exceeding 16 months for the financial year ending 31 March 2016, 14 months for the financial year ending 31 March 2017 and 12 months for the financial year ending 31 March 2018 and thereafter; and

*Loss assets* — (a) An asset which has been identified as a loss asset by the NBFC or its internal or external auditor or by the RBI during the inspection of the NBFC, to the extent that it is not written off by the NBFC; and (b) an asset which is adversely affected by a potential threat of non-recoverability due to either erosion in the value of security or non-availability of security or due to any fraudulent act or omission on the part of the borrower.

### **Provisioning and Write-offs**

The Company is required, after taking into account the time lag between an account becoming non-performing and its recognition as such, the realisation of the security, and the erosion over time in value of the security charged, to make provisions against sub-standard, doubtful and loss assets in accordance with the directions issued by RBI. The RBI mandates 100.00 per cent. Provision coverage for loss assets that remain on the accounting books of NBFCs, 100.00 per cent. For

unsecured doubtful assets and between 20.00 per cent. To 50.00 per cent. For secured doubtful assets depending upon the period for which the asset has remained doubtful and a general provision of 10 per cent. For sub-standard assets. Provision coverage refers to the ratio of NPA provision over the Gross NPA. During the year ended March 31, 2016, the Company has revised its estimate for provision on nonperforming assets from 80.00 per cent. to 70.00 per cent. As of March 31, 2019, we maintain provision coverage of 34.47 per cent. for our Stage 3 Assets. Of gross NPA as per IGAAP on an unconsolidated basis which are 90 days past due. We also consider field reports and collection patterns at regular intervals to anticipate the need of higher provisioning.

The provisions on standard assets is not reckoned for arriving at Net NPAs. The provisions towards standard assets are not needed to be netted from gross advances but shown separately as “Contingent Provisions against Standard Assets” in the balance sheet. In terms of the RBI requirements, our Company is allowed to include the “General Provisions on Standard Assets” in Tier II capital which together with other “general provisions/loss Reserves” will be admitted as Tier II capital only up to a maximum of 1.25 per cent. Of the total risk-weighted assets.

The RBI currently mandates deposit-taking NBFCs to maintain provision coverage of 0.40 per cent. for standard assets. The RBI has recently mandated deposit-taking NBFCs to increase provision coverage for standard assets to 0.40 per cent. as of March 31, 2018. The provisions towards standard assets are not needed to be netted from gross advances but shown separately as “contingent provisions against standard assets” in the NBFC’s balance sheet. Our Company has made ECL provision of Rs. 147,280.34 lacs and Rs. 111,346.17 lacs outstanding Stage 1 Assets and Stage 2 Assets respectively as of March 31, 2019.

With introduction of IND-AS from 1 April 2018 we started recognising provisions based on expected credit loss model (“ECL”). The basis of provisioning may be significantly different between the IND-AS and IGAAP. ECL are a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate. Because ECL consider the amount and timing of payments, a credit loss arises even if the entity expects to be paid in full but later than when contractually due.

#### **Stage 1 Assets**

Stage 1 Assets include financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these assets, 12-month expected credit losses are recognised and interest revenue is calculated on the gross carrying amount of the asset (that is, without deduction for credit allowance). 12-month ECL are the expected credit losses that result from default events that are possible within 12 months after the reporting date. It is not the expected cash shortfalls over the 12-month period but the entire credit loss on an asset weighted by the probability that the loss will occur in the next 12 months.

#### **Stage 2 Assets**

Stage 2 Assets include financial instruments that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these assets, lifetime ECL are recognised, but interest revenue is still calculated on the gross carrying amount of the asset. Lifetime ECL are the expected credit losses that result from all possible default events over the expected life of the financial instrument. Expected credit losses are the weighted average credit losses with the probability of default as the weight.

#### **Stage 3 Assets**

Stage 3 Assets include financial assets that have objective evidence of impairment at the reporting date. For these assets, lifetime ECL are recognised and interest revenue is calculated on the net carrying amount (that is, net of credit allowance).

Our Audit Committee has constituted a policy for making provisions as per management estimate, subject to the minimum provision prescribed by RBI.

The following table sets forth, as of the dates indicated, data regarding our Stage 3 assets on an unconsolidated basis: (As per IND-AS)

| As at          | Gross Stage 3<br>(Rs. in lacs) | Net Stage 3<br>(Rs. in lacs) | Total Loan Assets<br>(Rs. in lacs) | Net Loan Assets<br>(Rs. in lacs) | Stage 3 Assets as a percentage of Loan Book As per Ind AS (%) | Stage 3 Asset net of Stage 3 Provision as a percentage of Loan Book as per Ind AS (%) |
|----------------|--------------------------------|------------------------------|------------------------------------|----------------------------------|---------------------------------------------------------------|---------------------------------------------------------------------------------------|
| March 31, 2018 | 908,421.20                     | 598,889.09                   | 9,619,840.99                       | 9,310,308.88                     | 9.44%                                                         | 6.43%                                                                                 |
| March 31, 2019 | 862,226.59                     | 565,527.05                   | 10,230,748.58                      | 9,934,049.04                     | 8.43%                                                         | 5.69%                                                                                 |

Our Gross Stage 3 Assets as a percentage of Total Loan Assets were 8.43 per cent. As of March 31, 2019. Our Net Stage 3 Assets as a percentage of Net Loan Assets was 5.69 per cent. As of March 31, 2019. We believe that our eventual write-offs are relatively low because of our relationship-based customer origination and customer support, prudent loan approval processes (including adequate collateral being obtained), and our ability to repossess and dispose of such collateral in a timely manner.

### Other Business Initiatives

Our Company has entered into an Agreement dated May 17, 2018 (“HPCL Agreement”) with Hindustan Petroleum Corporation Limited (“HPCL”). Wherein our Company has agreed to provide credit facilities to customers to enable them to purchase automotive fuels and lubricants from the retail outlets of HPCL. In terms of the HPCL Agreement, any person desirous of becoming a member of the ‘*Drivetrack Plus Programme*’ initiated by HPCL, shall apply to our Company and request for a sanction limit. Our Company, on the basis of credibility of the applicant, will sanction credit limits pursuant to which HPCL shall enroll the successful applicant as a member to its ‘*Drivetrack Plus Programme*’. Such members are eligible to purchase fuel and lubricants at the HPCL retail outlets basis the credit limits sanctioned by our Company.

The HPCL Agreement is effective from June 1, 2018 up to May 31, 2020, unless cancelled or terminated by either party. The parties may, prior to the expiry of the HPCL Agreement, mutually agree to extend the HPCL Agreement for a further period as the parties may deem fit.

### Funding Sources

We have expanded our sources of funds in order to reduce our funding costs, protect interest margins and maintain a diverse funding portfolio that will enable us to achieve funding stability and liquidity. Our sources of funding comprise term loans (including term loans from banks and financial institutions), cash credit from banks, redeemable non-convertible debentures, subordinated bonds, short-term commercial paper and inter-corporate deposits. Our Company also mobilises fixed deposits.

As of March 31, 2019, we had outstanding secured debt as per IND-AS of ₹ 6,742,242.20 lakhs and unsecured debt as per IND-AS of ₹ 2,049,197.47 lakhs on an unconsolidated basis. As of March 31, 2018, we had outstanding secured debt as per IND-AS of ₹ 6,405,161.79 lakhs and unsecured debt as per IND-AS of ₹ 1,807,922.90 lakhs on an unconsolidated basis.

### Borrowings

The following table sets forth the principal components of our secured borrowings as per IGAAP on a standalone basis as on March 31, 2018 and March 31, 2017 on a standalone basis of the dates indicated:

|                                                                     | As of March 31, 2018 |            | As of March 31, 2017 |            |
|---------------------------------------------------------------------|----------------------|------------|----------------------|------------|
|                                                                     | Amount               | Percentage | Amount               | Percentage |
| Redeemable non-convertible debentures (Net of Unamortised discount) | 2,438,445.93         | 52.83      | 1,909,768.23         | 46.73      |
| Term Loans                                                          |                      |            |                      |            |
| - From Banks                                                        | 1,577,598.04         | 34.18      | 1,576,778.61         | 38.58      |
| - From Financial Institutions, Foreign                              | 280,083.33           | 6.07       | 218,000.00           | 5.33       |

(Rs. in lacs except percentage)

|                                 |                     |               |                     |               |
|---------------------------------|---------------------|---------------|---------------------|---------------|
| Institutions and Corporates     |                     |               |                     |               |
| Cash Credit                     | 68,206.70           | 1.48          | 247,076.82          | 6.05          |
| Senior Secured Notes            | 251,000.00          | 5.44          | 135,000.00          | 3.30          |
| <b>Total secured borrowings</b> | <b>4,615,334.00</b> | <b>100.00</b> | <b>4,086,623.66</b> | <b>100.00</b> |

The following table sets forth the principal components of our secured borrowings as per Ind AS on a standalone basis as on March 31, 2019:

| <i>(Rs. in lacs except percentage)</i>                        |                     |                   |
|---------------------------------------------------------------|---------------------|-------------------|
| <b>Particulars</b>                                            | <b>Amount</b>       | <b>Percentage</b> |
| Senior secured notes                                          | 256,499.04          | 3.81              |
| External commercial bond -Secured                             | 276,995.65          | 4.11              |
| <b>Redeemable non-convertible debentures - Secured</b>        |                     |                   |
| - Privately placed                                            | 1,912,732.96        | 28.37             |
| - Public issue                                                | 577,084.67          | 8.56              |
| <b>Term loans Secured</b>                                     |                     |                   |
| Term loan from banks - INR                                    | 1,183,138.13        | 17.55             |
| Term loan from banks - FCNR                                   | 41,152.45           | 0.61              |
| Term loan from financial institutions/corporates - INR        | 341,304.07          | 5.06              |
| External commercial borrowing - FCNR                          | 237,653.23          | 3.52              |
| Term loan from banks - INR -Securitisation                    | 1,773,852.50        | 26.31             |
| Loans repayable on demand from Banks (Cash Credit from banks) | 141,829.50          | 2.10              |
| <b>Total secured borrowings</b>                               | <b>6,742,242.20</b> | <b>100.00</b>     |

Increasingly, we depend on term loans from banks and the issue of redeemable non-convertible debentures as the primary sources of our funding. We believe that we have developed stable long-term relationships with our lenders, have established a track record of timely servicing of our debts, and have been able to secure fixed rate long-term loans of three to five years tenure to stabilise our cost of borrowings.

As of March 31, 2019, loans from banks, including cash credit, aggregated Rs. 3,377,625.81 lacs as per Ind AS.

As of March 31, 2018, loans from banks, including cash credit, aggregated Rs. 1,645,804.74 lacs as per IGAAP.

As of March 31, 2019, the aggregate outstanding amount of secured redeemable non-convertible debentures was Rs. 2,489,817.63 lacs as per Ind AS. As of March 31, 2018, the aggregate outstanding amount of secured redeemable non-convertible debentures Rs. 2,438,564.13 lacs (gross of unamortised discount of Rs. 118.20 lacs) as compared to Rs. 1,909,768.31 lacs (gross of unamortised discount of Rs. 0.08 lacs) as of March 31, 2017 on a standalone basis as per IGAAP.

Our short-term fund requirements are primarily funded by cash credit from banks, including working capital loans. Cash credit from banks outstanding, as of March 31, 2018, was Rs. 68,206.70 lacs as per IGAAP. Cash credit from banks outstanding, as of March 31, 2019, was Rs.141,829.50 lacs as per Ind AS.

The following table sets forth the principal components of our unsecured borrowings as per IGAAP on a standalone basis as on March 31, 2018 and March 31, 2017 as of the dates indicated:

| <i>(Rs. in lacs except percentage)</i>         |                             |                   |                             |                   |
|------------------------------------------------|-----------------------------|-------------------|-----------------------------|-------------------|
|                                                | <b>As of March 31, 2018</b> |                   | <b>As of March 31, 2017</b> |                   |
|                                                | <b>Amount</b>               | <b>Percentage</b> | <b>Amount</b>               | <b>Percentage</b> |
| Deposit for corporates                         | 20,879.48                   | 1.22              | 12,589.67                   | 1.03              |
| Public deposits                                | 789,117.83                  | 45.97             | 834,828.52                  | 68.18             |
| Inter-corporate deposits from subsidiary       | 2,835.00                    | 0.17              | 2,890.00                    | 0.24              |
| Subordinated debt – bonds                      | 112,809.81                  | 6.57              | 120,880.75                  | 9.87              |
| Subordinated debt – debentures                 | 341,720.00                  | 19.91             | 227,197.23                  | 18.56             |
| Commercial paper (Net of unamortised discount) | 449,219.71                  | 26.17             | -                           | -                 |

|                                   |                     |               |                     |               |
|-----------------------------------|---------------------|---------------|---------------------|---------------|
| Term loans from banks             | -                   | -             | 26,000.00           | 2.12          |
| <b>Total unsecured borrowings</b> | <b>1,716,581.83</b> | <b>100.00</b> | <b>1,224,386.17</b> | <b>100.00</b> |

The following table sets forth the principal components of our unsecured borrowings as per Ind AS on a standalone basis as on March 31, 2019 as of the dates indicated:

(Rs. in lacs except percentage)

| Particulars                                                | Amount              | Percentage    |
|------------------------------------------------------------|---------------------|---------------|
| <b>Redeemable non-convertible debentures - Unsecured</b>   |                     |               |
| - Privately placed                                         | 44,482.61           | 2.17          |
| <b>Deposits</b>                                            |                     |               |
| i. Public deposits                                         | 1,016,976.71        | 49.63         |
| ii. From corporate                                         | 14,531.78           | 0.71          |
| iii. From others (Inter-corporate deposits from associate) | 2,638.19            | 0.13          |
| <b>Subordinated debt</b>                                   |                     |               |
| Subordinated debts (unsecured) - Debentures                | 524,309.41          | 25.58         |
| Subordinated debts (unsecured) - Bonds                     | 95,878.69           | 4.68          |
| Commercial papers - Unsecured                              | 350,380.08          | 17.10         |
| <b>Total unsecured borrowings</b>                          | <b>2,049,197.47</b> | <b>100.00</b> |

As of March 31, 2019, our outstanding subordinated debt amounted to Rs. 620,188.10 lacs on a standalone basis as per Ind AS. As of March 31, 2018, our outstanding subordinated debt amounted to Rs. 454,529.81 lacs as of March 31, 2018 on a standalone basis as per IGAAP. The debt is subordinated to our present and future senior indebtedness. Based on the balance term to maturity, as of March 31, 2019, Rs. 468,816.69 lacs of the discounted book value of subordinated debt is considered as Tier II under the guidelines issued by the RBI for the purpose of capital adequacy computation

#### **Securitization and assignment of Portfolio against financing activities**

We also undertake securitisation and assignment transactions to increase our capital adequacy ratio, increase the efficiency of our loan portfolio and as a cost-effective source of funds. As a cost-effective source of funds. We sell part of our assets under financing activities from time to time through securitisation and assignment transactions as well as direct assignment. Our securitisation and assignment transactions involve provision of additional collateral and deposits or bank/corporate guarantee. In fiscal 2019, total book value of loan assets securitised and assigned was ₹ 1,512,305.83 lakhs.

We continue to provide administration services for the securitised and assigned portfolio, the expenses for which are provided for at the outset of each transaction. The gains arising out of securitisation and assignment, which vary according to a number of factors such as the tenor of the securitised and assigned portfolio, the yield on the portfolio securitised and assigned and the discounting rate applied, are treated as income over the tenure of agreements as per RBI guidelines on securitisation of standard assets. Loss, if any, is recognised upfront.

The following tables set forth certain information with respect to our securitisation and assignment transactions on a standalone basis:

(Rs. in lacs)

|                                                                 | As of March 31, 2019 | As of March 31, 2018 |
|-----------------------------------------------------------------|----------------------|----------------------|
| Total number of loan assets securitised and assigned            | 511,787              | 456,036              |
| Total book value of loan assets securitised and assigned        | 1,512,305.83         | 1,246,716.07         |
| Sale consideration received for securitised and assigned Assets | 1,512,305.83         | 1,246,716.07         |
| Gain on account of securitisation and assignment                | 169,372.20           | 207,402.21           |

We are required to provide credit enhancement for the securitisation and assignment transactions by way of either fixed deposits or corporate guarantees. In the event a relevant bank or institution does not realise the receivables due under such loan assets, such bank or institution would have recourse to such credit enhancement.

## Treasury Operations

Our treasury operations are mainly focused on meeting our funding requirements and managing short-term surpluses. Our fund requirements are currently predominantly met through loans and by issue of debentures to banks, financial institutions and mutual funds. We also place commercial paper and mobilise retail fixed deposits (including secured non-convertible debentures) and inter-corporate deposits. We have also raised subordinated loans eligible for Tier II capital. We believe that through our treasury operations, we are able to maintain our ability to repay borrowings as they mature and obtain new loans at competitive rates.

Our treasury department undertakes liquidity management by seeking to maintain an optimum level of liquidity and complying with the RBI requirement of asset liability management. The objective is to ensure the smooth functioning of all our branches and at the same time avoid the holding of excessive cash. Our treasury maintains a balance between interest-earning liquid assets and cash to optimise earnings.

Our treasury department also manages the collection and disbursement activities from our corporate office in Mumbai. We actively manage our cash and funds flow using various cash management services provided by banks. As part of our treasury activities, we also invest our surplus funds in fixed deposits with banks, liquid debt-based mutual funds and government securities. Our investments are made in accordance with the investment policy approved by the Board.

Our investments are predominantly in government securities, mutual funds, bank fixed deposits and certificates of deposit with banks.

## Capital Adequacy

We are subject to the capital adequacy ratio (CAR) requirements prescribed by the RBI. We are currently required to maintain a minimum CAR of 15.00 per cent., as prescribed under the Master Directions on Non Banking Financial Company Systemically Important Non Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016, based on our total capital to risk-weighted assets. All deposit taking NBFCs have to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, which shall not be less than 15.00 per cent. Of its aggregate risk-weighted assets on balance sheet and risk adjusted value of off-balance sheet items. As a part of our governance policy, we ordinarily maintain capital adequacy higher than the statutorily prescribed CAR. As of March 31, 2019, our capital adequacy ratio as per IND-AS computed on the basis of applicable RBI requirements was 20.27 per cent. Compared to the minimum capital adequacy requirement of 15.00 per cent. Stipulated by the RBI. The total Tier I capital, at any point of time, shall not be less than 8.5 per cent. By March 31, 2016 and 10.0 per cent. By March 31, 2017.

The following table sets out our capital adequacy ratios computed on the basis of applicable RBI requirements as of the dates indicated:

|                                    | As of March 31, |       |
|------------------------------------|-----------------|-------|
|                                    | 2018            | 2017  |
| Capital adequacy ratio (per cent.) | 16.87           | 16.94 |
| Tier I capital (per cent.)         | 14.24           | 15.20 |
| Tier II capital (per cent.)        | 2.63            | 1.74  |

The following table sets out our capital adequacy ratios derived from Ind AS on a standalone basis as on March 31, 2019

|                                    | As of March 31,<br>2019 |
|------------------------------------|-------------------------|
| Capital adequacy ratio (per cent.) | 20.27                   |
| Tier I capital (per cent.)         | 15.62                   |
| Tier II capital (per cent.)        | 4.65                    |

Given the relatively minimal scale of our present operations in our other business lines such as corporate agency for insurance, we do not directly compete with others in these segments. However, as our operations in our other business lines expand, we may face significant competition in these segments in future.

## Competition

We believe that we do not face any significant competition from organised players in our principal business line, the pre-owned commercial vehicle financing sector. Small NBFCs in the organised sector have not been able to increase their scale of operations to the level of our Company. Most of our customers are not a focus segment for banks or large NBFCs, as these customers lack substantial credit histories and other financial documentation on which many of such financial institutions rely to identify and target new customers. We believe our experience-based valuation methodology, our expanding product portfolio, growing customer base and relationship-based approach are key competitive advantages against new market entrants. Our primary competition comprises private unorganised financiers that principally operate in the local market. These private operators have significant local market expertise, but lack brand image and organisational structure. The small private financiers also have limited access to funds and may not be able to compete with us on interest rates extended to borrowers, which we are able to maintain at competitive levels because of our access to a variety of comparatively lower cost of funding sources and operational efficiencies from our scale of operations. However, private operators may attract certain clients who are unable to otherwise comply with our loan requirements, such as the absence of an acceptable guarantor or failure of the commercial vehicle to meet our asset valuation benchmarks. For new commercial vehicle financing, we compete with more conventional lenders, such as banks and other NBFCs.

Given the relatively minimal scale of our present operations in our other business lines such as corporate agency for insurance, we do not directly compete with others in these segments. However, as our operations in our other business lines expand, we may face significant competition in these segments in future.

## Credit Rating

The following table sets forth certain information with respect to our credit ratings:

| Credit Rating Agency       | Instruments                                   | Ratings                        |
|----------------------------|-----------------------------------------------|--------------------------------|
| CRISIL                     | Fixed Deposit                                 | CRISIL FAAA/Stable             |
| CRISIL                     | Bank Loan Long Term                           | CRISIL AA+/Stable              |
| CRISIL                     | Bank Loan Short Term                          | CRISIL A1+                     |
| CRISIL                     | Non-Convertible Debentures                    | CRISIL AA+/Stable              |
| CRISIL                     | Non-Convertible Debentures                    | CRISIL PP-MLD AA+r/Stable      |
| CRISIL                     | Subordinate Debt                              | CRISIL AA+/Stable              |
| CRISIL                     | Short Term Debt                               | CRISIL A1+                     |
| India Ratings and Research | Non-Convertible Debentures                    | IND AA+/Stable                 |
| India Ratings              | Structured Non-Convertible Debentures         | Provisional IND AAA(CE)/Stable |
| India Ratings and Research | Subordinated Debt                             | IND AA+/Stable                 |
| India Ratings and Research | Commercial Paper                              | IND A1+                        |
| CARE                       | Non-Convertible Debentures                    | CARE AA+/Stable                |
| CARE                       | Subordinate Debt                              | CARE AA+/Stable                |
| CARE                       | Commercial Paper                              | CARE A1+                       |
| ICRA                       | Fixed Deposit                                 | MAA+ with Stable               |
| Standard & Poor's Ratings  | Long-Term Issuer Credit Rating                | BB+/Negative                   |
| Standard & Poor's Ratings  | Offshore Rupee Denominated Bond (Masala Bond) | BB+                            |
| Standard & Poor's Ratings  | Short-Term Issuer Credit Rating               | B                              |
| Standard & Poor's Ratings  | U.S. Dollar Senior Secured Notes              | BB+                            |
| Fitch Ratings              | Long-Term Issuer Default Rating               | BB+/Stable Outlook             |
| Fitch Ratings              | Short-Term Issuer Default Rating              | B                              |
| Fitch Ratings              | Offshore Rupee Denominated Bond (Masala Bond) | BB+                            |
| Fitch Ratings              | U.S. Dollar Senior Secured Notes              | BB+                            |

The rating of the long term and short term instruments by Rating Agency and/or Agencies indicates high degree of safety regarding timely servicing of financial obligations and carrying very low credit risk.

## **Risk Management**

We have developed a strong risk-assessment model in order to maintain healthy asset quality. The key risks and risk-mitigation principles we apply to address these risks are summarized below:

### ***Interest Rate Risk***

Our results of operations are dependent upon the level of our net interest margins. Net interest income is the difference between our interest income and interest expense. Since our balance sheet consists of rupee assets and predominantly Rupee liabilities, movements in domestic interest rates constitute the primary source of interest rate risk. We assess and manage the interest rate risk on our balance sheet through the process of asset liability management. We borrow funds at fixed and floating rates of interest, while we extend credit at fixed rates. In the absence of proper planning and in a market where liquidity is limited, our net interest margin may decline, which may impact our revenues and ability to exploit business opportunities.

We have developed stable long-term relationships with our lenders, and established a track record of timely servicing our debts. This has enabled us to become a preferred customer with most of the major banks and financial institutions with whom we do business. Moreover, our valuation capabilities enable us to invest in good quality assets with stable, attractive yields. Significantly, our loans are classified as priority sector assets by the RBI, such that these loans, when securitised, find a ready market with various financial institutions, including our lenders.

### ***Liquidity Risk***

Liquidity risk arises due to non-availability of adequate funds or non-availability of adequate funds at an appropriate cost, or of appropriate tenure, to meet our business requirements. This risk is minimised through a mix of strategies, including asset securitisation and assignment and temporary asset liability gap.

We monitor liquidity risk through our asset liability management (ALM) function with the help of liquidity gap reports. This involves the categorisation of all assets and liabilities into different maturity profiles, and evaluating these items for any mismatches in any particular maturities, especially in the short-term. The ALM policy has capped the maximum mismatches in the various maturities in line with RBI guidelines and ALCO guidelines.

To address liquidity risk, we have developed expertise in mobilising long-term and short-term funds at competitive interest rates, according to the requirements of the situation. For instance, we structure our indebtedness to adequately cover the average three-year tenure of loans we extend. As a matter of practice, we generally do not deploy funds raised from short-term borrowing for long-term lending.

### ***Credit risk***

Credit risk is the risk of loss that may occur from default by our customers under the loan agreements with us. As discussed above, borrower defaults and inadequate collateral may lead to higher NPAs.

We minimise credit risk by requiring that each loan must be guaranteed by another commercial vehicle operator in the same locality as the borrower, preferably by an existing or former borrower. Our loan to value (LTV) is always kept under reasonable limits. Furthermore, we lend on a relationship-based model, and we believe our high loan recovery ratios indicate the effectiveness of this approach for our target customer base. We also employ advanced credit assessment procedures, which include verifying the identity and checking references of the proposed customer thoroughly at the lead generation stage. Our extensive local presence also enables us to maintain regular direct contact with our customers. In this regard, we assign personal responsibility to each member of the lead generation team for the timely recovery of the loans they originate, closely monitoring their performance against our Company's standards, and maintain client and truck-wise exposure limits.

### ***Cash management risk***

Our branches collect a substantial amount of our customers' payments in cash. Lack of proper cash management practices could lead to losses. To address cash management risks, we have developed advanced cash management checks that we

employ at every level to track and tally accounts. Moreover, we conduct regular audits to ensure the highest levels of compliance with our cash management systems. Customers are gradually migrating towards non-cash payment modes such as NACH and Digital. Customers can use “MyShriram” app on their smartphones or create a login under “Customer online” option on the Company website <http://www.stfc.in> and make loan repayments. We are educating our customers for EMI payment through payment gateways and payments through debit cards by swiping them in our POS machines at the branches.

## **Employees**

As of 31 March 2019, the total number of our employees was 26,630.

We have built a highly capable workforce primarily by recruiting fresh graduates. As our business model requires an entrepreneurial approach in dealing with truck operators, we prefer to recruit and train fresh graduates in achieving our objectives. Moreover, we prefer to recruit our workforce from the area in which they will be serving our customers, in order to benefit from the workforce’s knowledge of the local culture, language, preferences and territory. We emphasise both classroom training and on-the-job skills acquisition. Post recruitment, an employee undergoes induction training to gain an understanding of our Company and our operations. Our relationship executives are responsible for customer origination, loan administration and monitoring as well as loan recovery, which enables them to develop strong relationships with our customers. We believe our transparent organisational structure ensures efficient communication and feedback and drives our performance-driven work culture.

In a business where personal relationships are an important driver of growth, relationship executive attrition may lead to loss of business. We therefore endeavour to build common values and goals throughout our 54 organisation, and strive to ensure a progressive career path for promising employees and retention of quality intellectual capital in our Company. We provide a performance-based progressive career path for our employees. For instance, we introduced an employee stock option plan in 2005 for eligible employees. We believe our attrition rates are among the lowest in the industry at managerial levels.

## **Intellectual Property**

Pursuant to a licence agreement dated November 21, 2014 between our Company and SOT (“**License Agreement**”), we are licensed to use the name “Shriram” and the associated mark, for which our Company has to pay a licence fee to SOT of 1.00 per cent. Of the total income of our Company every fiscal year. The total amount of the licence fee our Company pays to SOT in a fiscal year is subject to a ceiling of 5.00 per cent. Of the profit (before tax and licence fee) of our Company from Fiscal 2016. The License Agreement is valid for a period of five years from October 1, 2014 until September 30, 2019, after which the agreement will be automatically renewed for a further period of five years on the same terms, unless otherwise decided.

## **Technology**

We use information technology as a strategic tool in our business operations to improve our overall productivity. We believe that our information systems enable us to manage our nationwide operations network well, as well as to effectively monitor and control risks.

Our Company has various security controls in place to mitigate risks and safeguard the Company against security breaches and technological lapses, including established disaster recovery centres located in different seismic zones, periodic upgrading of servers and data storage, accreditation from the International Organisation for Standardisation for our Company’s information security management system and regular audits.

All our branches are online, connected through a virtual private network with our central server located at our data centre.

## **Property**

Our registered office is at Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai – 600004, Tamil Nadu, India. Our corporate office is at Wockhardt Towers, Level 3, West Wing, C-2, G Block, Bandra – Kurla Complex, Bandra (East) Mumbai 400 051, India. As of 31 March 2019, we had 1,545 branches across India. We typically enter into lease agreements for these strategic business units and branch locations.

## **Collaborations**

Our Company has not entered into any collaboration, any performance guarantee or assistance in marketing by any collaborators.

## HISTORY, MAIN OBJECTS AND KEY AGREEMENTS

### *Brief background of our Company*

Our Company was incorporated as a public limited NBFC under the provisions of the Companies Act, 1956 and commenced operations in 1979 in Chennai, Tamil Nadu, India. Our Company is registered with the RBI as a deposit-taking NBFC, classified as an asset finance company. The registered office of our Company is Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu –600004.

### *Amalgamation of Shriram Investments Limited and Shriram Overseas Finance Limited with our Company*

The Hon'ble High Court of Madras vide its order dated November 25, 2005, approved the scheme of arrangement and amalgamation of the erstwhile SIL, with our Company, ("**SIL Scheme of Merger**"). The appointed date for the SIL Scheme of Merger was April 1, 2005 and the record date for the purposes of re-organisation and issue of shares pursuant to the SIL Scheme of Merger was December 21, 2005.

The Hon'ble High Court of Madras vide its order dated December 1, 2006, approved the scheme of arrangement and amalgamation of the erstwhile SOFL with our Company, ("**SOFL Scheme of Merger**"). The appointed date for the SOFL Scheme of Merger was April 1, 2005 and the record date for the purposes of re-organisation and issue of shares pursuant to the SOFL Scheme of Merger was February 9, 2007.

### *Amalgamation of Shriram Holdings (Madras) Private Limited with our Company*

Pursuant to the SHMPL Scheme of Merger sanctioned under Section 391 to 394 read with Section 100 to 104 of the Companies Act, 1956, between our Company and SHMPL, as approved by the Hon'ble High Court of Madras vide the Merger Order, the business and undertaking of SHMPL, our erstwhile promoter, was merged into our Company with a view of, inter alia, reducing shareholding tiers, optimizing administrative costs and enabling the shareholders of SHMPL to hold equity shares directly in our Company. The appointed date under the SHMPL Scheme of Merger was April 1, 2012, and the SHMPL Scheme of Merger became effective from November 5, 2012 when a certified true copy of the order of the Hon'ble High Court of Madras approving the SHMPL Scheme of Merger was filed with the ROC by SHMPL and our Company, ("**SHMPL Effective Date**"). On the SHMPL Effective Date, SHMPL was merged into our Company without winding up of SHMPL under Section 394 of the Companies Act, 1956. Pursuant to the SHMPL Scheme of Merger, 9,38,72,380 equity shares of the face value of ₹ 10 each fully paid up of our Company, were issued and allotted, to the members of SHMPL whose names were recorded in the register of members of SHMPL on November 5, 2012 in connection with the SHMPL Scheme of Merger, in the ratio of 313:124 i.e. 313 equity shares of the face value of ₹ 10 each fully paid up of our Company issued for every 124 equity shares of the face value of ₹ 10 each fully paid up of SHMPL, held by the respective members thereof. Accordingly, 9,33,71,512 (Nine crores thirty-three lakhs seventy-one thousand five hundred and twelve only) equity shares of the face value of ₹ 10 each of our Company, earlier held by SHMPL stood cancelled pursuant to the SHMPL Scheme of Merger coming into effect.

### *Amalgamation of Shriram Equipment Finance Company Limited with our Company*

Pursuant to the SEFCL Scheme of Merger sanctioned under Section 391 to 394 of the Companies Act, 1956, and the other applicable provisions of the Act between our Company and SEFCL, as approved by the Hon'ble High Court of Madras vide the SEFCL Merger Order dated March 31, 2016. Accordingly, the business and undertaking of SEFCL, our erstwhile subsidiary, was merged into our Company to enable greater focus and attain synergy benefits which would inter alia result in simplification of group structures, integration of operations, better administration and cost reduction. The appointed date under the SEFCL Scheme of Merger was April 1, 2015, and the SEFCL Scheme of Merger became effective from April 19, 2016 when a certified true copy of the order of the Hon'ble High Court of Madras approving the SEFCL Scheme of Merger was filed with the ROC by SEFCL and our Company, ("**SEFCL Effective Date**"). On the SEFCL Effective Date, SEFCL was merged into our Company without winding up of SEFCL under Section 394 of the Companies Act, 1956 and the authorized share capital of our Company was reorganised from ₹ 5,97,00,00,000 divided into 39,70,00,000 Equity Shares and 2,00,00,000 cumulative redeemable preference shares of ₹ 100 each to ₹ 15,97,00,00,000 divided into 64,70,00,000 Equity Shares of ₹ 10 each and 9,50,00,000 redeemable preference shares of ₹ 100 each. Pursuant to the SEFCL Effective

Date, no equity shares of our Company were allotted in lieu of our Company holding shares in SEFCL and the share capital of SEFCL stood cancelled.

### ***Main objects of our Company***

The main objects of our Company as contained in our Memorandum of Association are:

- To carry on and undertake business as Financiers and Capitalists, to finance operations of all kinds such as managing, purchasing, selling, hiring, letting on hire and dealing in all kinds of vehicles, motor cars, motor buses, motor lorries, scooters and all other vehicles;
- To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out and in particular the financing Hire Purchase Contracts relating to vehicles of all kinds;
- To carry on and undertake business as Financier and Capitalists to finance operations of all kinds such as managing, purchasing, selling, hiring, letting on hire and dealing in all kinds of property, movable or immovable goods, chattels, lands, bullion;
- To undertake and carry on all operations and transactions in regard to business of any kind in the same manner as an individual capitalist may lawfully undertake and carryout and in particular financing hire purchase contracts relating to property or assets of any description either immovable or movable such as houses, lands, stocks, shares, Government Bonds;
- To carry on and become engaged in financial, monetary and other business transactions that are usually and commonly carried on by Commercial Financing Houses, Shroffs, Credit Corporations, Merchants, Factory, Trade and General Financiers and Capitalists;
- To lend, with or without security, deposit or advance money, securities and property to, or with, such persons and on such terms as may seem expedient;
- To purchase or otherwise acquire all forms of immovable and movable property including Machinery, Equipment, Motor Vehicles, Building, Cinema Houses, Animals and all consumer and Industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased, and leased be new and/or used;
- To provide a leasing advisory counselling service to other entities and/or form the leasing arm for other entities;
- The Company shall either singly or in association with other Bodies Corporate act as Asset Management Company/Manager/Fund Manager in respect of any Scheme of Mutual Fund whether Open-End Scheme or Closed-end Scheme, floated/ to be floated by any Trust/Mutual Fund (whether offshore or on shore)/ Company by providing management of Mutual Fund for both offshore and onshore Mutual Funds, Financial Services Consultancy, exchange of research and analysis on commercial basis;
- Constitute any trust and to subscribe and act as, and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators, receivers, treasurers, attorneys, nominees and agents; and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms of investments including shares, term loans and debentures etc.;
- Carry on and undertake the business of portfolio investment and Management, for both individuals as well as large Corporate Bodies and/or such other bodies as approved by the Government, in Equity Shares, Preference Shares, Stock, Debentures (both convertible and non-convertible), Company deposits, bonds, units, loans obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities and/or any other Financial Instruments, and to provide a package of Investment/Merchant Banking Services by acting as Managers to Public Issue of securities, to act as underwriters, issue house and to carry on the business of Registrar to Public issue/various investment schemes and to act as Brokers to Public Issue;

- Without prejudice to the generality of the foregoing to acquire any share, stocks, debentures, debenture-stock, bonds, units of any Mutual Fund Scheme or any other statutory body including Unit Trust of India, obligations or securities by original subscription, and/or through markets both primary, secondary or otherwise participating in syndicates, tender, purchase, (through any stock exchange, OTC exchange or privately), exchange or otherwise and to subscribe for the same whether or not fully paid up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof and to advance deposit or lend money against securities and properties to or with any company, body corporate, firms, person or association or without security and on such terms as may be determined from time to time;
- To engage in Merchant Banking activities, Venture Capital, acquisitions, amalgamations and all related merchant banking activities including loan syndication;
- To carry on the business as manufacturers, Exporters, Importers, Contractors, Sub-contractors, Sellers, Buyers, Lessors or Lessees and Agents for Wind Electric Generators and turbines, Hydro turbines, Thermal Turbines, Solar modules and components and parts including Rotor blades, Braking systems, Tower, Nacelle, Control unit, Generators, etc. and to set up Wind Farms for the company and/or for others either singly or jointly and also to generate, acquire by purchase in bulk, accumulate, sell, distribute and supply electricity and other power (subject to and in accordance with the laws in force from time to time);
- To carry on business of an investment company or an Investment Trust Company, to undertake and transact trust and agency investment, financial business, financiers and for that purpose to lend or invest money and negotiate loans in any form or manner, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, hundies, promissory notes and other negotiable instruments and securities and also to issue on commission, to subscribe for, underwrite, take, acquire and hold, sell and exchange and deal in shares, stocks, bonds or debentures or securities of any Government or Public Authority or Company, gold and silver and bullion and to form, promote and subsidise and assist companies, syndicates and partnership to promote and finance industrial enterprises and also to give any guarantees for payment of money or performance of any obligation or undertaking, to give advances, loans and subscribe to the capital of industrial undertakings and to undertake any business transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers and underwriters;
- To act as investors, guarantors, underwriters and financiers with the object of financing Industrial Enterprises, to lend or deal with the money either with or without interest or security including in current or deposit account with any bank or banks, other person or persons upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit or loan upon such terms and conditions as our Company may approve provided that our Company shall not do any banking business as defined under the Banking Regulations Act, 1949;
- To carry on in India or elsewhere the business of consultancy services in various fields, such as, general, administrative, commercial, financial, legal, economic, labour and industrial relations, public relations, statistical, accountancy, taxation and other allied services, promoting, enhancing propagating the activity of investment in securities, tendering necessary services related thereto, advising the potential investors on investment activities, acting as brokers, sub-brokers, Investment Consultant and to act as marketing agents, general agents, sub agents for individuals/ bodies corporate/Institutions for marketing of shares, securities, stocks, bonds, fully convertible debentures, partly convertible debentures, Non-convertible debentures, debenture stocks, warrants, certificates, premium notes, mortgages, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, general insurance products, life insurance products and other similar instruments whether issued by government, semi government, local authorities, public sector undertakings, companies corporations, co-operative societies, and other similar organizations at national and international levels;

To carry on the business of buying, selling of trucks and other CVs and reconditioning, repairing, remodelling, redesigning of the vehicles and also acting as dealer for the said vehicles, for all the second hand commercial and other vehicles and to carry on the business of buying, selling, importing, exporting, distributing, assembling, repairing and dealing in all types of vehicles including re-conditioned and re-manufactured automobiles, two and three wheelers, tractors, trucks and other vehicles and automobile spares, replacement parts, accessories, tools, implements, tyres and tubes, auto lamps, bulbs, tail light and head light bulbs, assemblies and all other spare parts and accessories as may be required in the automobile industry.

### ***Key terms of our Material Agreements***

**License Agreement dated November 21, 2014 between Shriram Ownership Trust, (“SOT”) and our Company, (“License Agreement”) read together with the Addendum No. 1 to the License Agreement dated March 18, 2016 (“Addendum”):**

By a license agreement dated April 1, 2014 (and as extended from time to time), our Company was granted license to use the non-exclusive copyright, relating to the existing artistic work “SHRIRAM” logo, (“Copyright”) assigned in the favour of SOT by Shriram Capital Limited, and to reproduce the said work, in connection with the business activities of our Company in the territory of India during the term of the Copyright.

SOT and our Company subsequently entered into and executed the License Agreement, wherein our Company was permitted to continue to use the Copyright and reproduce the same in connection with the business activities of our Company in the territory of India during the term of the Copyright, with effect from October 1, 2014. The salient terms of the License Agreement are as follows:

*Consideration:* SOT was originally entitled to license fees which shall be calculated annually (on the basis of the results of the operation of our Company for the fiscal year ended March 31) and shall be equal to 1% (one percent) of the total income of our Company for such fiscal year. Pursuant to the Addendum and with effect from April 1, 2015, the license fees payable to SOT stood revised to 1% (one percent) of the total income of our Company, subject to a limit of 5% (five percent) on profit before tax and license fee.

*Duration:* The License Agreement will remain in force for a period of five years, commencing from October 1, 2014 after which the same shall automatically stand extended for a further period of 5 years, on the same terms and conditions as contained in the License Agreement, unless mutually amended by SOT and our Company.

*Arbitration:* In case of dispute or difference arising between the SOT and our Company shall be in accordance with the provisions of the Arbitration and Conciliation Act, 1996, by a sole arbitrator to be mutually agreed to by the Parties and the decision of the arbitrator(s) shall be final and binding on both the parties. The place of arbitration shall be in Chennai.

**Service Agreement dated May 3, 2017 between SCL and our Company, (“Service Agreement 2”)**

Our Company has executed Service Agreement 2 with SCL for formalising their arrangement with regard to the role and services to be provided by SCL to our Company. The salient terms of Service Agreement 2 are:

*Role of SCL:* SCL shall provide specialised advisory and support services to our Company, in connection with group strategy, new ventures, management information systems, synergy, group human resource, brand building, risk management, taxation, regulatory, secretarial, group information technology, external relations, corporate communications, investor relations, policy advocacy and that the Company shall avail of such aforementioned services, in accordance with terms of Service Agreement 2.

*Consideration:* Our Company paid Rs. 3,990.00 lacs plus taxes as consideration for the services rendered under this agreement for the year ended March 31, 2019, in quarterly instalments.. Subject to the review of board of directors or the audit committee, the said fees shall be subject to annual revision up to 5% (five percent) per annum, over and above the fees payable during the respective previous financial year, effective from April 1, 2017.

*Term:* Service Agreement 2 shall come into effect on April 1, 2017 and shall be valid for a period of 5 (five) years therefrom unless terminated earlier by either party with a notice period of 1 (one) year. And on the expiry of the aforementioned period of 5 (five) years, Service Agreement 2 shall automatically stand renewed with the same annual increases as set out in Service Agreement 2, unless otherwise agreed to in writing between the parties.

*Arbitration:* All disputes, differences and/or claims arising out of Service Agreement 2, shall be settled in accordance with the provisions of the Arbitration and Conciliation Act, 1996, by a sole arbitrator to be mutually agreed to by the parties and the decision of the sole arbitrator shall be final and binding on both the parties. The place of arbitration shall be in Chennai and the language of arbitration shall be English.

## LEGAL PROCEEDINGS

Except as described below, our Company is not involved in any legal proceedings and disputes, and no proceedings are threatened, which may have, or have had, a material adverse effect on the business, financial condition or operations of our Company. We believe that the number of proceedings and disputes in which the Company is involved is not unusual for a company of its size in the context of doing business in India. Civil and tax related proceedings involving our Company, which involve a claim of more than 1 per cent. of our Company's net worth have been individually described below.

- Our Company filed an appeal before the Supreme Court of India (Special Leave Petition (Civil) 35142 of 2009) against an order dated 18 November 2009 passed by the High Court of Kerala in connection with a writ petition filed challenging the action of Commissioner of Commercial Taxes, Kerala, directing our Company to register under the provisions of the Kerala Money Lenders Act, 1958. The High Court of Kerala, pursuant to the impugned order, had dismissed an appeal in connection with the aforesaid writ petition, thereby inter alia confirming the aforesaid direction of the Commissioner of Commercial Taxes, Kerala. The Supreme Court of India admitted the appeal and, pursuant to an order dated 16 December 2009, stayed the operation of the impugned order. The proceeding is pending hearing and final disposal.
- Our Company filed a writ petition (Writ Petition No. 47108/2011) on 15 December 2011, against the State of Karnataka and others before the High Court of Karnataka inter alia seeking (a) a declaration that the provisions of the Karnataka Money Lenders Act, 1961 and the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004 (collectively, the "Impugned Statutes") do not apply to NBFCs and the Company, in particular, (b) to strike down the Impugned Statutes, (c) a writ in the nature of certiorari or other suitable writ, order or direction quashing an order issued by the Karnataka State Money Lending Department dated 29 September 2011 and proceedings initiated against our Company pursuant to the Impugned Statutes, (d) interim relief by staying the proceedings initiated against our Company pursuant to the Impugned Statutes and (e) restraining the Karnataka state money lending authorities from initiating action against our Company under the aforesaid statutes. The High Court of Karnataka by its order dated 16 December 2011 stayed the proceedings initiated against our Company pursuant to the Impugned Statutes. The aforesaid matter is pending hearing and final disposal.
- Our Company filed an appeal before the Supreme Court of India, Special Leave Petition (Civil) (9711- 9713) of 2014 against the common final judgment and order dated 8 October 2013 passed by the High Court of Judicature at Calcutta in Writ Petition No. 24 of 2010, Writ Petition No. 4 of 2011 and Writ Petition No. 6 of 2011 challenging the decision to uphold the imposition of Value Added Tax on Non- Banking Finance Companies disposing off vehicles for recovery of loans taken by borrowers by treating said NBFCs as dealers as defined under Section 2 (11) of the West Bengal Value Added Tax 2003. The aforesaid matter is pending hearing and final decision.
- Our Company filed a writ petition (7638/ 2009) before the High Court of Andhra Pradesh against the orders passed by the Commercial Tax Officer, Tirupati, dated 20 March 2009 where it has been held that our Company is liable to be assessed for tax under the Andhra Pradesh Value Added Tax Act, 2005 and the Andhra Pradesh General Sales Tax Act, 1957 for the years 2004-2005 and accordingly, our Company is liable to pay penalty on account of its alleged failure to obtain registration under the Andhra Pradesh General Sales Tax Act, 1957. Pursuant to the writ petition, our Company challenged the notices dated 21 March 2009 issued by the Commercial Tax Officer, Andhra Pradesh, proposing to levy interest and penalty. The High Court of Andhra Pradesh has, vide its order dated 15 April 2009, stayed the operation of the orders passed by the Commercial Tax Officer Tirupati subject to our Company depositing one- third of the disputed tax amount within four weeks from the date of aforesaid order, which our Company has deposited with the Honorable High Court. The aforesaid petition is pending hearing and final disposal.
- Our Company filed a writ petition (no. 26590/2017 and no. 27066 to 27076/2017) before the High Court of Karnataka challenging the correctness of various orders of re-assessment passed by the Deputy Commissioner of Commercial Taxes, Bengaluru, under sections 39(1), 72(2) and 36(1) of the Karnataka Value Added Tax Act, 2003 (relating to interest amounts and penalty payable) pertaining to the tax period from 2010-2017. The issue under consideration in these petitions is whether a person (like our Company) is a "Dealer" within

the Karnataka Value Added Tax Act, 2003 and whether on the sale by way of auction of the vehicles re-possessed from a defaulting borrower, our Company is liable to pay value added tax on such sale. The Honorable High Court of Karnataka, by its order dated 28 June 2017, has granted interim relief stating that no coercive process shall be taken against our Company for recovery of the demand amount by the Commercial Tax Officer, Bengaluru, subject to our Company depositing 30 per cent. of the disputed tax amount within four weeks from the date of aforesaid order, which our Company has deposited with the High Court. The petition is pending hearing and final disposal. Our Company has also prayed to stay all further proceedings pursuant to order of re-assessment and consequential notice of demand dated February 8, 2019 passed by Deputy Commissioner of Commercial Taxes (Audit) under Section 39(1) of the Act, pertaining to assessment periods commencing from April 1, 2016 to March 31, 2017. The final hearing in this case has been scheduled on January 7, 2020

- Our Company is contesting several disputed income tax, service tax and VAT matters before various appellate authorities. The contingent liabilities as per Indian Accounting Standard 37 as of September 30, 2019 included contingent liabilities in respect of income tax demands where the Company has filed an appeal before various authorities of ₹ 7,869.94 lacs, VAT demand where the Company has filed an appeal before various appellate courts aggregating ₹ 12,430.40 lacs and a service tax demand for ₹ 19,831.14 lacs.
- Our Company has received an order dated 19 December 2018 from the Commissioner of CGST and Central Excise demanding service tax on provision of collection of receivables in respect of Securitisation / Direct assignments, etc., amounting to INR 1,977.54 million for the period from 1 April 2008 to 31 March 2015. In relation to certain securitisation / direct assignment transactions, our Company had charged a nominal fee or a nil fee for services provided in relation to collection and recovery of the assets assigned/ securitised and the Commissioner of CGST and Central Excise in their order has held that the services rendered by us has not been adequately valued and accordingly service tax has to be paid on the taxable value of our services (arrived at in the manner provided under the relevant rules and regulations in this regard), irrespective of actual fee charged, if any. The same is disclosed under contingent liability. Our Company has filed an appeal at the Customs Excise and Service Tax Appellate Tribunal, West Zonal Bench Mumbai, in the month of March 2019. Our Company's main contention in the appeal is that if the parties have commercially agreed that the fee for certain services in nil or nominal, the tax on such service should be limited to a portion of the fee so agreed upon.
- Our Company filed a writ petition (no. 45164 /2017) on 28 December 2017 before the High Court of Judicature at Hyderabad for the State of Telangana and State of Andhra Pradesh (the "High Court") against the order passed by the Deputy Commissioner (CT), Secunderabad Division, Hyderabad in suo moto revision proceeding in Rc.No.R1/46/2014 dated 8 November 2017. The issue under consideration in this petition is whether NBFCs are liable to pay tax on the monies generated from sale of repossessed vehicles for realizing the outstanding dues against loans advanced to customers and whether such sale of repossessed vehicles would constitute a "sale" within the meaning of the Andhra Pradesh Value Added Tax Act, 2005. The High Court of Judicature at Hyderabad for the State of Telangana and State of Andhra Pradesh, by its order dated 2 January 2018, has granted stay of recovery of disputed tax, subject to our Company paying one-third of the disputed tax amount within four weeks from the date of the aforesaid order, which our Company has deposited with the High Court. The petition is pending hearing and final disposal.
- Our Company, on April 8, 2019, received a show cause notice dated March 30, 2019 (the "SCN") from the Directorate of Enforcement which functions under the aegis of Ministry of Finance, Government of India. The SCN relates to the issue of warrants by Shriram Holdings (Madras) Private Limited (a company in the Shriram group and previously our largest shareholder which was amalgamated with our Company with effect from April 1, 2012) ("SHMPL") to a non-resident investor pursuant to a share subscription agreement executed in 2006. It is alleged in the SCN that warrants issued by SHMPL were not permitted instruments which could be issued to non-resident investors in 2006 and accordingly there was a contravention of provisions of the Foreign Exchange Management Act (FEMA) and the relevant rules made thereunder to the extent of Rs. 2,436,012,900 (Two Thousand Four Hundred and Thirty Six Million Twelve Thousand and Nine Hundred Rupees). This SCN was issued to our Company in its capacity as a successor in interest of SHMPL to show cause as to why adjudication proceedings should not be initiated against it and certain individuals who were the then directors of SHMPL at the relevant time.

During 2006 and 2007, SHMPL, which was classified as an investment holding company under the applicable

regulatory regime, issued equity shares and warrants to Newbridge India Investments II Limited (the “Investor”). The approval granted by the Foreign Investment Promotion Board, also functioning under the aegis of Ministry of Finance, Government of India (“FIPB”) (the “FIPB Approval”), permitted SHMPL to issue equity shares to the Investor and investment by SHMPL in equity shares and warrants to be issued by three non-banking financial companies in which 100% foreign direct investment was permitted under the extant direct foreign investment policy of the government of India, utilising the monies received from the Investor. All warrants issued by SHMPL to the Investor were converted into equity shares of SHMPL in 2006 and 2007.

There was a delay on the part of SHMPL in filing the relevant forms indicating the receipt of monies from the Investor and issue of equity shares and warrants against such receipt, and the relevant forms were filed in 2013 (after amalgamation of SHMPL with our Company). Our Company, in the capacity of successor of interest of erstwhile SHMPL had filed a compounding application for the delay and had paid the penalty imposed on us by the RBI. At this time, the RBI had referred to the FIPB Approval (as amended by a subsequent letter from the FIPB dated January 31, 2006) and indicated that since the FIPB Approval only mentioned the issue of equity shares to the Investor, a post-facto approval/ clarification be obtained from the FIPB regarding issue of warrants to the Investor. Accordingly, our Company had, in a letter dated March 14, 2013 written to the FIPB, in response to which a letter dated March 20, 2013 was received by our Company from the FIPB stating that the policy regarding issue of warrants was not explicit in the year 2006 when the warrants in question were issued by then SHMPL and that since the warrants in question have already been converted into equity shares, there was no requirement of their approval.

In the years 2016 and 2017, the Enforcement Directorate raised queries in relation to the aforementioned issue of warrants in the year 2006 by SHMPL, to which our Company has responded and provided all documents requested, including by way of personal appearances and submissions made by our executive director and senior management personnel.

Pursuant thereto, The Company has appeared for the personal hearing before the Special Director, Adjudicating Authority of the Directorate of Enforcement on September 13, 2019. As per the personal hearing note, the Special Director, Adjudicating Authority of the Directorate of Enforcement made clear that the personal hearing in this case is closed. Subsequently, the Company has vide letter dated December 9, 2019, made written submissions reiterating their submissions made during the personal hearing and requested that the proceedings be dropped.

The Enforcement Directorate (ED) vide order dated March 04, 2020 has imposed on our Company penalty of Rs.5 crore and also imposed a penalty of Rs.50 Lacs each on the then directors of the erstwhile SHMPL for contravention of provisions of section 6(3)(b) of FEMA, 1999 read with Regulation 4 of Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 .The Company is of bona fide view that it has not contravene any provisions of FEMA and has initiated necessary action to contest the ED’s order dated 4th March,2020.

### **Criminal Proceedings against our Company and Directors**

A criminal application (Cri.M.A.No.604/2018) was filed by Mr. Sudhir Satyawan Kamble (the “Complainant”), before the court of Judicial Magistrate First Class, Islampur (“JMFC”) against our Company, Shriram General Insurance Corporation Limited and certain present and past Directors of our Company. This application was prompted by the denial of an insurance claim for a sum of INR 2,000,000 by Shriram General Insurance Corporation Limited (“SGICL”) in the Motor Accidents Claim Tribunal in relation to a tempo (vehicle no. MH-10-AQ-2171) purchased by one Mr. Samir Sikandar Mulla, pursuant to a loan availed from the Company. The said tempo was involved in an accident with a motorcycle resulting in the death of one person and injury to one of riders of the motor cycle. Mr. Mulla claimed to have insured his tempo with SGICL. However, the claim made by him in the Motor Accident Claim Tribunal against SGICL was denied on the ground that the insurance policy taken by Mr. Mulla was bogus and SGICL had not issued any policy to him.

The criminal application was filed alleging that our Company and SGICL had, inter alia, committed the offences of criminal breach of trust, cheating and forgery, against Mr. Mulla. On 8 October 2018 the JMFC had passed an ex-parte order against our Company directing that the complaint filed by the Complainant be treated as a first information report (“FIR”) for investigation by the Islampur police.

In response to the order of the JMFC above, on 19 November 2018 our Company and certain directors named in the complaint filed a revision application (Cri.Revi.Application no.32/2018) before the Court of Additional District and Session Judge at Islampur, inter alia, for setting aside and/or correcting the order of the JMFC as being grossly erroneous, where the Company contended that the Complainant is neither a borrower of the Company nor had any dealings with our Company / our directors and had no locus standi to file the complaint in respect of which the order dated 8 October 2018 was passed by the JMFC. It was also contended that the said order was passed without giving the Company and certain directors of the Company a proper and legal opportunity of being heard.

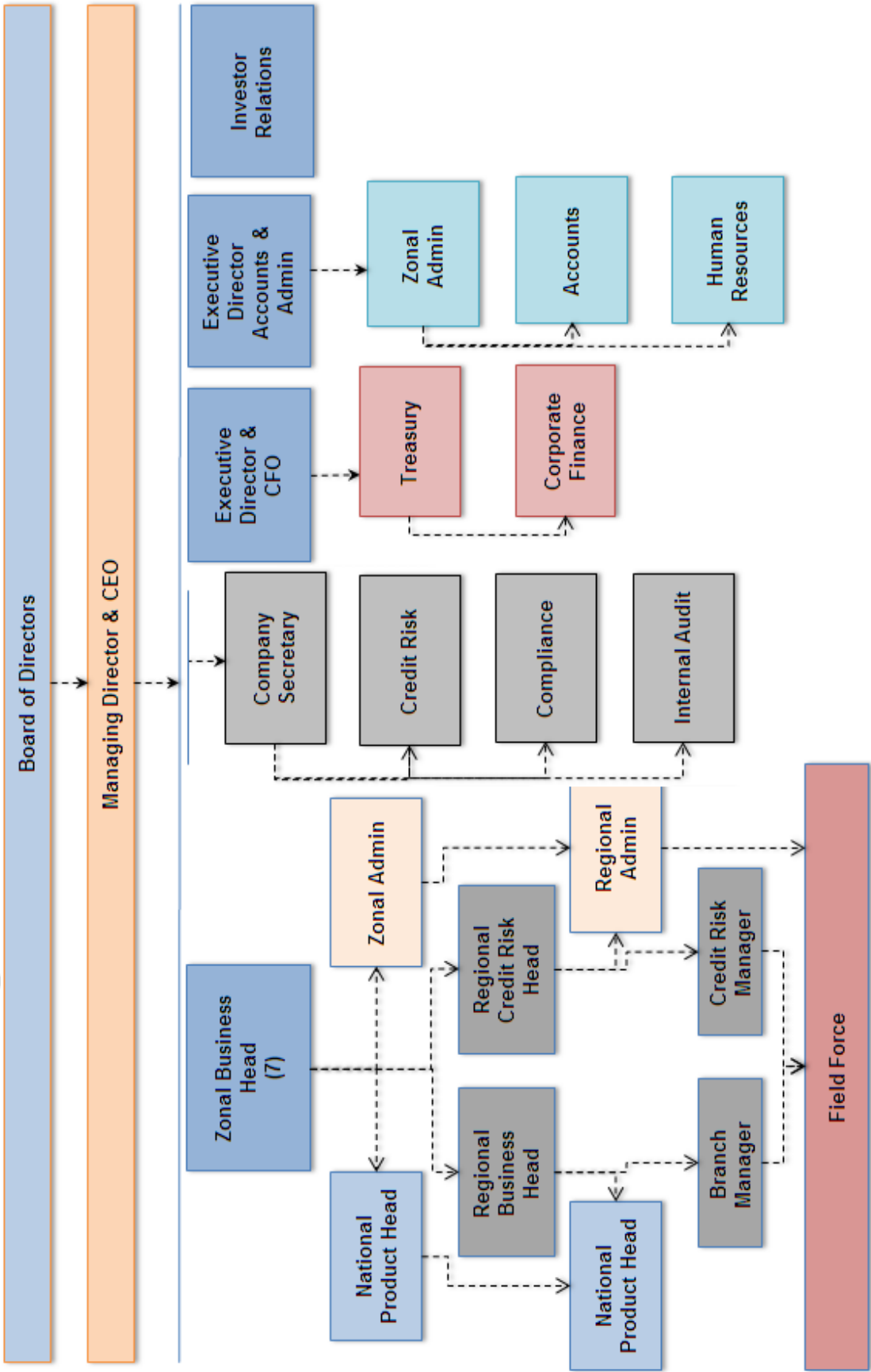
The Additional District and Session Judge at Islampur, vide an order dated 21 November 2018, had stayed the order dated 8 October 2018 passed by JMFC. By subsequent order dated 6 February 2019, the Additional District and Session Judge at Islampur has partially allowed the revision application made by our Company and the matter was remanded to the trial court for fresh inquiry at its original stage. In terms of the application dated 27 March 2019 filed by the Complainant, the directors of SGICL were impleaded as part of the criminal proceedings. Mr. Umesh Revankar, one of our directors, who is also a director of SGICL is, now therefore, implicated in the matter On 27/03/2019 complainant filed application for impleading the directors of SGICL including Mr. Umesh Revankar, who is also one of our Director as part of the criminal proceedings and the same is pending for hearing. Next hearing date is scheduled for March 26, 2020.

**Proceedings involving our Promoter:**

- There are no litigation, economic or securities related offences, civil or criminal prosecutions for any offences, or regulatory proceedings (irrespective of whether they are covered under Part I of Schedule V of the Companies Act, 2013, as amended) tax liabilities, disputes, non-payment of statutory dues nor any defaults or arrears claimed against or otherwise involving the Promoter, whose outcome have a material adverse effect on the financial position, operations or prospects of the Company.

ii. Corporate Structure

# Organization Structure



### iii. Key operational and financial parameters

A summary of our key operational and financial parameters derived from Ind AS financial statements on a consolidated basis for the Fiscal 2019 are as follows:

| (Rs. in lacs)                           |               |
|-----------------------------------------|---------------|
| Parameters <sup>(1)</sup>               | Fiscal 2019   |
| Net worth <sup>(2)</sup>                | 1,593,514.07  |
| Total Borrowings of which               | 8,791,439.67  |
| Debt Securities                         | 3,418,175.01  |
| Borrowings (other than debt securities) | 3,718,929.88  |
| Deposits                                | 1,034,146.68  |
| Subordinated Liabilities                | 620,188.10    |
| Property, plant and equipment           | 14,345.82     |
| Other Intangible assets                 | 196.56        |
| Financial assets                        | 10,495,040.83 |
| Non-financial assets                    | 46,855.02     |
| Cash and cash equivalents               | 102,913.54    |
| Bank balance other than above           | 295,233.14    |
| Investments                             | 412,553.80    |
| Financial liabilities                   | 8,893,273.91  |
| Non-financial liabilities               | 52,346.04     |
| Total income                            | 1,554,570.12  |
| Interest Income                         | 1,538,427.83  |
| Finance Costs                           | 751,125.94    |
| Impairment on financial instruments     | 238,226.19    |
| Profit for the year                     | 257,567.83    |
| Total Comprehensive Income              | 257,326.58    |

Notes:

<sup>(1)</sup> There are no audited numbers available for assets under management and off-balance sheet items on a consolidated basis and therefore these items have not been disclosed.

<sup>(2)</sup> Net worth as defined in Section 2(57) of the Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

A summary of our key operational and financial parameters derived from IGAAP financial statements on a consolidated basis for the Fiscals 2018 and 2017, as specified below, are as follows:

| (Rs. in lacs)                                           |              |              |
|---------------------------------------------------------|--------------|--------------|
| Parameters <sup>(1)</sup>                               | Fiscal 2018  | Fiscal 2017  |
| Net worth <sup>(2)</sup>                                | 1,254,671.02 | 1,129,424.84 |
| Total borrowings (Net of Unamortised discount) of which | 6,331,915.83 | 5,307,959.22 |
| - Long-term borrowings- Non-Current portion             | 4,037,592.13 | 3,369,861.25 |
| - Short Term Borrowings                                 | 767,645.96   | 495,423.75   |
| - Long term borrowing – current maturities              | 1,526,677.74 | 1,442,674.22 |
| Fixed Assets                                            | 11,995.54    | 13,422.78    |
| (i) Property, plant and equipment                       | 11,821.76    | 13,246.45    |
| (ii) Intangible assets                                  | 173.78       | 176.33       |
| Total Non-Current Assets                                | 6,019,913.97 | 4,935,285.44 |
| Cash and bank balances                                  | 363,750.92   | 444,531.15   |
| Current Investments                                     | -            | 5,225.25     |
| Total Current Assets                                    | 2,828,690.74 | 2,509,283.52 |
| Total Current Liabilities                               | 2,844,443.22 | 2,411,605.45 |

| Parameters <sup>(1)</sup>                               | Fiscal 2018       | Fiscal 2017       |
|---------------------------------------------------------|-------------------|-------------------|
| Interest Income                                         | 1,211,226.66      | 1,074,908.06      |
| Interest Expense                                        | 523,192.69        | 504,691.96        |
| Provisions and write-offs                               | 312,211.32        | 244,432.05        |
| <b>Profit after tax from continuing operations</b>      | <b>155,446.22</b> | <b>126,563.41</b> |
| Net profit after taxes and share of profit of associate | 155,674.74        | 126,563.41        |

Notes:

<sup>(1)</sup> There are no audited numbers available for assets under management and off-balance sheet items on a consolidated basis and therefore these items have not been disclosed.

<sup>(2)</sup> Net worth as defined in Section 2(57) of the Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

A summary of our key operational and financial parameters derived from Ind AS financial statements on a standalone basis for the Fiscal 2019 are as follows:

(Rs.in lacs)

| Parameters                                                                                                         | Fiscal 2019   |
|--------------------------------------------------------------------------------------------------------------------|---------------|
| Net worth <sup>(1)</sup>                                                                                           | 1,580,866.35  |
| Total Borrowings of which                                                                                          | 8,791,439.67  |
| Debt Securities                                                                                                    | 3,418,175.01  |
| Borrowings (other than debt securities)                                                                            | 3,718,929.88  |
| Deposits                                                                                                           | 1,034,146.68  |
| Subordinated Liabilities                                                                                           | 620,188.10    |
| Property, plant and equipment                                                                                      | 14,345.82     |
| Other Intangible assets                                                                                            | 196.56        |
| Financial assets                                                                                                   | 10,482,393.11 |
| Non-financial assets                                                                                               | 46,855.02     |
| Cash and cash equivalents                                                                                          | 102,913.54    |
| Bank balance other than above                                                                                      | 295,233.14    |
| Investments                                                                                                        | 399,906.08    |
| Financial liabilities                                                                                              | 8,893,273.91  |
| Non-financial liabilities                                                                                          | 52,346.04     |
| Asset Under Management as per Ind AS <sup>(2)</sup>                                                                | 10,448,227.24 |
| Off-balance sheet assets as per Ind AS <sup>(3)</sup>                                                              | 217,478.66    |
| Total income                                                                                                       | 1,554,570.12  |
| Interest Income                                                                                                    | 1,538,427.83  |
| Finance Costs                                                                                                      | 751,125.94    |
| Impairment on financial instruments                                                                                | 238,226.19    |
| Profit for the year                                                                                                | 256,398.67    |
| Total Comprehensive Income                                                                                         | 256,167.03    |
| Stage 3 Assets as a percentage of Total Loan Assets as per Ind AS (gross of Provisions) (per cent.) <sup>(4)</sup> | 8.42          |
| Stage 3 Asset net of Stage 3 Provision as a percentage of Net Loan Assets as per Ind AS (per cent.) <sup>(5)</sup> | 5.68          |
| Tier I Capital Adequacy Ratio (per cent.)                                                                          | 15.62         |
| Tier II Capital Adequacy Ratio (per cent.)                                                                         | 4.65          |

Notes:

<sup>(1)</sup> Net worth as defined in Section 2(57) of the Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

<sup>(2)</sup> Asset Under Management as per Ind AS: Total loan assets and loan assets assigned, which continue to be serviced by the transferor.

<sup>(3)</sup> Off-balance sheet assets as per Ind AS: Hypothecation loans assigned till date, which continue to be serviced by the transferor.

<sup>(4)</sup> Stage 3 Assets as a percentage of Total Loan Assets as per Ind AS (gross of Provisions): Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind AS.

<sup>(5)</sup> Stage 3 Assets net of Stage 3 Provision.

A reconciliation of Net worth derived from IGAAP financial statements on a consolidated basis for the Fiscals 2018 and 2017 is given below

| (Rs. in lacs) |                                                                             |                     |                     |
|---------------|-----------------------------------------------------------------------------|---------------------|---------------------|
|               | Particulars                                                                 | Fiscal 2018         | Fiscal 2017         |
| (i)           | Share capital                                                               | 22,690.67           | 22,690.67           |
| (ii)          | Reserves and surplus                                                        | 1,236,108.34        | 1,110,502.52        |
| (iii)         | Less: Capital reserve                                                       | 4,100.70            | 2,761.83            |
| (iv)          | Less: Miscellaneous expenditure (to the extent not written off or adjusted) |                     |                     |
|               | Public issue expenses for non-convertible debentures                        | 27.29               | 589.71              |
|               | Issue expenses for equity shares                                            | -                   | 416.81              |
|               | <b>Total (i+ii-iii-iv)</b>                                                  | <b>1,254,671.02</b> | <b>1,129,424.84</b> |

A summary of our key operational and financial parameters derived from IGAAP financial statements on a standalone basis for the Fiscals 2018 and 2017, as specified below, are as follows:

| (Rs. in lacs)                                           |                   |                   |
|---------------------------------------------------------|-------------------|-------------------|
| Parameters                                              | Fiscal 2018       | Fiscal 2017       |
| Net worth <sup>(1)</sup>                                | 1,254,442.51      | 1,126,454.52      |
| Total borrowings (Net of Unamortised discount) of which | 6,331,915.83      | 5,311,009.83      |
| - Long-term borrowings- Non-Current portion             | 4,037,592.13      | 3,370,018.31      |
| - Short Term Borrowings                                 | 767,645.96        | 498,313.75        |
| - Long-term borrowings- Current maturities              | 1,526,677.74      | 1,442,677.77      |
| Fixed Assets                                            | 11,995.54         | 8,377.61          |
| (i) Property, plant and equipment                       | 11,821.76         | 8,217.04          |
| (ii) Intangible assets                                  | 173.78            | 160.57            |
| Total Non-Current Assets                                | 6,018,346.58      | 4,932,721.68      |
| Cash and bank balances                                  | 363,750.92        | 444,068.53        |
| Current Investments                                     | -                 | 5,220.97          |
| Total Current Assets                                    | 2,828,690.75      | 2,507,823.62      |
| Total Current Liabilities                               | 2,844,443.22      | 2,410,373.56      |
| Assets Under Management as per IGAAP <sup>(2)</sup>     | 9,530,602.57      | 7,948,959.34      |
| Off Balance Sheet Assets as per IGAAP <sup>(3)</sup>    | 1,479,187.52      | 1,329,474.16      |
| Interest Income                                         | 1,211,197.64      | 1,074,875.50      |
| Interest Expense                                        | 523,426.47        | 504,863.47        |
| Provisions and write-offs                               | 312,211.32        | 244,432.05        |
| <b>Profit after tax from continuing operations</b>      | <b>156,802.25</b> | <b>125,734.25</b> |
| Gross NPA per cent. <sup>(4)</sup>                      | 9.16              | 8.17              |
| Net NPA per cent. <sup>(5)(6)</sup>                     | 2.83              | 2.66              |
| Tier I Capital Adequacy Ratio per cent.                 | 14.24             | 15.20             |
| Tier II Capital Adequacy Ratio per cent.                | 2.63              | 1.74              |

- (1) Net worth as defined in Section 2(57) of the Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- (2) Assets Under Management as per IGAAP: Total Loan Assets and loan assets securitised and assigned, which continue to be serviced by the transferor
- (3) Off-balance sheet assets as per IGAAP: Hypothecation loans securitised or assigned till date, which continue to be serviced by the transferor.
- (4) Gross NPA (per cent.): Gross NPA means loans outstanding including future principal and excluding unrealised interest accrued and due under NPA accounts. Gross NPA per cent. is percentage of Gross NPA to Total Loan Assets as per IGAAP.
- (5) Net NPA (per cent.): Net NPA means Gross NPA net off provision held for NPA accounts and provision for diminution in fair value of restructured loans. Net NPA per cent. is percentage of Net NPA to Net Loan assets as per IGAAP.
- (6) Net loan assets as per IGAAP: Total loan assets as per IGAAP as adjusted for provisions for non-performing assets and provision for diminution in fair value of restructured loans.

A reconciliation of Net worth derived from IGAAP financial statements on a standalone basis for the Fiscals 2018 and 2017 is given below

| (Rs. in lacs) |                                                                              |                     |                     |
|---------------|------------------------------------------------------------------------------|---------------------|---------------------|
|               | Particulars                                                                  | Fiscal 2018         | Fiscal 2017         |
| (i)           | Share capital                                                                | 22,690.67           | 22,690.67           |
| (ii)          | Reserves and surplus                                                         | 1,234,540.96        | 1,107,532.20        |
| (iii)         | Less: Capital reserve                                                        | 2,761.83            | 2,761.83            |
| (iv)          | Less : Miscellaneous expenditure (to the extent not written off or adjusted) |                     |                     |
|               | Public issue expenses for non-convertible debentures                         | 27.29               | 589.71              |
|               | Issue expenses for equity shares                                             | -                   | 416.81              |
|               | <b>Total (i+ii-iii-iv)</b>                                                   | <b>1,254,442.51</b> | <b>1,126,454.52</b> |

**Gross Debt Equity Ratio of the Company:-**

|                                                                                                |      |
|------------------------------------------------------------------------------------------------|------|
| Before the issue of debt securities (as per latest audited Balance Sheet as on March 31, 2019) | 5.55 |
| After the issue of debt securities (as per latest audited Balance Sheet as on March 31, 2019)  | 5.61 |

c. A brief history of the company since its incorporation giving details of its following activities:

i. Details of Share Capital as on last quarter end i.e. December 31, 2019:

| Share Capital                                   | (Rs. In lacs) |
|-------------------------------------------------|---------------|
| <b>AUTHORISED SHARE CAPITAL</b>                 |               |
| 64, 70, 00, 000 Equity Shares of Rs. 10/- each  | 64,700        |
| 9,50,00,000 Preference Shares of Rs. 100/- each | 95,000        |
| <b>TOTAL</b>                                    | 159,700       |
| <b>ISSUED</b>                                   |               |
| 22,68,88,877 Equity Shares of Rs. 10 /- each    | 22688.89      |
| <b>SUBSCRIBED</b>                               |               |
| 226,882,736 Equity Shares of Rs. 10 /- each     | 22,688.27     |
| <b>PAID-UP SHARE CAPITAL</b>                    |               |
| 22,68,82,736 Equity Shares of Rs. 10/- each     | 22,688.27     |
| Securities premium account                      | 175,481.06    |
| <b>NOTES:</b>                                   |               |

| Share Capital                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | (Rs. In lacs) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| The Equity Shares allotted for consideration other than cash are as follows:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |               |
| <p>a. 6,06,33,350 fully paid-up Equity Shares of our Company have been allotted to the shareholders of Shriram Investments Ltd (SIL), pursuant to a scheme of amalgamation sanctioned by the Hon'ble High Court of Madras vide its order dated November 25, 2005, in a ratio of 1 fully paid up Equity Share of our Company, for every 1 fully paid up equity share of the face value of Rs. 10/- each, of SIL;</p> <p>b. 1,86,45,886 fully paid-up Equity Shares of our Company have been allotted to the shareholders of Shriram Overseas Finance Ltd (SOFL), pursuant to a scheme of amalgamation sanctioned by the Hon'ble High Court of Madras vide its order dated December 1, 2006, in a ratio of 3 fully paid up Equity Shares of our Company, for every 5 fully paid up equity shares of the face value of Rs. 10/- each, of SOFL;</p> <p>c. Pursuant to Shriram Holdings (Madras) Pvt. Ltd. (SHMPL) Scheme of Merger sanctioned vide the SHMPL Merger Order passed by the Hon'ble High Court of Madras, our Company issued and allotted 9,38,72,380 fully paid up equity shares of our Company to the shareholders of SHMPL, whose names appeared in the register of members on the specified date in connection with the aforesaid scheme of amalgamation, in a ratio of 313 fully paid up Equity shares of our Company, for every 124 fully paid up equity shares of the face value of Rs. 10 each, of SHMPL.</p> <p>(i) Pursuant to the issuance of 64,95,420 Equity Shares on a rights basis on April 21, 1995, 64,84,910 Equity Shares were allotted, and 10,510 Equity Shares were kept in abeyance and not allotted, on account of unavailability of certain information in connection with certain applicants of Equity Shares in the said rights issue. Subsequently, 2,369 Equity Shares and 2,000 Equity Shares of the aforementioned Equity Shares kept in abeyance were allotted on November 11, 1995 and December 28, 1995, respectively. Currently, 6,141 Equity Shares are still kept in abeyance and pending allotment.</p> <p>(ii) 48,000 equity shares of Rs. 10 each of SIL, on which Rs. 5 was paid up for each of the said shares, were forfeited on January 17, 1997, ("Forfeited Shares"). Pursuant to the scheme of amalgamation sanctioned by the Hon'ble High Court of Madras vide its order dated November 25, 2005, as detailed in para (a) above, the Forfeited Shares have become a part of the share capital of our Company, by operation of law. The shareholders in their 40<sup>th</sup> annual general meeting held on June 27, 2019 considered and approved the cancellation of the forfeited shares from the issued and subscribed share capital of the Company. The appropriate accounting entries have been made in the books of accounts of the Company in this regard.</p> |               |

**Changes in the authorised capital of our Company as on last quarter end i.e. December 31, 2019, for the last five years from date of this Disclosure Document:**

| Date of AGM/EGM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Alteration                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| March 31, 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | The Authorised share capital of our Company was reorganised from Rs. 5,97,00,00,000 divided into 39,70,00,000 Equity Shares and 2,00,00,000 cumulative redeemable preference shares of Rs. 100 each to Rs. 15,97,00,00,000 divided into 64,70,00,000 Equity Shares and 9,50,00,000 preference shares of Rs. 100 each ** |
| <b>NOTES:</b><br>**The Authorised capital of our Company was increased, pursuant to a scheme of amalgamation for merger of the erstwhile subsidiary Shriram Equipment Finance Company Ltd (SEFCL Scheme of Merger) a wholly owned subsidiary with our Company ("Scheme"). The appointed date for the SEFCL Scheme of Merger was April 01, 2015. The SEFCL Scheme of Merger was approved by the Hon'ble High Court of Judicature at Madras, vide its order dated March 31, 2016. The SEFCL Scheme of Merger was effective from April 19, 2016. |                                                                                                                                                                                                                                                                                                                         |

ii. *Changes in its capital structure as on last quarter end, for the last five years: Nil*

- iii. *Equity Share Capital History of the Company as on last quarter end, for the last five years: NIL*
- iv. *Details of any Acquisition or Amalgamation in the last 1 year: Not Applicable*
- v. *Details of reorganization or reconstruction in last 1 year: Not Applicable*

| Type of Event | Date of Announcement | Date of Completion | Details |
|---------------|----------------------|--------------------|---------|
| -             | -                    | -                  | -       |

**d. Details of shareholding of the company as on latest quarter end as on December 31, 2019**

i. Shareholding of the Company as on last quarter end:

| <b>(I) (a) STATEMENT SHOWING SHAREHOLDING</b> |                                                             |                        |                        |                                              |                                                                        |                             |                                        |                                                  |
|-----------------------------------------------|-------------------------------------------------------------|------------------------|------------------------|----------------------------------------------|------------------------------------------------------------------------|-----------------------------|----------------------------------------|--------------------------------------------------|
| Category Code                                 | Category of Shareholder                                     | Number of Shareholders | Total Number of shares | Number of shares held in Dematerialised Form | Total number of shareholding as a percentage of Total Number of shares |                             | Shares pledged or otherwise encumbered |                                                  |
|                                               |                                                             |                        |                        |                                              | As a percent age of (A+B)                                              | As a percenta ge of (A+B+C) | No. of Shares                          | As a percentage of total number of equity shares |
| (I)                                           | (II)                                                        | (III)                  | (IV)                   | (V)                                          | (VI)                                                                   | (VII)                       | (VIII)                                 | (IX)=(VIII) / (IV) X 100                         |
| <b>A</b>                                      | <b><u>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</u></b>   |                        |                        |                                              |                                                                        |                             |                                        |                                                  |
| (1)                                           | <b>Indian</b>                                               |                        |                        |                                              |                                                                        |                             |                                        |                                                  |
| a                                             | Individual/Hindu Undivided Family                           | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| b                                             | Central Government/ State Governments                       | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| c                                             | Bodies Corporate                                            | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| d                                             | Financial Institutions / Banks                              | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| e                                             | Any other (Specify)                                         | 2                      | 5,95,54,984            | 5,95,54,984                                  | 26.25                                                                  | 26.25                       | 0                                      | 0                                                |
|                                               | <b>Sub Total A(1)</b>                                       | <b>2</b>               | <b>5,95,54,984</b>     | <b>5,95,54,984</b>                           | <b>26.25</b>                                                           | <b>26.25</b>                | <b>0</b>                               | <b>0</b>                                         |
| (2)                                           | <b>Foreign</b>                                              |                        |                        |                                              |                                                                        |                             |                                        |                                                  |
| a                                             | Individual (Non resident Individuals / Foreign individuals) | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| b                                             | Government                                                  | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| c                                             | Institutions                                                | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| d                                             | Foreign Portfolio Investor                                  | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
| e                                             | Any other (Specify)                                         | 0                      | 0                      | 0                                            | 0                                                                      | 0                           | 0                                      | 0                                                |
|                                               | <b>Sub Total A(2)</b>                                       | <b>0</b>               | <b>0</b>               | <b>0</b>                                     | <b>0</b>                                                               | <b>0</b>                    | <b>0</b>                               | <b>0</b>                                         |
|                                               | <b>Total shareholding of Promoter and Promoter Group</b>    |                        | <b>5,95,54,984</b>     | <b>5,95,54,984</b>                           | <b>26.25</b>                                                           | <b>26.25</b>                |                                        |                                                  |

|              |                                                                                               |            |                  |                  |              |              |             |             |
|--------------|-----------------------------------------------------------------------------------------------|------------|------------------|------------------|--------------|--------------|-------------|-------------|
|              | (A)= (A)(1) +(A)(2)                                                                           | 2          |                  |                  |              |              | 0           | 0           |
| <b>B</b>     | <b><u>Public Shareholding</u></b>                                                             | -          |                  |                  |              |              | <b>N.A.</b> | <b>N.A.</b> |
| <b>(1)</b>   | <b>Institutions</b>                                                                           |            |                  |                  |              |              | <b>N.A.</b> | <b>N.A.</b> |
| a            | Mutual Funds/<br>UTI                                                                          | 26         | 5460848          | 5460848          | 2.41         | 2.41         | 0           | 0           |
| b            | Financial<br>Institutions /<br>Banks                                                          | 4          | 530392           | 530392           | 0.23         | 0.23         | 0           | 0           |
| c            | Alternate<br>Investment Funds                                                                 | 2          | 93000            | 93000            | 0.04         | 0.04         | 0           | 0           |
| d            | Venture capital<br>Funds                                                                      | 0          | 0                | 0                | 0            | 0            | 0           | 0           |
| e            | Insurance<br>Companies                                                                        | 6          | 845795           | 845795           | 0.37         | 0.37         | 0           | 0           |
| f            | Foreign Portfolio<br>Investors 1 & 2                                                          | 672        | 145785589        | 145785589        | 64.26        | 64.26        | 0           | 0           |
| g            | Foreign Venture<br>Capital Investors                                                          | 0          | 0                | 0                | 0            | 0            | 0           | 0           |
| h            | Provident Funds/<br>Pension Funds                                                             | 0          | 0                | 0                | 0            | 0            | 0           | 0           |
| i            | Any other                                                                                     | 0          | 0                | 0                | 0            | 0            | 0           | 0           |
|              | <b>Sub Total B(1)</b>                                                                         | <b>710</b> | <b>152715624</b> | <b>152715624</b> | <b>67.31</b> | <b>67.31</b> | <b>0</b>    | <b>0</b>    |
| <b>(2)</b>   | <b>Central<br/>Government/State<br/>Government(s)/<br/>President of India</b>                 | 0          | 0                | 0                | 0            | 0            | 0           | 0           |
|              | <b>Sub Total B(2)</b>                                                                         | <b>0</b>   | <b>0</b>         | <b>0</b>         | <b>0</b>     | <b>0</b>     | <b>N.A.</b> | <b>N.A.</b> |
| <b>(3)</b>   | <b>Non-Institutions</b>                                                                       |            |                  |                  |              |              |             |             |
| a            | Individuals                                                                                   |            |                  |                  |              |              |             |             |
| <b>(I)</b>   | Individual<br>Shareholders<br>holding Nominal<br>Share Capital upto<br>Rs.2 Lakh**            | 48967      | 10000425         | 1,00,00,425      | 4.41         | 4.41         | 0           | 0           |
| <b>(I i)</b> | Individual<br>Shareholders<br>holding Nominal<br>Share Capital in<br>excess of Rs.2<br>Lakh** | 22         | 1600958          | 1600958          | 0.71         | 0.71         | 0           | 0           |
| b            | NBFCs registered<br>with RBI                                                                  | 2          | 110              | 110              | 0.00         | 0.00         | 0           | 0           |
| c            | Employee Trusts                                                                               | 0          | 0                | 0                | 0            | 0            | 0           | 0           |
| d            | Overseas<br>Depositories<br>(holding<br>DRs)(balancing<br>figure)                             | 0          | 0                | 0                | 0            | 0            | 0           | 0           |

|   |                                                                                      |              |                  |                  |             |             |          |          |
|---|--------------------------------------------------------------------------------------|--------------|------------------|------------------|-------------|-------------|----------|----------|
| e | Any other (Specify)                                                                  | 1710         | 3010635          | 3010635          | 1.33        | 1.33        | 0        | 0        |
|   | <b>Sub Total B(3)</b>                                                                | <b>50701</b> | <b>14612128</b>  | <b>14612128</b>  | <b>6.44</b> | <b>6.44</b> | <b>0</b> | <b>0</b> |
|   | Total Public Shareholding (B)= (B)(1)+(B)(2)+B(3)                                    | 51411        | 167327752        | 167327752        | 73.75       | 73.75       | 0        | 0        |
| C | <b><u>Shares held by Non-Promoter-Non Public Shareholder</u></b>                     |              |                  |                  |             |             |          |          |
| 1 | Custodian/DR Holder                                                                  | 0            | 0                | 0                | 0           | 0           | 0        | 0        |
| 2 | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0            | 0                | 0                | 0           | 0           | 0        | 0        |
|   | <b>Total Non-Promoter-Non Public Shareholding I= C(1) + C(2)</b>                     | 0            | 0                | 0                | 0           | 0           | 0        | 0        |
|   | <b>Grand Total (A) + (B) + (C)</b>                                                   | <b>51413</b> | <b>226882736</b> | <b>226882736</b> | <b>100</b>  | <b>100</b>  | <b>0</b> | <b>0</b> |

ii. List of Top 10 Holders of Equity Shares Of The Company As On Last Quarter end (as on December 31, 2019):

| Sr. No. | Name of shareholders                                                          | Address                                                                                                            | Total Number of Equity Shares held | Total Number of Equity Shares held in Demat Form | Percentage Holding (%) |
|---------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------|--------------------------------------------------|------------------------|
| 1.      | Shriram Capital Limited                                                       | Shriram House, No.4 Burkit Road, T. Nagar, Chennai- 600017                                                         | 59504947                           | 59504947                                         | 26.23%                 |
| 2.      | Sanlam Life Insurance Limited                                                 | CITI Bank N.A., Custody Services FIFC-11th Floor, G Block, Plot C-54 and C-55, BKC, Bandra- East, Mumbai - 400 098 | 6757267                            | 6757267                                          | 2.98%                  |
| 3.      | Fidelity Investment Trust Fidelity Series Emerging Markets Opportunities Fund | CITI Bank N.A. Custody Services, FIFC- 11th FLR, G Block, Plot C-54 and C-55, BKC, Bandra - East, Mumbai – 400 098 | 5050470                            | 5050470                                          | 2.23%                  |
| 4.      | Government Pension Fund Global                                                | CITI Bank N.A., Custody Services FIFC-11th Floor, G Block, Plot C-54 and C-55, BKC, Bandra- East, Mumbai - 400 098 | 4958790                            | 4958790                                          | 2.19%                  |
| 5.      | Investec Global Strategy Fund - Asian Equity Fund                             | CITI Bank N.A. Custody Services, FIFC- 11th FLR, G Block, Plot C-54 and C-55, BKC, Bandra - East, Mumbai – 400 098 | 3515160                            | 3515160                                          | 1.55%                  |
| 6.      | T. Rowe Price New Asia Fund                                                   | JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai - 400 064        | 3410739                            | 3410739                                          | 1.50%                  |

| Sr. No. | Name of shareholders                                             | Address                                                                                                            | Total Number of Equity Shares held | Total Number of Equity Shares held in Demat Form | Percentage Holding (%) |
|---------|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------|--------------------------------------------------|------------------------|
| 7.      | MFS Emerging Markets Equity Fund                                 | Deutsche Bank AGDB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai – 400 001                         | 3177938                            | 3177938                                          | 1.40%                  |
| 8.      | Generation IM Fund PLC-<br>Generation IM Asia Fund               | CITI Bank N.A. Custody Services, FIFC- 11th FLR, G Block, Plot C-54 and C-55, BKC, Bandra - East, Mumbai – 400 098 | 3162011                            | 3162011                                          | 1.39%                  |
| 9.      | Government Of Singapore                                          | Deutsche Bank AGDB House, Hazarimal Somani Marg, Post Box No.1142, Fort, Mumbai – 400 001                          | 3102634                            | 3102634                                          | 1.37%                  |
| 10.     | Abu Dhabi Investment Authority -<br>(Under Various sub accounts) | JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai - 400 064        | 3065964                            | 3065964                                          | 1.35%                  |

**e. Following details regarding the directors of the Company:**

**i. Details of the current Directors of the Company:**

| Name, Designation, and DIN                                                                                           | Age      | Director since     | Address                                                                                            | List of other Directorships                                                                                                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------------------|----------|--------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Lakshminarayanan Subramanian<br><br><i>Chairman, Non-Executive and Independent Director</i><br><br>DIN: 02808698 | 73 Years | September 22, 2009 | 33, Paschimi Marg, First Floor, Vasant Vihar, New Delhi – 110 057                                  | <b>i.</b> Indofil Industries Limited;<br><b>ii.</b> ELCOM Systems Private Limited;<br><b>iii.</b> Innovative Oncology Network Private Limited;<br><b>iv.</b> Shriram Life Insurance Company Limited; and<br><b>v.</b> Shriram Automall India Limited.                                                                                                 |
| Mr. Umesh Govind Revankar<br><br><i>Managing Director and Chief Executive Officer</i><br><br>DIN: 00141189           | 54 Years | October 25, 2016   | 1001, Simran CHS Ltd., Plot no. 9, 15th Road, Khar (West), Near Gabana HDFC Bank, Mumbai – 400052. | <b>i.</b> Shriram Automall India Limited;<br><b>ii.</b> Shriram Capital Limited;<br><b>iii.</b> Shriram Credit Company Limited;<br><b>iv.</b> Shriram General Insurance Company Limited;<br><b>v.</b> Shriram Life Insurance Company Limited;<br><b>vi.</b> Shriram Seva Sankalp Foundation; and<br><b>vii.</b> Finance Industry Development Council. |
| Mr. Puneet Bhatia<br><br><i>Non-Executive and Non-Independent Director</i><br><br>DIN: 00143973                      | 52 Years | October 26, 2006   | 525 A, Magnolias, DLF Golf Course, DLF Phase 5, Gurgaon, Haryana-122 009                           | <b>i.</b> Havells India Limited;<br><b>ii.</b> Jana Capital Limited;<br><b>iii.</b> TPG Capital India Private Limited;<br><b>iv.</b> Flare Estate Private Limited;<br><b>v.</b> Campus Activewear Private Limited;<br><b>vi.</b> Manipal Health Enterprises Private Limited; and                                                                      |

| Name, Designation, and DIN                                                                             | Age      | Director since   | Address                                                                                              | List of other Directorships                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------|----------|------------------|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        |          |                  |                                                                                                      | <b>vii.</b> R R Kabel Limited<br><b>viii.</b> Ram Ratna Electricals Limited<br><b>ix.</b> Shriram Capital Limited.<br><b>x.</b> Sai Life Sciences Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Mrs. Kishori Udeshi<br><i>Non- Executive and Independent Director</i><br><br>DIN: 01344073             | 75 years | October 30, 2012 | 15, Sumit Apartment, 31, Carmichael Road, Mumbai-400 026                                             | <b>i.</b> Elantas Beck India Limited;<br><b>ii.</b> Kalyan Jewellers India Limited;<br><b>iii.</b> Shriram Automall India Limited;<br><b>iv.</b> SOTC Travel Limited;<br><b>v.</b> ION Exchange (India) Ltd.;<br><b>vi.</b> HALDYN Glass Ltd.; and<br><b>vii.</b> Thomas Cook (India) Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Mr. Sridhar Srinivasan<br><i>Non-Executive and Independent Director</i><br><br>DIN: 00004272           | 68 years | October 20, 2014 | D-905, Ashok Towers, Dr. S.S Rao Road, Parel, Mumbai- 400 012                                        | <b>i.</b> Jubilant Life Sciences Limited;<br><b>ii.</b> Strides Pharma Science Limited;<br><b>iii.</b> DCB Bank Limited;<br><b>iv.</b> Sewa Grih Rin Limited;<br><b>v.</b> IIFL Home Finance Limited;<br><b>vi.</b> Strategic Research and Information Capital Services Private Limited;<br><b>vii.</b> GVFL Trustee Company Private Limited; and<br><b>viii.</b> Universal Trustees Private Limited.<br><b>ix.</b> Essfore Consultancy Services Private Limited<br><b>x.</b> Evyavan Capital Limited<br><b>xi.</b> Evyavan Capital Advisors Limited                                                                                                                                                          |
| Mr. Ravi Devaki Venkataraman<br><i>Non-Executive and Non-Independent Director</i><br><br>DIN: 00171603 | 54 years | June 18, 2015    | B3E, Regal Palm Gardens, CEE DEE YES Apartments, Velachery Tambaram Road, Velachery, Chennai-600 042 | <b>i.</b> Asia Global Trading (Chennai) Private Limited;<br><b>ii.</b> Shriram Properties Holdings Private Limited;<br><b>iii.</b> Shriram Capital Limited;<br><b>iv.</b> Shriram Credit Company Limited;<br><b>v.</b> Envestor Ventures Limited;<br><b>vi.</b> Shriram Financial Ventures (Chennai) Private Limited;<br><b>vii.</b> Esyspro Infotech Limited;<br><b>viii.</b> DRP Consultants Private Limited;<br><b>ix.</b> Shrelekha Business Consultancy Private Limited;<br><b>x.</b> Eywa Pharma Pte Limited;<br><b>xi.</b> TAKE Solutions Limited;<br><b>xii.</b> Shriram Seva Sankalp Foundation;<br><b>xiii.</b> Take Sports Management Private Limited; and<br><b>xiv.</b> DRP Consultants Pte Ltd. |

| Name, Designation, and DIN                                                                             | Age      | Director since   | Address                                                                                    | List of other Directorships                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------------------------|----------|------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Pradeep Kumar Panja<br><i>Non-Executive and Independent Director</i><br><br>DIN: 03614568          | 63 years | October 25, 2018 | ‘Bhaskara’, 21, I Main Road, 4th Cross, Gaurav Nagar, JP Nagar 7th Phase Bangalore 560 078 | i. Omax Autos Limited<br>ii. Trigyn Technologies Limited;<br>iii. Brigade Enterprises Limited;<br>iv. Penna Cement Industries Limited;<br>v. Acme Solar Holdings Limited;<br>vi. Svamaan Financial Services Private limited;<br>vii. Indiabulls Asset Reconstruction Company limited;<br>viii. Brigade Properties Private Limited;<br>ix. Katalyst Software Services Limited;<br>x. TVS Capital Funds Private Limited |
| Mr. Ignatius Michael Viljoen<br><i>Non-Executive and Non-Independent Director</i><br><br>DIN: 08452443 | 46 years | May 14, 2019     | 419, Highland Road, Kensington, Johannesburg, 2094, South Africa                           | i. Sanlam Credit Fund Advisor (Pty) Limited;<br>ii. Shriram City Union Finance Ltd.;<br>iii. African Life Holdings Limited;<br>iv. African Life Financial Services Zambia Limited; and<br>v. Aflife Properties Limited<br>vi. Letshego Holdings Limited                                                                                                                                                               |

As per declaration submitted to the Company, this is to confirm that none of its Directors are appearing on the RBI/ECGC defaulters list

### Profile of Directors

#### **Mr Umesh Govind Revankar (Managing Director & CEO)**

Mr. Umesh Govind Revankar holds a bachelor’s degree in business management from Mangalore University and a master of business administration (MBA) in finance. He attended the Advanced Management Program at Harvard Business School. Mr. Revankar started his career with the Shriram group as an executive trainee in 1987. He has been associated with the Shriram group for the last 28 years and has extensive experience in the financial services industry. During his stint with the Shriram Group, he has shouldered various responsibilities and worked in several key roles of business operations.

#### **Mr. Puneet Bhatia**

Mr. Puneet Bhatia is Managing Director and Country Head for TPG Capital India. Prior to joining TPG Capital India in April 2002, he was Chief Executive, Private Equity Group for GE Capital India (“**GE Capital**”), where he was responsible for conceptualizing and creating its direct and strategic private equity investment group. As Chief Executive of GE Capital, he created and handled a portfolio numerous companies. He was also responsible for consummating some of GE Capital’s joint ventures in India. Prior to this, he was with ICICI Limited from 1990 to 1995 in the Project and Corporate Finance group and worked as a senior analyst with Crosby Securities from 1995 to 1996. Mr. Puneet Bhatia holds a B.Com Honours degree from the Srimam College of Commerce, Delhi and is an M.B.A. from the Indian Institute of Management, Calcutta.

#### **Mr. Lakshminarayanan Subramanian**

Mr. Lakshminarayanan Subramanian is a non-executive Chairman on our Board. He holds Bachelor’s degree in Science and post graduate diploma from University of Manchester, (U.K.) in Advanced Social & Economic Studies. He was a member of the Indian Administrative Service (IAS-retired) and as such held several senior positions in the Ministry of Home Affairs, Ministry of Communications and Information Technology, Ministry of Information and Broadcasting of the Government of India and in the Department of Tourism, Culture and Public Relations, Department of Mines, Mineral Resources, Revenue and Relief and Rehabilitation of the Government of Madhya Pradesh.

#### **Mrs. Kishori Udeshi**

Mrs. Kishori Udeshi is a non-executive Director on our Board. She holds a M.A. degree in Economics from Bombay University. She retired as a Deputy Governor of the Reserve Bank of India. During her career with RBI she handled important portfolios including regulation and supervision of banking and non-banking sector. As Deputy Governor, she was chairman of BRBNM (P) Ltd. And DICGC and was on the Boards of SEBI, NABARD and Exim Bank. She served as a Member of the Financial Sector Legislative Reforms Commission set up by the Government of India in 2011.

#### **Mr. S. Sridhar**

Mr. S. Sridhar is a non-executive Director of the Company. He studied at the Indian Institute of Technology, Delhi and Jamnalal Bajaj Institute of Management Studies, Mumbai. He was awarded the Lord Aldington Banking Research Fellowship for the year 1984 by the Indian Institute of Bankers. He has received many awards / honours, particularly for his innovative business models and intuition building. He was Chairman and Managing Director of Central Bank of India until May 31, 2011 and earlier of National Housing Bank, India's regulator of Housing Finance Companies and the apex Financial Institution for housing. He is a banker with about 40 years experience in commercial and development banking of which 13 years were at the CEO / Board level. He is widely acknowledged to be an innovative, market oriented banker and strategic thinker having provided transformational leadership to the organisations he had worked for. He was a pioneer in championing the concept of affordable housing in India and contributed significantly to public policy formulation. Mr. Sridhar started his career with State Bank of India, India's largest commercial Bank. He also worked as Executive Director and Chief Operating Officer of Export Import Bank of India, India's apex export financing institution between 2001 and 2006. Currently, he serves as an Independent Director on the Boards of various companies, and also as a consultant to financial services companies. Mr. Sridhar has served in various national level committees and task forces for framing financial sector policies. He was on the Managing Committee of the Indian Banks' Association, served on the Emerging Markets Council of the Institute of International Finance, Washington DC. He has been an invited speaker at numerous national and international Conferences including Chatham House Lectures.

#### **Mr. D.V. Ravi**

Mr. D V Ravi is a commerce graduate from the University of Bangalore and holds a Post Graduate Diploma in Management from the Institute of Rural Management, Anand (IRMA). He currently serves as the Managing Director of Shriram Capital Ltd. He also serves the Board of various companies under the Group. Over time, his portfolio grew to include key areas of Corporate Strategy and services, Corporate Finance, Information Technology and Process activities of the Group. He is also the Non-Executive Director and Co-founder of TAKE Solutions Ltd., a global technology solutions and service provider. Mr. Ravi has also spearheaded several successful Mergers and Acquisitions for TAKE. He also joined the Commercial Vehicle Finance business of Shriram Group in 1992 as Head of Investment Servicing. He started his career in strategy and finance in 1987 with Karnataka Oil Seeds Federation, Bangalore. His areas of expertise in this role include Corporate Strategy, Synergy Creation, risk Management Efforts, Leadership Development and Corporate Finance.

#### **Mr. Pradeep Kumar Panja**

Mr. Pradeep Kumar Panja holds Master's Degree in Science (Statistics) from the University of Madras. He is a Certified Associate of the Indian Institute of Bankers.

He is a career banker, retired as Managing Director (Corporate Banking) of State Bank of India (SBI), the largest bank of the country, in October 2015. During his long association of 39 years with SBI (3 years of which at Board level), he gained rich experience in various areas of banking including corporate and international banking, treasury management, information technology, retail, transaction banking, strategic planning, business development, risk management.

He has excellent track record of successfully leading large teams across various business verticals of SBI. He also successfully led the US Operations of SBI as the Country Head-US. He held multiple assignments driving large projects in the Information Technology Wing of SBI. As a Head of IT (Chief Information Officer), he led SBI's IT strategy, set up India's largest data warehouse. He also lead the analytics foray of SBI. During his association with SBI he was member of important committees of directors and was chairman of Risk Management Committee.

He is a member of Board of Directors of companies engaged in the business of real estate, asset reconstruction, software business, cements etc.

#### **Mr. Ignatius Michael Viljoen**

Mr. Ignatius Michael Viljoen is a Head of Credit-Sanlam Pan Africa Portfolio Management, South Africa and is responsible for a range of credit risk and credit portfolio management aspects across the various entities owned by the Sanlam Group outside of the Republic of South Africa. He has been associated with Sanlam Group since September 2003. Sanlam is a 100 year old company with strong financials,

management and culture in South Africa. Sanlam is a diversified financial services group, headquartered in South Africa, operating across number of selected global markets. Mr. Ignatius Michael Viljoen is a nominee of Sanlam.

ii. Details of change in Directors since last three years:

| <b>Name of the Director, Designation and DIN</b>                                                     | <b>Date of Appointment/ Resignation</b> | <b>Date of cessation (in case of resignation)</b> | <b>Remarks</b>                                                              |
|------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------|
| Mr. Jasmit Singh Gujral<br><i>Managing Director and CEO</i><br>DIN: 00196707                         | April 30, 2016                          | -                                                 | Appointed as Additional Director and also as Managing Director and CEO      |
| Mr. Umesh Revankar<br><i>Non-Executive and Non-Independent Director</i><br>DIN: 00141189             | April 1, 2012                           | July 27, 2016                                     | Retired as a Director and not seeking re-appointment                        |
| Mr. Ramakrishnan Subramanian<br><i>Non- Executive and Non- Independent Director</i><br>DIN: 02192747 | July 27, 2016                           | -                                                 | Appointed as Additional Director                                            |
| Mr. Jasmit Singh Gujral<br><i>Managing Director and CEO</i><br>DIN: 00196707                         | April 30, 2016                          | October 25, 2016                                  | Resigned as a Managing Director and CEO                                     |
| Mr. Umesh Revankar<br><i>Non-Executive and Non-Independent Director</i><br>DIN: 00141189             | October 25, 2016                        | -                                                 | Appointed as Additional Director and also as Managing Director and CEO      |
| Mr. Ramakrishnan Subramanian<br><i>Non- Executive and Non- Independent Director</i><br>DIN: 02192747 | July 27, 2016                           | February 03, 2017                                 | Resigned as Additional Director                                             |
| Mr. Amitabh Chaudhry<br><i>Non- Executive and Independent Director</i><br>DIN: 00531120              | October 30, 2012                        | October 26, 2018                                  | Resigned as an Independent Director                                         |
| Mr. Pradeep Kumar Panja<br><i>Non-Executive and Independent Director</i><br>DIN: 03614568            | October 25, 2018                        | -                                                 | Appointed as an Additional Director in the capacity of Independent Director |
| Mr. Sumati Prasad Mishrilal Bafna<br><i>Non-Executive and Independent Director</i><br>DIN: 00162546  | April 01, 2019                          | Not Applicable                                    | Retired as an Independent Director                                          |
| Mr. Gerrit Van Heerde<br><i>Non-Executive and Non-Independent Director</i><br>DIN: 06870337          | May 15, 2014                            | May 09, 2019                                      | Resigned as a Director                                                      |

| Name of the Director, Designation and DIN                                                         | Date of Appointment/ Resignation | Date of cessation (in case of resignation) | Remarks                       |
|---------------------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------|-------------------------------|
| Mr. Ignatius Michael Viljoen<br>Non- Executive and Non- Independent Director<br><br>DIN: 08452443 | May 14, 2019                     | -                                          | Appointed as Nominee Director |

**f. Following details regarding the Auditors of the Company:**

**i. Details of the Auditor of the Company:**

| Name                                 | Address                                                                 | Auditor since                            |
|--------------------------------------|-------------------------------------------------------------------------|------------------------------------------|
| <b>M/s. Haribhakti &amp; Co. LLP</b> | 705, Leela Business Park, Andheri-Kurla Road, Andheri I, Mumbai- 400059 | Appointed in the AGM dated June 29, 2017 |
| <b>M/s. Pijush Gupta &amp; Co.</b>   | P 199, CIT Road, Scheme IV-M, Kolkata, West Bengal – 700010             | Appointed in the AGM dated June 29, 2017 |

**ii. Details of change in Auditor since last three years:**

| Name                                 | Address                                                                  | Date of Appointment / Resignation                                                                                                     | Auditor of the Company since (in case of resignation) | Remarks                                                                                                                                                            |
|--------------------------------------|--------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>M/s. S. R. Batliboi &amp; Co.</b> | 6 <sup>th</sup> floor, Express Towers, Nariman Point<br>Mumbai – 400 021 | Retired whose tenor expired at the conclusion of 38 <sup>th</sup> Annual general Meeting which was held on 29 <sup>th</sup> June 2017 | Not Applicable                                        | Retired as per the provision of Section 139, 142 and other applicable provisions if any of the companies act 2013 and The companies Audit and Auditors (Rule 2014) |
| <b>M/s. G. D. Apte &amp; Co.</b>     | Plot No 85, Bhusari Colony (Right)<br>Paud Road, Pune – 411 038          | Retired whose tenor expired at the conclusion of 38 <sup>th</sup> Annual general Meeting which was held on 29 <sup>th</sup> June 2017 | Not Applicable                                        |                                                                                                                                                                    |

**g. Details of borrowing of the company, as on the latest quarter ended:**

**i. Details of Secured Loan Facilities:**

**TERM LOAN**

(Rs. In Lacs)

| S.NO. | Lender's Name | Date of disbursement | Maturity date      | Sanctioned amount | Outstanding amount as on 31.12.2019 (Ind-AS) | Repayment terms                                                                                | Security    |
|-------|---------------|----------------------|--------------------|-------------------|----------------------------------------------|------------------------------------------------------------------------------------------------|-------------|
| 1     | ANDHRA BANK   | September 29, 2016   | September 29, 2020 | 25,000.00         | 4,990.89                                     | 15 QUARTERLY INSTALLMENTS COMMENCING AFTER A MORATORIUM PERIOD OF ONE QUARTER FROM THE DATE OF | RECEIVABLES |

|    |                        |                    |                    |           |           |                                                                                                    |             |
|----|------------------------|--------------------|--------------------|-----------|-----------|----------------------------------------------------------------------------------------------------|-------------|
|    |                        |                    |                    |           |           | DISB.                                                                                              |             |
| 2  | BANK OF BARODA         | March 26, 2015     | March 26, 2020     | 30,000.00 | 1,500.00  | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 3  | BANK OF BARODA         | October 19, 2015   | October 19, 2020   | 50,000.00 | 10,000.00 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 4  | BANK OF BARODA         | December 29, 2017  | December 29, 2022  | 60,000.00 | 36,000.00 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 5  | BANK OF INDIA          | September 30, 2015 | September 30, 2020 | 30,000.00 | 4,500.00  | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 6  | BANK OF INDIA          | September 30, 2016 | September 30, 2021 | 50,000.00 | 17,500.00 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 7  | BANK OF INDIA          | March 30, 2017     | March 31, 2022     | 50,000.00 | 22,500.00 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 8  | BANK OF INDIA          | September 22, 2017 | September 22, 2022 | 20,000.00 | 11,000.00 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 9  | BANK OF INDIA          | June 4, 2018       | September 30, 2023 | 40,000.00 | 28,000.00 | 20 QUARTERLY INSTALLMENTS COMMENCING FRM LAST DAY OF NEXT QUARTER                                  | RECEIVABLES |
| 10 | BANK OF INDIA          | September 21, 2019 | September 21, 2024 | 65,000.00 | 61,750.00 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 11 | BANK OF MAHARASHTRA    | September 28, 2015 | September 28, 2020 | 50,000.00 | 7,493.57  | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 12 | BARCLAYS BANK          | November 30, 2018  | November 30, 2020  | 30,000.00 | 15,000.00 | 8 QUARTERLY INSTALLMENTS                                                                           | RECEIVABLES |
| 13 | BARCLAYS BANK          | August 20, 2019    | August 20, 2021    | 11,500.00 | 10,062.50 | 8 QUARTERLY INSTALLMENTS                                                                           | RECEIVABLES |
| 14 | CITI BANK N.A.         | January 28, 2019   | January 28, 2020   | 35,630.00 | 35,630.00 | BULLET - 28/01/2020 - Payment Amount with Premium: 374,86,25,000.                                  | RECEIVABLES |
| 15 | CITI BANK N.A.         | September 18, 2019 | September 16, 2020 | 15,000.00 | 15,000.00 | BULLET-16/09/2020                                                                                  | RECEIVABLES |
| 16 | CITI BANK N.A.         | December 23, 2019  | December 21, 2020  | 35,000.00 | 35,000.00 | BULLET -21/12/2020                                                                                 | RECEIVABLES |
| 17 | BANK OF BARODA         | March 30, 2015     | March 30, 2020     | 25,000.00 | 1,250.00  | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 18 | BANK OF BARODA         | December 31, 2015  | December 31, 2020  | 20,000.00 | 4,000.00  | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 19 | BANK OF BARODA         | March 18, 2016     | March 18, 2021     | 50,000.00 | 11,520.57 | 20 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 20 | DEUTSCHE BANK          | September 24, 2019 | March 30, 2022     | 30,000.00 | 30,000.00 | BULLET-30/03/2022                                                                                  | RECEIVABLES |
| 21 | DOHA BANK              | August 14, 2018    | August 1, 2021     | 4,400.00  | 2,566.67  | 12 QUARTERLY INSTALLMENTS COMMENCING FROM FROM 01.11.2018                                          | RECEIVABLES |
| 22 | EMIRATES NBD BANK PJSC | December 10, 2018  | December 9, 2021   | 8,500.00  | 5,660.00  | 10 QUARTERLY INSTMTS OF 7.10 CRS & LAST 2 INSTMTS OF RS 7.00CRS COMMENCING FRM END OF EACH QUARTER | RECEIVABLES |
| 23 | FIRSTRAND BANK LTD     | April 18, 2019     | March 10, 2020     | 4,700.00  | 4,700.00  | BULLET-10.03.2020                                                                                  | RECEIVABLES |
| 24 | FIRSTRAND BANK LTD     | December 30, 2019  | April 30, 2021     | 1,000.00  | 1,000.00  | BULLET - 30/04/2021                                                                                | RECEIVABLES |
| 25 | HDFC BANK              | February 29, 2016  | February 29, 2020  | 15,000.00 | 937.50    | 16 QUARTERLY INSTALMENTS                                                                           | RECEIVABLES |
| 26 | HDFC BANK              | March 28, 2016     | March 28, 2020     | 10,000.00 | 625.00    | 16 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 27 | HDFC BANK              | June 14, 2016      | June 14, 2020      | 10,000.00 | 1,250.00  | 16 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 28 | HDFC BANK              | August 31, 2016    | August 31, 2020    | 25,000.00 | 4,687.50  | 16 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 29 | HDFC BANK              | January 31, 2017   | January 31, 2021   | 10,000.00 | 3,125.00  | 16 QUARTERLY INSTALLMENTS                                                                          | RECEIVABLES |
| 30 | HDFC BANK              | February 28, 2017  | February 28, 2021  | 10,000.00 | 3,125.00  | 16 QUARTERLY INSTALMENTS                                                                           | RECEIVABLES |

|    |                                                |                    |                    |           |           |                                                                                       |             |
|----|------------------------------------------------|--------------------|--------------------|-----------|-----------|---------------------------------------------------------------------------------------|-------------|
| 31 | HDFC BANK                                      | May 31, 2017       | May 31, 2021       | 15,000.00 | 5,625.00  | 16 QUARTERLY INSTALLMENTS                                                             | RECEIVABLES |
| 32 | HDFC BANK                                      | September 28, 2017 | September 28, 2021 | 5,000.00  | 2,187.50  | 16 QUARTERLY INSTALLMENTS                                                             | RECEIVABLES |
| 33 | HONGKONG AND SHANGHAI BANKING CORPORATION LTD. | September 27, 2019 | September 26, 2021 | 30,000.00 | 30,000.00 | 5 QUARTERLY INSTALLMENTS STARTING FROM A MORATORIUM OF 12 MONTHS                      | RECEIVABLES |
| 34 | HONGKONG AND SHANGHAI BANKING CORPORATION LTD. | September 30, 2019 | September 30, 2021 | 20,000.00 | 20,000.00 | BULLET- 30/09/2021                                                                    | RECEIVABLES |
| 35 | HONGKONG AND SHANGHAI BANKING CORPORATION LTD. | December 20, 2019  | December 20, 2021  | 7,500.00  | 7,500.00  | 5 QUARTERLY INSTALLMENTS WITH MORATORIUM OF 9 MONTHS                                  | RECEIVABLES |
| 36 | HONGKONG AND SHANGHAI BANKING CORPORATION LTD. | December 20, 2019  | December 20, 2021  | 7,500.00  | 7,500.00  | 5 QUARTERLY INSTALLMENTS WITH MORATORIUM OF 9 MONTHS                                  | RECEIVABLES |
| 37 | HONGKONG AND SHANGHAI BANKING CORPORATION LTD. | December 20, 2019  | December 20, 2021  | 5,000.00  | 5,000.00  | 5 QUARTERLY INSTALLMENTS WITH MORATORIUM OF 9 MONTHS                                  | RECEIVABLES |
| 38 | HONGKONG AND SHANGHAI BANKING CORPORATION LTD. | December 20, 2019  | December 20, 2021  | 5,000.00  | 5,000.00  | 5 QUARTERLY INSTALLMENTS WITH MORATORIUM OF 9 MONTHS                                  | RECEIVABLES |
| 39 | IDFC FIRST BANK LIMITED                        | March 31, 2018     | March 31, 2020     | 15,000.00 | 2,142.86  | 7 QUARTERLY INSTALLMENTS AFTER A MORATORIUM OF 6 MONTHS FROM THE DATE OF DISBURSEMENT | RECEIVABLES |
| 40 | INDIAN BANK                                    | November 30, 2016  | November 30, 2021  | 50,000.00 | 19,999.77 | 20 QUARTERLY INATALLMENTS STARTING FROM DATE OF DISB.                                 | RECEIVABLES |
| 41 | INDIAN BANK                                    | November 14, 2017  | November 14, 2022  | 30,000.00 | 17,999.97 | 20 QUARETRLY INSTALLMETS                                                              | RECEIVABLES |
| 42 | INDIAN BANK                                    | March 29, 2019     | March 29, 2024     | 30,000.00 | 25,498.96 | 20 QUARTERLY INSTALLMENTS                                                             | RECEIVABLES |
| 43 | INDUSIND BANK                                  | June 28, 2019      | March 10, 2020     | 16,600.00 | 16,600.00 | BULLET -10/03/2020                                                                    | RECEIVABLES |
| 44 | INDUSIND BANK                                  | June 28, 2019      | June 27, 2020      | 7,500.00  | 7,500.00  | BULLET -27/06/2020                                                                    | RECEIVABLES |
| 45 | INDUSIND BANK                                  | August 30, 2019    | February 26, 2020  | 4,500.00  | 4,500.00  | BULLET- 26/02/2020                                                                    | RECEIVABLES |
| 46 | INDUSIND BANK                                  | August 30, 2019    | February 26, 2020  | 16,750.00 | 16,750.00 | 12 QUARTERLY INSTALLMENTS                                                             | RECEIVABLES |
| 47 | INDUSTRIAL DEVELOPMENT BANK OF INDIA           | September 30, 2016 | September 30, 2021 | 30,000.00 | 15,000.00 | 16 QUARTERLY INSTALLMENTS COMMENCING AFTER 1 YEAR MORATORIUM                          | RECEIVABLES |
| 48 | JPMORGAN CHASE BANK                            | September 27, 2019 | September 27, 2021 | 35,000.00 | 35,000.00 | BULLET.27.09.2021                                                                     | RECEIVABLES |
| 49 | KARNATAKA BANK                                 | June 23, 2016      | June 23, 2021      | 15,000.00 | 7,485.73  | 12 QUARTERLY INSTALLMENTS AFTER INITIAL HOLIDAY PERIOD OF 24 MONTHS                   | RECEIVABLES |
| 50 | KARNATAKA BANK                                 | March 21, 2017     | March 21, 2022     | 10,000.00 | 4,492.76  | 20 QUARTERLY INSTALLMENTS                                                             | RECEIVABLES |
| 51 | KEB HANA BANK                                  | May 7, 2019        | May 7, 2022        | 5,000.00  | 4,166.67  | 12 QUARTERLY INSTALLMENTS                                                             | RECEIVABLES |
| 52 | KOTAK MAHINDRA BANK                            | July 31, 2017      | July 31, 2020      | 6,000.00  | 1,166.67  | 36 MONTHLY INSTALLMENTS                                                               | RECEIVABLES |
| 53 | KOTAK MAHINDRA BANK                            | December 8, 2017   | December 8, 2020   | 8,500.00  | 2,833.33  | 36 MONTHLY INSTALLMENTS                                                               | RECEIVABLES |

|    |                                          |                    |                    |           |           |                                                       |             |
|----|------------------------------------------|--------------------|--------------------|-----------|-----------|-------------------------------------------------------|-------------|
| 54 | KOTAK MAHINDRA BANK                      | June 28, 2019      | June 28, 2022      | 10,500.00 | 8,750.00  | BULLET - 28/06/2022                                   | RECEIVABLES |
| 55 | MIZUHO BANK LTD                          | July 31, 2019      | July 31, 2020      | 30,000.00 | 30,000.00 | BULLET. 31.07.2020                                    | RECEIVABLES |
| 56 | ORIENT BANK OF COMMERECE                 | September 16, 2015 | September 16, 2020 | 32,500.00 | 4,872.14  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 57 | PUNJAB AND SIND BANK                     | March 31, 2015     | March 31, 2020     | 20,000.00 | 997.59    | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 58 | PUNJAB AND SIND BANK                     | December 31, 2015  | December 31, 2020  | 20,000.00 | 3,996.61  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 59 | PUNJAB AND SIND BANK                     | March 28, 2016     | March 28, 2021     | 30,000.00 | 7,493.96  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 60 | PUNJAB AND SIND BANK                     | March 31, 2017     | March 31, 2022     | 25,000.00 | 11,243.01 | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 61 | PUNJAB AND SIND BANK                     | September 28, 2017 | September 28, 2022 | 24,000.00 | 13,190.49 | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 62 | PUNJAB AND SIND BANK                     | May 22, 2018       | May 22, 2023       | 13,000.00 | 9,094.47  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 63 | QUATAR NATIONAL BANK                     | January 2, 2018    | January 2, 2021    | 4,500.00  | 2,250.00  | 6 HALF YEARLY INSTALLMENTS                            | RECEIVABLES |
| 64 | RBL BANK LTD.                            | August 20, 2019    | August 19, 2020    | 2,500.00  | 2,500.00  | BULLET - 19/08/2020                                   | RECEIVABLES |
| 65 | RBL BANK LTD.                            | August 20, 2019    | August 19, 2020    | 7,500.00  | 7,500.00  | BULLET - 19/08/2020                                   | RECEIVABLES |
| 66 | RBL BANK LTD.                            | December 26, 2019  | January 9, 2020    | 15,000.00 | 15,000.00 | BULLET - 09/01/2020                                   | RECEIVABLES |
| 67 | SHINHAN BANK                             | November 27, 2017  | November 27, 2020  | 5,000.00  | 2,000.00  | 10 QUARTERLY INSTALLMENTS COMMENCING FROM 1 SEPT 2018 | RECEIVABLES |
| 68 | SOUTH INDIAN BANK                        | December 31, 2016  | December 31, 2021  | 5,000.00  | 1,997.03  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 69 | STANDARD CHARTERD BANK                   | December 31, 2019  | June 30, 2022      | 17,500.00 | 17,500.00 | BULLET- 30/06/2022                                    | RECEIVABLES |
| 70 | STATE BANK OF INDIA                      | December 31, 2015  | December 31, 2020  | 20,000.00 | 3,997.37  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 71 | STATE BANK OF INDIA                      | December 30, 2015  | December 30, 2020  | 20,000.00 | 3,994.65  | 20 QUARTERLY INSTALLMEMENTS                           | RECEIVABLES |
| 72 | STATE BANK OF INDIA                      | December 31, 2015  | December 31, 2020  | 50,000.00 | 9,999.90  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 73 | STATE BANK OF INDIA                      | December 23, 2015  | December 23, 2020  | 20,000.00 | 3,975.80  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 74 | STATE BANK OF INDIA                      | March 31, 2016     | March 31, 2021     | 15,000.00 | 3,748.96  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 75 | SYNDICATE BANK                           | September 29, 2015 | September 29, 2020 | 30,000.00 | 4,500.00  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 76 | SYNDICATE BANK                           | December 29, 2015  | December 29, 2020  | 20,000.00 | 4,000.00  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 77 | SYNDICATE BANK                           | September 15, 2016 | September 15, 2021 | 50,000.00 | 17,500.00 | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 78 | SYNDICATE BANK                           | November 13, 2017  | November 13, 2022  | 16,000.00 | 9,600.00  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 79 | SYNDICATE BANK                           | December 19, 2017  | November 13, 2022  | 26,000.00 | 15,600.00 | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 80 | SYNDICATE BANK                           | December 29, 2017  | November 13, 2022  | 8,000.00  | 4,800.00  | 20 QUARTERLY INSTALLMENTS                             | RECEIVABLES |
| 81 | SYNDICATE BANK                           | December 27, 2019  | December 27, 2024  | 25,000.00 | 25,000.00 | 20 QUARTERLY INSTALMENTS                              | RECEIVABLES |
| 82 | THE ZOROASTRIAN COOPERATIVE BANK LIMITED | March 29, 2016     | March 29, 2020     | 400.00    | 25.01     | 16 QUATERLY INSTALLMENTS                              | RECEIVABLES |
| 83 | THE ZOROASTRIAN COOPERATIVE BANK LIMITED | January 24, 2018   | January 24, 2022   | 1,000.00  | 562.51    | 16 QUARTERLY INSTALLMENTS                             | RECEIVABLES |

|    |                      |                   |                    |           |           |                                                                                                                                 |             |
|----|----------------------|-------------------|--------------------|-----------|-----------|---------------------------------------------------------------------------------------------------------------------------------|-------------|
| 84 | UNION BANK OF INDIA  | March 27, 2017    | March 27, 2022     | 50,000.00 | 22,498.04 | 20 QUARTERLY INSTALLMENTS                                                                                                       | RECEIVABLES |
| 85 | UNION BANK OF INDIA  | August 29, 2017   | August 29, 2022    | 50,000.00 | 27,498.47 | 20 QUARTERLY INSTALMENTS                                                                                                        | RECEIVABLES |
| 86 | UNION BANK OF INDIA  | January 29, 2018  | January 29, 2023   | 50,000.00 | 32,493.79 | 20 QUATERLY INSTALLMENTS                                                                                                        | RECEIVABLES |
| 87 | UNION BANK OF INDIA  | October 10, 2019  | October 10, 2024   | 50,000.00 | 49,999.67 | 20 QUARTERLY INSTALLMENTS                                                                                                       | RECEIVABLES |
| 88 | UNITED BANK OF INDIA | January 17, 2018  | January 17, 2023   | 30,000.00 | 19,500.00 | 20 QUARTERLY INSTALLMENTS                                                                                                       | RECEIVABLES |
| 89 | BANK OF BARODA       | June 18, 2015     | June 18, 2020      | 25,000.00 | 3,125.00  | 16 QUARTERLY INSTALLMENTS COMMENCING AFTER A MORATORIUM PERIOD OF 12 MONTHS                                                     | RECEIVABLES |
| 90 | BANK OF BARODA       | December 29, 2017 | September 29, 2021 | 20,000.00 | 9,333.33  | 15 QUARTERLY INSTALLMENTS                                                                                                       | RECEIVABLES |
| 91 | WOORI BANK           | December 11, 2019 | December 11, 2022  | 7,100.00  | 7,100.00  | 12 Quarterly Installments (11 quarterly equal instalments of Rs. 5,91,66,667 each & last quarter instalment of Rs. 5,91,66,663) | RECEIVABLES |

ii. Details of Unsecured Term Loan Facilities : Nil

iii. Details of Secured Loans Facilities from Working Capital Demand Loan:

(Rs. In Lacs)

| SR.NO | PARTY NAME                             | SANCTIONED AMT | Outstanding Amount as on 31.12.2019 (IND-AS) | REPAYMENT DATES/SCHEDULE | SECURITY    |
|-------|----------------------------------------|----------------|----------------------------------------------|--------------------------|-------------|
| 1     | ALLAHABAD BANK                         | 19,000.00      | 19,000.06                                    | BULLET - 17/02/2020      | RECEIVABLES |
| 2     | AXIS BANK                              | 1,305.34       | 1,305.34                                     | BULLET - 03/01/2020      | RECEIVABLES |
| 3     | AXIS BANK                              | 25,694.66      | 25,694.66                                    | BULLET- 15/04/2020       | RECEIVABLES |
| 4     | BANK OF BARODA                         | 16,500.00      | 16,469.56                                    | BULLET - 26/02/2020      | RECEIVABLES |
| 5     | BANK OF BARODA                         | 6,000.00       | 5,999.84                                     | BULLET - 27/11/2020      | RECEIVABLES |
| 6     | BANK OF INDIA                          | 42,000.00      | (63.17)                                      | BULLET - 20/12/2019      | RECEIVABLES |
| 7     | BANK OF INDIA                          | 42,000.00      | 42,005.98                                    | BULLET- 19/06/2020       | RECEIVABLES |
| 8     | CANARA BANK                            | 6,000.00       | 6,005.90                                     | BULLET - 08/01/2020      | RECEIVABLES |
| 9     | CENTRAL BANK OF INDIA                  | 12,000.00      | 12,000.50                                    | BULLET.20.01.2020        | RECEIVABLES |
| 10    | HDFC BANK                              | 9,000.00       | 9,064.59                                     | BULLET - 12/02/2020      | RECEIVABLES |
| 11    | HONGKONG AND SHANGHAI BANKING CORP LTD | 2,400.00       | 2,400.65                                     | BULLET- 16/1/2020        | RECEIVABLES |
| 12    | ICICI BANK LIMITED                     | 737.59         | 737.78                                       | BULLET- 31/01/2020       | RECEIVABLES |
| 13    | ICICI BANK LIMITED                     | 244.84         | 244.90                                       | BULLET- 03/02/2020       | RECEIVABLES |
| 14    | ICICI BANK LIMITED                     | 76.08          | 76.10                                        | BULLET- 07/02/2020       | RECEIVABLES |
| 15    | ICICI BANK LIMITED                     | 138.29         | 138.33                                       | BULLET - 10/02/2020      | RECEIVABLES |
| 16    | ICICI BANK LIMITED                     | 106.10         | 106.13                                       | BULLET - 11/02/2020      | RECEIVABLES |
| 17    | ICICI BANK LIMITED                     | 4,697.09       | 4,698.24                                     | BULLET - 15/02/2020      | RECEIVABLES |
| 18    | INDIAN OVERSEAS BANK                   | 27,500.00      | 27,506.71                                    | BULLET - 15/10/2019      | RECEIVABLES |
| 19    | KOTAK MAHINDRA BANK                    | 10,000.00      | 10,000.00                                    | BULLET- 09/03/2020       | RECEIVABLES |
| 20    | ORIENT BANK OF COMMERCE                | 8,000.00       | 8,008.68                                     | BULLET - 04/11/2019      | RECEIVABLES |
| 21    | ORIENT BANK OF COMMERCE                | 4,000.00       | 4,003.22                                     | BULLET - 04/11/2019      | RECEIVABLES |
| 22    | PUNJAB NATIONAL BANK                   | 10,000.00      | 9,995.34                                     | BULLET - 25/10/2019      | RECEIVABLES |
| 23    | PUNJAB NATIONAL BANK                   | 5,000.00       | 5,006.92                                     | BULLET - 28/08/2010      | RECEIVABLES |
| 24    | RATNAKAR BANK                          | 2,400.00       | 2,400.76                                     | BULLET - 17/01/2020      | RECEIVABLES |
| 25    | STATE BANK OF INDIA                    | 33,000.00      | 33,000.10                                    | BULLET - 15/01/2020      | RECEIVABLES |
| 26    | SYNDICATE BANK                         | 12,000.00      | 12,000.00                                    | BULLET - 26/02/2020      | RECEIVABLES |
| 27    | UNION BANK OF INDIA                    | 24,000.00      | 23,993.67                                    | BULLET - 23/01/2020      | RECEIVABLES |



## iv. Details of Secured Loans Facilities from Financial Institutions:

| (Rs. In Lacs) |                                              |                |                                              |                                                                                                                                  |             |                      |                  |
|---------------|----------------------------------------------|----------------|----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------|------------------|
| SR.NO         | PARTY NAME                                   | SANCTIONED AMT | Outstanding Amount as on 31.12.2019 (IND-AS) | REPAYMENT DATES/SCHEDULE                                                                                                         | SECURITY    | Date of disbursement | Maturity date    |
| 1             | MICRO UNITS DEVELOPMENT REFINANCE AGENCY LTD | 25,000.00      | 14,989.77                                    | 20 QUARTERLY INSTALLMENTS                                                                                                        | RECEIVABLES | October 17, 2017     | October 10, 2022 |
| 2             | NABARD                                       | 30,000.00      | 7,778.23                                     | 11 HALF YEARLY INSTALLMENTS -6 INSTALL OF RS 45 CRS EACH ,THEN 5 INSTALL OF RS 6 CRS EACH , 1ST INSTALL STARTING FROM 31.07.2017 | RECEIVABLES | March 17, 2017       | July 31, 2022    |
| 3             | NABARD                                       | 70,000.00      | 28,997.64                                    | 11 HALF YEARLY INSTALLMENTS (6 INSTALLMENTS OF RS 105 CRS THEN 5 INSTALLMENTS OF RS 14CRS)                                       | RECEIVABLES | August 9, 2017       | January 31, 2023 |
| 4             | NABARD                                       | 50,000.00      | 36,540.48                                    | 11 INSTALLMENTS (6 INSTMTS OF RS 75 CRS STARTING FROM 31.01.2019 & 5 INSTMTS OF RS 10 CRS LAST INSTMENT ON 31.01.2024 )          | RECEIVABLES | November 1, 2018     | January 31, 2024 |
| 5             | NABARD                                       | 32,400.00      | 23,678.23                                    | 11 INSTALLMENTS (6 INSTMTS OF RS 48.06CRS STARTING FROM 31.01.2019 & 5 INSTMTS OF RS 6.48 CRS LAST INSTMENT ON 31.01.2024 )      | RECEIVABLES | November 13, 2018    | January 31, 2024 |
| 6             | NABARD                                       | 32,000.00      | 28,362.97                                    | 11 HALF YEARLY INSTALLMENTS - 6 INSTALLMENTS OF RS 48 CRS & 5 INSTALLMENTS OF 6.40 CRS COMMENCING FROM 31.07.19                  | RECEIVABLES | March 28, 2019       | July 31, 2024    |
| 7             | SIDBI                                        | 50,000.00      | 7,540.39                                     | 20 QUARTERLY INSTALLMENTS                                                                                                        | RECEIVABLES | December 2, 2014     | August 10, 2020  |
| 8             | SIDBI                                        | 30,000.00      | 7,537.23                                     | 20 QUARTERLY INSTALLMENTS                                                                                                        | RECEIVABLES | August 19, 2015      | January 10, 2021 |
| 9             | SIDBI                                        | 30,000.00      | 15,080.75                                    | 20 QUARTERLY INSTALLMENTS                                                                                                        | RECEIVABLES | January 18, 2016     | April 10, 2022   |
| 10            | SIDBI                                        | 30,000.00      | 18,100.43                                    | 20 QUARTERLY INSTALLMENTS                                                                                                        | RECEIVABLES | March 31, 2017       | October 10, 2022 |

## v. Details of External Commercial Borrowings

| (Rs. In Lacs) |                                        |                |                                                       |                           |             |                      |                 |
|---------------|----------------------------------------|----------------|-------------------------------------------------------|---------------------------|-------------|----------------------|-----------------|
| SR.NO         | PARTY NAME                             | SANCTIONED AMT | PRINCIPAL AMOUNT O/S AS ON 31.12.2019 (AS per IND-AS) | REPAYMENT DATES/ SCHEDULE | SECURITY    | Date of Disbursement | Maturity Date   |
| 1             | HONGKONG AND SHANGHAI BANKING CORP LTD | 48,104.00      | 46,911.02                                             | BULLET - 10/08/2023       | RECEIVABLES | August 10, 2018      | August 10, 2023 |
| 2             | ICICI BANK LIMITED                     | 48,069.00      | 47,375.18                                             | BULLET - 10/08/2023       | RECEIVABLES | August 10, 2018      | August 10, 2023 |
| 3             | KOTAK MAHINDRA BANK                    | 47,985.00      | 47,290.15                                             | BULLET - 10/08/2023       | RECEIVABLES | August 10, 2018      | August 10, 2023 |
| 4             | DEUTSCHE BANK                          | 48,020.00      | 47,822.35                                             | BULLET - 10/08/2023       | RECEIVABLES | August 10, 2018      | August 10, 2023 |
| 5             | STANDARD CHARTERED                     | 48,055.00      | 47,357.69                                             | BULLET -                  | RECEIVABLES | August 10, 2018      | August 10, 2023 |

|   |             |           |           |                              |             |                  |                   |
|---|-------------|-----------|-----------|------------------------------|-------------|------------------|-------------------|
|   | BANK        |           |           | 10/08/2023                   |             |                  | 2023              |
| 6 | BNP PARIBAS | 94,723.20 | 90,680.45 | 13 Half yearly<br>insallment | RECEIVABLES | October 25, 2019 | April 18,<br>2026 |
| 7 | BNP PARIBAS | 4,276.80  | 4,334.44  | 13 Half yearly<br>insallment | RECEIVABLES | November 5, 2019 | April 18,<br>2026 |

vi. Details of NCDs :

Details of Secured NCDs:

| Debenture<br>Series   | Tenor /<br>Period<br>of<br>Maturity<br>(days) | Coupon | Amount    | Outstanding<br>Amount as on<br>31.12.2019<br>(IND-AS) | Date of<br>Allotment | Redemption<br>Date/<br>Schedule | Credit Rating                                | Secured<br>/<br>Unse-<br>cured | Security    |
|-----------------------|-----------------------------------------------|--------|-----------|-------------------------------------------------------|----------------------|---------------------------------|----------------------------------------------|--------------------------------|-------------|
| T SCR 043             | 3652                                          | 9.60%  | 5,000.00  | 5,205.39                                              | 05-Jul-2013          | 05-Jul-2023                     | CRISIL<br>AA+/Stable                         | Secured                        | RECEIVABLES |
| T SCACR 044           | 3652                                          | 9.60%  | 960.00    | 996.91                                                | 15-Jul-2013          | 15-Jul-2023                     | CRISIL<br>AA+/Stable &<br>CARE<br>AA+/Stable | Secured                        | RECEIVABLES |
| AUG S001              | 3652                                          | 10.50% | 1,500.00  | 1,553.26                                              | 14-Aug-2013          | 14-Aug-2023                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| P SCR002              | 2557                                          | 10.75% | 33,300.00 | 34,551.18                                             | 21-Aug-2013          | 21-Aug-2020                     | CRISIL<br>AA+/Stable                         | Secured                        | RECEIVABLES |
| C12 NEW OPT II        | 3652                                          | 10.60% | 12,500.00 | 13,166.12                                             | 14-Sep-2011          | 13-Sep-2021                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| P SCACR001            | 3652                                          | 10.50% | 2,970.00  | 3,073.91                                              | 14-Aug-2013          | 14-Aug-2023                     | CRISIL<br>AA+/Stable &<br>CARE<br>AA+/Stable | Secured                        | RECEIVABLES |
| AUG D 002             | 2557                                          | 10.60% | 500.00    | 515.27                                                | 13-Sep-2013          | 13-Sep-2020                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| AUG S002<br>OPTION II | 3652                                          | 10.75% | 3,600.00  | 3,598.51                                              | 13-Dec-2013          | 13-Dec-2023                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| AUG D 001             | 3652                                          | 10.50% | 1,850.00  | 1,908.01                                              | 27-Aug-2013          | 27-Aug-2023                     | CRISIL<br>AA+/Stable &<br>CARE<br>AA+/Stable | Secured                        | RECEIVABLES |
| AUG D 003             | 3652                                          | 10.75% | 1,000.00  | 1,023.42                                              | 30-Sep-2013          | 30-Sep-2023                     | CRISIL<br>AA+/Stable &<br>CARE<br>AA+/Stable | Secured                        | RECEIVABLES |
| AUG D 004             | 3652                                          | 10.75% | 1,500.00  | 1,535.14                                              | 30-Sep-2013          | 30-Sep-2023                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| AUG D 005             | 3652                                          | 10.75% | 1,000.00  | 1,019.28                                              | 09-Oct-2013          | 09-Oct-2023                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| AUG S003              | 3652                                          | 10.75% | 1,000.00  | 994.94                                                | 30-Dec-2013          | 30-Dec-2023                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| P SCA 011             | 2557                                          | 10.50% | 2,000.00  | 2,155.09                                              | 28-Mar-2014          | 28-Mar-2021                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| P SCA 012             | 3653                                          | 10.60% | 2,000.00  | 2,149.82                                              | 28-Mar-2014          | 28-Mar-2024                     | CARE<br>AA+/Stable                           | Secured                        | RECEIVABLES |
| AUG D 006             | 3653                                          | 10.60% | 120.00    | 128.69                                                | 28-Mar-2014          | 28-Mar-2024                     | CRISIL<br>AA+/Stable &<br>CARE<br>AA+/Stable | Secured                        | RECEIVABLES |
| PPD 14-15 A6          | 3653                                          | 10.25% | 30,000.00 | 30,585.86                                             | 18-Sep-2014          | 18-Sep-2024                     | IND AA+/Stable<br>& CARE<br>AA+/Stable       | Secured                        | RECEIVABLES |
| PPD 14-15 A8          | 2557                                          | 9.85%  | 5,000.00  | 5,123.31                                              | 19-Sep-2014          | 19-Sep-2021                     | IND AA+/Stable<br>& CARE<br>AA+/Stable       | Secured                        | RECEIVABLES |
| PPD 14-15 A9          | 2557                                          | 9.85%  | 2,200.00  | 2,254.04                                              | 19-Sep-2014          | 19-Sep-2021                     | IND AA+/Stable                               | Secured                        | RECEIVABLES |
| PPD 14-15 A10         | 3653                                          | 10.00% | 2,200.00  | 2,247.90                                              | 19-Sep-2014          | 19-Sep-2024                     | IND AA+/Stable                               | Secured                        | RECEIVABLES |

|                         |      |        |           |           |             |             |                                    |         |             |
|-------------------------|------|--------|-----------|-----------|-------------|-------------|------------------------------------|---------|-------------|
| PPD 14-15 B1            | 3653 | 10.25% | 46,800.00 | 47,679.60 | 10-Oct-2014 | 10-Oct-2024 | IND AA+/Stable & CARE AA+/Stable   | Secured | RECEIVABLES |
| PPD 14-15 B3            | 3653 | 10.10% | 2,500.00  | 2,542.77  | 31-Oct-2014 | 31-Oct-2024 | IND AA+/Stable                     | Secured | RECEIVABLES |
| PPD 14-15 B6            | 3653 | 10.00% | 33,250.00 | 33,639.44 | 13-Nov-2014 | 13-Nov-2024 | IND AA+/Stable & CARE AA+/Stable   | Secured | RECEIVABLES |
| PPD 14-15 C2            | 3653 | 9.90%  | 10,000.00 | 10,038.82 | 28-Nov-2014 | 28-Nov-2024 | IND AA+/Stable & CARE AA+/Stable   | Secured | RECEIVABLES |
| PPD 14-15 C4            | 3653 | 9.80%  | 4,250.00  | 4,288.69  | 28-Nov-2014 | 28-Nov-2024 | CARE AA+/Stable                    | Secured | RECEIVABLES |
| PPD 14-15 C10           | 2557 | 9.65%  | 17,500.00 | 17,595.23 | 05-Jan-2015 | 05-Jan-2022 | IND AA+/Stable                     | Secured | RECEIVABLES |
| PPD 14-15 C11           | 1824 | 9.35%  | 1,500.00  | 1,633.32  | 19-Jan-2015 | 17-Jan-2020 | CARE AA+/Stable                    | Secured | RECEIVABLES |
| PPD 14-15 C13           | 1826 | 9.15%  | 3,000.00  | 3,248.86  | 04-Feb-2015 | 04-Feb-2020 | IND AA+/Stable                     | Secured | RECEIVABLES |
| PPD 14-15 C 27          | 1827 | 8.80%  | 1,500.00  | 1,509.75  | 04-Dec-2015 | 04-Dec-2020 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 14-15 C 31          | 1826 | 9.25%  | 10,000.00 | 10,720.08 | 18-Mar-2016 | 18-Mar-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 14-15 C 31 OPT 2    | 3652 | 9.30%  | 10,000.00 | 10,697.38 | 18-Mar-2016 | 18-Mar-2026 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 14-15 C 34          | 1826 | 9.25%  | 7,500.00  | 8,004.69  | 29-Mar-2016 | 29-Mar-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 14-15 C 34 OPTION 2 | 3650 | 9.30%  | 14,000.00 | 14,972.43 | 29-Mar-2016 | 27-Mar-2026 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD15-16 C35            | 1826 | 9.15%  | 51,600.00 | 54,933.30 | 13-Apr-2016 | 13-Apr-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 15-16 C35 2         | 3652 | 9.22%  | 17,900.00 | 19,025.62 | 13-Apr-2016 | 13-Apr-2026 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 15-16 C36           | 3652 | 9.20%  | 2,600.00  | 2,762.58  | 22-Apr-2016 | 22-Apr-2026 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 15-16 C 37          | 1826 | 9.05%  | 1,500.00  | 1,591.36  | 29-Apr-2016 | 29-Apr-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD15-16 C38            | 2556 | 9.05%  | 5,000.00  | 5,272.59  | 25-May-2016 | 25-May-2023 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD15-16 C40            | 2556 | 9.05%  | 1,250.00  | 1,313.00  | 09-Jun-2016 | 09-Jun-2023 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 15-16 C41           | 1826 | 10.66% | 500.00    | 689.78    | 10-Jun-2016 | 10-Jun-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 15-16 C42           | 1826 | 9.05%  | 8,480.00  | 8,868.98  | 30-Jun-2016 | 30-Jun-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 16-17 SCR 01        | 1796 | 8.30%  | 66,000.00 | 66,183.54 | 05-Jul-2016 | 05-Jun-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD 16-17 D-04          | 2556 | 9.05%  | 7,500.00  | 7,795.11  | 19-Jul-2016 | 19-Jul-2023 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 16-17 D9-2          | 1365 | 8.82%  | 4,000.00  | 4,147.53  | 01-Aug-2016 | 27-Apr-2020 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD 16-17 D11           | 1826 | 8.85%  | 45,000.00 | 46,616.39 | 03-Aug-2016 | 03-Aug-2021 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 16-17 D13           | 3652 | 8.87%  | 11,000.00 | 11,344.53 | 08-Aug-2016 | 08-Aug-2026 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 16-17 D14           | 1826 | 8.50%  | 2,500.00  | 2,579.52  | 16-Aug-2016 | 16-Aug-2021 | CRISIL AA+/Stable &                | Secured | RECEIVABLES |

|                       |      |       |           |           |             |             |                                          |         |             |
|-----------------------|------|-------|-----------|-----------|-------------|-------------|------------------------------------------|---------|-------------|
|                       |      |       |           |           |             |             | IND AA+/Stable                           |         |             |
| PPD 16-17 D17         | 1826 | 8.45% | 2,000.00  | 2,057.26  | 30-Aug-2016 | 30-Aug-2021 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| SEFC 110 CRS          | 3653 | 9.90% | 11,000.00 | 11,905.00 | 27-Feb-2015 | 27-Feb-2025 | CARE<br>AA+/Stable                       | Secured | RECEIVABLES |
| SEREIS M 14 25<br>CRS | 3653 | 9.90% | 2,500.00  | 2,675.82  | 16-Apr-2015 | 16-Apr-2025 | CARE<br>AA+/Stable                       | Secured | RECEIVABLES |
| PPD 16-17 D-22-1      | 1095 | 8.00% | 4,000.00  | 4,269.95  | 27-Feb-2017 | 27-Feb-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD 16-17 D-22-2      | 1144 | 8.70% | 10,000.00 | 12,474.83 | 27-Feb-2017 | 16-Apr-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| SCB 16-17 PP-01       | 1826 | 8.10% | 30,000.00 | 31,841.49 | 23-Mar-2017 | 23-Mar-2022 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD 16-17-D23         | 1096 | 8.10% | 1,000.00  | 1,062.60  | 24-Mar-2017 | 24-Mar-2020 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD 16-17 E-02-03     | 1094 | 8.10% | 24,500.00 | 26,002.20 | 29-Mar-2017 | 27-Mar-2020 | IND AA+/Stable                           | Secured | RECEIVABLES |
| PPD 16-17 E-03-01     | 1156 | 8.10% | 12,500.00 | 13,265.52 | 30-Mar-2017 | 29-May-2020 | IND AA+/Stable                           | Secured | RECEIVABLES |
| PPD 16-17 E-03-02     | 1096 | 8.10% | 25,000.00 | 26,735.03 | 30-Mar-2017 | 30-Mar-2020 | IND AA+/Stable                           | Secured | RECEIVABLES |
| PPD 16-17 E-03-03     | 1826 | 8.15% | 500.00    | 530.71    | 30-Mar-2017 | 30-Mar-2022 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD 16-17 E-04-02     | 1826 | 8.15% | 4,500.00  | 4,775.11  | 31-Mar-2017 | 31-Mar-2022 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD 17-18 E-05        | 1096 | 7.95% | 500.00    | 523.54    | 29-May-2017 | 29-May-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD 17-18-E-08-02     | 1095 | 8.00% | 46,500.00 | 48,550.65 | 13-Jun-2017 | 13-Jun-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-E-10        | 1096 | 8.43% | 5,000.00  | 6,069.71  | 23-Jun-2017 | 23-Jun-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-E-11-01     | 1095 | 7.84% | 3,500.00  | 3,640.78  | 27-Jun-2017 | 26-Jun-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-E-11-02     | 1095 | 8.46% | 1,000.00  | 1,212.99  | 27-Jun-2017 | 26-Jun-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-E-14        | 1094 | 7.80% | 23,000.00 | 23,812.54 | 19-Jul-2017 | 17-Jul-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-E-15        | 1123 | 8.44% | 12,500.00 | 15,077.33 | 24-Jul-2017 | 20-Aug-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-F-01        | 1462 | 8.84% | 55,000.00 | 66,866.22 | 25-Jul-2017 | 26-Jul-2021 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| SCB 17-18 FP1 01      | 1188 | 7.64% | 36,000.00 | 37,081.28 | 10-Aug-2017 | 10-Nov-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-F-02        | 1826 | 7.73% | 2,500.00  | 2,568.91  | 22-Aug-2017 | 22-Aug-2022 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD-17-18 F-02        | 1826 | 7.73% | 5,000.00  | 5,148.72  | 22-Aug-2017 | 22-Aug-2022 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD-17-18 F-02        | 1826 | 7.73% | 20,000.00 | 20,590.81 | 22-Aug-2017 | 22-Aug-2022 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD-17-18 F-03        | 1459 | 7.60% | 5,000.00  | 5,103.33  | 19-Sep-2017 | 17-Sep-2021 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-F-04        | 1096 | 7.73% | 8,000.00  | 8,039.96  | 13-Nov-2017 | 13-Nov-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-F-05        | 1826 | 8.00% | 7,000.00  | 7,047.93  | 30-Nov-2017 | 30-Nov-2022 | CRISIL<br>AA+/Stable &<br>IND AA+/Stable | Secured | RECEIVABLES |
| PPD-17-18-F-07        | 1196 | 8.93% | 23,000.00 | 27,122.67 | 29-Dec-2017 | 08-Apr-2021 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-F-07-02     | 1096 | 7.73% | 17,000.00 | 17,169.36 | 13-Nov-2017 | 13-Nov-2020 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD 17-18-F-11        | 1141 | 9.34% | 8,700.00  | 10,162.23 | 16-Mar-2018 | 30-Apr-2021 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD-17-18-F-13        | 1157 | 8.55% | 18,000.00 | 18,943.20 | 21-Mar-2018 | 21-May-2021 | CRISIL<br>AA+/Stable                     | Secured | RECEIVABLES |
| PPD 17-18-F-15-03     | 2618 | 8.72% | 1,000.00  | 1,065.51  | 26-Mar-2018 | 26-May-2025 | IND AA+/Stable                           | Secured | RECEIVABLES |

|                          |      |       |           |           |             |             |                                    |         |             |
|--------------------------|------|-------|-----------|-----------|-------------|-------------|------------------------------------|---------|-------------|
| PPD 17-18-F-14-03        | 1826 | 8.72% | 23,000.00 | 24,547.84 | 22-Mar-2018 | 22-Mar-2023 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD 17-18-F-14-04        | 1111 | 9.31% | 10,000.00 | 11,658.22 | 22-Mar-2018 | 06-Apr-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD-17-18-F-16-01        | 1161 | 9.37% | 52,500.00 | 61,157.46 | 27-Mar-2018 | 31-May-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD-17-18-F-16-02        | 731  | 8.45% | 53,500.00 | 56,957.02 | 27-Mar-2018 | 27-Mar-2020 | IND AA+/Stable                     | Secured | RECEIVABLES |
| PPD 17-18-F-16-03        | 1826 | 8.72% | 87,500.00 | 93,323.30 | 27-Mar-2018 | 27-Mar-2023 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD-17-18-F-13-01        | 1157 | 8.55% | 24,990.00 | 26,299.52 | 21-Mar-2018 | 21-May-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD-17-18-F-14-03-01     | 1826 | 8.72% | 1,150.00  | 1,227.65  | 22-Mar-2018 | 22-Mar-2023 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD-17-18-F-15-01        | 2618 | 8.72% | 2,500.00  | 2,664.61  | 26-Mar-2018 | 26-May-2025 | IND AA+/Stable                     | Secured | RECEIVABLES |
| PPD 17-18-F-11 REISSUE 1 | 1141 | 9.34% | 5,000.00  | 5,840.40  | 16-Mar-2018 | 30-Apr-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD-18-19-G-02           | 842  | 9.80% | 25,000.00 | 26,760.90 | 20-Nov-2018 | 11-Mar-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| NCD-18-19-PPG-G-03       | 1226 | 9.85% | 15,000.00 | 14,403.65 | 06-Dec-2018 | 15-Apr-2022 | CRISIL AA+/Stable & IND AA+/Stable | Secured | RECEIVABLES |
| PPD-18-19-G-04-02        | 967  | 9.50% | 2,500.00  | 2,503.33  | 19-Dec-2018 | 12-Aug-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPD-18-19-G-06           | 457  | 9.46% | 8,500.00  | 9,099.78  | 03-Apr-2019 | 03-Jul-2020 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPML-19-20-01            | 548  | 9.24% | 800.00    | 844.01    | 29-May-2019 | 27-Nov-2020 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPML-19-20-1-02          | 729  | 9.55% | 1,730.00  | 1,828.40  | 29-May-2019 | 27-May-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |
| PPML-19-20-1-03          | 729  | 9.55% | 1,000.00  | 1,056.88  | 29-May-2019 | 27-May-2021 | CRISIL AA+/Stable                  | Secured | RECEIVABLES |

## Details of Unsecured NCDs:

| Debenture    | Tenor /                   | Coupon | Amount in lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit                             | Secured / |
|--------------|---------------------------|--------|----------------|----------------------------------------------|-------------------|---------------------------|------------------------------------|-----------|
| Series       | Period of Maturity (days) |        |                |                                              |                   |                           | Rating                             | unsecured |
| PPH-18-19-01 | 1977                      | 9.90%  | 50,000.00      | 48,890.54                                    | 22-Jan-2019       | 21-Jun-2024               | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |

## Details of Subordinated NCDs:

| Debenture  | Tenor /            | Coupon | Amount   | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit                              | Secured / |
|------------|--------------------|--------|----------|----------------------------------------------|-------------------|---------------------------|-------------------------------------|-----------|
| Series     | Period of Maturity |        |          |                                              |                   |                           | Rating                              | unsecured |
| Series L02 | 3652               | 10.85% | 6,500.00 | 6,795.20                                     | 20-Jul-2012       | 20-Jul-2022               | CARE AA+/Stable                     | Unsecured |
| Series L07 | 3652               | 10.65% | 2,500.00 | 2,735.21                                     | 30-Jan-2013       | 30-Jan-2023               | CARE AA+/Stable                     | Unsecured |
| Series F1  | 3653               | 11.00% | 2,500.00 | 2,773.77                                     | 19-Apr-2010       | 19-Apr-2020               | CARE AA+/Stable & IND AA+/Stable    | Unsecured |
| Series E4  | 3653               | 10.75% | 4,800.00 | 5,316.00                                     | 03-May-2010       | 03-May-2020               | CARE AA+/Stable & IND AA+/Stable    | Unsecured |
| Series F7A | 3653               | 10.60% | 2,500.00 | 2,631.58                                     | 04-Jun-2010       | 04-Jun-2020               | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series J1  | 5479               | 11.00% | 2,920.00 | 2,974.99                                     | 30-Aug-2010       | 30-Aug-2025               | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series F2  | 3653               | 10.90% | 5,000.00 | 5,544.20                                     | 19-Apr-2010       | 19-Apr-2020               | CARE AA+/Stable & IND AA+/Stable    | Unsecured |

|                          |      |        |           |           |             |             |                                     |           |
|--------------------------|------|--------|-----------|-----------|-------------|-------------|-------------------------------------|-----------|
| Series F3                | 3653 | 11.00% | 20,000.00 | 21,095.93 | 20-Apr-2010 | 20-Apr-2020 | CARE AA+/Stable                     | Unsecured |
| Series K1A               | 6575 | 11.05% | 2,500.00  | 2,599.17  | 15-Oct-2010 | 15-Oct-2028 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series F5                | 3653 | 10.75% | 5,000.00  | 5,265.57  | 28-May-2010 | 28-May-2020 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series J4                | 3653 | 11.50% | 2,500.00  | 2,787.50  | 31-Mar-2011 | 31-Mar-2021 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series L03               | 3652 | 10.65% | 7,000.00  | 6,970.93  | 31-Dec-2012 | 31-Dec-2022 | CARE AA+/Stable                     | Unsecured |
| Series L08               | 3652 | 10.65% | 270.00    | 295.39    | 30-Jan-2013 | 30-Jan-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series R03               | 3652 | 10.65% | 3,300.00  | 3,588.07  | 07-Mar-2013 | 07-Mar-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series R04               | 3652 | 10.65% | 250.00    | 271.75    | 08-Mar-2013 | 08-Mar-2023 | CRISIL AA+/Stable                   | Unsecured |
| Series R05               | 3652 | 10.65% | 150.00    | 162.83    | 13-Mar-2013 | 13-Mar-2023 | CRISIL AA+/Stable                   | Unsecured |
| Series R09               | 2557 | 10.40% | 5,000.00  | 5,322.86  | 16-May-2013 | 16-May-2020 | CARE AA+/Stable                     | Unsecured |
| Series R02               | 3652 | 10.65% | 1,200.00  | 1,304.75  | 07-Mar-2013 | 07-Mar-2023 | CARE AA+/Stable                     | Unsecured |
| Series J2                | 5479 | 11.00% | 2,500.00  | 2,539.41  | 09-Sep-2010 | 09-Sep-2025 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| SD STFC-03               | 3650 | 10.25% | 2,000.00  | 2,126.02  | 21-May-2013 | 19-May-2023 | CRISIL AA+/Stable                   | Unsecured |
| SD STFC-04               | 5479 | 10.00% | 1,500.00  | 1,577.94  | 29-May-2013 | 29-May-2028 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series V 07-03           | 3652 | 11.00% | 2,500.00  | 2,546.57  | 04-Oct-2013 | 04-Oct-2023 | CARE AA+/Stable                     | Unsecured |
| Series V 07-01           | 3652 | 10.25% | 2,500.00  | 2,626.02  | 05-Jul-2013 | 05-Jul-2023 | CRISIL AA+/Stable                   | Unsecured |
| SD STFC-06               | 3652 | 10.15% | 5,000.00  | 5,240.00  | 24-Jun-2013 | 24-Jun-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| SD STFC-07               | 3652 | 10.10% | 2,500.00  | 2,616.57  | 28-Jun-2013 | 28-Jun-2023 | CARE AA+/Stable                     | Unsecured |
| Series R06               | 3652 | 10.65% | 70.00     | 75.47     | 28-Mar-2013 | 28-Mar-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series U03               | 3652 | 10.65% | 3,500.00  | 3,770.22  | 28-Mar-2013 | 28-Mar-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series R07               | 3652 | 10.65% | 2,000.00  | 2,132.28  | 02-May-2013 | 02-May-2023 | CARE AA+/Stable                     | Unsecured |
| Series R08               | 3652 | 10.65% | 2,350.00  | 2,505.43  | 02-May-2013 | 02-May-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series SD STFC-02        | 3652 | 10.25% | 1,000.00  | 1,058.42  | 20-May-2013 | 20-May-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series E6                | 3653 | 10.50% | 2,500.00  | 2,762.50  | 10-May-2010 | 10-May-2020 | CARE AA+/Stable & IND AA+/Stable    | Unsecured |
| Series L01               | 3651 | 10.75% | 5,000.00  | 5,314.28  | 11-Jun-2012 | 10-Jun-2022 | CARE AA+/Stable                     | Unsecured |
| Series D28A              | 3652 | 10.25% | 900.00    | 992.25    | 29-Jan-2010 | 29-Jan-2020 | CARE AA+/Stable & IND AA+/Stable    | Unsecured |
| Series SD STFC-01        | 2557 | 10.40% | 2,500.00  | 2,658.65  | 20-May-2013 | 20-May-2020 | CARE AA+/Stable                     | Unsecured |
| Series D29               | 3652 | 10.25% | 100.00    | 110.25    | 15-Feb-2010 | 15-Feb-2020 | IND AA+/Stable                      | Unsecured |
| Series SUB 14-15-01      | 2010 | 10.65% | 5,000.00  | 5,228.86  | 28-Jul-2014 | 28-Jan-2020 | CARE AA+/Stable                     | Unsecured |
| PPD_2015 16              | 2922 | 10.10% | 6,700.00  | 6,871.95  | 30-Sep-2015 | 30-Sep-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| PPD_2016 17 1 OPT I      | 2737 | 8.50%  | 4,000.00  | 4,012.13  | 01-Dec-2016 | 30-May-2024 | CRISIL AA+/Stable & IND AA+/Stable  | Unsecured |
| PPD_2016 17 1 OPT II     | 3652 | 8.50%  | 6,000.00  | 6,004.52  | 01-Dec-2016 | 01-Dec-2026 | CRISIL AA+/Stable & IND AA+/Stable  | Unsecured |
| PPD_2016 17 2            | 3652 | 8.50%  | 7,500.00  | 7,453.02  | 29-Dec-2016 | 29-Dec-2026 | CRISIL AA+/Stable & IND AA+/Stable  | Unsecured |
| INE468M08029             | 3652 | 12.20% | 2,500.00  | 2,519.83  | 23-Dec-2011 | 22-Dec-2021 | CRISIL AA+/Stable                   | Unsecured |
| Series SEFCL SD 06-01    | 3651 | 10.20% | 2,500.00  | 2,620.66  | 25-Jun-2013 | 24-Jun-2023 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series SEFCL SD 06-02    | 3651 | 10.15% | 2,000.00  | 2,091.85  | 28-Jun-2013 | 27-Jun-2023 | CARE AA+/Stable                     | Unsecured |
| Series SEFCL SD CACR 004 | 3652 | 12.20% | 2,500.00  | 2,512.35  | 13-Jan-2012 | 12-Jan-2022 | CRISIL AA+/Stable & CARE AA+/Stable | Unsecured |
| Series SUB 14-15-01      | 3652 | 10.60% | 1,000.00  | 1,041.13  | 12-Aug-2014 | 11-Aug-2024 | CRISIL AA+/Stable                   | Unsecured |
| SUB-17-18-01             | 3650 | 8.20%  | 10,000.00 | 10,045.93 | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable  | Unsecured |

|                 |      |        |           |            |             |             |                                    |           |
|-----------------|------|--------|-----------|------------|-------------|-------------|------------------------------------|-----------|
| SUB-17-18-02    | 3650 | 8.20%  | 10,000.00 | 10,025.62  | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-03    | 3650 | 8.20%  | 3,500.00  | 3,559.60   | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-04    | 3650 | 8.20%  | 1,000.00  | 1,017.03   | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-05    | 3650 | 8.20%  | 1,500.00  | 1,520.71   | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-06    | 3650 | 8.20%  | 1,400.00  | 1,418.04   | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-06-01 | 3650 | 8.20%  | 500.00    | 506.67     | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-06-02 | 3650 | 8.20%  | 1,000.00  | 1,017.03   | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-07    | 3650 | 8.20%  | 500.00    | 506.44     | 17-Oct-2017 | 15-Oct-2027 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-18-02    | 3653 | 9.00%  | 10,000.00 | 10,650.72  | 23-Mar-2018 | 23-Mar-2028 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-08-02-02 | 2588 | 8.95%  | 4,000.00  | 4,245.61   | 28-Mar-2018 | 28-Apr-2025 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-17-08-02-01 | 3653 | 9.00%  | 99,500.00 | 105,889.00 | 28-Mar-2018 | 28-Mar-2028 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-18-09-01    | 1976 | 10.25% | 65,000.00 | 58,629.65  | 28-Nov-2018 | 26-Apr-2024 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-18-19-02    | 3653 | 10.51% | 1,000.00  | 995.45     | 12-Dec-2018 | 12-Dec-2028 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-18-19-01-02 | 1976 | 10.25% | 65,000.00 | 58,702.19  | 28-Nov-2018 | 26-Apr-2024 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-18-19-01-03 | 1976 | 10.25% | 47,500.00 | 42,839.44  | 28-Nov-2018 | 26-Apr-2024 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB-18-19-02-02 | 3653 | 10.51% | 2,500.00  | 2,514.36   | 12-Dec-2018 | 12-Dec-2028 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |
| SUB--18-19-03   | 2188 | 10.25% | 55,000.00 | 51,939.24  | 31-Dec-2018 | 27-Dec-2024 | CRISIL AA+/Stable & IND AA+/Stable | Unsecured |

Details of Retail and Public issue NCDs:

(Rs. In lacs)

| Sr. No. | Debenture Series                                                                                 | Tenor months | Coupon | Amount in Lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit Rating                                      | Secured /unsecured | Security                                                                                                                                 |
|---------|--------------------------------------------------------------------------------------------------|--------------|--------|----------------|----------------------------------------------|-------------------|---------------------------|----------------------------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(OCT 2013) Option -III | 84 months    | 10.75% | 7,757.55       | 8,351.10                                     | 24-Oct-13         | 23-Oct-20                 | CRISIL AA+/Stable, CARE AA+/Stable                 | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 2       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(OCT 2013) Option -VI  | 84 months    | 10.75% | 1,372.52       | 2,709.12                                     | 24-Oct-13         | 23-Oct-20                 | CRISIL AA+/Stable, CARE AA+/Stable                 | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 3       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each- (2014) Option -III    | 84 months    | 10.15% | 13,606.87      | 14,241.69                                    | 15-Jul-14         | 14-Jul-21                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 4       | Public issue of Redeemable Non-                                                                  | 84 months    | 9.71%  | 3,518.66       | 3,501.92                                     | 15-Jul-14         | 14-Jul-21                 | CRISIL AA+/Stable, CARE                            | Secured            | Secured by specific assets covered under                                                                                                 |

| Sr. No. | Debenture Series                                                                              | Tenor months | Coupon | Amount in Lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/Schedule | Credit Rating                                      | Secured/unsecured | Security                                                                                                                                 |
|---------|-----------------------------------------------------------------------------------------------|--------------|--------|----------------|----------------------------------------------|-------------------|--------------------------|----------------------------------------------------|-------------------|------------------------------------------------------------------------------------------------------------------------------------------|
|         | convertible Debentures of Rs. 1,000/- each-(2014) Option -V                                   |              |        |                |                                              |                   |                          | AA+/Stable, IND AA+/Stable                         |                   | hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.                                          |
| 5       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2014) Option -VIII | 84 months    | 10.15% | 2,811.65       | 5,090.28                                     | 15-Jul-14         | 14-Jul-21                | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 6       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -1    | 60 months    | 8.93%  | 15,038.44      | 14,941.37                                    | 12-Jul-18         | 12-Jul-23                | CRISIL AA+/Stable, IND AA+/Stable                  | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 7       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -2    | 120 months   | 9.03%  | 4,992.67       | 4,948.23                                     | 12-Jul-18         | 12-Jul-28                | CRISIL AA+/Stable, IND AA+/Stable                  | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 8       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -3    | 36 months    | 9.10%  | 221,299.80     | 229,050.31                                   | 12-Jul-18         | 12-Jul-21                | CRISIL AA+/Stable, IND AA+/Stable                  | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 9       | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -4    | 60 months    | 9.30%  | 54,020.60      | 55,802.78                                    | 12-Jul-18         | 12-Jul-23                | CRISIL AA+/Stable, IND AA+/Stable                  | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 10      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -5    | 120 months   | 9.40%  | 42,489.00      | 43,647.69                                    | 12-Jul-18         | 12-Jul-28                | CRISIL AA+/Stable, IND AA+/Stable                  | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 11      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -6    | 36 months    | 9.11%  | 7,245.48       | 8,206.02                                     | 12-Jul-18         | 12-Jul-21                | CRISIL AA+/Stable, IND AA+/Stable                  | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |

| Sr. No. | Debenture Series                                                                                      | Tenor months | Coupon | Amount in Lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/Schedule | Credit Rating                     | Secured/unsecured | Security                                                                                                                                 |
|---------|-------------------------------------------------------------------------------------------------------|--------------|--------|----------------|----------------------------------------------|-------------------|--------------------------|-----------------------------------|-------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 12      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) Option -7            | 60 months    | 9.31%  | 9,025.87       | 10,215.46                                    | 12-Jul-18         | 12-Jul-23                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 13      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -1 | 60 months    | 9.12%  | 9,463.20       | 9,370.58                                     | 02-Nov-18         | 02-Nov-23                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 14      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -2 | 120 months   | 9.30%  | 3,233.99       | 3,194.23                                     | 02-Nov-18         | 02-Nov-28                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 15      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -3 | 36 months    | 9.40%  | 20,776.90      | 20,814.21                                    | 02-Nov-18         | 02-Nov-21                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 16      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -4 | 60 months    | 9.50%  | 11,431.55      | 11,413.56                                    | 02-Nov-18         | 02-Nov-23                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 17      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -5 | 120 months   | 9.70%  | 3,898.33       | 3,883.09                                     | 02-Nov-18         | 02-Nov-28                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 18      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -6 | 36 months    | 9.50%  | 4,212.97       | 5,210.28                                     | 02-Nov-18         | 02-Nov-23                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 19      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 2 - Option -7 | 60 months    | 9.40%  | 7,662.25       | 7,822.89                                     | 02-Nov-18         | 02-Nov-21                | CRISIL AA+/Stable, IND AA+/Stable | Secured           | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |

| Sr. No. | Debenture Series                                                                                      | Tenor months | Coupon | Amount in Lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit Rating                                      | Secured /unsecured | Security                                                                                                                                 |
|---------|-------------------------------------------------------------------------------------------------------|--------------|--------|----------------|----------------------------------------------|-------------------|---------------------------|----------------------------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 20      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -1 | 60 months    | 9.12%  | 8,770.18       | 8,614.56                                     | 06-Feb-19         | 06-Feb-24                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 21      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -2 | 120 months   | 9.30%  | 2,638.03       | 2,585.97                                     | 06-Feb-19         | 06-Feb-29                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 22      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -3 | 36 months    | 9.40%  | 17,999.83      | 19,268.97                                    | 06-Feb-19         | 06-Feb-22                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 23      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -4 | 60 months    | 9.50%  | 10,011.16      | 10,699.41                                    | 06-Feb-19         | 06-Feb-24                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 24      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -5 | 120 months   | 9.70%  | 3,414.92       | 3,649.01                                     | 06-Feb-19         | 06-Feb-29                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 25      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -6 | 36 months    | 9.41%  | 6,703.85       | 7,177.27                                     | 06-Feb-19         | 06-Feb-22                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 26      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2018) TRANCH 3 - Option -7 | 60 months    | 9.51%  | 4,193.92       | 4,482.27                                     | 06-Feb-19         | 06-Feb-24                 | CRISIL AA+/Stable, IND AA+/Stable                  | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 27      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -1 | 42 months    | 9.12%  | 4,222.80       | 4,112.45                                     | 22-Aug-19         | 22-Feb-23                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |

| Sr. No. | Debtenture Series                                                                                      | Tenor months | Coupon | Amount in Lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit Rating                                      | Secured /unsecured | Security                                                                                                                                 |
|---------|--------------------------------------------------------------------------------------------------------|--------------|--------|----------------|----------------------------------------------|-------------------|---------------------------|----------------------------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 28      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -3 | 84 months    | 9.31%  | 2,103.60       | 2,045.74                                     | 22-Aug-19         | 22-Aug-26                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 29      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -2 | 60 months    | 9.22%  | 3,434.55       | 3,341.97                                     | 22-Aug-19         | 22-Aug-24                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 30      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -4 | 30 months    | 9.30%  | 5,311.40       | 5,359.07                                     | 22-Aug-19         | 22-Feb-22                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 31      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -5 | 42 months    | 9.50%  | 5,580.73       | 5,629.06                                     | 22-Aug-19         | 22-Feb-23                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 32      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -6 | 60 months    | 9.60%  | 4,720.39       | 4,758.98                                     | 22-Aug-19         | 22-Aug-24                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 33      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -7 | 84 months    | 9.70%  | 2,619.03       | 2,639.82                                     | 22-Aug-19         | 22-Aug-26                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 34      | Public issue of Redeemable Non-convertible Debtentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -8 | 42 months    | 9.50%  | 2,821.38       | 2,843.79                                     | 22-Aug-19         | 22-Feb-23                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |

| Sr. No. | Debtenture Series                                                                                      | Tenor months | Coupon | Amount in Lacs | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit Rating                                      | Secured /unsecured | Security                                                                                                                                 |
|---------|--------------------------------------------------------------------------------------------------------|--------------|--------|----------------|----------------------------------------------|-------------------|---------------------------|----------------------------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 35      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -9  | 60 months    | 9.60%  | 1,757.41       | 1,770.56                                     | 22-Aug-19         | 22-Aug-24                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |
| 36      | Public issue of Redeemable Non-convertible Debentures of Rs. 1,000/- each-(2019) TRANCH 1 - Option -10 | 84 months    | 9.70%  | 1,422.70       | 1,432.89                                     | 22-Aug-19         | 22-Aug-26                 | CRISIL AA+/Stable, CARE AA+/Stable, IND AA+/Stable | Secured            | Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property. |

## Details of Masala Bonds:

(Rs. In lacs)

| Sr. No. | Debtenture Series | Tenor/ Period of Maturity | Coupon | Amount    | Outstanding Amount as on 31.12.2019 (INDAS) | Date of Allotment | Redemption Date/ Schedule | Credit Rating             | Secured/ Unsecured | Security   |
|---------|-------------------|---------------------------|--------|-----------|---------------------------------------------|-------------------|---------------------------|---------------------------|--------------------|------------|
| 1       | MB -475 CRS       | 1126                      | 8.25%  | 47,500.00 | 51,190.32                                   | 18-Jan-2017       | 18-Feb-2020               | BB+/stable by S&P         | Secured            | 1.00 TIMES |
| 2       | MB-175 CRS        | 1126                      | 8.25%  | 17,500.00 | 18,859.59                                   | 18-Jan-2017       | 18-Feb-2020               | BB+/stable by S&P         | Secured            | 1.00 TIMES |
| 3       | MB-168 CRS        | 1126                      | 8.25%  | 16,800.00 | 18,105.21                                   | 18-Jan-2017       | 18-Feb-2020               | BB+/stable by S&P         | Secured            | 1.00 TIMES |
| 4       | MB-332 CRS        | 1126                      | 8.25%  | 33,200.00 | 35,779.34                                   | 18-Jan-2017       | 18-Feb-2020               | BB+/stable by S&P         | Secured            | 1.00 TIMES |
| 5       | MB-200 CRS        | 1126                      | 8.25%  | 20,000.00 | 21,553.82                                   | 18-Jan-2017       | 18-Feb-2020               | BB+/stable by S&P         | Secured            | 1.00 TIMES |
| 6       | MB-650 CRS        | 1918                      | 8.10%  | 65,000.00 | 67,156.43                                   | 08-Mar-2018       | 08-Jun-2023               | BB+/stable by Fitch & S&P | Secured            | 1.00 TIMES |
| 7       | MB-320 CRS        | 1096                      | 7.90%  | 32,000.00 | 33,784.95                                   | 12-Mar-2018       | 12-Mar-2021               | BB+/stable by fitch & S&P | Secured            | 1.00 TIMES |
| 8       | MB-190 CRS        | 1918                      | 8.10%  | 19,000.00 | 19,630.34                                   | 08-Mar-2018       | 08-Jun-2023               | BB+/stable by Fitch & S&P | Secured            | 1.00 TIMES |

## Details of Dollar Bonds:

(Rs. In lacs)

| Sr. No. | Debtenture Series | Tenor/Period of Maturity | Coupon | Amount (in lacs) | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment | Redemption Date/ Schedule | Credit Rating                     | Secured/ Unsecured | Security   |
|---------|-------------------|--------------------------|--------|------------------|----------------------------------------------|-------------------|---------------------------|-----------------------------------|--------------------|------------|
| 1       | ED-2018-19-01     | 1097                     | 10.26% | 35,625.00        | 36,671.12                                    | 27-Feb-2019       | 28-Feb-2022               | BB+BY S&P RATINGS & FITCH RATINGS | Secured            | 1.00 TIMES |
| 2       | ED-2018-19-02     | 1097                     | 10.26% | 35,610.00        | 36,656.08                                    | 27-Feb-2019       | 28-Feb-2022               | BB+BY S&P RATINGS & FITCH RATINGS | Secured            | 1.00 TIMES |
| 3       | ED-2018-19-03     | 1097                     | 10.29% | 35,630.00        | 36,454.79                                    | 27-Feb-2019       | 28-Feb-2022               | BB+BY S&P RATINGS &               | Secured            | 1.00 TIMES |

|   |                 |      |        |            |            |             |             | FITCH RATINGS                     |         |            |
|---|-----------------|------|--------|------------|------------|-------------|-------------|-----------------------------------|---------|------------|
| 4 | ED-2018-19-04   | 1097 | 10.30% | 71,250.00  | 73,578.45  | 27-Feb-2019 | 28-Feb-2022 | BB+BY S&P RATINGS & FITCH RATINGS | Secured | 1.00 TIMES |
| 5 | ED-2018-19-05   | 1097 | 10.31% | 35,625.00  | 36,452.05  | 27-Feb-2019 | 28-Feb-2022 | BB+BY S&P RATINGS & FITCH RATINGS | Secured | 1.00 TIMES |
| 6 | ED-2018-09-06   | 1097 | 10.27% | 71,250.00  | 73,569.80  | 27-Feb-2019 | 28-Feb-2022 | BB+BY S&P RATINGS & FITCH RATINGS | Secured | 1.00 TIMES |
| 7 | ED-2019-20-1-01 | 1279 | 10.43% | 174,100.00 | 175,032.86 | 24-Apr-2019 | 24-Oct-2022 | BB+BY S&P RATINGS & FITCH RATINGS | Secured | 1.00 TIMES |
| 8 | ED-2019-20-1-02 | 1279 | 10.43% | 174,675.00 | 175,633.63 | 24-Apr-2019 | 24-Oct-2022 | BB+BY S&P RATINGS & FITCH RATINGS | Secured | 1.00 TIMES |
| 9 | ED-2019-20-1-03 | 1279 | 10.47% | 171,437.50 | 172,738.91 | 24-Apr-2019 | 24-Oct-2022 | BB+BY S&P RATINGS & FITCH RATINGS | Secured | 1.00 TIMES |

Details of Retails Sub debts:

| Sr. No. | Debenture Series         | Tenor months | Coupon           | Amount (in lacs) | Outstanding Amount as on 31.12.2019 (IND-AS) | Date of Allotment                            | Redemption Date/ Schedule                       | Credit Rating | Security  |
|---------|--------------------------|--------------|------------------|------------------|----------------------------------------------|----------------------------------------------|-------------------------------------------------|---------------|-----------|
| 1.      | Retail Subordinated Debt | 78 Months    | 10.75% to 11.21% | 49,902.92        | 75,964.66                                    | 1 <sup>st</sup> July 2013 to 29th March 2014 | 1 <sup>st</sup> Jan 2020 to 29th September 2020 | Unrated       | Unsecured |

vii. List of Top 10 Debenture Holders as on December 31, 2019:

| Sr. No | Name of Debenture Holder                                    | Aggregate Amount (Rs. In Crores) |
|--------|-------------------------------------------------------------|----------------------------------|
| 1      | FRANKLIN INDIA ULTRA SHORT BOND FUND                        | 2734.50                          |
| 2      | POSTAL LIFE INSURANCE FUND A/C SBIFMPL                      | 1510.00                          |
| 3      | SBI DUAL ADVANTAGE FUND - SERIES XVIII                      | 1120.00                          |
| 4      | SBI LIFE INSURANCE CO.LTD                                   | 1087.60                          |
| 5      | HINDUSTAN ZINC LIMITED                                      | 1050.00                          |
| 6      | HDFC TRUSTEE COMPANY LIMITED A/C HDFC MEDIUM TERM DEBT FUND | 848.00                           |
| 7      | NPS TRUST- A/C KOTAK PENSION FUND SCHEME C - TIER I         | 724.47                           |
| 8      | INTERNATIONAL FINANCE CORPORATION                           | 660.00                           |
| 9      | STANDARD CHARTERED BANK (MAURITIUS) LIMITED -DEBT           | 540.00                           |
| 10     | RURAL POSTAL LIFE INSURANCE FUND A/C UTI AMC                | 420.00                           |

viii. The amount of corporate guarantee issued by the Issuer along with the name of the Counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued. - Nil

ix. Details of Commercial Paper: - The total Face Value of Commercial Papers Outstanding as on the latest quarter ends:

(in lakhs)

| Maturity Date | Amount Outstanding | Outstanding Amount as on 31.12.2019 (IND-AS) |
|---------------|--------------------|----------------------------------------------|
| 20-Mar-2020   | 20,000.00          | 19,673.39                                    |
| 20-Mar-2020   | 30,000.00          | 29,509.97                                    |

x. Details of rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference

Shares) as on December 31, 2019 :- - **NIL**

| Party Name ( in case of Facility) / Instrument Name | Type of Facility / Instrument | Amt Sanctioned / Issued | Principal Amt outstanding | Repayment Date/ Schedule | Credit Rating | Secured /Unsecured | Security |
|-----------------------------------------------------|-------------------------------|-------------------------|---------------------------|--------------------------|---------------|--------------------|----------|
| -                                                   | -                             | -                       | -                         | -                        | -             | -                  | -        |

- xi. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years. – **NIL**
- xii. Details of any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option;

The Company till date has not issued any debt securities for consideration other than cash in whole or part/ pursuance of an option.

The Company has issued debt securities at a Discount. Details of debt securities issued at a Discount as on December 31, 2019 are as follows:

| ISIN NO.     | Particulars                   | Rating                | Amount (In Lacs) | Issued value ( in lacs) |
|--------------|-------------------------------|-----------------------|------------------|-------------------------|
| INE721A07MZ2 | SYNDICATE BANK                | CRISIL AA +           | 17000            | 16865                   |
| INE721A08CY4 | SHRIRAM GENERAL INSURANCE CO  | INDIA AA+ & CRISIL AA | 3500             | 3486                    |
| INE721A08CY4 | SHRIRAM LIFE INSURANCE CO LTD | INDIA AA+ & CRISIL AA | 1000             | 986                     |
| INE721A08CY4 | VISAKSHAPATNAM STEEL PROJECT  | INDIA AA+ & CRISIL AA | 1500             | 1479                    |
| INE721A08CY4 | VISAKSHAPATNAM STEEL PROJECT  | INDIA AA+ & CRISIL AA | 1200             | 1157                    |
| INE721A08CY4 | RINL EMPLOYEES SUPERANNUATION | INDIA AA+ & CRISIL AA | 200              | 193                     |
| INE721A08CY4 | VISAKSHAPATNAM STEEL PROJECT  | INDIA AA+ & CRISIL AA | 500              | 496                     |
| INE721A08CY4 | SHRIRAM GENERAL INSURANCE CO  | INDIA AA+ & CRISIL AA | 1000             | 995                     |
| INE721A08CY4 | SPMCIL PROVIDENT FUND         | INDIA AA+ & CRISIL AA | 500              | 498                     |

Except as mentioned above there are no outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.

#### h. Details of promoters of the Company:

Details of promoter holding in the company as on the latest quarter end: December 31, 2019

| Sr. No. | Name of the shareholder | Details of Shares held |                                      |                                   | Encumbered shares (*) |                 |                                                         | Details of warrants     |                                                   | Details of convertible securities     |                                                                 | Total Shares (including underlying shares assuming full conversion of warrants and Convertible securities) as a % of diluted share capital |
|---------|-------------------------|------------------------|--------------------------------------|-----------------------------------|-----------------------|-----------------|---------------------------------------------------------|-------------------------|---------------------------------------------------|---------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
|         |                         | Number of Shares held  | Number of Shares held in Demant form | As a % of grand Total (A)+(B)+(C) | Number                | As a percentage | As a % of grand total (A)+(B)+(C) of Sub-clause (I) (a) | Number of Warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of Convertible securities of the same class |                                                                                                                                            |

| (I) | (II)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | (III)           | (IV)            | (V)          | (VI)     | (VII)<br>= (VI) /<br>(III)*10<br>0 | (VIII)   | (IX)     | (X)      | (XI)     | (XII)    | (XIII)       |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--------------|----------|------------------------------------|----------|----------|----------|----------|----------|--------------|
| 1   | Shriram Capital Limited – (Promoter)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 59504947        | 59504947        | 26.23        | 0        | 0                                  | 0        | 0        | 0        | 0        | 0        | 26.23        |
| 2   | Shriram Financial Ventures (Chennai) Private Limited (promoter Group)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 50037           | 50037           | 0.02         | 0        | 0                                  | 0        | 0        | 0        | 0        | 0        | 0.02         |
|     | <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>59554984</b> | <b>59554984</b> | <b>26.25</b> | <b>0</b> | <b>0</b>                           | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b> | <b>26.25</b> |
| 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. Shriram Overseas Investments Private Limited 8. Bharat Investments Pte. Limited, Singapore 9. Shriram City Union Finance Limited 10. Shriram Fortune Solutions Limited 11. Shriram Wealth Advisors Limited 12. Shriram Insight Share Brokers Limited 13. Shriram Financial Products Solutions (Chennai) Private Limited 14. Shriram Housing Finance Limited 15. Insight Commodities and Futures Private Limited 16. Shrivlekha Business Consultancy Private Limited 17. Shriram Seva Sankalp Foundation 18. SGI Philippines General Insurance Co Inc. 19. Shriram Value Services Limited 20. Novae Technology Solutions Private Limited 21. (*)Novac Digital Services Private Limited ((*)Novac Digital Services Private Limited formerly known as Techfactory Services Private Limited. Name change w.e.f August 2019) |                 |                 |              |          |                                    |          |          |          |          |          |              |
| 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 more than three years, except the entity at Sr. No. (19), (20) & (21) in Note No. I 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. (2) in Note No. I and (viii) in Note No. II.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                 |              |          |                                    |          |          |          |          |          |              |

Note:

\* became subsidiary of Shriram Capital w.e.f 28.2.2019

\*\*Novae Technology Solutions Private Limited and Techfactory Services Private Limited became step-down subsidiary of Shriram Capital Limited through Shriram Value Services Limited w.e.f 28.2.2019

**i. Abridged version of audited consolidated (wherever available) and standalone financial information (like profit & loss statement, balance sheet and cash flow statement) for at least last three years and auditor qualifications, if any.**

**A) SUMMARY INFORMATION OF OUR CONSOLIDATED ASSETS AND LIABILITIES**

(As per IND AS)

(Rs. In lacs)

| Particulars |                                  | As at March 31, 2019 | As at March 31, 2018 | As at April 01, 2017 |
|-------------|----------------------------------|----------------------|----------------------|----------------------|
| <b>I</b>    | <b>ASSETS</b>                    |                      |                      |                      |
| <b>1</b>    | <b>Financial assets</b>          |                      |                      |                      |
|             | Cash and cash equivalents        | 102,913.54           | 109,071.33           | 113,240.45           |
|             | Bank balance other than above    | 295,233.14           | 258,384.45           | 341,357.83           |
|             | Derivative financial instruments | 2,171.64             | 1,054.13             | 2,641.73             |
|             | Receivables                      |                      |                      |                      |
|             | (I) Trade receivables            | 848.44               | 1,398.10             | 1,255.07             |

| Particulars |                               |                                                                                             | As at March 31,<br>2019 | As at March 31,<br>2018 | As at April 01,<br>2017 |
|-------------|-------------------------------|---------------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
|             | (II)                          | Other receivables                                                                           | 1,995.23                | 348.46                  | 471.71                  |
|             |                               | Loans                                                                                       | 9,675,148.57            | 9,074,561.59            | 7,401,581.39            |
|             |                               | Investments                                                                                 | 412,553.80              | 245,624.27              | 222,952.59              |
|             |                               | Other financial assets                                                                      | 4,176.47                | 3,748.33                | 4,196.41                |
|             |                               |                                                                                             |                         |                         |                         |
|             | <b>2</b>                      | <b>Non-financial Assets</b>                                                                 |                         |                         |                         |
|             |                               | Current tax assets (net)                                                                    | 10,657.77               | 10,426.15               | 10,864.51               |
|             |                               | Deferred tax assets (net)                                                                   | 7,570.07                | 5,218.68                | 49,721.54               |
|             |                               | Investment property                                                                         | 206.36                  | 209.82                  | 190.75                  |
|             |                               | Property, plant and equipment                                                               | 14,345.82               | 11,821.76               | 13,246.45               |
|             |                               | Other intangible assets                                                                     | 196.56                  | 173.78                  | 176.33                  |
|             |                               | Other non-financial assets                                                                  | 13,878.44               | 13,952.01               | 13,058.19               |
|             |                               | <b>Total assets</b>                                                                         | <b>10,541,895.85</b>    | <b>9,735,992.86</b>     | <b>8,174,954.95</b>     |
|             |                               |                                                                                             |                         |                         |                         |
| <b>II</b>   | <b>LIABILITIES AND EQUITY</b> |                                                                                             |                         |                         |                         |
|             | <b>LIABILITIES</b>            |                                                                                             |                         |                         |                         |
|             | <b>1</b>                      | <b>Financial liabilities</b>                                                                |                         |                         |                         |
|             |                               | Derivative financial instruments                                                            | 8,342.19                | 468.26                  | 1,099.40                |
|             |                               | Payables                                                                                    |                         |                         |                         |
|             |                               | (I) Trade payables                                                                          |                         |                         |                         |
|             |                               | (i) total outstanding dues of micro enterprises and small enterprises                       | -                       | -                       | -                       |
|             |                               | (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | 20,362.58               | 21,976.95               | 16,930.54               |
|             |                               | (II) Other payables                                                                         |                         |                         |                         |
|             |                               | (i) total outstanding dues of micro enterprises and small enterprises                       | -                       | -                       | -                       |
|             |                               | (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | -                       | -                       | -                       |
|             |                               | Debt securities                                                                             | 3,418,175.01            | 3,243,261.27            | 2,136,124.76            |
|             |                               | Borrowings (other than debt securities)                                                     | 3,718,929.88            | 3,610,854.45            | 3,447,829.36            |
|             |                               | Deposits                                                                                    | 1,034,146.68            | 859,774.86              | 903,607.86              |
|             |                               | Subordinated liabilities                                                                    | 620,188.10              | 499,194.11              | 389,131.01              |
|             |                               | Other financial liabilities                                                                 | 73,129.47               | 65,067.78               | 70,894.78               |
|             | <b>2</b>                      | <b>Non-financial liabilities</b>                                                            |                         |                         |                         |
|             |                               | Current tax liabilities (net)                                                               | 10,296.73               | 21,650.51               | 19,011.55               |
|             |                               | Provisions                                                                                  | 13,327.01               | 12,733.43               | 12,078.59               |
|             |                               | Other non-financial liabilities                                                             | 28,722.30               | 31,974.81               | 33,907.01               |
|             |                               | <b>Total liabilities</b>                                                                    | <b>8,945,619.95</b>     | <b>8,366,956.43</b>     | <b>7,030,614.86</b>     |
|             |                               |                                                                                             |                         |                         |                         |
|             | <b>3</b>                      | <b>Equity</b>                                                                               |                         |                         |                         |
|             |                               | Equity share capital                                                                        | 22,690.67               | 22,690.67               | 22,690.67               |
|             |                               | Other equity                                                                                | 1,573,585.23            | 1,346,345.76            | 1,121,649.42            |
|             |                               | <b>Total equity</b>                                                                         | <b>1,596,275.90</b>     | <b>1,369,036.43</b>     | <b>1,144,340.09</b>     |
|             |                               |                                                                                             |                         |                         |                         |
|             |                               | <b>Total liabilities and equity</b>                                                         | <b>10,541,895.85</b>    | <b>9,735,992.86</b>     | <b>8,174,954.95</b>     |

**B) SUMMARY INFORMATION OF OUR CONSOLIDATED PROFIT AND LOSS ACCOUNT**

| (As per IGAAP)                                                 |  | (Rs. In lacs)                |                              |
|----------------------------------------------------------------|--|------------------------------|------------------------------|
| Particulars                                                    |  | Year Ended<br>March 31, 2018 | Year Ended<br>March 31, 2017 |
| <b>Income</b>                                                  |  |                              |                              |
| Revenue from operations                                        |  | 1,227,716.81                 | 1,090,271.46                 |
| Other income                                                   |  | 6,239.64                     | 175.61                       |
| <b>Total</b>                                                   |  | <b>1,233,956.45</b>          | <b>1,090,447.07</b>          |
| <b>Expenditure</b>                                             |  |                              |                              |
| Employee benefit expenses                                      |  | 74,667.32                    | 58,293.31                    |
| Finance cost                                                   |  | 537,001.16                   | 518,570.24                   |
| Depreciation and amortisation                                  |  | 3,683.43                     | 3,487.35                     |
| Other expenses                                                 |  | 82,076.06                    | 71,859.14                    |
| Provisions and write-offs                                      |  | 312,211.32                   | 244,432.05                   |
| <b>Total</b>                                                   |  | <b>1,009,639.29</b>          | <b>896,642.09</b>            |
| <b>Profit before exceptional items and tax</b>                 |  | <b>224,317.16</b>            | <b>193,804.98</b>            |
| Exceptional items [refer note 36]                              |  | 12,309.12                    |                              |
| <b>Profit before taxation</b>                                  |  | <b>236,626.28</b>            | <b>193,804.98</b>            |
| <b>Provision for taxation</b>                                  |  |                              |                              |
| Current tax / Minimum alternate tax                            |  | 89,625.45                    | 72,703.23                    |
| Deferred tax                                                   |  | (6,668.71)                   | (5,461.66)                   |
| Tax paid for earlier years                                     |  | (1,776.68)                   | -                            |
| <b>Total tax expense / (income)</b>                            |  | <b>81,180.06</b>             | <b>67,241.57</b>             |
| Share of Profit of Associate                                   |  | 228.52                       |                              |
| <b>Profit after tax from operations</b>                        |  | <b>155,446.22</b>            | <b>126,563.41</b>            |
| <b>Net profit after taxes and share of profit of associate</b> |  | <b>155,674.74</b>            | <b>126,563.41</b>            |
| <b>Earnings per share</b>                                      |  |                              |                              |
| Basic (Rs.)                                                    |  | 68.61                        | 55.78                        |
| Diluted (Rs.)                                                  |  | 68.61                        | 55.78                        |
| Nominal value of equity share (Rs.)                            |  | <b>10.00</b>                 | <b>10.00</b>                 |

| (As per IND AS) |       |                                      | (Rs. In lacs)                |                              |
|-----------------|-------|--------------------------------------|------------------------------|------------------------------|
| Particulars     |       |                                      | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|                 |       | <b>Revenue from operations</b>       |                              |                              |
|                 | (i)   | Interest income                      | 1,538,427.83                 | 1,319,382.22                 |
|                 | (ii)  | Dividend income                      | 498.75                       | -                            |
|                 | (iii) | Rental income                        | 21.86                        | 20.90                        |
|                 | (iv)  | Fee and commission income            | 7,130.97                     | 15,210.99                    |
|                 | (v)   | Net gain on fair value changes       | -                            | 8,177.32                     |
|                 | (vi)  | Other operating income               | 6,164.94                     | 1,603.64                     |
| <b>(I)</b>      |       | <b>Total Revenue from operations</b> | <b>1,552,244.35</b>          | <b>1,344,395.07</b>          |
| <b>(II)</b>     |       | <b>Other Income</b>                  | <b>2,325.77</b>              | <b>6,225.02</b>              |
| <b>(III)</b>    |       | <b>Total Income (I + II)</b>         | <b>1,554,570.12</b>          | <b>1,350,620.09</b>          |

| Particulars   |                                                                                   | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|---------------|-----------------------------------------------------------------------------------|------------------------------|------------------------------|
|               | <b>Expenses</b>                                                                   |                              |                              |
|               | (i) Finance cost                                                                  | 751,125.94                   | 636,647.83                   |
|               | (ii) Fee and commission expense                                                   | 6,218.96                     | 6,445.38                     |
|               | (iii) Net loss on fair value changes                                              | 258.47                       | -                            |
|               | (iv) Impairment of financial instruments                                          | 238,226.19                   | 172,231.88                   |
|               | (v) Employee benefits expenses                                                    | 88,305.12                    | 74,470.20                    |
|               | (vi) Depreciation, amortisation and impairment                                    | 4,297.27                     | 3,683.43                     |
|               | (vii) Other expenses                                                              | 88,310.67                    | 79,917.29                    |
|               |                                                                                   |                              |                              |
| <b>(IV)</b>   | <b>Total Expenses</b>                                                             | <b>1,176,742.62</b>          | <b>973,396.01</b>            |
|               |                                                                                   |                              |                              |
| <b>(V)</b>    | <b>Profit/(loss) before exceptional items and tax (III - IV)</b>                  | <b>377,827.50</b>            | <b>377,224.08</b>            |
|               |                                                                                   |                              |                              |
| <b>(VI)</b>   | <b>Exceptional items</b>                                                          | -                            | 12,347.88                    |
|               |                                                                                   |                              |                              |
| <b>(VII)</b>  | <b>Profit/(loss) before tax (V+ VI)</b>                                           | <b>377,827.50</b>            | <b>389,571.96</b>            |
|               |                                                                                   |                              |                              |
| <b>(VIII)</b> | Tax Expense:                                                                      |                              |                              |
|               | (1) Current tax                                                                   | 134,637.53                   | 89,625.45                    |
|               | (2) Deferred tax                                                                  | (2,226.96)                   | 44,434.64                    |
|               | (3) Tax adjustment for earlier years                                              | (10,981.74)                  | 872.46                       |
|               |                                                                                   |                              |                              |
| <b>(IX)</b>   | <b>Profit/(loss) for the period from continuing operations (VII-VIII)</b>         | <b>256,398.67</b>            | <b>254,639.41</b>            |
|               |                                                                                   |                              |                              |
| <b>(X)</b>    | Share of profit of associate                                                      | 1,169.16                     | 253.72                       |
|               |                                                                                   |                              |                              |
| <b>(XI)</b>   | <b>Profit/(loss) for the year ( IX + X)</b>                                       | <b>257,567.83</b>            | <b>254,893.13</b>            |
| <b>(XII)</b>  | <b>Other Comprehensive Income</b>                                                 |                              |                              |
|               | A (i) Items that will not be reclassified to profit or loss                       |                              |                              |
|               | Remeasurement gain/(loss) on defined benefit plan                                 | (369.58)                     | (199.22)                     |
|               | (ii) Income tax relating to items that will not be reclassified to profit or loss | 128.33                       | 69.25                        |
|               | <b>Subtotal (A)</b>                                                               | <b>(241.25)</b>              | <b>(129.97)</b>              |
|               | B (i) Items that will be reclassified to profit or loss                           | -                            | -                            |
|               | (ii) Income tax relating to items that will be reclassified to profit or loss     | -                            | -                            |
|               | <b>Subtotal (B)</b>                                                               | <b>-</b>                     | <b>-</b>                     |
|               | <b>Other Comprehensive Income (A + B)</b>                                         | <b>(241.25)</b>              | <b>(129.97)</b>              |
|               |                                                                                   |                              |                              |
| <b>(XIII)</b> | <b>Total Comprehensive Income for the year (XI + XII)</b>                         | <b>257,326.58</b>            | <b>254,763.16</b>            |
|               |                                                                                   |                              |                              |
| <b>(XIV)</b>  | <b>Earnings per equity share</b>                                                  |                              |                              |
|               | Basic (Rs.)                                                                       | 113.52                       | 112.35                       |
|               | Diluted (Rs.)                                                                     | 113.52                       | 112.35                       |
|               |                                                                                   |                              |                              |

C) SUMMARY INFORMATION OF OUR CONSOLIDATED CASH FLOW STATEMENT

(As per IGAAP)

(Rs. In lacs)

| Particulars |                                            | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-------------|--------------------------------------------|------------------------------|------------------------------|
| <b>A.</b>   | <b>Cash flow from operating activities</b> |                              |                              |
|             | 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              | 10173.79            |
|           | 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                 | -                   |
|           | Provisions for standard assets                                                                 | 7,976.76              | 3,674.37            |
|           | <b>Operating profit before working capital changes</b>                                         | <b>537,002.09</b>     | <b>442,879.17</b>   |
|           | <b>Movements in working capital:</b>                                                           |                       |                     |
|           | Increase / (decrease) in trade payables                                                        | 9320.61               | 2779.44             |
|           | Increase / (decrease) in provisions                                                            | (341.31)              | (14,583.27)         |
|           | Increase / (decrease) in provision for service tax- contested                                  |                       |                     |
|           | Increase / (decrease) in other liabilities                                                     | 91,380.72             | 1,02,355.85         |
|           | Decrease / (increase) in trade receivables                                                     | (516.28)              | 141.63              |
|           | (Increase) / decrease in investments                                                           | 5,269.53              | (19,556.66)         |
|           | (Increase) / decrease in investments in associates                                             | (2,675.83)            | -                   |
|           | 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)              | (1,395.21)          |
|           | <b>Cash generated from operations</b>                                                          | <b>(913,662.90)</b>   | <b>(199,654.82)</b> |
|           | Direct taxes paid (net of refunds)                                                             | (87,675.30)           | (68,070.26)         |
|           | <b>Net cash flow used in operating activities (A)</b>                                          | <b>(1,001,338.20)</b> | <b>(267,725.08)</b> |
|           |                                                                                                |                       |                     |
| <b>B.</b> | <b>Cash flows from investing activities</b>                                                    |                       |                     |
|           | Purchase of fixed including intangible assets                                                  | (6,642.78)            | (1,770.76)          |
|           | Proceeds from sale of fixed assets                                                             | 72.92                 | 46.93               |
|           | Proceeds of non-current investments                                                            | -                     | 1653.36             |
|           | Purchase of non-current investments                                                            | (699.87)              | (62.81)             |
|           | On account of sale of investment in Subsidiary                                                 | 15,637.60             | -                   |
|           | Investment in bank deposits (having original maturity of more than three months)               | 299.89                | -                   |
|           | <b>Net cash used in investing activities (B)</b>                                               | <b>8,667.76</b>       | <b>(149.84)</b>     |
|           |                                                                                                |                       |                     |
| <b>C.</b> | <b>Cash flows from financing activities</b>                                                    |                       |                     |
|           | Proceeds from issuance of equity share capital                                                 |                       |                     |
|           | Securities premium on issue of equity capital                                                  |                       |                     |
|           | 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          |
|           | Amount received from public issue of non-convertible debentures                                |                       | -                   |

|  |                                                                                       |                   |                   |
|--|---------------------------------------------------------------------------------------|-------------------|-------------------|
|  | Increase / (decrease) in retail borrowings                                            | (55,709.1)        | 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)    |
|  | Public issue expenses for non-convertible debentures paid                             |                   |                   |
|  | Dividend paid                                                                         | (24,957.10)       | (22,688.27)       |
|  | Tax on dividend                                                                       | (5,080.68)        | (4,618.80)        |
|  | <b>Net cash from financing activities I</b>                                           | <b>989,204.81</b> | <b>301,651.38</b> |
|  | <b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>             | <b>(3,465.63)</b> | <b>33,776.46</b>  |
|  | <b>Add: Adjustment on disposal of subsidiary</b>                                      | <b>(477.80)</b>   | <b>-</b>          |
|  | <b>Cash and cash equivalents at the beginning of the year</b>                         | <b>114,323.66</b> | <b>80,547.20</b>  |
|  | <b>Cash and cash equivalents at the end of the year</b>                               | <b>110,380.23</b> | <b>114,323.66</b> |

(As per IND AS)

(Rs. In lacs)

| Particulars |                                                                           | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------|---------------------------------------------------------------------------|------------------------------|------------------------------|
| <b>A.</b>   | <b>Cash flow from Operating activities</b>                                |                              |                              |
|             | Profit before tax                                                         | 377,827.50                   | 389,571.96                   |
|             | Depreciation, amortisation and impairment                                 | 4,297.27                     | 3,683.43                     |
|             | Profit arising on the sale of shares in subsidiary                        | -                            | (12,347.88)                  |
|             | Interest on income tax refund                                             | (665.55)                     | (5,796.67)                   |
|             | Loss/(profit) on sale of fixed assets (net)                               | 51.35                        | 31.38                        |
|             | Employees stock option compensation cost                                  | -                            | (31.14)                      |
|             | Impairment on loans                                                       | 245,051.64                   | 171,627.93                   |
|             | Impairment on investments                                                 | (6.39)                       | (0.63)                       |
|             | Impairment on undrawn loan commitment                                     | 671.23                       | 485.37                       |
|             | Impairment on other assets                                                | (7,490.29)                   | 119.21                       |
|             | Net (gain)/loss on fair value changes on investment                       | (51.46)                      | 746.20                       |
|             | Net (gain)/loss on fair value changes on derivatives                      | 309.93                       | 1,003.22                     |
|             | Fair value change of investment in associate                              | -                            | (9,926.74)                   |
|             | <b>Operating profit before working capital changes</b>                    | <b>619,995.23</b>            | <b>539,165.64</b>            |
|             | <b>Movements in Working capital:</b>                                      |                              |                              |
|             | Decrease/(increase) in loans                                              | (845,638.64)                 | (1,844,924.95)               |
|             | (Increase)/decrease in investments                                        | (165,702.52)                 | (10,803.57)                  |
|             | Decrease/(increase) in receivables                                        | (1,097.10)                   | (1,394.79)                   |
|             | Decrease/(increase) in bank deposits                                      | (36,848.69)                  | 82,651.46                    |
|             | Decrease/(increase) in other financial assets                             | 7,062.15                     | 550.63                       |
|             | Decrease/(increase) in other non-financial assets                         | 143.35                       | (1,069.57)                   |
|             | Increase/(decrease) in interest accrued on borrowings                     | (30,457.56)                  | 1,735.98                     |
|             | Increase/(decrease) in payables                                           | (1,614.37)                   | 9,349.54                     |
|             | Increase/(decrease) in other financial liabilities                        | 8,715.17                     | (6,578.39)                   |
|             | Increase/(decrease) in non-financial liabilities                          | (3,252.51)                   | (1,537.80)                   |
|             | Increase/(decrease) other provision                                       | 222.22                       | 5,891.59                     |
|             | <b>Cash generated from operations</b>                                     | <b>(448,473.27)</b>          | <b>(1,226,964.23)</b>        |
|             | Direct taxes paid (net of refunds)                                        | (135,241.19)                 | (87,236.92)                  |
|             | <b>Net cash flows from/(used in) operating activities (A)</b>             | <b>(583,714.46)</b>          | <b>(1,314,201.15)</b>        |
| <b>B.</b>   | <b>Cash flow from Investing activities</b>                                |                              |                              |
|             | Proceeds from sale of subsidiary                                          | -                            | 15,637.60                    |
|             | Purchase of property, plant and equipment and intangible assets           | (7,797.05)                   | (6,642.78)                   |
|             | Proceeds from sale of property, plant and equipment and intangible assets | 181.79                       | 72.92                        |
|             | <b>Net cash flows from/(used in) investing activities (B)</b>             | <b>(7,615.26)</b>            | <b>9,067.74</b>              |
| <b>C.</b>   | <b>Cash flow from Financing activities</b>                                |                              |                              |
|             | Derivatives                                                               | 6,446.49                     | (46.76)                      |

| Particulars |                                                             | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------|-------------------------------------------------------------|------------------------------|------------------------------|
|             | Amounts received from deposits (including ICDs)             | 500,609.67                   | 338,206.09                   |
|             | Repayments of deposit                                       | (331,518.70)                 | (375,681.97)                 |
|             | Amounts received from debt securities                       | 905,752.94                   | 1,089,340.00                 |
|             | Repayments of debt securities                               | (625,811.98)                 | (444,544.18)                 |
|             | Amounts received from subordinated debts                    | 236,000.00                   | 142,900.00                   |
|             | Repayments of subordinated debts                            | (86,455.69)                  | (36,448.17)                  |
|             | Amounts received from borrowings other than debt securities | 5,682,488.31                 | 5,101,615.72                 |
|             | Repayments of borrowings other than debt securities         | (5,672,252.00)               | (4,483,860.86)               |
|             | Dividend paid                                               | (24,957.10)                  | (24,957.10)                  |
|             | Tax on dividend                                             | (5,130.01)                   | (5,080.68)                   |
|             | <b>Net cash flows from financing activities (C)</b>         | <b>585,171.93</b>            | <b>1,301,442.09</b>          |

| Particulars |                                                                     | Year ended<br>March 31,<br>2019 | Year ended<br>March 31, 2018 |
|-------------|---------------------------------------------------------------------|---------------------------------|------------------------------|
|             | Net increase in cash and cash equivalents (A+B+C)                   | (6,157.79)                      | (3,691.32)                   |
|             | Add: Adjustment on disposal of subsidiary                           | -                               | (477.80)                     |
|             | Cash and cash equivalents at the beginning                          | 109,071.33                      | 113,240.45                   |
|             | <b>Cash and cash equivalents at the end of the year</b>             | <b>102,913.54</b>               | <b>109,071.33</b>            |
|             | <b>Net cash provided by (used in) operating activities includes</b> |                                 |                              |
|             | Interest received                                                   | 1,484,290.78                    | 1,256,452.22                 |
|             | Interest paid                                                       | 581,296.68                      | 520,010.68                   |
|             | Dividend received                                                   | 498.75                          | -                            |

|                                         |                                                                       |  | (Rs. in lacs)           |                         |
|-----------------------------------------|-----------------------------------------------------------------------|--|-------------------------|-------------------------|
| Components of cash and cash equivalents |                                                                       |  | As at March 31,<br>2019 | As at March<br>31, 2018 |
|                                         | <b>Cash and cash equivalents at the end of the year</b>               |  |                         |                         |
|                                         | i) Cash on hand                                                       |  | 12,347.27               | 7,996.25                |
|                                         | ii) Cheques on hand                                                   |  | 1,817.73                | 2,542.76                |
|                                         | iii) Balances with banks (of the nature of cash and cash equivalents) |  | 76,166.90               | 92,946.60               |
|                                         | iv) Bank deposit with original maturity less than three months        |  | 12,581.64               | 5,585.72                |
|                                         | <b>Total</b>                                                          |  | <b>102,913.54</b>       | <b>109,071.33</b>       |

D) SUMMARY INFORMATION OF OUR UNCONSOLIDATED ASSETS AND LIABILITIES

|             |                                  |                         |                         | (Rs. in lacs)           |  |  |
|-------------|----------------------------------|-------------------------|-------------------------|-------------------------|--|--|
| Particulars |                                  | As at March 31,<br>2019 | As at March 31,<br>2018 | As at April 01,<br>2017 |  |  |
| <b>I</b>    | <b>ASSETS</b>                    |                         |                         |                         |  |  |
| <b>1</b>    | <b>Financial assets</b>          |                         |                         |                         |  |  |
|             | Cash and cash equivalents        | 102,913.54              | 109,071.33              | 113,079.87              |  |  |
|             | Bank balance other than above    | 295,233.14              | 258,384.45              | 341,036.27              |  |  |
|             | Derivative financial instruments | 2,171.64                | 1,054.13                | 2,641.73                |  |  |
|             | Receivables                      |                         |                         |                         |  |  |
|             | (I) Trade receivables            | 848.44                  | 1,398.10                | 443.42                  |  |  |
|             | (II) Other receivables           | 1,995.23                | 348.46                  | 418.39                  |  |  |
|             | Loans                            | 9,675,148.57            | 9,074,561.59            | 7,401,567.61            |  |  |
|             | Investments                      | 399,906.08              | 234,136.10              | 225,865.76              |  |  |
|             | Other financial assets           | 4,176.47                | 3,748.33                | 4,123.24                |  |  |

| Particulars |                               |                                                                                             | As at March 31,<br>2019 | As at March 31,<br>2018 | As at April 01,<br>2017 |
|-------------|-------------------------------|---------------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
|             |                               |                                                                                             |                         |                         |                         |
|             | <b>2</b>                      | <b>Non-financial assets</b>                                                                 |                         |                         |                         |
|             |                               | Current tax assets (net)                                                                    | 10,657.77               | 10,426.15               | 10,864.51               |
|             |                               | Deferred tax assets (net)                                                                   | 7,570.07                | 5,218.68                | 49,576.88               |
|             |                               | Investment property                                                                         | 206.36                  | 209.82                  | 190.75                  |
|             |                               | Property, plant and equipment                                                               | 14,345.82               | 11,821.76               | 8,217.04                |
|             |                               | Other intangible assets                                                                     | 196.56                  | 173.78                  | 160.57                  |
|             |                               | Other non-financial assets                                                                  | 13,878.44               | 13,952.01               | 12,933.60               |
|             |                               | <b>Total assets</b>                                                                         | <b>10,529,248.13</b>    | <b>9,724,504.69</b>     | <b>8,171,119.64</b>     |
|             |                               |                                                                                             |                         |                         |                         |
| <b>II</b>   | <b>LIABILITIES AND EQUITY</b> |                                                                                             |                         |                         |                         |
|             | <b>LIABILITIES</b>            |                                                                                             |                         |                         |                         |
|             | <b>1</b>                      | <b>Financial liabilities</b>                                                                |                         |                         |                         |
|             |                               | Derivative financial instruments                                                            | 8,342.19                | 468.26                  | 1,099.40                |
|             |                               | Payables                                                                                    |                         |                         |                         |
|             |                               | (I) Trade payables                                                                          |                         |                         |                         |
|             |                               | (i) total outstanding dues of micro enterprises and small enterprises                       | -                       | -                       | -                       |
|             |                               | (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | 20,362.58               | 21,976.95               | 13,443.91               |
|             |                               | (II) Other payables                                                                         |                         |                         |                         |
|             |                               | (i) total outstanding dues of micro enterprises and small enterprises                       | -                       | -                       | -                       |
|             |                               | (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | -                       | -                       | -                       |
|             |                               | Debt securities                                                                             | 3,418,175.01            | 3,243,261.27            | 2,136,124.76            |
|             |                               | Borrowings (other than debt securities)                                                     | 3,718,929.88            | 3,610,854.45            | 3,447,829.36            |
|             |                               | Deposits                                                                                    | 1,034,146.68            | 859,774.86              | 906,554.36              |
|             |                               | Subordinated liabilities                                                                    | 620,188.10              | 499,194.11              | 389,313.60              |
|             |                               | Other financial liabilities                                                                 | 73,129.47               | 65,067.78               | 70,882.87               |
|             | <b>2</b>                      | <b>Non-financial liabilities</b>                                                            |                         |                         |                         |
|             |                               | Current tax liabilities (net)                                                               | 10,296.73               | 21,650.51               | 18,911.89               |
|             |                               | Provisions                                                                                  | 13,327.01               | 12,733.43               | 11,942.98               |
|             |                               | Other non-financial liabilities                                                             | 28,722.30               | 31,974.81               | 33,599.86               |
|             |                               |                                                                                             |                         |                         |                         |
|             |                               | <b>Total liabilities</b>                                                                    | <b>8,945,619.95</b>     | <b>8,366,956.43</b>     | <b>7,029,702.99</b>     |
|             |                               |                                                                                             |                         |                         |                         |
|             | <b>3</b>                      | <b>Equity</b>                                                                               |                         |                         |                         |
|             |                               | Equity share capital                                                                        | 22,690.67               | 22,690.67               | 22,690.67               |
|             |                               | Other equity                                                                                | 1,560,937.51            | 1,334,857.59            | 1,118,725.98            |
|             |                               | <b>Total equity</b>                                                                         | <b>1,583,628.18</b>     | <b>1,357,548.26</b>     | <b>1,141,416.65</b>     |
|             |                               |                                                                                             |                         |                         |                         |
|             |                               | <b>Total liabilities and equity</b>                                                         | <b>10,529,248.13</b>    | <b>9,724,504.69</b>     | <b>8,171,119.64</b>     |

E) SUMMARY INFORMATION OF OUR UNCONSOLIDATED PROFIT AND LOSS ACCOUNT

(As per IGAAP)

(Rs. In lacs)

| Particulars | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-------------|------------------------------|------------------------------|
| Income      |                              |                              |

|                                                |                     |                     |
|------------------------------------------------|---------------------|---------------------|
| Revenue from operations                        | 1,220,165.70        | 1,082,875.41        |
| Other income                                   | 7,517.76            | 186.09              |
| <b>Total</b>                                   | <b>1,227,683.46</b> | <b>1,083,061.23</b> |
| <b>Expenditure</b>                             |                     |                     |
| Employee benefit expenses                      | 71,515.37           | 54,796.00           |
| Finance cost                                   | 537,234.94          | 518,741.75          |
| Depreciation and amortisation                  | 3,613.40            | 3,390.78            |
| Other expenses                                 | 79,899.51           | 69,308.10           |
| Provisions and write-offs                      | 312,211.32          | 244,432.05          |
| <b>Total</b>                                   | <b>1,004,474.54</b> | <b>890,668.68</b>   |
| <b>Profit before exceptional items and tax</b> | <b>223,208.92</b>   | <b>192,392.55</b>   |
| Exceptional items                              | 13,974.55           | -                   |
| <b>Profit before taxation</b>                  | <b>237,183.47</b>   | <b>192,392.55</b>   |
| <b>Provision for taxation</b>                  |                     |                     |
| Current tax                                    | 88,826.31           | 72,116.20           |
| Deferred tax                                   | (6,668.41)          | (5,457.90)          |
| Tax paid for earlier years                     | (1,776.68)          | -                   |
| <b>Total tax expense / (income)</b>            | <b>80,381.22</b>    | <b>66,658.30</b>    |
| <b>Profit after tax from operations</b>        | <b>156,802.25</b>   | <b>125,734.25</b>   |
| <b>Earnings per share</b>                      |                     |                     |
| Basic (Rs.)                                    | 69.11               | 55.42               |
| Diluted (Rs.)                                  | 69.11               | 55.42               |
| Nominal value of equity share (Rs.)            | <b>10.00</b>        | <b>10.00</b>        |

(As per IND AS)

(Rs. In lacs)

| Particulars  |       |                                      | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|--------------|-------|--------------------------------------|------------------------------|------------------------------|
|              |       | <b>Revenue from operations</b>       |                              |                              |
|              | (i)   | Interest income                      | 1,538,427.83                 | 1,319,353.20                 |
|              | (ii)  | Dividend income                      | 498.75                       | 1,200.00                     |
|              | (iii) | Rental income                        | 21.86                        | 20.90                        |
|              | (iv)  | Fee and commission income            | 7,130.97                     | 7,690.87                     |
|              | (v)   | Net gain on fair value changes       | -                            | -                            |
|              | (vi)  | Other operating income               | 6,164.94                     | 1,601.67                     |
|              |       |                                      |                              |                              |
| <b>(I)</b>   |       | <b>Total Revenue from operations</b> | <b>1,552,244.35</b>          | <b>1,329,866.64</b>          |
|              |       |                                      |                              |                              |
| <b>(II)</b>  |       | <b>Other income</b>                  | <b>2,325.77</b>              | <b>6,297.56</b>              |
|              |       |                                      |                              |                              |
| <b>(III)</b> |       | <b>Total Income (I + II)</b>         | <b>1,554,570.12</b>          | <b>1,336,164.20</b>          |
|              |       |                                      |                              |                              |
|              |       | <b>Expenses</b>                      |                              |                              |
|              | (i)   | Finance cost                         | 751,125.94                   | 636,875.38                   |
|              | (ii)  | Fee and commission expense           | 6,218.96                     | 6,445.38                     |
|              | (iii) | Net loss on fair value changes       | 258.47                       | 1,749.42                     |
|              | (iv)  | Impairment of financial instruments  | 238,226.19                   | 172,231.88                   |

| Particulars |       |                                                                                   | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------|-------|-----------------------------------------------------------------------------------|------------------------------|------------------------------|
|             | (v)   | Employee benefits expenses                                                        | 88,305.12                    | 71,317.20                    |
|             | (vi)  | Depreciation, amortisation and impairment                                         | 4,297.27                     | 3,613.40                     |
|             | (vii) | Other expenses                                                                    | 88,310.67                    | 77,725.86                    |
|             |       |                                                                                   |                              |                              |
| (IV)        |       | <b>Total Expenses</b>                                                             | <b>1,176,742.62</b>          | <b>969,958.52</b>            |
|             |       |                                                                                   |                              |                              |
| (V)         |       | <b>Profit/(loss) before exceptional items and tax (III - IV)</b>                  | <b>377,827.50</b>            | <b>366,205.68</b>            |
|             |       |                                                                                   |                              |                              |
| (VI)        |       | <b>Exceptional items</b>                                                          | -                            | 13,974.55                    |
|             |       |                                                                                   |                              |                              |
| (VII)       |       | <b>Profit/(loss) before tax (V+ VI)</b>                                           | <b>377,827.50</b>            | <b>380,180.23</b>            |
|             |       |                                                                                   |                              |                              |
| (VIII)      |       | Tax Expense:                                                                      |                              |                              |
|             |       | (1) Current tax                                                                   | 134,637.53                   | 88,826.31                    |
|             |       | (2) Deferred tax                                                                  | (2,226.96)                   | 44,427.44                    |
|             |       | (3) Tax adjustment for earlier years                                              | (10,981.74)                  | 872.46                       |
|             |       |                                                                                   |                              |                              |
| (IX)        |       | <b>Profit/(loss) for the period from continuing operations (VII - VIII)</b>       | <b>256,398.67</b>            | <b>246,054.02</b>            |
|             |       |                                                                                   |                              |                              |
| (X)         |       | <b>Profit/(loss) for the year</b>                                                 | <b>256,398.67</b>            | <b>246,054.02</b>            |
| (XI)        |       | <b>Other Comprehensive Income</b>                                                 |                              |                              |
|             | A     | (i) Items that will not be reclassified to profit or loss                         |                              |                              |
|             |       | Remeasurement gain/(loss) on defined benefit plan                                 | (356.07)                     | (198.17)                     |
|             |       | (ii) Income tax relating to items that will not be reclassified to profit or loss | 124.43                       | 69.25                        |
|             |       | <b>Subtotal (A)</b>                                                               | <b>(231.64)</b>              | <b>(128.92)</b>              |
|             |       |                                                                                   |                              |                              |
|             | B     | (i) Items that will be reclassified to profit or loss                             | -                            | -                            |
|             |       | (ii) Income tax relating to items that will be reclassified to profit or loss     | -                            | -                            |
|             |       | <b>Subtotal (B)</b>                                                               | <b>-</b>                     | <b>-</b>                     |
|             |       | <b>Other Comprehensive Income (A + B)</b>                                         | <b>(231.64)</b>              | <b>(128.92)</b>              |
|             |       |                                                                                   |                              |                              |
| (XII)       |       | <b>Total Comprehensive Income for the year (X + XI)</b>                           | <b>256,167.03</b>            | <b>245,925.10</b>            |
|             |       |                                                                                   |                              |                              |
| (XIII)      |       | <b>Earnings per equity share</b>                                                  |                              |                              |
|             |       | Basic (Rs.)                                                                       | 113.01                       | 108.45                       |
|             |       | Diluted (Rs.)                                                                     | 113.01                       | 108.45                       |
|             |       |                                                                                   |                              |                              |

F) SUMMARY INFORMATION OF OUR UNCONSOLIDATED CASH FLOW STATEMENT

(As per IGAAP)

(Rs. In lacs)

| Particulars | Year ended | Year ended |
|-------------|------------|------------|
|-------------|------------|------------|

|                                                                                                  | March 31, 2018        | March 31, 2017      |
|--------------------------------------------------------------------------------------------------|-----------------------|---------------------|
| <b>A. Cash flow from operating activities</b>                                                    |                       |                     |
| 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                |
| Employees stock option compensation cost                                                         | -                     |                     |
| 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                 | -                   |
| Provisions for standard assets                                                                   | 7,976.76              | 3,674.37            |
| <b>Operating profit before working capital changes</b>                                           | <b>554,641.74</b>     | <b>441,365.97</b>   |
| <b>Movements in working capital:</b>                                                             |                       |                     |
| Increase / (decrease) in trade payables                                                          | 8,533.05              | 1,577.16            |
| Increase / (decrease) in provisions                                                              | (328.27)              | (14,601.66)         |
| Increase / (decrease) in provision for service tax- contested                                    |                       |                     |
| Increase / (decrease) in other liabilities                                                       | 91,219.75             | 102,521.12          |
| (Increase) / decrease in investments                                                             | 5,394.13              | (20,807.35)         |
| (Increase) / decrease in investments in associates                                               | -                     | -                   |
| (Increase) / decrease in investments in subsidiaries                                             | -                     | -                   |
| Decrease / (increase) in loans and advances                                                      | (1,637,861.31)        | (531,118.65)        |
| 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)          |
| <b>Cash generated from operations</b>                                                            | <b>(915,887.20)</b>   | <b>(203,138.17)</b> |
| Direct taxes paid (net of refunds)                                                               | (86,960.16)           | (67,582.55)         |
| <b>Net cash flow from in operating activities (A)</b>                                            | <b>(1,002,847.36)</b> | <b>(270,720.72)</b> |
|                                                                                                  |                       |                     |
| <b>B. Cash flows from investing activities</b>                                                   |                       |                     |
| Purchase of fixed including intangible assets                                                    | (6,594.60)            | (1,683.77)          |
| Proceeds from sale of fixed assets                                                               | 72.28                 | 46.50               |
| Proceeds from sale of non-current investments                                                    | -                     | 1653.36             |
| Purchase of non-current investments                                                              | (699.87)              | (63.81)             |
| Proceeds from sale of shares in subsidiary                                                       | 15,637.60             | -                   |
| Dividend received on long-term investments from erstwhile subsidiary                             | 1,200.00              | -                   |
| <b>Net cash used in investing activities (B)</b>                                                 | <b>(9,615.41)</b>     | <b>(128.16)</b>     |
|                                                                                                  |                       |                     |
| <b>C. Cash flows from financing activities</b>                                                   |                       |                     |
| Proceeds from issuance of equity share capital                                                   |                       | -                   |
| Securities premium on issue of equity capital                                                    |                       | -                   |

|                                                                           |                   |                   |
|---------------------------------------------------------------------------|-------------------|-------------------|
| Amount received from institutional borrowing                              | 4,855,836.59      | 2,801,296.98      |
| Amount received from public issue of non-convertible debentures           | 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            | (192,374.07)      | (150,105.01)      |
| Repayment of institutional borrowing                                      | (3,704,510.77)    | (2,470,711.98)    |
| Public issue expenses for non-convertible debentures paid                 |                   | -                 |
| Dividend paid                                                             | (24,957.10)       | (22,688.27)       |
| Tax on dividend                                                           | (4,836.39)        | (4,618.80)        |
| <b>Net cash from financing activities I</b>                               | <b>989,449.10</b> | <b>304,632.39</b> |
| <b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b> | <b>(3,782.85)</b> | <b>33,783.51</b>  |
| <b>Cash and cash equivalents at the beginning of the year</b>             | <b>114,163.08</b> | <b>80,379.57</b>  |
| <b>Cash and bank balances taken over on account of amalgamation</b>       | <b>-</b>          | <b>-</b>          |
| <b>Cash and cash equivalents at the end of the year</b>                   | <b>110,380.23</b> | <b>114,163.08</b> |

(As per IND AS)

(Rs. In lacs)

| Particulars |                                                        | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------|--------------------------------------------------------|------------------------------|------------------------------|
| <b>A.</b>   | <b>Cash flow from Operating activities</b>             |                              |                              |
|             | Profit before tax                                      | 377,827.50                   | 380,180.23                   |
|             | Depreciation, amortisation and impairment              | 4,297.27                     | 3,613.40                     |
|             | Profit arising on the sale of shares in subsidiary     | -                            | (13,974.55)                  |
|             | Interest on income tax refund                          | (665.55)                     | (5,796.67)                   |
|             | Loss/(profit) on sale of fixed assets (net)            | 51.35                        | 18.16                        |
|             | Impairment on loans                                    | 245,051.64                   | 171,627.93                   |
|             | Impairment on investments                              | (6.39)                       | (0.63)                       |
|             | Impairment on undrawn loan commitment                  | 671.23                       | 485.37                       |
|             | Impairment on other assets                             | (7,490.29)                   | 119.21                       |
|             | Net (gain)/loss on fair value changes on investment    | (51.46)                      | 746.20                       |
|             | Net (gain)/loss on fair value changes on derivatives   | 309.93                       | 1,003.22                     |
|             | Dividend income from subsidiary                        | -                            | (1,200.00)                   |
|             | <b>Operating profit before working capital changes</b> | <b>619,995.23</b>            | <b>536,821.87</b>            |
|             | <b>Movements in Working capital:</b>                   |                              |                              |
|             | Decrease/(increase) in loans                           | (845,638.64)                 | (1,844,621.93)               |
|             | (Increase)/decrease in investments                     | (165,712.13)                 | (10,678.95)                  |
|             | Decrease/(increase) in receivables                     | (1,097.10)                   | (884.75)                     |
|             | Decrease/(increase) in bank deposits                   | (36,848.69)                  | 82,651.82                    |
|             | Decrease/(increase) in other financial assets          | 7,062.15                     | 255.70                       |
|             | Decrease/(increase) in other non-financial assets      | 143.35                       | (956.56)                     |
|             | Increase/(decrease) in interest accrued on borrowings  | (30,457.56)                  | 1,735.98                     |
|             | Increase/(decrease) in payables                        | (1,614.37)                   | 8,533.04                     |
|             | Increase/(decrease) in other financial liabilities     | 8,715.17                     | (6,623.17)                   |
|             | Increase/(decrease) in non-financial liabilities       | (3,252.51)                   | (1,625.05)                   |
|             | Increase/(decrease) other provision                    | 231.83                       | 5,903.58                     |
|             | <b>Cash generated from operations</b>                  | <b>(448,473.27)</b>          | <b>(1,229,488.42)</b>        |

| Particulars |                                                                           | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------|---------------------------------------------------------------------------|------------------------------|------------------------------|
|             | Direct taxes paid (net of refunds)                                        | (135,241.19)                 | (86,521.78)                  |
|             | <b>Net cash flows from/(used in) operating activities (A)</b>             | <b>(583,714.46)</b>          | <b>(1,316,010.20)</b>        |
| <b>B.</b>   | <b>Cash flow from Investing activities</b>                                |                              |                              |
|             | Proceeds from sale of subsidiary                                          | -                            | 15,637.60                    |
|             | Purchase of property, plant and equipment and intangible assets           | (7,797.05)                   | (6,594.60)                   |
|             | Proceeds from sale of property, plant and equipment and intangible assets | 181.79                       | 72.28                        |
|             | Dividend received from subsidiary                                         | -                            | 1,200.00                     |
|             | <b>Net cash flows from/(used in) investing activities (B)</b>             | <b>(7,615.26)</b>            | <b>10,315.28</b>             |
| <b>C.</b>   | <b>Cash flow from Financing activities</b>                                |                              |                              |
|             | Derivatives                                                               | 6,446.49                     | (46.76)                      |
|             | Amount received from deposits received (including ICDs)                   | 500,609.67                   | 338,206.09                   |
|             | Repayment of deposits                                                     | (331,518.70)                 | (375,681.97)                 |
|             | Amount received from debt securities                                      | 905,752.94                   | 1,089,340.00                 |
|             | Repayment of debt securities                                              | (625,811.98)                 | (444,544.18)                 |
|             | Amount received from subordinated debts                                   | 236,000.00                   | 142,900.00                   |
|             | Repayment of subordinated debts                                           | (86,455.69)                  | (36,448.17)                  |
|             | Amount received from borrowings other than debt securities                | 5,682,488.31                 | 5,101,615.72                 |
|             | Repayment of borrowings other than debt securities                        | (5,672,252.00)               | (4,483,860.86)               |
|             | Dividend paid                                                             | (24,957.10)                  | (24,957.10)                  |
|             | Tax on dividend                                                           | (5,130.01)                   | (4,836.39)                   |
|             | <b>Net cash flows from financing activities (C )</b>                      | <b>585,171.93</b>            | <b>1,301,686.38</b>          |
|             | Net increase in cash and cash equivalents (A+B+C)                         | (6,157.79)                   | (4,008.54)                   |
|             | Cash and cash equivalents at the beginning                                | 109,071.33                   | 113,079.87                   |
|             | <b>Cash and cash equivalents at the end of the year</b>                   | <b>102,913.54</b>            | <b>109,071.33</b>            |
|             |                                                                           |                              |                              |
|             | <b>Net cash provided by (used in) operating activities includes</b>       |                              |                              |
|             | Interest received                                                         | 1,484,290.78                 | 1,256,452.22                 |
|             | Interest paid                                                             | 581,302.70                   | 519,995.69                   |
|             | Dividend received                                                         | 498.75                       | -                            |

j. *Abridged version of latest audited / limited review half yearly consolidated (wherever available) and standalone financial information (like profit & loss statement, and balance sheet) and auditors' qualifications, if any – Not Applicable.*

A. STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

STANDALONE PROFIT AND LOSS ACCOUNT

(Rs. in crores)

| Sr. No. | Particulars                    | Half Year Ended           |                           | Year Ended              |
|---------|--------------------------------|---------------------------|---------------------------|-------------------------|
|         |                                | 30.09.2019<br>(Unaudited) | 30.09.2018<br>(Unaudited) | 31.03.2019<br>(Audited) |
|         | <b>Revenue from operations</b> |                           |                           |                         |
| (i)     | Interest Income                | 8,096.67                  | 7,616.15                  | 15,384.28               |
| (ii)    | Dividend Income                | 0.19                      | 4.99                      | 4.99                    |

| Sr. No. | Particulars                                                                  | Half Year Ended           |                           | Year Ended              |
|---------|------------------------------------------------------------------------------|---------------------------|---------------------------|-------------------------|
|         |                                                                              | 30.09.2019<br>(Unaudited) | 30.09.2018<br>(Unaudited) | 31.03.2019<br>(Audited) |
| (iii)   | Rental Income                                                                | 0.11                      | 0.11                      | 0.22                    |
| (iv)    | Fees and commission Income                                                   | 32.65                     | 27.50                     | 71.30                   |
| (v)     | Net gain on fair value changes                                               | 96.02                     | 7.89                      | -                       |
| (vi)    | Others                                                                       | 45.75                     | 10.60                     | 61.65                   |
| (I)     | <b>Total Revenue from operations</b>                                         | <b>8,271.39</b>           | <b>7,667.24</b>           | <b>15,522.44</b>        |
| (II)    | <b>Other Income</b>                                                          | <b>10.08</b>              | <b>11.82</b>              | <b>23.26</b>            |
| (III)   | <b>Total Income (I+II)</b>                                                   | <b>8,281.47</b>           | <b>7,679.06</b>           | <b>15,545.70</b>        |
|         | <b>Expenses</b>                                                              |                           |                           |                         |
| (i)     | Finance Costs                                                                | 4,156.54                  | 3,704.10                  | 7,511.26                |
| (ii)    | Fees and commission expense                                                  | 34.69                     | 37.67                     | 62.19                   |
| (iii)   | Net loss on fair value changes                                               | -                         | -                         | 2.58                    |
| (iv)    | Impairment on financial instruments                                          | 1,221.83                  | 1,206.25                  | 2,382.26                |
| (v)     | Employee Benefits Expenses                                                   | 483.60                    | 457.40                    | 883.06                  |
| (vi)    | Depreciation, amortization and impairment                                    | 69.04                     | 20.57                     | 42.97                   |
| (vii)   | Others expenses                                                              | 407.32                    | 431.00                    | 883.11                  |
| (IV )   | <b>Total Expenses</b>                                                        | <b>6,373.02</b>           | <b>5,856.99</b>           | <b>11,767.43</b>        |
| (V )    | <b>Profit / (loss) before exceptional items and tax (III-IV)</b>             | <b>1,908.45</b>           | <b>1,822.07</b>           | <b>3,778.27</b>         |
| (VI )   | <b>Exceptional items</b>                                                     | <b>-</b>                  | <b>-</b>                  | <b>-</b>                |
| (VII )  | <b>Profit/(loss) before tax (V +VI )</b>                                     | <b>1,908.45</b>           | <b>1,822.07</b>           | <b>3,778.27</b>         |
| (VIII)  | <b>Tax Expense :</b>                                                         |                           |                           |                         |
| (1)     | Current Tax                                                                  | 463.09                    | 658.02                    | 1,346.37                |
| (2)     | Deferred Tax                                                                 | 46.06                     | (18.43)                   | (22.27)                 |
| (3)     | Tax adjustment for earlier years                                             | -                         | -                         | (109.82)                |
| (IX)    | <b>Profit/(loss) for the period (VII -VIII)</b>                              | <b>1,399.30</b>           | <b>1,182.48</b>           | <b>2,563.99</b>         |
| (X)     | <b>Other Comprehensive Income</b>                                            |                           |                           |                         |
| (i)     | Items that will not be reclassified to profit or loss                        | (5.92)                    | (1.92)                    | (3.56)                  |
| (ii)    | Income tax relating to items that will not be reclassified to profit or loss | 1.49                      | 0.67                      | 1.24                    |
|         | <b>Other Comprehensive Income</b>                                            | <b>(4.43)</b>             | <b>(1.25)</b>             | <b>(2.32)</b>           |
| (XI)    | <b>Total Comprehensive Income for the period (IX+X)</b>                      | <b>1,394.87</b>           | <b>1,181.23</b>           | <b>2,561.67</b>         |
| (XII)   | <b>Paid-up equity share capital (face value ₹ 10/- per share)</b>            | <b>226.88</b>             | <b>226.90</b>             | <b>226.90</b>           |
| (XIII)  | <b>Other equity</b>                                                          |                           |                           | <b>15,609.38</b>        |
| (XIV)   | <b>Earnings per equity share (Not annualised for the interim periods)</b>    |                           |                           |                         |
|         | Basic (₹ )                                                                   | 61.68                     | 52.11                     | 113.01                  |
|         | Diluted (₹ )                                                                 | 61.68                     | 52.11                     | 113.01                  |

B. STATEMENT OF ASSETS AND LIABILITIES

(Rs. in crores)

| Sr. No. | Particulars | As at September 30, 2019<br>(Unaudited) | As at March 31, 2019<br>(Audited) |
|---------|-------------|-----------------------------------------|-----------------------------------|
|---------|-------------|-----------------------------------------|-----------------------------------|

| Sr. No. | Particulars                                                                                 | As at September 30, 2019<br>(Unaudited) | As at March 31, 2019<br>(Audited) |
|---------|---------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|
|         | <b>ASSETS</b>                                                                               |                                         |                                   |
| (1)     | <b>Financial Assets</b>                                                                     |                                         |                                   |
| (a)     | Cash and cash equivalents                                                                   | 756.47                                  | 1,029.14                          |
| (b)     | Bank Balance other than (a) above                                                           | 3,803.82                                | 2,952.33                          |
| (c)     | Derivative financial instruments                                                            | 171.84                                  | 21.72                             |
| (d)     | Receivables                                                                                 |                                         |                                   |
|         | (I) Trade Receivables                                                                       | 11.62                                   | 8.48                              |
|         | (II) Other Receivables                                                                      | 2.99                                    | 19.94                             |
| (e)     | Loans                                                                                       | 100,691.37                              | 96,751.49                         |
| (f)     | Investments                                                                                 | 2,757.38                                | 3,999.07                          |
| (g)     | Other Financial assets                                                                      | 39.75                                   | 41.76                             |
|         |                                                                                             |                                         |                                   |
| (2)     | <b>Non-financial Assets</b>                                                                 |                                         |                                   |
| (a)     | Current tax assets (Net)                                                                    | 381.56                                  | 106.58                            |
| (b)     | Deferred tax Assets (Net)                                                                   | 31.13                                   | 75.70                             |
| (c)     | Investment Property                                                                         | 2.05                                    | 2.06                              |
| (d)     | Property, Plant and Equipment                                                               | 146.44                                  | 143.46                            |
| (e)     | Right of use assets                                                                         | 346.12                                  | -                                 |
| (f)     | Other Intangible assets                                                                     | 2.19                                    | 1.97                              |
| (g)     | Other non-financial assets                                                                  | 150.45                                  | 138.78                            |
|         | <b>Total Assets</b>                                                                         | <b>109,295.18</b>                       | <b>105,292.48</b>                 |
|         | <b>LIABILITIES AND EQUITY</b>                                                               |                                         |                                   |
|         | <b>LIABILITIES</b>                                                                          |                                         |                                   |
| (1)     | <b>Financial Liabilities</b>                                                                |                                         |                                   |
| (a)     | Derivative financial instruments                                                            | 22.50                                   | 83.42                             |
| (b)     | Payables                                                                                    |                                         |                                   |
|         | (I) Trade Payables                                                                          |                                         |                                   |
|         | (i) total outstanding dues of micro enterprises and small enterprises                       | -                                       | -                                 |
|         | (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | 177.90                                  | 203.63                            |
|         | (II) Other Payables                                                                         |                                         |                                   |
|         | (i) total outstanding dues of micro enterprises and small enterprises                       | -                                       | -                                 |
|         | (ii) total outstanding dues of creditors other than microenterprises and small enterprises  | -                                       | -                                 |
| (c)     | Debt Securities                                                                             | 31,077.11                               | 34,181.76                         |
| (d)     | Borrowings (Other than Debt Securities)                                                     | 41,948.31                               | 37,189.30                         |
| (e)     | Deposits                                                                                    | 11,450.45                               | 10,341.46                         |
| (f)     | Subordinated Liabilities                                                                    | 6,117.49                                | 6,201.88                          |
| (g)     | Other financial liabilities                                                                 | 609.87                                  | 731.30                            |
| (h)     | Lease liabilities                                                                           | 364.06                                  | -                                 |
| (2)     | <b>Non-Financial Liabilities</b>                                                            |                                         |                                   |
| (a)     | Current tax liabilities (Net)                                                               | 102.48                                  | 102.97                            |
| (b)     | Provisions                                                                                  | 141.18                                  | 133.26                            |
| (c)     | Other non-financial liabilities                                                             | 244.15                                  | 287.22                            |
|         |                                                                                             |                                         |                                   |
| (3)     | <b>EQUITY</b>                                                                               |                                         |                                   |
| (a)     | Equity Share capital                                                                        | 226.88                                  | 226.90                            |
| (b)     | Other Equity                                                                                | 16,812.80                               | 15,609.38                         |

| Sr. No. | Particulars                         | As at September 30, 2019<br>(Unaudited) | As at March 31, 2019<br>(Audited) |
|---------|-------------------------------------|-----------------------------------------|-----------------------------------|
|         | <b>Total Liabilities and Equity</b> | <b>109,295.18</b>                       | <b>105,292.48</b>                 |

A. STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

CONSOLIDATED PROFIT AND LOSS ACCOUNT

(Rs. in crores)

| Sr. No.       | Particulars                                                                                                | Half Year Ended           |                           | Year Ended              |
|---------------|------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|-------------------------|
|               |                                                                                                            | 30.09.2019<br>(Unaudited) | 30.09.2018<br>(Unaudited) | 31.03.2019<br>(Audited) |
|               | <b>Revenue from operations</b>                                                                             |                           |                           |                         |
| (i)           | Interest Income                                                                                            | 8,096.67                  | 7,616.15                  | 15,384.28               |
| (ii)          | Dividend Income                                                                                            | 0.19                      | 4.99                      | 4.99                    |
| (iii)         | Rental Income                                                                                              | 0.11                      | 0.11                      | 0.22                    |
| (iv)          | Fees and commission Income                                                                                 | 32.65                     | 27.50                     | 71.30                   |
| (v)           | Net gain on fair value changes                                                                             | 96.02                     | 7.89                      | -                       |
| (vi)          | Others                                                                                                     | 45.75                     | 10.60                     | 61.65                   |
| <b>(I)</b>    | <b>Total Revenue from operations</b>                                                                       | <b>8,271.39</b>           | <b>7,667.24</b>           | <b>15,522.44</b>        |
| <b>(II)</b>   | <b>Other Income</b>                                                                                        | <b>10.08</b>              | <b>11.82</b>              | <b>23.26</b>            |
| <b>(III)</b>  | <b>Total Income (I+II)</b>                                                                                 | <b>8,281.47</b>           | <b>7,679.06</b>           | <b>15,545.70</b>        |
|               | <b>Expenses</b>                                                                                            |                           |                           |                         |
| (i)           | Finance Costs                                                                                              | 4 156.54                  | 3,704.10                  | 7,511.26                |
| (ii)          | Fees and commission expense                                                                                | 34.69                     | 37.67                     | 62.19                   |
| (iii)         | Net loss on fair value changes                                                                             | -                         | -                         | 2.58                    |
| (iv)          | Impairment on financial instruments                                                                        | 1,221.83                  | 1,206.25                  | 2,382.26                |
| (v)           | Employee Benefits Expenses                                                                                 | 483.60                    | 457.40                    | 883.06                  |
| (vi)          | Depreciation, amortization and impairment                                                                  | 69.04                     | 20.57                     | 42.97                   |
| (vii)         | Others expenses                                                                                            | 407.32                    | 431.00                    | 883.11                  |
| <b>(IV)</b>   | <b>Total Expenses</b>                                                                                      | <b>6,373.02</b>           | <b>5,856.99</b>           | <b>11,767.43</b>        |
| <b>(V)</b>    | <b>Profit / (loss) before exceptional items and tax (III-IV)</b>                                           | <b>1,908.45</b>           | <b>1,822.07</b>           | <b>3,778.27</b>         |
| <b>(VI)</b>   | <b>Exceptional items</b>                                                                                   | <b>-</b>                  | <b>-</b>                  | <b>-</b>                |
| <b>(VII)</b>  | <b>Profit/(loss) before tax (V +VI)</b>                                                                    | <b>1,908.45</b>           | <b>1,822.07</b>           | <b>3,778.27</b>         |
| <b>(VIII)</b> | <b>Tax Expense:</b>                                                                                        |                           |                           |                         |
| (1)           | Current Tax                                                                                                | 463.09                    | 658.02                    | 1,346.37                |
| (2)           | Deferred Tax                                                                                               | 46.06                     | (18,43)                   | (22.27)                 |
| (3)           | Tax adjustment for earlier years                                                                           | -                         | -                         | (109.82)                |
| <b>(IX)</b>   | <b>Profit/(loss) for the period (VII -VIII)</b>                                                            | <b>1,399.30</b>           | <b>1,182.48</b>           | <b>2,563.99</b>         |
| <b>(X)</b>    | <b>Share of Profit/(lass) of associates</b>                                                                | <b>6.43</b>               | <b>5.60</b>               | <b>11.69</b>            |
| <b>(XI)</b>   | <b>Minority interest</b>                                                                                   | <b>-</b>                  | <b>-</b>                  | <b>-</b>                |
| <b>(XII)</b>  | <b>Net Profit/(loss) after taxes, minority interest and share of profit/(loss) of associates (IX+X+XI)</b> | <b>1,405.73</b>           | <b>1,188.08</b>           | <b>2,575.68</b>         |
| <b>(XIII)</b> | <b>Other Comprehensive Income</b>                                                                          |                           |                           |                         |
| (i)           | Items that will not be reclassified to profit or loss                                                      | (5.98)                    | (2.01)                    | (3.70)                  |
| (ii)          | Income tax relating to items that will not be reclassified to profit                                       | 1.51                      | 0.69                      | 1.29                    |

| Sr. No. | Particulars                                                        | Half Year Ended           |                           | Year Ended              |
|---------|--------------------------------------------------------------------|---------------------------|---------------------------|-------------------------|
|         |                                                                    | 30.09.2019<br>(Unaudited) | 30.09.2018<br>(Unaudited) | 31.03.2019<br>(Audited) |
|         | or loss                                                            |                           |                           |                         |
|         | Other Comprehensive Income                                         | (4.47)                    | (1.32)                    | (2.41)                  |
| (XIV)   | Total Comprehensive Income for the period (XII+XIII)               | 1,401.26                  | 1,186.76                  | 2,573.27                |
| (XV)    | Paid-up equity share capital (face value ₹ 10/- per share)         | 226,88                    | 226.90                    | 226,90                  |
| (XVI)   | Other equity                                                       |                           |                           | 15 735.85               |
| (XVII)  | Earnings per equity share (Not annualised for the interim periods) |                           |                           |                         |
|         | Basic (₹ )                                                         | 61.96                     | 52.37                     | 113.52                  |
|         | Diluted (₹ )                                                       | 61.96                     | 52.37                     | 113.52                  |

B. STATEMENT OF ASSETS AND LIABILITIES

(Rs. in crores)

| Sr. No. | Particulars                                                               | As at September 30, 2019<br>(Unaudited) | As at March 31, 2019<br>(Audited) |
|---------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|
|         | <b>ASSETS</b>                                                             |                                         |                                   |
| (1)     | <b>Financial Assets</b>                                                   |                                         |                                   |
| (a)     | Cash and cash equivalents                                                 | 756.47                                  | 1,029.14                          |
| (b)     | Bank Balance other than (a) above                                         | 3,803.82                                | 2,952.33                          |
| (c)     | Derivative financial instruments                                          | 171.84                                  | 21.72                             |
| (d)     | Receivables                                                               |                                         |                                   |
|         | (I) Trade Receivables                                                     | 11.62                                   | 8.48                              |
|         | (II) Other Receivables                                                    | 2.99                                    | 19.94                             |
| (e)     | Loans                                                                     | 1,00,691.37                             | 96,751.49                         |
| (f)     | Investments                                                               | 2,890.24                                | 4,125.54                          |
| (g)     | Other Financial assets                                                    | 39.75                                   | 41.76                             |
| (2)     | <b>Non-financial Assets</b>                                               |                                         |                                   |
| (a)     | Current tax assets (Net)                                                  | 381.56                                  | 106.58                            |
| (b)     | Deferred tax Assets (Net)                                                 | 31.13                                   | 75.70                             |
| (c)     | Investment Property                                                       | 2.05                                    | 2.06                              |
| (d)     | Property, Plant and Equipment                                             | 146.44                                  | 143.46                            |
| (e)     | Right of use assets                                                       | 346.12                                  | -                                 |
| (f)     | Other Intangible assets                                                   | 2.19                                    | 1.97                              |
| (g)     | Other non-financial assets                                                | 150.45                                  | 138.78                            |
|         | <b>Total Assets</b>                                                       | 1,09,428.04                             | 1,05,418.95                       |
|         | <b>LIABILITIES AND EQUITY</b>                                             |                                         |                                   |
|         | <b>LIABILITIES</b>                                                        |                                         |                                   |
| (1)     | <b>Financial Liabilities</b>                                              |                                         |                                   |
| (a)     | Derivative financial instruments                                          | 22.50                                   | 83.42                             |
| (b)     | Payables                                                                  |                                         |                                   |
|         | (I) Trade Payables                                                        |                                         |                                   |
|         | (i) total outstanding dues of micro enterprises and small enterprises     |                                         |                                   |
|         | (ii) total outstanding dues of creditors other than micro enterprises and | 177.90                                  | 203.63                            |

| Sr. No.    | Particulars                                                                                | As at September 30, 2019<br>(Unaudited) | As at March 31, 2019<br>(Audited) |
|------------|--------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|
|            | small enterprises                                                                          |                                         |                                   |
|            | (II) Other Payables                                                                        |                                         |                                   |
|            | (i) total outstanding dues of micro enterprises and small enterprises                      |                                         |                                   |
|            | (ii) total outstanding dues of creditors other than microenterprises and small enterprises |                                         |                                   |
| (c)        | Debt Securities                                                                            | 31,077.11                               | 34,181.76                         |
| (d)        | Borrowings (Other than Debt Securities)                                                    | 41,948.31                               | 37,189.30                         |
| (e)        | Deposits                                                                                   | 11,450.45                               | 10,341.46                         |
| (f)        | Subordinated Liabilities                                                                   | 6,117.49                                | 6,201.88                          |
| (g)        | Other financial liabilities                                                                | 609.87                                  | 731.30                            |
| (h)        | Lease liabilities                                                                          | 364.06                                  | -                                 |
| (2)        | Non-Financial Liabilities                                                                  |                                         |                                   |
| (a)        | Current tax liabilities (Net)                                                              | 102.48                                  | 102.97                            |
| (b)        | Provisions                                                                                 | 141.18                                  | 133.26                            |
| (c)        | Other non-financial liabilities                                                            | 244.15                                  | 287.22                            |
|            |                                                                                            |                                         |                                   |
| <b>(3)</b> | <b>EQUITY</b>                                                                              |                                         |                                   |
| (a)        | Equity Share capital                                                                       | 226.88                                  | 226.90                            |
| (b)        | Other Equity                                                                               | 16,945.66                               | 15,735.85                         |
|            | Total Liabilities and Equity                                                               | 1,09,428.04                             | 1,05,418.95                       |

- k. Any material event/ development or change having implications on the financials/credit quality (e.g. Any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.**

Subject to the risk factors mentioned in this Disclosure Documents and circumstances/situations that may arise there from, in our opinion, there have been no circumstances that could materially and adversely affect, or likely to affect the trading or profitability of the Company, which may affect the issue or the investor's decision since the company has met all its obligations in time towards payment of interest / repayment of principal amount.

- l. The names of the debenture trustee shall be mentioned with the statement to the effect that the debenture trustee has given his consent to the Issuer for his appointment under regulation 4 (4) and in all the subsequent periodical communications sent to the holders of the Debentures.**

The Company has appointed **Catalyst Trusteeship Limited** a SEBI approved Trust Management Company as the agent and trustees for and on behalf of the Debenture Holders. The address and contact details of the Debenture trustee are as under:

**Catalyst Trusteeship Limited**

Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina,  
Santacruz (East), Mumbai - 400098

Tel: +91 22 4922 0555

Website: [www.catalysttrustee.com](http://www.catalysttrustee.com)

The **Catalyst Trusteeship Limited** has given its consent to the Company under regulation 4 (4) of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 to be appointed as the Debenture Trustee to this Issue.

The Company will enter into a Debenture Trustee Appointment Agreement/Debenture Trust Deed, inter-alia, specifying the powers, authorities and obligations of the Company and the Trustees in respect of the Debentures.

**m. The detailed rating rationale adopted (not older than one year on the date of opening of the issue)/ credit rating letter issued (not older than one month on the date of opening of the issue) Adopted By Rating Agencies.**

CRISIL Ltd. has assigned a CRISIL AA+ (pronounced “CRISIL Double A plus”) rating to the present Secured Redeemable Non-Convertible Debentures issued by the Company. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

CRISIL has issued the rating rationale dated March 6, 2020.

The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in future. The rating agencies have the right to suspend, withdraw the rating at any time on the basis of new information etc.

**The rating letter is enclosed as Annexure VI**

**n. Details/Copy of Guarantee Letter or Letter of Comfort or any other Document / Letter with similar intent, if any**  
Not Applicable

**o. Consent Letter from the Debenture Trustee**

The consent letter is enclosed as **Annexure IV** of this Disclosure Document.

**p. Names of all the recognized stock exchanges where the debt securities are proposed to be listed.**

The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) segment of the BSE Ltd. And/or National Stock Exchange of India Ltd.

**q. Other details.**

**Debenture Redemption Reserve (DRR)**

As per Rule 18 (7)(b)(ii) of the Companies (Share Capital and Debentures) Rules, 2014, Debenture Redemption Reserve is not required to be created for issue of privately placed debentures by Non-Banking Finance Companies registered with Reserve Bank of India under Section 45 IA of the RBI (Amendment) Act 1997.

The Company also undertakes that, if there are any further guidelines are formulated (or modified or revised) by the Central Government or any other authority in respect of creation of Debenture Redemption Reserve the Company shall abide by such guidelines.

**A statement containing particulars of the dates of and parties to all material contracts, agreements involving financial obligations of the issuer:**

By the very nature of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts/ agreements/ documents involving financial obligations of the Company. However, the contracts/ agreements/ documents listed below which are or may be deemed to be material (not being contracts entered into in the ordinary course of the business carried on by the Issuer) in connection with the Issue:

1. Memorandum and Articles of Association of the Company as amended from time to time.
2. Resolution of the Board of Directors passed at its meeting held on May 8, 2019 approving, inter-alia, the issue of Non-Convertible Debentures aggregating upto Rs. 14,000 Crores read with the resolution passed by Banking and Finance Committee of the Board of Directors on March 16, 2020
3. Certified true copy of resolution passed by the shareholders of the Company on June 13, 2019 (through postal ballot), authorising the Board of Directors to borrow, for the purpose of the Company, upon such terms and conditions as the Board may think fit for amounts up to Rs. 1,50,000 crores under Section 180(1) of the Companies Act, 2013.
4. Resolution passed by the shareholders of the Company on June 13, 2019 (through postal ballot) authorising the Board of Directors to offer, issue and allot secured, Senior, Rated, Listed, Redeemable, Taxable Non-Convertible Debentures, in one or more series/tranches, aggregating up to Rs. 35,000 Crore, on private placement basis, on such terms and

conditions as the Board of Directors of the Company may, from time to time, determine in the best interests of the Company.

5. Credit Rating Rationale dated March 6, 2020 from CRISIL respectively, assigning the credit rating to the Issue.
6. Debenture Trust Deed dated March 23, 2020, executed between the debenture Trustee and the company for Non-convertible Debentures aggregating to INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only), with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only).
7. Tripartite agreement dated March 29, 2000 between the Company, Integrated Registry Management Services PVT LTD (Registrar & Transfer Agent) and CDSL.
8. Certified true copy of the Tripartite agreement dated April 30, 1999 between the Company, Integrated Registry Management Services PVT LTD (Registrar & Transfer Agent) and NSDL.
9. Consent letter issued by Catalyst Trusteeship Limited dated March 6, 2020 to act as the Debenture Trustee to the Issue inclusion of its name in the form and context in which it appears in this Disclosure Document.

Certified true copy of the above documents are available for inspection at the Registered / Corporate Office of the Company until the date of closure of the Issue.

#### **DOCUMENTS SUBMITTED TO THE DEBENTURE TRUSTEE**

The following documents have been / shall be submitted to the Debenture Trustee in electronic form (soft copy) on or before the Deemed Date of Allotment:

- (a) Memorandum and Articles of Association and necessary resolution(s) for the allotment of the Debentures;
- (b) Copy of last three years' audited Annual Reports;
- (c) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- (d) Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information (Profit & Loss statement, Balance Sheet and Cash Flow statement) and auditor qualifications, if any.
- (e) An undertaking to the effect that the Issuer would, till the redemption of the debt securities, submit the details mentioned in point (d) above to the Debenture Trustee within the timelines as mentioned in Uniform Listing Agreement issued by SEBI vide circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015, as amended from time to time, for furnishing / publishing its half yearly/ annual result. Further, the Issuer shall within 180 (One Hundred Eighty) days from the end of the financial year, submit a copy of the latest annual report to the Debenture Trustee and the Debenture Trustee shall be obliged to share the details submitted under this clause with all 'Qualified Institutional Buyers' (QIBs) and other existing Debenture Holders within 2 (two) working days of their specific request.

#### **Additional Covenants/ Undertaking by the Company-**

The Issuer Company undertakes that:

- a) Undertaking regarding RBI/ECGC Defaulters List
- b) As per declaration submitted to the Company this is to confirm that none of its Directors are appearing on the RBI/ECGC defaulters list.
- c) 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;
- d) The Company shall forward the listing application to the BSE/NSE within the 15 days from the Deemed date of allotment(s). In case of delay in listing of the Debentures 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 Debentures to the investor.
- e) The Company undertakes that it shall not extend loans against the security of its own Debentures issued by way of this Private Placement.
- f) The Company shall deploy funds raised through issue of Debentures on its own balance sheet and not to Facilitate resource requests of group entities/ parent company / associates.
- g) The complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily.
- h) It shall take all steps for completion of formalities for listing and commencement of trading at the Concerned stock exchange where securities are to be listed within specified time frame;
- i) Necessary co-operation to the credit rating agencies shall be extended in providing true and adequate Information till the debt obligations in respect of the instrument are outstanding.
- j) That there is no wilful default by the company.
- k) It shall use a common form of transfer for the instrument.

### **Issue/ Instrument specific regulations:**

#### **Definitive Documents**

The detailed terms of the Debentures, including the events of default, covenants and undertakings, terms of the security created by the Issuer in relation to the Debentures shall be as per the Debenture Trust Deed executed by and between the Issuer and the Debenture Trustee in relation to issuance of rated, listed, senior, secured, redeemable, non convertible debentures aggregating to INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only), with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only).

#### **Authority for the Placement**

This private placement of Debentures is being made pursuant to the resolution of the Banking and Finance Committee passed at its meeting held on March 16, 2020 read with resolution of the board of directors of the company dated May 8, 2019 which has approved the placement of Debentures aggregating to 14,000 crores. The issue of private placement of Debentures is within the overall limit in terms of special resolution passed under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014, passed by the shareholders of the Company through postal ballot on June 13, 2019. The present issue of Debentures is within the general borrowing limits in terms of the resolution passed under Section 180(1) (c) of the Companies Act, 2013, passed by the shareholders of the Company through postal ballot on June 13, 2019 giving their consent to the borrowing by the Directors of the Company from time to time not exceeding over and above the aggregate of Rs. 1,50,000 Crores the then paid up Capital subject to any restrictions imposed by the terms of the agreement entered into from time to time for grant of loans to the Company of all monies deemed by them to be requisite or proper for the purpose of carrying on the business of the Company. The borrowings under these Debentures will be within the prescribed limits as aforesaid.

The Company can carry on its existing activities and future activities planned by it in view of the existing Approvals, and no further approvals from any Government authority are required by the Company to carry on its said activities.

#### **Minimum Subscription**

10 debentures and in multiples of 1 thereafter.

#### **Deemed Date of Allotment**

Coupon in respect of Debentures shall accrue to the Debenture Holder(s) from and including the Deemed Date of Allotment that will be notified in the term sheet. All benefits relating to the Debentures will be available to the investors from the Deemed Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment. In case if the issue closing date is changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Company at its sole and absolute discretion.

#### **Underwriting**

The present Issue of Debentures is on private placement basis and has not been underwritten.

#### **Status of Debentures**

The Debentures shall rank pari-passu inter se and without any preference or priority among themselves. Subject to any obligations preferred by mandatory provisions of the law prevailing from time to time, the Debentures shall also, as regards the principal amount of the Debentures, interest and all other monies secured in respect of the Debentures, rank pari passu with all other present and future holders of debentures issued by the Company in the same category.

#### **Market Lot**

The market lot shall be one Debenture of face value of Rs. Ten Lakhs each (“**Market Lot**”). Since the Debentures are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.

#### **Coupon on Application Money**

Coupon on application money (if any) at the coupon rate as notified in the term sheet (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactments thereof, as applicable) will be paid to all the applicants on the application money for the Debentures. Such interest shall be paid at Coupon Rate from the date of realization of

cheque (s)/ demand draft(s)/RTGS upto one day prior to the date of allotment of Debentures. Such Coupon on application money is payable within 7 (seven) Business Days from the Deemed Date of Allotment..

The interest cheque(s)/ demand draft(s)/ instruction to credit allottee's bank account for the interest payable on application money (along with Refund Orders, in case of refund of application money, if any) shall be dispatched by the Company within 15 days from the Deemed Date of Allotment by registered post/ Courier/ Hand delivery to the applicant.

Tax exemption certificates, if applicable, in respect of non-deduction of tax on interest on application money must be submitted along with the Debenture Application Form. It is clarified that interest shall not be paid on invalid and incomplete applications.

#### **Redemption Premium/ Interest on NCDs**

The Debentures shall carry Coupon at the rate as per term sheet (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company) payable to the holders of Debentures (the "Holders" and each, a "Holder") as of the relevant Record Date. The interest payable on any Interest Payment Date will be paid to the Debentureholder(s) whose names appear in the List of Beneficial Owners given by the Depository to the Company as on the Record Date.

#### **Debentures in Dematerialized Form**

The Company has finalized Depository Arrangements with National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for dematerialization of the Debentures. The investor has to necessarily hold the Debentures in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 (as amended from time to time). The normal procedures followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Applicants to mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. In case the depository arrangement is finalised before the completion of all legal formalities for issue of Debenture Certificates, Debentures to successful allottee(s) having Depository Account shall be credited to their Depository Account against surrender of Letter of Allotment.

Interest or other benefits with respect to the Debentures would be paid to those Debenture holders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on a record date/book closure date. The Issuer would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and informed to the Issuer where upon the interest/benefits will be paid to the beneficiaries within a period of 30 days.

In case of incorrect details provided by the investors the Registrar will not credit the debentures to the Depository Account until the details are corrected by the investors.

#### **Transfer of Debentures**

Debentures shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL /CDSL Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Transfer of Debentures to and from NRIs/ OCBs, in case they seek to hold the Debentures and are eligible to do so, will be governed by the then prevailing guidelines of RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the company.

#### **Future Borrowings**

The Company shall be entitled to make further issue of debentures and/or raise further loans and/or avail of further deferred payment/guarantee facilities from time to time for such amounts and from such persons/public financial institutions/banks or any other financial corporations or body corporate as it may deem fit. However, until the Debentures are fully redeemed, the Company shall not create any mortgage or charge on the Hypothecated Property without obtaining prior written approval of the

Debenture Trustee acting on behalf of Majority Debenture Holders. Provided that at the time of raising such further issue of debentures and/or further term loans and/or availing deferred payment credit/guarantee facilities, the Company shall maintain the Security Cover stipulated in the Definitive Documents.

### **Disputes and Governing Law**

The Debentures shall be construed to be governed in accordance with Indian Law. The competent courts alone shall have jurisdiction in connection with any matter arising out of or under these precincts.

Over and above, the said Debentures shall be subject to the terms and conditions to be incorporated in the the Debenture Trust Deed /Debenture Trustee Appointment Agreement and other Definitive Documents.

### **Trading of Debentures**

The trading of privately placed Debentures would be permitted in the anonymous, order driven system of the Stock Exchange in a separate trading segment. The marketable lot would be one Debentures of face value of Rs. 10 lakhs. All class of investors would be permitted to trade subject to the standard denomination/marketable lot. The trades executed on spot basis shall be required to be reported to the Stock Exchange.

### **List of Beneficial Owners**

The Company shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.

### **Succession**

In the event of demise of the sole/first holder/registered holder of the Debenture(s) or the last survivor, in case of joint holders for the time being, the Company will recognize the executor or administrator of the deceased Debenture holder, or the holder of succession certificate or other legal representative as having title to the Debenture(s). The Company shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, letter of administration wherever it is necessary, or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Company may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debenture(s) standing in the name of the deceased Debenture holder on production of sufficient documentary proof or indemnity.

- 1) Where a non-resident Indian becomes entitled to the Debenture by way of succession, the following steps have to be complied:
- 2) Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Debenture was acquired by the NRI as part of the legacy left by the deceased holder.

Proof that the NRI is an Indian National or is of Indian origin.

Such holding by the NRI will be will be governed by the then prevailing guidelines of RBI.

### **Disclosure Clause**

In the event of default in the repayment of the principal and/or interest thereon on the due dates, the investors and/or the Reserve Bank of India/SEBI will have an unqualified right to disclose or publish the name of the Issuer and its directors as defaulter in such manner and through such medium as the Investors and/or the Reserve Bank of India in their absolute discretion may think fit. Over and above, the said Debentures shall be subject to the terms and conditions to be incorporated in the Debentures to be issued to the allottees and in the Debenture Trust Deed /Debenture Trustee Appointment Agreement.

### **Registrars**

**Integrated Registry Management Services Pvt Ltd.** is acting as Registrar and Transfer agents for the Company for debt instruments. Requests for registration of transfer, along with Debenture Certificates/Letters of Allotment and appropriate transfer documents should be sent to the Registrars. The transferee shall also furnish name, address and specimen signatures and wherever necessary, authority for purchase of Debentures. The Registrars after examining the adequacy and correctness of the

documentation shall register the transfer in its books. However, as the Debentures are compulsory issued in demat mode, this may not be applicable.

**Debenture holder not a Shareholder**

The Debenture Holders will not be entitled to any of the rights and privileges available to the shareholders. The Debenture shall not confer upon the holders the right to receive notice(s) or to attend and to vote out any general meeting(s) of the Company.

**Modification of Rights**

The rights, privileges, terms and conditions attached to all Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three fourth of the outstanding amount of the Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the Debenture holders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

**SECTION 4: DISCLOSURES PERTAINING TO WILFUL DEFAULT**

- (a) Name of the bank declaring the entity as a wilful defaulter: **None**
- (b) The year in which the entity is declared as a wilful defaulter: **None**
- (c) Outstanding amount when the entity is declared as a wilful defaulter: **None**
- (d) Name of the entity declared as a wilful defaulter: **None**
- (e) Steps taken, if any, for the removal from the list of wilful defaulters: **None**
- (f) Other disclosures, as deemed fit by the issuer in order to enable Investors to take informed decisions: **None**
- (g) Any other disclosure as specified by the Board: **None**

## SECTION 5: Issue Details

### **1. Authority for the Placement**

This private placement of Debentures is being made pursuant to the resolution of the Banking and Finance Committee passed at its meeting held on March 16, 2020 read with resolution of the board of directors of the company dated May 8, 2019, which has approved the placement of Debentures aggregating to Rs. 14,000 crores. The issue of private placement of Debentures is within the overall limit in terms of special resolution passed under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014, passed by the shareholders of the Company through postal ballot on June 13, 2019. The present issue of Debentures is within the general borrowing limits in terms of the resolution passed under Section 180(1) © of the Companies Act, 2013, passed by the shareholders of the Company through postal ballot on June 13, 2019 giving their consent to the borrowing by the Directors of the Company from time to time not exceeding over and above the aggregate of Rs. 1,50,000 Crores, the then paid up capital subject to any restrictions imposed by the terms of the agreement entered into from time to time for grant of loans to the Company of all monies deemed by them to be requisite or proper for the purpose of carrying on the business of the Company. The borrowings under these Debentures will be within the prescribed limits as aforesaid.

The Company can carry on its existing activities and future activities planned by it in view of the existing approvals, and no further approvals from any Governmental Authority are required by the Company to carry on its said activities.

The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the provisions of the Act, rules framed thereunder, regulations/guidelines/directions of RBI (including the Master Direction-Non-Banking Financial Company – Non Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued on September 01, 2016 and bearing reference Master Direction DNBR. PD. 008/03.10.119/2016-17 (as amended from time to time) and RBI circular no. DNBR (PD) CC No. 021/03.10.001/2014-15 dated February 20, 2015 (Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by NBFCs), SEBI (including the SEBI Debt Listing Regulations) and Stock Exchanges and other Applicable Laws and regulations from time to time. The Debenture holders, by purchasing the Debentures, agree that the courts and tribunals in the city of Chennai shall have n-n - exclusive jurisdiction with respect to any matters relating to the Debentures.

Further, the said Debentures shall be subject to the terms and conditions as contained in the Application Form, Disclosure Document, Debenture Trust Deed, Debenture Trustee Appointment Agreement and other Definitive Documents.

### **2. Objects & Utilization of the Issue Proceeds**

The company proposes to raise INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only), with green shoe option of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only) through the issue of secured, listed, rated, redeemable, non-convertible debentures of face value of Rs. 10 lakh each, by way of private placement as per the terms and conditions. The Proceeds of the issue will be utilized for onlending to grow the asset book, financing of commercial vehicles. .

No part of the proceeds of the NCDs would be utilized by the Issuer directly/indirectly towards capital markets and real estate purposes.

The Main Object Clause of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present issue and also the activities, which the Company has been carrying on till date.

### **3. Deemed Date of Allotment**

Coupon on Debentures shall accrue to the Debenture Holder(s) from and including the Deemed Date of Allotment All benefits relating to the Debentures will be available to the investors from the Deemed Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment. In case if the issue closing date is changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Company at its sole and absolute discretion.

The final subscription to the Debentures shall be made by the Eligible Investors through the Electronic Book Mechanism as prescribed by SEBI under the SEBI Electronic Book Mechanism Guidelines by placing bids on the Electronic Book Platform during the Issue period.

#### **4. Underwriting**

The present Issue of Debentures is on private placement basis and has not been underwritten.

5. In the event Issuer fails to execute the Debenture Trust Deed within a period of 3 months from the date of closure of the issue 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.

#### **6. Market Lot**

The market lot shall be one Debenture of face value of Rs.10,00,000 each ("**Market Lot**"). Since the Debentures are being issued only in dematerialized form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.

#### **7. Tax Deduction at Source**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. Tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, must be lodged at the registered office of the Company or at such other place as may be notified by the company in writing, at least 30 calendar days before the Coupon Payment Dates.

**Tax exemption certificate/ document in respect of non-deduction of tax at source on interest on application money, must be submitted along with the Application Form.**

#### **8. Debentures in Dematerialized Form**

The Company has finalized Depository Arrangements with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for dematerialization of the Debentures. The investor has to necessarily hold the Debentures in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 (as amended from time to time). The normal procedures followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Applicants to mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. In case the depository arrangement is dematerialized before the completion of all legal formalities for issue of Debenture Certificates, Debentures to successful allottee(s) having Depository Account shall be credited to their Depository Account against surrender of Letter of Allotment.

Interest or other benefits with respect to the Debentures would be paid to those Debenture holders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on a Record Date/book closure date. The Issuer would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and informed to the Issuer where upon the interest/benefits will be paid to the beneficiaries within a period of 30 days.

#### **9. Payment of Redemption**

Each Debenture of face value of Rs.Ten lacs each will be redeemed on the Redemption Date.

The Debentures will not carry any obligation, for interest or otherwise, after the Redemption Date. The Debentures held in the dematerialized form shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture holders whose name appear in the Register of Debenture holders on the Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Debenture holders. On such payment being made, the Issuer will inform NSDL/CDSL and accordingly the account of the Debenture holders with NSDL/CDSL will be adjusted.

If the redemption date falls on a day which is not a Business Day then payment of interest will be made on the preceding Business Day.

#### 10. Disputes and Governing Law

The Debentures shall be construed to be governed in accordance with Indian Law. The competent courts alone shall have jurisdiction in connection with any matter arising out of or under these precincts.

Over and above the aforesaid terms and conditions, the said Debentures shall be subject to the terms and conditions to be incorporated in the Debentures to be issued to the allottees and the Debenture Trust Deed /Debenture Trustee Appointment Agreement.

#### 11. Trading of Debentures

The trading of privately placed Debt securities would be permitted in the anonymous, order driven system of the Stock Exchange in a separate trading segment. The marketable lot would be one Debentures of face value of Rs. 10,00,000/- All class of investors would be permitted to trade subject to the standard denomination/marketable lot. The trades executed on spot basis shall be required to be reported to the Stock Exchange.

#### 12. Definitive Documents

The detailed terms of the Debentures, including the events of default, covenants and undertakings, terms of the security created by the Issuer in relation to the Debentures shall be as per the Debenture Trust Deed executed by and between the Issuer and the Debenture Trustee in relation to issuance of rated listed senior secured redeemable non convertible debentures aggregating to INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only), with green shoe option of Rs. 300,00,00,000/-(Rupees Three Hundred Crores only) to retain total subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only).

#### 13. List of Beneficial Owners

The Company shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.

#### 14. Term Sheet

The following is a summary of the terms of the Issue to the extent that they are applicable to Debentures:

|                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Security Name            | 9.15 % senior, secured, listed, rated, redeemable, non-convertible debentures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Issuer                   | Shriram Transport Finance Company Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Type of Instrument       | Senior, secured, rated, listed, redeemable, non – convertible debentures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Nature of Instrument     | Secured                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Seniority                | Senior                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Mode of Issue            | Private placement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Eligible Investors       | Please refer Clause “Who can apply” of this Disclosure Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 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”).</p> <p>Please refer to <b>Annexure V</b> of this Disclosure Document for a copy of the in-principle approval letter dated March 20, 2020 issued by BSE.</p> <p>In case of delay in listing of the Debentures beyond 20 (Twenty) days from the Deemed Date of Allotment, the Company will pay penal interest, of 1% (One percent) p.a. over the interest/coupon rate/implicit yield from the expiry of 30 (Thirty) days from the Deemed Date of Allotment till the listing of such Debentures, to the investor.</p> |
| Rating of the Instrument | “AA+” by CRISIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Issue Size               | INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only), with green shoe option of Rs. 300,00,00,000 (Rupees Three Hundred Crores only) to retain total                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

|                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                  | subscription upto Rs. 900,00,00,000/- (Rupees Nine Hundred only)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Option to retain oversubscription (Amount)                                                       | Yes. Green shoe option of Rs. 300,00,00,000 (Rupees Three Hundred crores only)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Objects of the Issue                                                                             | Please refer clause “Objects & Utilization of the Issue Proceeds” of this Disclosure Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Details of the utilization of the Proceeds                                                       | Please refer clause “Objects & Utilization of the Issue Proceeds” of this Disclosure Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Coupon Rate/ Redemption Premium/ Interest                                                        | 9.15 % payable annually                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Step Up/Step Down Coupon Rate 1                                                                  | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Coupon Payment Frequency                                                                         | Annually and on maturity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Coupon payment dates                                                                             | March 26, 2021 and Redemption Date or any other date on which the Debentures are redeemed in accordance with Definitive Documents.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Coupon Type                                                                                      | Fixed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc). | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 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 security, then 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)                                                                                                                                                                                                                                                    |
| Coupon on Application Money                                                                      | At Coupon Rate (subject to deduction of tax at source, as applicable.) from the date of realization of cheque (s)/ demand draft(s)/RTGS upto one day prior to the date of allotment of Debentures. Such Coupon Rate is payable within 7 (seven) Business Days from the Deemed Date of Allotment.                                                                                                                                                                                                                                                                                                                                                        |
| Default Coupon Rate                                                                              | <p>In the event of non-compliance of the terms of the Deed including occurrence of any Event of Default, an additional interest @2% per annum over the Coupon Rate will be charged for the defaulting period.</p> <p>In the event Issuer fails to execute the Debenture Trust Deed within a period of 3 months from the date of closure of issue of Debentures, without prejudice to any liability arising on account of violation of the provisions of the Act and the SEBI , 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> |
| Tenor                                                                                            | 1 year and 363 days from the Deemed Date of Allotment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Redemption Date                                                                                  | 1 year and 363 days from the Deemed Date of Allotment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Redemption Amount                                                                                | At par                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Redemption Premium /Discount                                                                     | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Issue Price                                                                                      | Rs.10,00,000/- (Rupees Ten Lacs only) per Debenture                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Discount at which security is issued and the effective yield as a result of such discount.       | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Put option Date                                                                                  | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Put option Price                                                                                 | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Call Option Date                                                                                 | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Call Option Price                                                                                | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Put Notification Time                                                                            | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Call Notification Time                                                                           | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Face Value                                                                                       | Rs.10,00,000/- (Rupees Ten Lacs) per Debenture                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Minimum Application and in multiples of Debt securities thereafter                               | Minimum of 10 Debentures of Rs. 1,00,00,000 each and in multiples of 1 Debenture thereafter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

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|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issue Timing<br>1. Issue Opening Date<br>2. Issue Closing Date<br>3. Pay-in Date<br>4. Deemed Date of Allotment | March 26, 2020<br>March 26, 2020<br>March 27, 2020<br>March 27, 2020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Issuance mode of the Instrument                                                                                 | Demat only                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Trading mode of the Instrument                                                                                  | Demat only                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Settlement mode of the Instrument                                                                               | Payment of coupon and principal will be made by way of Cheque/s DD's / Electronic mode.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Depository                                                                                                      | National Securities Depository Limited and/or Central Depository Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Business Day Convention                                                                                         | If any Coupon Payment Date falls on a day which is not a Business Day then payment of Coupon will be made on the succeeding Business Day.<br><br>If Redemption Date falls on a day which is not a Business Day then payment of Redemption Amount along with Coupon will be made on the preceding Business Day.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Record Date                                                                                                     | 15 days prior to each Coupon Payment Date and Redemption date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Security                                                                                                        | <p>The redemption of the principal amount, together with interest, default interest, liquidated damages, premium, costs, charges, expenses in creation, preservation and realisation of security, remuneration of the Debenture Trustee and other monies whatsoever due and payable by the Company in respect of the Debentures shall be secured inter alia by first and exclusive charge by way of hypothecation in favor of the Debenture Trustee over the specific identified loan assets/book debts loan assets of the Company more particularly described in the schedule of Unattested Memorandum of Hypothecation ("<b>Hypothecated Property</b>").</p> <p>The Issuer hereby agrees that it shall until the Final Discharge Date and at all times ensure that the value of the Hypothecated Property covers at least 1.0x of the outstanding principal amount, outstanding interest amount, other charges, etc. of the Debentures ("Security Cover"), to the satisfaction of the Debenture Trustee. If at any point of time, till the Final Discharge Date, the Security Cover depletes below the agreed quantum, on account of any Material Adverse Effect on the Hypothecated Property or otherwise, the Issuer shall substitute the Security provided herein with an alternate security of equal or greater value than the affected Hypothecated Property or provide such Additional Security, which shall (along with the existing Security) be sufficient to meet the Security Cover, as acceptable to the Debenture Trustee, within a period of 15 (fifteen) Business Days, from the date of notice regarding depletion of Security Cover having been issued by the Debenture Trustee to the Issuer. For sake of clarity, the depletion in Security Cover shall be determined on the basis of valuation of applicable Hypothecated Property as and when requested by the Debenture Trustee.</p> |
| Definitive Documents                                                                                            | shall mean and refer to the Debenture Trust Deed, the DTA, the Unattested Memorandum of Hypothecation, this Information Memorandum executed/issued or to be executed/ to be issued in relation to the Debentures.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Conditions Precedent to Disbursement                                                                            | <p>The Issuer shall fulfill each of the following conditions precedent (subject to any waiver by the Debenture Trustee), including providing the documents referred to herein below, in the form and substance satisfactory to the Debenture Holders/ Debentures Trustee:</p> <p>(a) Receipt by the Debenture Trustee of certified copy of latest MoA and the Articles of the Company and the Disclosure Document;</p> <p>(b) Receipt by the Debenture Trustee of certified copy of the annual report and audited financial statements of the Company for the financial year ending on March 31, 2019 and provisional financial statements for the quarter ending on December 31, 2019;</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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|                                      | <p>(c) Receipt by the Debenture Trustee of certified copy of board resolution dated May 8, 2019 under the provisions of Section 179 (3)(c) of the Companies Act, 2013, read with Section 71 of the Companies Act, 2013, and other applicable provisions, for the issue of Debentures;</p> <p>(d) Receipt by the Debenture Trustee of certified copy of special resolutions dated June 13, 2019 passed by the shareholders of the Company under the provisions of Section 42 of the Companies Act, 2013 (read with Section 71 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014), Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, and other applicable provisions, for issue of Debentures, on a private placement basis in the manner envisaged under the Definitive Documents;</p> <p>(e) Receipt by the Debenture Trustee of a certificate from duly qualified and practicing chartered accountants certifying that the limits stated in special resolution under Section 180(1)(c) and 180 (1) (a) of the Companies Act, 2013 passed by the shareholders on June 13, 2019, limits specified by the shareholders in their resolution passed in terms of the section 42 of the Companies Act, 2013 in their meeting held on June 13, 2019 and the limits specified under the resolution passed by the board of directors in their meeting held on May 8, 2019 is not exceeded by the issue of Debentures;</p> <p>(f) Receipt by the Debenture Trustee of a certificate issued by an independent practising chartered accountant certifying that: (i) the Hypothecated Property proposed to be charged forms a part of the 'stock-in-trade' of the business of the Company; (ii) any taxes or other sums due and payable by the Company to the Government of India, have been paid and; (iii) there are no proceedings pending and/or initiated and/or threatened against the Company for or on account any Taxes or any other sums, which may be due and payable by the Company to the Government of India, under the provisions of Section 281 of the IT Act or under any other act or provision for the time being in force;</p> <p>(g) Letter of consent for appointment as the Debenture Trustee dated March 6, 2020 and duly executed the Debenture Trustee Appointment Agreement dated March 20, 2020;</p> <p>(h) Execution of each of the Definitive Documents, as may be required by the Debenture Trustee, in a form and substance satisfactory to the Debenture Trustee;</p> <p>(i) Receipt by the Debenture Trustee of certified copy of Credit Rating Certificate obtained before issuing the Debentures from CRISIL rating the Debentures as "AA+";</p> <p>(j) Evidence satisfactory to the Debenture Trustee that the relevant special resolution or the resolution of the board of directors approving the issuance of the Debentures has been filed with the Registrar of Companies;</p> <p>(k) Receipt by the Debenture Trustee of copy of in-principle approval obtained by the Company from the BSE, for listing the Debentures on the WDM segment of the BSE; and</p> <p>(l) Receipt by the Debenture Trustee of certified copy of the depository arrangements made by Company with NSDL and CDSL for issue of Debentures in dematerialized form.</p> |
| Condition Subsequent to Disbursement | <p>The Issuer shall provide the following documents and/ or satisfy the conditions mentioned below as conditions subsequent to subscription of Debentures ("<b>Conditions Subsequent</b>"), within the timelines stipulated thereunder:</p> <p>(a) filing of Form CHG-9 by the Issuer in relation to the security created over Hypothecated Property and evidence of payment of fee in relation to such form, within 14 (fourteen) days of the Deemed Date of Allotment.</p> <p>(b) filing of Form CHG-9 by the Company in relation to the Security created over Charged Assets with the relevant Registrar of Companies and provide evidence of the same, along with the document evidencing the payment of fees, within 14 (fourteen) days from the Deemed Date of Allotment;</p> <p>(c) certificate from the Registrar of Companies relating to Form CHG-9 filed by the Company for the Security created over the Charged Assets along with a copy of acknowledgement of the charge and evidence of payment of fee in relation to such Form within 30 (thirty) days from the Deemed Date of</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

|                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                | <p>Allotment;</p> <p>(d) certified true copy of the updated Register of Debenture Holders and the updated Register of Beneficial Holders of the Company, within 5 (five) Business Days of the Deemed Date of Allotment;</p> <p>(e) copy of the Form PAS-3 filed with the Registrar of Companies, along with evidence of payment of fees in relation to the same, within 10 (ten) days from the Deemed Date of Allotment;</p> <p>(f) the Debentures shall be listed within 15 (fifteen) days from the Deemed Date of Allotment;</p> <p>(g) the Company shall file such forms and make such disclosures as required in terms of the Applicable Laws including the SEBI regulations and the RBI guidelines.</p>                                                               |
| Events of Default                              | As set out in the Debenture Trust Deed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Provisions related to Cross Default Clause     | Any Financial Indebtedness of the Issuer becomes due prior to its stated maturity by reason of default of the terms thereof or any such Financial Indebtedness is not paid at its stated maturity or there is a default in making payments due under any guarantee or indemnity given by the Issuer in respect of the Financial Indebtedness of any person and/or (i) any commitment for any Financial Indebtedness of the Issuer, as the case may be, is cancelled or suspended by a creditor as a result of an event of default (however described); (ii) any creditor of the Issuer, as the case may be, becomes entitled to declare any Financial Indebtedness due and payable prior to its specified maturity as a result of an event of default (however described). |
| Role and Responsibilities of Debenture Trustee | To oversee and monitor the overall transaction for and on behalf of the Debenture Holders as customary for transaction of a similar nature and size and as executed under the appropriate Definitive Documents.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 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 non-exclusive jurisdiction to determine any dispute arising in relation to the Debentures.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Illustration of cashflows of Debentures        | As per Annexure I to this Term Sheet.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 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<br/>A/c Name: INDIAN CLEARING CORPORATION LTD<br/>Account No : ICCLEB<br/>IFSC: ICIC0000106</p> <p>2) YES Bank<br/>A/c Name: INDIAN CLEARING CORPORATION LTD<br/>Account No : ICCLEB<br/>IFSC: YESB0CMSNOC</p> <p>3) HDFC Bank<br/>A/c Name: INDIAN CLEARING CORPORATION LTD<br/>Account No : ICCLEB<br/>IFSC: HDFC0000060</p>                                                                                                                                                                                                        |

**ANNEXURE I - ILLUSTRATION OF CASH FLOWS ARISING FROM DEBENTURES BEING ISSUED PURSUANT TO THIS DISCLOSURE DOCUMENT:**

**As per SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016**

|                                                               |                                                                       |
|---------------------------------------------------------------|-----------------------------------------------------------------------|
| <b>Company</b>                                                | Shriram Transport Finance Company Limited                             |
| <b>Face Value (per security)</b>                              | 1000000                                                               |
| <b>Date of Allotment</b>                                      | 27 March 2020                                                         |
| <b>Redemption</b>                                             | 25 March 2022                                                         |
| <b>Coupon Rate</b>                                            | 9.15%                                                                 |
| <b>Frequency of the interest payment with specified dates</b> | First interest payment on 26th March, 2021 and on the redemption date |
| <b>Day Count Convention</b>                                   | Actual/Actual                                                         |

| <b>Cash Flows</b>      | <b>Date</b>    | <b>No. of Days in Coupon Period</b> | <b>Amount (in Rupees)</b> |
|------------------------|----------------|-------------------------------------|---------------------------|
| 1 <sup>st</sup> Coupon | March 26, 2021 | 364                                 | 91,249.32                 |
| 2 <sup>nd</sup> Coupon | March 25, 2022 | 364                                 | 91,249.32                 |
| Principal              | March 25, 2022 |                                     | 10,00,000                 |

\* If Coupon Payment Date falls on a holiday, the payment may be made on the following Business Day, however, the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing Debentures. In other words, the subsequent coupon schedule would not be disturbed merely because the Coupon Payment Date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday.

**Note: The Coupon payment should be rounded off to nearest rupee as FIMMDA handbook on market prices.**

## **SECTION 6: Application Process**

### **1. How to Apply**

Each Tranche/Series of the Issue will open on the 'Issue Opening Date' and close on the 'Issue Closing Date' (both days inclusive) as stated in the Supplemental DD. Potential investors who wish to invest in the Issue are requested to submit an application for the Debentures with all the accompanying documents and the application money at any time starting from the Issue Opening Date and upto the Issue Closing Date.

Applications for the Debentures must be made in the prescribed Application Form contained in the Private Placement Offer Cum Application Letter as provided by the Company and must be completed in block letters in English by the investors. Application Form must be accompanied by payment details. All Application Forms, duly completed, together with cheque/ demand draft or Electronic transfer drawn or made payable in favour of "Shriram Transport Finance Company Limited" of the amount payable on application. Applications for the Debentures must be in the prescribed form (enclosed) and completed in BLOCK CAPITAL LETTERS in English and as per the instructions contained therein. **Applications** complete in all respects (along with all necessary documents as detailed in this Disclosure Document) must be submitted before the last date indicated in the issue time table or such extended time as decided by the issuer. No separate receipt will be issued for the application money.

In case the payment is made through any electronic mode of payment such as RTGS/ NEFT, the funds have to be credited to account, the details of which shall be provided in the Private Placement cum Application Letter/ Supplemental DD.

It may be noted that payment by any other means shall not be accepted. The Company assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer. The Company will not be responsible in any manner for any delayed receipts / non-receipt of RTGS payments or applications lost in mail.

In case of issuance through the Electronic Bidding Platform (EBP), Successful Bidders to transfer funds from bank account(s) to the registered bank account of the clearing corporation to the extent of funds payin obligation on or before 10:30 hours on the pay-in date.

As a matter of precaution against possible fraudulent encashment of interest warrants/ cheques due to loss/ misplacement, the applicant should furnish the full particulars of his or her bank account (i.e. Account Number, name of the bank and branch) at the appropriate place in the Application Form. Interest warrants will then be made out in favour of the bank for credit to his/ her account so specified and dispatched to the investors, who may deposit the same in the said bank.

Cheques / demand drafts / Electronic transfer may be drawn on any bank which is situated and is a member or sub-member of the Banker's Clearing House located at Mumbai. Investors are required to make payments only through Cheque /demand drafts / Electronic transfer payable at Mumbai.

The Issuer assumes no responsibility for any applications / cheques / demand drafts lost in mail or in transit.

### **2. Who can apply**

Nothing in this Disclosure Document shall constitute and/or deem to constitute an offer or an invitation to offer, to be made to the public or any section thereof through this Disclosure Document and this Disclosure Document and its contents should not be construed to be a prospectus under the Act. The Issue is a domestic issue and is being made in India only. This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by the Company and only such recipients are eligible to apply for the Debentures. Subject to applicable law, the categories of investors eligible to subscribe to the Debentures in this Issue, when addressed directly, are:

1. Scheduled Commercial Banks;
2. Financial Institutions;
3. Qualified Institutional Buyer;
4. Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI);

5. Regional Rural Banks;
6. Mutual Funds;
7. Companies, Bodies Corporate authorized to invest in Debentures;
8. Provident Funds, Gratuity, Superannuation, subject to their Investment guidelines.
9. High Net Worth Individuals
10. Foreign Portfolio Investors

Shortlisted investors as may be identified by the Board prior to issuance of the offer(s)/invitation to subscribe to the Debentures, shall be considered as the “identified person(s)” to whom the Issuer can make private placement of the Debentures and only such “identified persons” shall receive a direct communication from the Issuer with offer to subscribe to the Debentures and only such “identified persons” shall be entitled to subscribe to the Debentures (or any Series thereof).

All investors are required to check and comply with Applicable Laws including the relevant rules / regulations / guidelines applicable to them for investing in this Issue of Debentures and the Issuer, is not in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Issuer required to check or confirm the same.

No other person may apply. Hosting of Disclosure Document on the website of the BSE/ NSE should not be construed as an offer or an invitation to offer to subscribe to the Debentures and the same has been hosted only as it is stipulated by the SEBI Debt Listing Regulations read with the EBP Circular. Investors should check their eligibility before making any investment.

Although above investors are eligible to apply however only those investors, who are individually addressed through direct communication by the Issuer/ Sole Arranger, are eligible to apply for the Debentures. No other person may apply. Hosting of Disclosure Document on the website of the BSE / NSE should not be construed as an offer to issue and the same has been hosted only as it is stipulated by SEBI. Investors should check about their eligibility before making any investment.

The applications must be accompanied by certified true copies of (1) Memorandum and Articles of Association/ Constitution/ Bye-laws (2) Resolution authorizing investment and containing operating instructions (3) Specimen signatures of authorised signatories and (4) Xerox copy of PAN Card. (5) Registration Certificate (6) Necessary forms for claiming exemption from deduction of tax at source on the interest income/ interest on application money, wherever applicable.

### **3. Submission of Documents**

For the sake of simplicity, we hereby provide the details of documents required to be submitted by various categories of applicants (who have applied for Allotment of the Debentures) while submitting the Application Form:

#### ***Applications by Banks / eligible Foreign Institutional Investors (subject to applicable law)***

The application must be accompanied by copies of (i) Power of Attorney, if applicable and (ii) specimen signatures of authorized signatories..

#### ***Applications by Corporate Bodies / Eligible Financial Institutions /Companies / Statutory Corporations / Trusts***

The applications must be accompanied by copies of (i) Memorandum and Articles of Association / Debenture Trust Deed / proof of Constitution, as may be applicable (ii) Resolution authorizing investment and containing operating instructions; (iii) Specimen signatures of authorized signatories; (iv) Necessary certificate for claiming exemption from deduction of tax at source on interest on application money.

#### ***Application made by Mutual Funds / Insurance Companies***

The application must be accompanied by copies of (i) SEBI Registration Certificate / IRDA Registration Certificate, as may be applicable. (ii) Authorised Signatories list containing operating instructions along with the specimen signatures and Power of Attorney forwarded by the custodian of the Mutual Fund/Insurance Company. (iii) Application Form shall clearly indicate the name of the concerned scheme for which application is being made. In

case of applications by Mutual Funds registered with SEBI, a separate application must be made in respect of each scheme of the Mutual Fund and such applications will not be treated as multiple applications, provided that the application made by the Asset Management Company/ Trustee/ Custodian clearly indicate their intention as to the scheme for which the application has been made.

The list of documents required to be provided by an investor as mentioned above is only indicative and an investor will be required to provide all additional documents / authorizations / information, which may be required by the Issuer. Notwithstanding anything contained hereinabove, the Issuer may, but is not bound to revert to any investor for any additional documents / information and can accept or reject an application as it deems fit, without assigning any reasons.

#### ***Submission of completed Application Form***

All applications duly completed accompanied by fund transfer instrument / fund transfer instructions from the respective investor's account to the account of the ICCL/relevant clearing corporation, shall be submitted at the Corporate Office of the Issuer.

#### **4. Applications under Power of Attorney / Relevant Authority**

In case of applications made under a power of attorney or by a limited company or a body corporate or registered society or Mutual Fund, trusts etc., the relevant power of attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or bye-laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Issuer's office where the application has been submitted failing which the applications are liable to be rejected.

#### **5. PAN/GIR No:**

All applicants should mention their Permanent Account number (PAN) allotted under Income Tax Act, 1961 or where the same has not been allotted, the GIR Number and the IT Circle/Ward/District should be mentioned. In case where neither the PAN nor the GIR number has been allotted, or the applicant is not assessed to Income Tax, the fact of such non-allotment should be mentioned in the Application Form. Applications without this will be considered incomplete and are liable to be rejected.

#### **6. Right to Accept or Reject Applications**

The Issuer is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason thereof. Application Forms that are not complete in all respects or not in the prescribed form, may be rejected at the sole and absolute discretion of the Issuer. Any application, which has been rejected, would be intimated by the Issuer along with the refund warrant. Subject to the aforesaid, in case of over subscription, priority will be given to investors on a first come first serve basis. The investors will be required to remit the funds as well as submit the duly completed Application Form along with other necessary documents to Issuer by the Deemed Date of Allotment.

#### **7. Fictitious Applications**

Any person who (i) makes in a fictitious name, an application to the Issuer for acquiring, or subscribing for any Debentures therein, or (ii) otherwise induces the Issuer to allot or register any transferor of Debentures therein to him or any other person in a fictitious name, shall be punishable under the extant laws. Fictitious Applications will be rejected. Attention of applicants is specially drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013

#### **8. Depository Arrangement**

The Issuer has appointed Integrated Registry Management Services PVT LTD as Registrar and Transfer Agents for the Debenture issuance. The Issuer has entered into depository arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**9. Debentures in Dematerialised mode**

The Issuer will make allotment of Debentures to investors in due course after verification of the application form, the accompanying documents and on realization of the application money. The letter of allotment of Debentures will be credited in dematerialized form within 2 (Two) Business Days from the Deemed Date of Allotment. Investors will have to hold the Debentures in dematerialized form as per the provisions of Depositories Act. The Depository Participant's name, DP-ID and beneficiary account number must be mentioned at the appropriate place in the Application Form. Notwithstanding the foregoing, investors have the option to seek rematerialisation of Debentures (i.e. investors shall have the right to hold the NCDs in physical form) at any time in the future.

**10. Loss of Letters of Allotment / Certificates / Interest cheques / Refund cheques**

Loss of Letter of Allotment / Certificates / Interest cheques / Refund cheques should be intimated to the Issuer along with request for duplicate issue. Relevant statute and any other conditions as may be prescribed by the Issuer would govern the duplicate issue.

**11. Letter/s of allotment/refund order(s) and interest in case of delay in dispatch**

The beneficiary account of the investor(s) with National Securities Depository Ltd. (NSDL)/ Central Depository Services Ltd (CDSL) Depository Participant will be given initial credit within two Business Days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Debenture Certificate.

The Issuer further agrees to pay interest as per the applicable provisions of the Companies Act, 2013, if the allotment letters/refund orders have not been dispatched to the applicants within 30 days from the date of the closure of the issue.

**12. Applications under Power of Attorney**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all the authorized signatories and the tax exemption certificate/document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Issuer at its registered office and/or Corporate Office.

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate or Registered Society or Mutual Fund, and scientific and/or industrial research organizations or Trusts etc, the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Company's branch where the application has been submitted, or at the office of the Registrars to the Issue after submission of the Application Form to the bankers to the issue or any of the designated branches as mentioned on the reverse of the Application Form, failing which the applications are liable to be rejected. Such authority received by the Registrars to the Issue more than 10 days after closure of the subscription list may not be considered

**13. Signatures**

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/Notary Public under his/her official seal.

**14. Nomination Facility**

As per the Companies Act, 2013, only individuals applying as sole applicant/Joint Applicant can nominate, in the prescribed manner, a person to whom his Debentures shall vest in the event of his death. Non-individuals including holders of Power of Attorney cannot nominate.

**15. Allotment Intimation**

The Issuer has made depository arrangements with NSDL and CDSL for the issue of these Debentures in Dematerialized Form. The investors shall hold these Debentures in the dematerialized form and will be governed as per the provisions of the Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL and CDSL (as applicable) from time to time and other Applicable Laws and rules notified in respect thereof.

Investors should mention their NSDL/ CDSL Depository Participant's name, DP-ID and Beneficiary Account Number at the appropriate place in the Application Form. The Issuer shall take reasonable steps to credit the Beneficiary Account of the Allottee(s), with the NSDL/ CDSL Depository Participant as mentioned in the Application Form, with the number of Debentures allotted. The applicant is responsible for the correctness of its details given in the Application Form vis-à-vis those with its DP. In case the information is incorrect or insufficient, the Issuer would not be liable for losses, if any.

The Issuer shall credit the NCDs in the demat account of the investors as per the details furnished in the Application Form.

## **16. Refund**

The Issuer will execute and dispatch / credit to the DP account of the allottee the letters of Allotment / Allotment advice in favour of the allottee or Refund Letter along with refund amount, not later than 7 (seven) working days after receipt of completed Application Form or the Date of Allotment, whichever is later. After completion of all legal formalities, the Issuer will issue the Debentures Certificate(s) / credit the DP account of the allottee's against surrender of the letter(s) of allotment within three month(s) of the Deemed Date of Allotment or such extended period subject to obtaining the approvals, if any. The Issuer shall ensure dispatch of Refund Orders by Registered Post / Courier / Hand Delivery and adequate funds for the purpose shall be made available.

The Issuer agrees that it shall pay interest in accordance with provisions of the Companies Act, SEBI Regulations (as applicable), if there is a delay in dispatch of Allotment Letters / Refund Orders. The payment will be subject to deduction of tax at source at the rates prescribed under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof.

## **SECTION 7: Other Information and Issue Procedure**

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of this Disclosure Document, the Private Placement Offer cum Application Letter and other terms and conditions as may be incorporated in the Definitive Documents.

### **Mode of Transfer/Transmission of Debentures**

The Debentures shall be transferable freely; however, it is clarified that no Investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and the Applicable Law. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transferor or transferee and the Applicable Laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

Transfer of the Debentures to and from FIIs/ NRIs/ OCBs, in case they seek to hold the Debentures and are eligible to do so, will be governed by the then prevailing guidelines issued by RBI.

### **Debentures held in Dematerialised Form**

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by cheque/fund transfer/RTGS to those Debenture Holder(s) whose names appear on the list of beneficiaries maintained by the R&T Agent. The names would be as per the R&T Agent's records on the relevant Record Date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action. The list of beneficiaries as of the relevant Record Date setting out the relevant beneficiaries' name and account number, address, bank details and DP's identification number will be given by the R&T Agent to the Issuer. If permitted, the Issuer may transfer payments required to be made in any relation by NEFT/RTGS to the bank account of the Debenture Holder(s) for redemption payments.

### **Debenture Trustee for the Debenture Holder(s)**

The Issuer has appointed Catalyst Trusteeship Limited to act as trustee for the Debenture Holder(s). The Issuer and the Debenture Trustee have entered into a Debenture Trustee Appointment Agreement and the Issuer and the Debenture Trustee intend to enter into a Debenture Trust Deed *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and the Issuer. The Debenture Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). Any payment made by the Issuer to the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge the Issuer *pro tanto* to the Debenture Holder(s). The Debenture Trustee will protect the interest of the Debenture Holder(s) in regard to the repayment of principal and yield thereon and the Debenture Trustee will take necessary action, subject to and in accordance with the Debenture Trustee Appointment Agreement and the Debenture Trust Deed, at the cost of the Issuer. No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, consistently fails to do so. The Debenture Trustee Appointment Agreement and the Debenture Trust Deed shall more specifically set out the rights and remedies of the Debenture Holder(s) and the manner of enforcement thereof.

### **Sharing of Information**

The Issuer may, at its option, but subject to applicable law, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, credit information companies, agencies, statutory bodies, as may

be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

**Tax Deduction at Source (TDS):**

- (a) Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source for which a certificate will be issued by the Company. As per the provisions of the Income Tax Act, 1961, with effect from June 1, 2008, no tax is deductible at source from the amount of interest payable on any listed dematerialised security, held by a person resident in India. Since the Debentures shall be issued in dematerialised mode and shall be listed on the WDM segment of BSE / debt segment of NSE, no tax will be deductible at source on the payment/credit of interest/137ematcit yield on Debentures held by any person resident in India. In the event of rematerialisation of the Debentures, or Debentures held by person resident outside India or a change in Applicable Law governing the taxation of the NCDs, the following provisions shall apply:
- (b) In the event the Debentures are rematerialized and the Issuer is required to make a tax deduction, the Company shall make the payment required in connection with that tax deduction within the time allowed and in the minimum amount required by Applicable Law;
- (c) The Company shall within 30 (thirty) days after the due date of payment of any tax or other amount which it is required to pay, deliver to the Debenture Trustee evidence of such deduction, withholding or payment and of the remittance thereof to the relevant taxing or other authority.

Interest on application money shall be subject to TDS at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company.

For seeking TDS exemption / lower rate of TDS, relevant certificate / document must be lodged by the Debenture Holder(s) at the Corporate Office of the Company at least 15 (Fifteen) days before the interest payment becoming due. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money should be submitted along with the Application Form. For detailed tax implications of the investment in Debentures, investors should get in touch with their tax consultant.

**Right of the Company to Purchase, Consolidate, Re-sell and Re-issue NCDs:**

**(a) Purchase and Resale of NCDs:**

The Company may, subject to Applicable Law at any time and from time to time, at its sole and absolute discretion and subject to prior approval of Reserve Bank of India, purchase some or all of the NCDs held by the Debenture Holders at any time prior to the specified date(s) of redemption / put / call as specified in the relevant Supplemental DD. Such buy-back of NCDs may be at par or at discount / premium to the face value at the sole discretion of the Company. The NCDs so purchased may, at the option of the Company, be cancelled, consolidated, held or resold in accordance with the provisions of the Applicable Law.

**(b) Reissue of Debentures:**

The Company shall have a right to repurchase the said Debentures or any of the Series of the Debentures and cancel or re-issue them from time to time in accordance with the provisions of the Act and Applicable Law. Upon such re-issue the person entitled to the Debentures shall have and shall be deemed always to have had, the same rights and priorities as if the Debentures had never been redeemed.

Where the Company has repurchased / redeemed any such NCDs, subject to the provisions the Companies Act, 2013 and other applicable legal provisions, the Company shall have and shall be deemed always to have had the right to keep such NCDs alive for the purpose of reissue and in exercising such right, the Company shall have and shall be deemed always to have had the power to reissue such NCDs either by reissuing the same NCDs or by issuing other NCDs in their place in either case, at such a price and on such terms and conditions (including any variations, dropping of or additions to any terms and conditions originally stipulated) as the Company may deem fit.

**(c) Consolidation of ISINs**

So long as the terms and conditions of the existing securities of the Company (under the respective issues) in the International Securities Identification Number (ISIN) are not revised (i) otherwise than as may be required/permitted by regulations; or (ii) which results in breach of or violation of the regulations from time to time, which specifically precludes such revision, subject to Applicable Laws, the Company reserves the right/is entitled to add additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time under such terms and conditions, which may / may not be different from the existing securities under the respective issues under the same ISIN. Such additional securities and their terms may be such as are permitted by regulations or not specifically precluded by regulations from time to time. Further, such additional securities may be issued from time to time at such issue price, either at par or at premium or at discount to arrive at the contracted effective yield from time to time.

The securities listed by the Company under the terms of the respective transaction documents (including any Debentures issued by the Company hereunder under the terms of the respective Supplemental DD) be redeemed before maturity date by the Company, as per the financial or other terms as may have been mutually agreed upon between the Company and the security holder (or in accordance with Paragraph 3 of this Schedule I in respect of an early redemption of any Debentures issued under any Supplemental DD). The said redemption maybe done either on a pro rata basis or by lot or by any other manner whatsoever, as the Company may deem fit.

In this regard, the Company shall be entitled to:

- (i) add such additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time under such terms and conditions, which may / may not be different from the terms of securities under the respective issues existing under the said ISIN; and
- (ii) select any of the listed securities in the ISIN for redemption as the Company may solely deem fit either by pro rata basis or by lot or by any other manner whatsoever, as the Company may deem fit, before maturity, from time to time.

**Variation of Debenture Holder(s) rights**

The rights, privileges and conditions attached to the Debenture(s) and this Disclosure Document may be varied, modified or abrogated in accordance with the Articles of Association of the Company, Debenture Trust Deed and the Act and with the consent of the Majority Debenture Holder(s). Provided that nothing in such resolution shall be operative against the Issuer where such resolution modifies or varies the terms and conditions governing the Debenture(s) if the same are not acceptable to the Issuer.

Provided that the Debenture Trustee and the Issuer may agree to make any modifications in this Information Memorandum which in the opinion of the Debenture Trustee is of a formal, minor or technical nature or is to correct a manifest error.

**Notices:**

The Issuer agrees to send notice of all meetings of the Debenture Holders specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting. The notices, communications and writings to the Debenture Holder(s) required to be given by the Issuer shall be deemed to have been given if sent by registered post or through recognized overnight courier service or by hand delivery to the sole / first allottee or sole/first registered Debenture Holder as the case may be at its address registered with the Issuer. All notices, communications and writings to be given by the Debenture Holder(s) shall be sent by registered post or through recognized courier service or by hand delivery to the Issuer at its Registered Office or to such persons at such address as may be notified by the Issuer from time to time and shall be deemed to have been received on actual receipt of the same.

**Splitting:**

Splitting of the Debentures is not applicable in the dematerialised mode form since the saleable lot is 1 (one) Debenture.

**Transfers:**

The Debentures may be transferred to any person duly qualified to acquire such Debentures under the Applicable Laws.

**Letters of Allotment**

The letter of allotment, indicating allotment of the Debentures, will be credited in dematerialised form within 2 (Two) Business Days from the Deemed Date of Allotment.

**Succession:**

In the event of demise of a Debenture Holder, the Company will recognize the executor or administrator of the demised Debenture Holder or the holder of succession certificate or other legal representative of the demised Debenture Holder as the registered holder of such Debentures, if such a person obtains probate or letter of administration or is the holder of succession certificate or other legal representation, as the case may be, from a court in India having jurisdiction over the matter and delivers a copy of the same to the Issuer. The Issuer may, in its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the demised Debenture Holder on production of sufficient documentary proof or indemnity. In case a person other than individual holds the Debentures, the rights in the Debentures shall vest with the successor acquiring interest therein, including liquidator or any such person appointed as per the Applicable Law.

### **SECTION 8: Declaration**

It is hereby declared that this Disclosure Document contains full disclosures in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended till May 7, 2019) and Section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Issuer also confirms that this Disclosure Document does not omit disclosure of any material fact which may make the statements made therein, in light of the circumstances under which they are made, misleading. The Disclosure Document also does not contain any false or misleading statement.

The Issuer accepts no responsibility for the statement made otherwise than in this Disclosure Document or in any other material issued by or at the instance of the Issuer and that anyone placing reliance on any other source of information would be doing so at his own risk.

Signed by **Mr. Parag Sharma** pursuant to the authority granted by the Banking and Finance Committee of the Company in their meeting held on March 16, 2020.

**For SHRIRAM TRANSPORT FINANCE COMPANY LTD**



**Authorised Signatory**

Date: March 23, 2020

Place: Mumbai

**ANNEXURE I – APPLICATION FORM**

|                                                              |             |                       |            |     |
|--------------------------------------------------------------|-------------|-----------------------|------------|-----|
| <b>BPrivate Placement of Debentures<br/>Application Form</b> |             | <b>Application No</b> | :          | [•] |
|                                                              |             | <b>Addressee</b>      | :          |     |
|                                                              | <b>Date</b> | :                     | ____, 2020 |     |

To,  
**The Board of Directors**  
**SHRIRAM TRANSPORT FINANCE COMPANY LIMITED** (CIN: L65191TN1979PLC007874)

Registered Office: Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu- 600004.

Corporate Office: Wockhardt Towers, Level - 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.

Dear Sirs,  
 Having read and understood the contents of the Private Placement Offer Letter (as defined overleaf), I/we apply for allotment to me/us of the Debentures. The amount payable on application as shown below is remitted herewith. In case of allotment, please place my/our name(s) on the Register of Debenture Holders. I/We bind ourselves by the terms and conditions as contained in the Private Placement Offer Letter. We note that the Board of Directors is entitled in its absolute discretion to accept or reject this application whole or in part without assigning any reasons whatsoever.

(PLEASE READ THE INSTRUCTIONS ON THE REVERSE CAREFULLY BEFORE FILLING UP THIS APPLICATION FORM)

**APPLICANT'S DETAILS (IN BLOCK LETTERS):**

|                                                                                                                 |
|-----------------------------------------------------------------------------------------------------------------|
| <b>First/Sole Applicant:</b>                                                                                    |
| _____                                                                                                           |
| <b>Second Applicant:</b>                                                                                        |
| _____                                                                                                           |
| <b>Third Applicant:</b>                                                                                         |
| _____                                                                                                           |
| <b>Address:</b>                                                                                                 |
| _____                                                                                                           |
| _____                                                                                                           |
| <b>Pin Code:</b> _____ <b>Tel / Mobile No:</b> _____ <b>Email:</b> _____                                        |
| <b>PAN No:</b> _____ <b>Applicant Category Code (please refer overleaf):</b> _____                              |
| <i>(Furnishing of Applicant's Details is mandatory, failing which the Application is liable to be rejected)</i> |

**Investment Details:**

|                                                                         |                                       |                                                          |
|-------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------|
| <b>Face Value (Rs. / Debenture)</b>                                     |                                       | Rs. 10,00,000 (Rupees Rupees Ten Lacs Only)              |
| <b>Issue Price (Rs. / Debenture)</b>                                    |                                       | Rs. 10,00,000 (Rupees Ten Lacs Only)                     |
| <b>Minimum Application of and in multiples of Debentures thereafter</b> |                                       | 10 Debentures and in multiples of 1 Debenture thereafter |
| <b>No of Debentures Applied</b>                                         |                                       |                                                          |
| <b>Amount Payable (Rs.)</b>                                             |                                       |                                                          |
| <b>Grand Total</b>                                                      | <b>Total No of Debentures Applied</b> |                                                          |
|                                                                         | <b>Total Amount Payable (Rs.)</b>     |                                                          |

**Payment Details <sup>(1)</sup>:**

|                                                                            |                                                                      |
|----------------------------------------------------------------------------|----------------------------------------------------------------------|
| <b>Amount Paid (Rs.) – in words</b>                                        |                                                                      |
| <b>Amount Paid (Rs.) – in figures</b>                                      |                                                                      |
| <b>Mode of Payment (select whichever is applicable)</b>                    | <input type="checkbox"/> RTGS <input type="checkbox"/> FUND TRANSFER |
| <b>Date of RTGS/ NEFT/ ECS/ FUND TRANSFER</b>                              |                                                                      |
| <b>Name of the Bank through which the Electronic Fund Transfer is made</b> |                                                                      |
| <b>UTR No.</b>                                                             |                                                                      |

*Note: (1) The Application Form must be accompanied with the UTR confirmation. The details of the bank account to which payment needs to be made are provided overleaf.*

**Applicant's depository details <sup>(2)</sup>:**

|                          |  |  |  |  |  |  |  |  |  |  |  |  |                   |                               |                               |  |
|--------------------------|--|--|--|--|--|--|--|--|--|--|--|--|-------------------|-------------------------------|-------------------------------|--|
| <b>DP Name</b>           |  |  |  |  |  |  |  |  |  |  |  |  | <b>Depository</b> | <input type="checkbox"/> NSDL | <input type="checkbox"/> CDSL |  |
| <b>DP ID / Client ID</b> |  |  |  |  |  |  |  |  |  |  |  |  |                   |                               |                               |  |

*Note: (2) Please note that allotment of Debentures shall be compulsorily made in dematerialized form.*

**Signature**

|   | <b>Name of the Authorised Signatories</b> | <b>Designation</b> | <b>Signature</b> |
|---|-------------------------------------------|--------------------|------------------|
| 1 |                                           |                    |                  |
| 2 |                                           |                    |                  |
| 3 |                                           |                    |                  |

**Date:** \_\_\_\_\_, 2019

----- **Tear Here** -----

**Application No:** \_\_\_\_\_

**SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (CIN: L65191TN1979PLC007874))**

Registered Office: Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu- 600004.

Corporate Office: Wockhardt Towers, Level - 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.

ACKNOWLEDGEMENT SLIP

Received from: \_\_\_\_\_ Date: \_\_\_\_\_  
\_\_\_\_\_, 2020

|                               |                 |                    |                                                                         |                                         |
|-------------------------------|-----------------|--------------------|-------------------------------------------------------------------------|-----------------------------------------|
| Issue Price (Rs. / Debenture) | Rs. 10,00,000/- | Mode of Payment    | <input type="checkbox"/> RTGS<br><input type="checkbox"/> FUND TRANSFER | Date stamp & signature of the Registrar |
| No of Debentures applied for  |                 | Date of Remittance |                                                                         |                                         |
| Amount Paid (Rs.)             |                 | Name of the Bank   |                                                                         |                                         |
|                               |                 | UTR No.            |                                                                         |                                         |

## INSTRUCTIONS

1. The application would be accepted as per the terms of the issue of listed Non – Convertible Debentures (“**Debentures**”) on private placement basis offered by way of the private placement offer letter dated March 23, 2020 (“**Private Placement Offer Letter**”). Applicants are requested to refer to the application procedure set forth in the Disclosure Document.
2. Application forms must be completed in full in BLOCK LETTERS IN ENGLISH. A blank space must be left between two or more parts of the name.
3. The sole/first applicant should mention his/her/its PAN Number allotted under Income Tax Act, 1961. Income Tax as applicable will be deducted at Source at the time of payment of Interest on Application / Refund Money.
4. Signatures should be made in English or in any of the Indian languages. Thumb impressions must be attested by an authorised official of a Bank or by a Magistrate/Notary Public under his/her official seal.
5. The various categories of applicants eligible to apply along with their category codes are as given below:

|   |                                                     |   |                                                                 |
|---|-----------------------------------------------------|---|-----------------------------------------------------------------|
| 1 | Financial Institution                               | 2 | Company, Bodies Corporate, including public sector undertakings |
| 3 | Insurance Company                                   | 4 | Mutual Funds                                                    |
| 5 | Provident funds / gratuity funds / pension funds    | 6 | Scheduled Commercial Banks                                      |
| 7 | Any other person authorized to invest in this Issue |   |                                                                 |

Applicants are hereby required to ascertain their eligibility to apply for the Issue.

6. Applicants shall be bound by the terms and conditions as contained in the Disclosure Document, including the basis of allotment as specified therein.
7. Applicants are requested to read the Disclosure Document carefully prior to making an investment decision in the Debentures.
8. Allotment of Debentures shall be compulsorily made in dematerialized form.
9. The payment of interest / dividend / redemption shall be made to the bank account linked with the demat account of the applicant, wherein the allotment of the Debentures is made / held.
10. Application forms duly completed in all respects must be sent via email and in original to Registrar to the Issuer as specified below.
11. Application Money can be remitted only through electronic transfer of funds during the Issue Period, i.e. during banking hours commencing from 0800 hours and ending on 1615 hours:
12. Cash, money orders, postal orders and stock invest **WILL NOT** be accepted.
13. The Application Form must be accompanied with the UTR confirmation.
14. Payment needs to be made to the following account:

|                       |  |
|-----------------------|--|
| <b>Bank Name</b>      |  |
| <b>Branch</b>         |  |
| <b>Account Name</b>   |  |
| <b>Account Number</b> |  |
| <b>IFSC Code</b>      |  |

|         |  |
|---------|--|
| Address |  |
|---------|--|

- 15. Receipt of applications will be acknowledged by Registrar to the Issuer in the “Acknowledgement Slip”, appearing below the Application Form. No separate receipt will be issued.
- 16. **APPLICATIONS NOT ACCOMPANIED BY THE REQUIRED DOCUMENTS ARE LIABLE TO BE REJECTED.**

---

Address for submission of Application Forms along with the Relevant Documents

|  |
|--|
|  |
|  |

## ANNEXURE II – COPY OF BOARD RESOLUTION



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 08, 2019 (DULY CONVENED WITH PROPER QUORUM PRESENT).**

**ISSUE OF REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

**“RESOLVED THAT** subject to approval of the shareholders and pursuant to Section 42, Section 179(3)(c) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (‘Debt Regulations’) as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India (RBI) as applicable to the Non-Banking Financial Companies (‘NBFC’) from time to time, and such other laws and regulations, the consent of the Board of Directors be and is hereby accorded to raise funds for the purpose of business of the Company from time to time by way of making offer of securities or invitation to subscribe to the securities being Redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds or any other structured / hybrid debt securities (excluding commercial paper) upto Rs.14,000 crores (Rupees Fourteen Thousand Crores Only) of the face value as may be permissible under the Act and RBI circulars, not open to public, but on private placement basis at par, discount or premium, in one or more tranches to the qualified institutional buyers, foreign institutional investors, banks, financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, and such other entities/ persons eligible to subscribe the securities on such terms and conditions including the rate of interest, tenure and security cover thereof etc. as may be finalized by the Banking and Finance Committee of the Company.

**RESOLVED FURTHER THAT** the Banking and Finance Committee be and is hereby authorized to decide and finalize the structure of the debt security and to make modification(s) from time to time in terms of coupon, redemption or otherwise, and to do all acts, deeds, matters and things and to take all such steps and settle all such questions and matters as may be necessary for the purpose of implementation of this resolution including but not restricted to appointment of trustees, arrangers, registrars, bankers, rating agencies, clearing corporations, and other intermediaries/agents as may be necessary, negotiation and finalization of the terms and conditions of their appointment, authorizing persons to finalize, sign, execute and deliver all the documents / agreements / papers, finalization / approval of the shelf disclosure document(s)/private placement offer letter(s)/information memorandum(s) (draft as well as final), the term sheets for the issue of each tranche of securities.



**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. 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.

Website: [www.stfc.in](http://www.stfc.in) | Corporate Identity Number (CIN) – L65191TN1979PLC007874.



**RESOLVED FURTHER THAT** the draft formats of the shelf disclosure document and the private placement offer letter, as placed before the Board, be and are hereby approved and that the same be signed for and on behalf of the Board of Directors by any one of Mr. Umesh Revankar, Managing Director & CEO or Mr. D. V. Ravi, Director or Mr. Parag Sharma, Executive Director & Chief Financial Officer of the Company as may be necessary and that the Directors do and hereby grant their consent to include their names as such in the shelf disclosure document(s) / private placement offer letter(s) / as may be required to be issued by the Company from time to time in connection with issue of securities in one or more tranches within the limits as set out in this resolution.

**RESOLVED FURTHER THAT** the Allotment Committee (NCD) consisting of Mr. Umesh Revankar, Managing Director & CEO, Mr. D. V. Ravi, Director, Mr. Parag Sharma, Executive Director and Chief Financial Officer and Mr. S. Sunder, Executive Director Accounts & Admin of the Company be and are hereby authorized to allot the Securities as and when subscribed.

**RESOLVED FURTHER THAT** the securities so issued, wherever required, may be listed with BSE Limited and/or National Stock Exchange of India Limited and that the Mr. Umesh Revankar, Managing Director & CEO, Mr. Parag Sharma, Executive Director & Chief Financial Officer and Mr. Vivek Achwal, Company Secretary be and are hereby severally authorized to complete all the required formalities for listing and trading of the securities and to sign such documents as may be necessary or expedient in this regard.

**RESOLVED FURTHER THAT** Mr. Umesh Revankar, Managing Director & CEO or Mr. D.V.Ravi, Director or Mr. Parag Sharma, Executive Director & Chief Financial Officer, Mr. S. Sunder, Executive Director Accounts & Admin and Mr. Vivek Achwal, Company Secretary of the Company be and are hereby severally authorized to file necessary Forms from time to time with Registrar of Companies.”

*// Certified True Copy //*

*for* **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

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

ACS No. 8061

Flat No. 5, Wing A, Sarvodaya Vidya Niketan Co-operative Housing Society,  
Shiv Srushti, Kurla East, Mumbai – 400024

**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. 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.

Website: [www.stfc.in](http://www.stfc.in) | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

## ANNEXURE III – COPY OF SHAREHOLDERS RESOLUTION



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT ON JUNE 13, 2019.**

**ITEM NO. 3**

**SPECIAL RESOLUTION**

**RENEWAL OF LIMIT TO ISSUE DEBENTURES ON PRIVATE PLACEMENT BASIS BY THE BOARD**

**“RESOLVED THAT** pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (‘Debt Regulations’) as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India (RBI) as applicable to the Non-Banking Financial Companies (‘NBFC’) from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures (NCDs), subordinated debentures, bonds or any other debt securities (hereinafter referred to as “Debentures”) at such face value as may be permissible under the Act and RBI circulars on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs.35,000 crores (Rupees Thirty Five Thousand Crores Only) within the overall borrowing limits of the Company as may be approved by the members, to the qualified institutional buyers, foreign institutional investors/foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, and such other entities/ persons eligible to subscribe the Debentures on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

**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. 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.  
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.





**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution.”

**// Certified True Copy //**  
**for SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

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

**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. 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.

Website: [www.sifc.in](http://www.sifc.in) | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

## ANNEXURE IV – TRUSTEE CONSENT LETTER

**CATALYST**  
Believe in yourself... Trust us!



CL/MUM/19-20/DEB/1038

March 06, 2020

**Shriram Transport Finance Company Limited**  
Wockhardt Towers, Level-3,  
West Wing, C-2, G-Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400051

Kind Attn: - Mr. Amit Agarwal

Dear Sir,

**Consent to act as Trustee for Secured, Redeemable, Listed, Rated, Non-Convertible Debentures aggregating upto INR 900 Crores to be issued by your Company.**

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited (CTL) (Formerly GDA Trusteeship Limited) to act as Debenture Trustee for the Secured, Redeemable, Listed, Rated, Non-Convertible Debentures aggregating upto INR 900 Crores to be issued.

In this connection, we are agreeable to act as Trustee on the following trusteeship remuneration:

The Company and the Trustee shall enter into relevant trustee agreements and other necessary documents for the aforesaid issue of NCDs and also agrees & undertakes to comply with the provisions of the SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015 and the Listing Agreement pursuant thereto to be executed with Bombay Stock Exchange(BSE)/ National Stock Exchange(NSE), the RBI Circular No. RBI/2012-13/560 dated June 27, 2013, the Companies Act, 2013 and any other applicable statutes, regulations and provisions as amended from time to time.

The Company shall enter into Agreement with Trustee as required by Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993 thereby agreeing to create the security within three months from the date of closure of issue or in accordance with the Companies Act, 2013 or as per the provisions as prescribed by any regulatory authority as applicable and comply with the provisions of applicable laws.

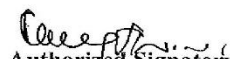
We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

For Catalyst Trusteeship Limited

  
Authorized Signatory



For Shriram Transport Finance Company Limited

  
Authorized Signatory



CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)

An ISO:9001 Company

Mumbai Office Windsor, 6<sup>th</sup> Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098 Tel +91 (022) 4922 0555 Fax +91 (022) 4922 0505  
Regd. Office GDA House, Plot No. 85, Bhamburda Colony (Right), Patel Road, Pune 411 028 Tel +91 (020) 25280081 Fax +91 (020) 25280275  
Delhi Office Office No. 810, 8th Floor, Kalash Building, 26, Kasturba Gandhi Marg, New Delhi - 110001 Tel 11 430 29101/02,  
CIN No. U74999PN1997PLC10262 Email dt@ctltrustee.com Website www.catalysttrustee.com  
Pune | Mumbai | Bangalore | Delhi | Chennai



ANNEXURE V: IN PRINCIPLE APPROVAL LETTER

DCS/COMP/AA/IP-PPDI/952/19-20  
March 20, 2020

The Company Secretary  
**Shriram Transport Finance Company Limited**  
Mookambika Complex, 3rd Floor, No. 4,  
Lady Desika Road, Mylapore,  
Chennai, Tamil Nadu- 600004

Dear Sir,

**Re: Private Placement of 6,000 Senior, Listed, Secured, Rated, Redeemable, Non-Convertible Debentures (with Green shoe option to retain Total subscription upto 3,000) of the face value of Rs. 10,00,000/- each ("Debentures"), for cash at par of the aggregate nominal value of Rs 600/- Crores with Green shoe option of Rs. 300 Crores to retain total subscription upto Rs. 900 Crores.**

We acknowledge receipt of your application on the online portal on March 20, 2020 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time

This In-Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,  
**For BSE Limited**

  
**Mangesh Tayde**  
Asst. Gen. Manager

  
**Akshay Arolkar**  
Asst. Manager

## ANNEXURE VI: RATING LETTER

## Ratings



## CONFIDENTIAL

STFCL/NCD/242557/060320201  
March 06, 2020

**Mr. Parag Sharma**  
Chief Financial Officer  
**Shriram Transport Finance Company Limited**  
Wockhardt Tower, 3<sup>rd</sup> Floor, West Wing  
C-2, G Block, Bandra- Kurla Complex  
Bandra (E),  
Mumbai 400051

Dear Mr. Parag Sharma,

**Re: CRISIL Rating on the Rs.3000 Crore Non-Convertible Debentures of Shriram Transport Finance Company Limited**

We refer to your request for a rating for the captioned Non-Convertible Debentures.

CRISIL has, after due consideration, assigned its "**CRISIL AA+/Stable**" (pronounced as CRISIL double A Plus rating with Stable outlook) rating to the captioned debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

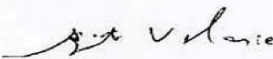
For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at [debtissue@crisil.com](mailto:debtissue@crisil.com)

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,  
Yours sincerely,

  
Ajit Velonie  
Director- CRISIL Ratings

  
Nivedita Shibu  
Associate Director - CRISIL Ratings



A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web [www.crisil.com](http://www.crisil.com). For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpline at 1990 467 1277. CRISIL Corporate Identity Number: E619904671277LCO42363

Ratings



Details of the Rs.3000 Crore Non-Convertible Debentures of  
Shriram Transport Finance Company Limited

|                               | 1st tranche |        | 2nd tranche |        | 3rd tranche |        |
|-------------------------------|-------------|--------|-------------|--------|-------------|--------|
| Instrument Series:            |             |        |             |        |             |        |
| Amount Placed:                |             |        |             |        |             |        |
| Maturity Period:              |             |        |             |        |             |        |
| Put or Call Options (if any): |             |        |             |        |             |        |
| Coupon Rate:                  |             |        |             |        |             |        |
| Interest Payment Dates:       |             |        |             |        |             |        |
| Principal Repayment Details:  | Date        | Amount | Date        | Amount | Date        | Amount |
|                               |             |        |             |        |             |        |
| Investors:                    |             |        |             |        |             |        |
| Trustees:                     |             |        |             |        |             |        |

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

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