



**Shriram Transport Finance Company Limited
(CIN: L65191TN1979PLC007874)**

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, 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

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

Supplemental Disclosure Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 6, 2008, as amended from time to time and the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time.

PRIVATE PLACEMENT OF UPTO 3500 (THREE THOUSAND FIVE HUNDRED) UNSECURED NON-CONVERTIBLE SUBORDINATED DEBT IN THE NATURE OF DEBENTURES (“DEBENTURES” OR NCDS) OF THE FACE VALUE OF RS.10,00,000/- (RUPEES TEN LAKH ONLY) EACH, FOR INCLUSION AS TIER 2 CAPITAL, FOR CASH AGGREGATING UPTO RS. 350,00,00,000/- (RUPEES THREE HUNDRED FIFTY CRORES ONLY) WITH A GREEN SHOE OPTION OF Rs. 250,00,00,000/- (RUPEES TWO HUNDRED FIFTY CRORES), ISSUED UNDER THE SHELF DISCLOSURE DOCUMENT DATED DECEMBER 26, 2018, (“SHELF DISCLOSURE DOCUMENT” OR “SHELF DD”) AS AMENDED / SUPPLEMENTED FROM TIME TO TIME FOR PRIVATE PLACEMENT OF UNSECURED NON-CONVERTIBLE SUBORDINATED DEBT IN THE NATURE OF DEBENTURES AGGREGATING UPTO RS. 2000,00,00,000/- (RUPEES TWO THOUSAND CRORES ONLY), TO BE ISSUED IN ONE OR MORE SERIES.

This supplemental disclosure document (“Supplemental Disclosure Document/Supplemental DD”) is issued in terms of and pursuant to the Shelf Disclosure Document dated December 26, 2018. All the terms, conditions, information and stipulations contained in the Shelf Disclosure Document, unless the context states otherwise or unless specifically stated otherwise, are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same to the extent applicable. This Supplemental Disclosure Document must be read in conjunction with the Shelf Disclosure Document and the Private Placement Offer cum Application Letter.

This Supplemental DD contains details of this Series and any material changes in the information provided in the Shelf Disclosure Document, as set out herein. Accordingly set out below are the updated particulars / changes in the particulars set out in the Shelf Disclosure Document, which additional / updated information / particulars shall be read in conjunction with other information / particulars appearing in the Shelf Disclosure Document. All other particulars appearing in the Shelf Disclosure Document shall remain unchanged. In case of any inconsistency between the terms of this Supplemental DD and the Shelf DD and/or the terms of this Supplemental DD and/or any other Transaction Document, the terms as set out in this Supplemental DD shall prevail.



All capitalised terms used but not defined herein shall have the meaning ascribed to them in the Shelf Disclosure Document.

This Supplemental DD is dated December 26, 2018

SUMMARY TERM SHEET

Security Name	STFCL DEC 18-19 PP SD-03
Issuer	Shriram Transport Finance Company Limited
Arranger	NIL
Type of Instrument	Rated Listed Unsecured Non-Convertible Subordinated debentures
Nature of Instrument	Unsecured
Seniority	Subordinated
Mode of Issue	Private placement
Eligible Investors	Please refer paragraph “Who can apply” of the Shelf Disclosure Document.
Listing	<p>The NCDs are proposed to be listed on WDM segment of BSE Limited. BSE has given its in-principle approval to list the NCDs to be issued and allotted in terms of the Shelf DD.</p> <p>The Company shall forward the listing application to the BSE Limited along with the applicable disclosures within 15 (Fifteen) days from the Deemed Date Of Allotment of NCDs.</p> <p>In case of delay in listing of the NCDs 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 NCDs, to the investor.</p>
Rating of the Instrument	“CRISIL AA+” by CRISIL & “IND AA+” by India Ratings.
Series Size	Rs. 350 Crores Plus Green Shoe Option of Rs. 250 Crores
Option to retain oversubscription (Amount)	NA
Objects of the Issue	The funds raised through the Issue will be utilized as per the section “Objects & Utilization of the Issue Proceeds” stipulated in the Shelf Disclosure Document.
Details of the utilization of the Proceeds	The funds raised through the Issue will be utilized as per the section “Objects & Utilization of the Issue Proceeds” stipulated in the Shelf Disclosure Document.
Interest/Coupon Rate	10.25% p.a.
Step Up/Step Down Coupon Rate	NA
Coupon Payment Frequency	Monthly
Coupon payment dates	On 28 th of every month and on maturity subject to Business Day Convention
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	NA
Day Count Basis	Actual/ Actual
Interest on Application Money	At the respective Coupon Rate (subject to deduction of tax of source, as applicable) from the date of realization of cheque(s) / demand draft(s) up to one day prior to the Deemed Date of Allotment.
Default Interest Rate	2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Tenor	5 years 11 months 27 days from the Deemed Date of Allotment
Issue Price	Rs. 10,00,000/- (Rs. Ten Lakh only) per Debenture
Redemption Date	27 th December 2024



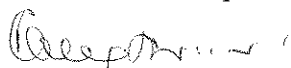
Redemption Amount	Bullet at Par
Redemption Premium / Discount	Nil
Discount at which security is issued and the effective yield as a result of such discount.	Nil
Put Option Date	NA
Put Option Price	NA
Call Option Date	NA
Call Option Price	NA
Put Notification Time	NA
Call Notification Time	NA
Rollover Option	NA
Face Value	Rs. 10,00,000/- (Rs. Ten Lakh only) per Debenture
Minimum Application and in multiples of _ Debt securities thereafter	10 (Ten) Debentures and in multiples of 1 (One) Debentures thereafter
Series Issue Timing	
1. Series Issue Opening Date / Bid Open Date	28 th December 2018
2. Series Issue Closing Date / Bid Close Date	28 th December 2018
3. Series Pay-in Date	31 st December 2018
4. Series Deemed Date of Allotment	31 st December 2018
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	NEFT / RTGS
Depository(ies)	NSDL / CDSL
Business Day	Any day of the week on which the Money Market is functioning in Mumbai, excluding: i. non-working Saturdays, Sundays ii. Any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881) in Maharashtra iii. any other day on which banks are closed for customer business in Mumbai, India.
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 next Business Day. If the Redemption Date/Maturity Date (also being the last Coupon Payment Date) of the Debentures falls on a day that is not a Business Day, the redemption proceeds shall be paid on the immediately preceding Business Day, along with coupon/interest accrued on the Debentures until but excluding the date of such payment. Further, in case of failure of RBI's system for RTGS/NEFT payment, the same will be made on the next Business Day. The Company will not be liable to pay any additional interest on account of same. The payment convention will be as per SEBI circular – CIR/IMD/DF-1/122/2016 dated November 11, 2016)
Record Date	15 days prior to each Coupon payment date / Redemption date
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security,	The Debentures to be Issued are unsecured in nature.



minimum security cover, revaluation, replacement of security) and Ranking of Security.	
Reissuance	Company reserve the right to make multiple issuance under the same ISIN with reference to SEBI circular CIR/IMD/DF-1/67/2017 dated 30 th June 2017. Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium / par / discount as the case may be in line with SEBI circular CIR/IMD/DF-1/67/2017 dated 30 th June 2017.
Transaction Documents	Shelf DD, this Supplemental DD, Debenture Trust Deed, Debenture Trustee Agreement, Private Placement Offer cum Application Letter and any other document that may be designated by the Debenture Trustee as a Transaction Document.
Conditions Precedent to Disbursement	<ul style="list-style-type: none"> • Execution of Shelf Disclosure Document • Credit Rating Letter & Rationale • Trustee Consent Letter • Resolution of the shareholders of the Company under Section 180(1)(c) • Resolution of the Board of Directors of the Company (including those of the relevant Committees) authorizing the issuance and allotment of debentures • Execution of the Debenture Trustee Agreement Any other conditions as agreed between the Issuer and the Debenture Trustee/ Investor.
Condition Subsequent to Disbursement	As provided in Debenture Trust Deed/ Debentures Trustee Agreement to be executed between the Company and the Trustee
Events of Default	Please refer clause "Events of Default" of this Shelf Disclosure Document
Provisions related to Cross Default Clause	Any financial indebtedness of the Issuer or a corporate guarantee of the Issuer is called or demanded, in each case, as a direct or indirect result of an event of default.
Debenture Trustee to the Issue	Catalyst Trusteeship Limited
R & T Agent	Integrated Registry Management Services (P) Ltd
Manner of Bidding	Close Book Bidding
Mode of Allotment	Uniform Price
Settlement Cycle	T+1
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 Transaction Documents
Illustration of Bond Cashflows	As per Annexure I to this Supplemental DD.
Governing Law and Jurisdiction	The Debentures are governed by and will be construed in accordance with the Indian Law. The Debenture Holders, by purchasing the Debentures, agree that the courts in Mumbai shall have exclusive jurisdiction with respect to any matters relating to the Debentures.

Note: The Company reserves the right to amend the Series timetable including the Date of Allotment

For Shriram Transport Finance Company Limited



Authorised Signatory

Name: Mr. Parag Sharma

Title: Executive Director & CFO

Date: December 26, 2018

ANNEXURE I - ILLUSTRATION OF BOND CASH FLOWS ARISING FROM BONDS BEING ISSUED PURSUANT TO THIS SUPPLEMENTAL MEMORANDUM

Disclosure of cash flows (pursuant to SEBI Circular no. CIR/IMD/DF/18/2013 dated 29th October 2013)

Company	Shriram Transport Finance Company Limited
Face Value (per security)	Rs.10,00,000/- per NCD
Date of Allotment	31 st December 2018
Redemption	27 th December 2024
Coupon Rate	10.25% p.a.
Frequency of the interest payment with specified dates	On 28 th of every month and on maturity subject to business day convention
Day Count Convention	Actual/Actual

Please refer to the Business Day Convention as referred above in the Summary Term sheet.

Cash Flows	Date	No. of Days in Coupon Period	Amount in Rupees per debenture of Rs.10 lakhs
1 Coupon Payment	Monday, January 28, 2019	28	7,863.01
2 Coupon Payment	Thursday, February 28, 2019	31	8,705.48
3 Coupon Payment	Thursday, March 28, 2019	28	7,863.01
4 Coupon Payment	Sunday, April 28, 2019	31	8,705.48
5 Coupon Payment	Tuesday, May 28, 2019	30	8,424.66
6 Coupon Payment	Friday, June 28, 2019	31	8,705.48
7 Coupon Payment	Sunday, July 28, 2019	30	8,424.66
8 Coupon Payment	Wednesday, August 28, 2019	31	8,705.48
9 Coupon Payment	Saturday, September 28, 2019	31	8,705.48
10 Coupon Payment	Monday, October 28, 2019	30	8,424.66
11 Coupon Payment	Thursday, November 28, 2019	31	8,705.48
12 Coupon Payment	Saturday, December 28, 2019	30	8,424.66
13 Coupon Payment	Tuesday, January 28, 2020	31	8,681.69
14 Coupon Payment	Friday, February 28, 2020	31	8,681.69
15 Coupon Payment	Saturday, March 28, 2020	29	8,121.58
16 Coupon Payment	Tuesday, April 28, 2020	31	8,681.69
17 Coupon Payment	Thursday, May 28, 2020	30	8,401.64
18 Coupon Payment	Sunday, June 28, 2020	31	8,681.69
19 Coupon Payment	Tuesday, July 28, 2020	30	8,401.64
20 Coupon Payment	Friday, August 28, 2020	31	8,681.69
21 Coupon Payment	Monday, September 28, 2020	31	8,681.69
22 Coupon Payment	Wednesday, October 28, 2020	30	8,401.64
23 Coupon Payment	Saturday, November 28, 2020	31	8,681.69
24 Coupon Payment	Monday, December 28, 2020	30	8,401.64
25 Coupon Payment	Thursday, January 28, 2021	31	8,705.48
26 Coupon Payment	Sunday, February 28, 2021	31	8,705.48
27 Coupon Payment	Sunday, March 28, 2021	28	7,863.01
28 Coupon Payment	Wednesday, April 28, 2021	31	8,705.48



29	Coupon Payment	Friday, May 28, 2021	30	8,424.66
30	Coupon Payment	Monday, June 28, 2021	31	8,705.48
31	Coupon Payment	Wednesday, July 28, 2021	30	8,424.66
32	Coupon Payment	Saturday, August 28, 2021	31	8,705.48
33	Coupon Payment	Tuesday, September 28, 2021	31	8,705.48
34	Coupon Payment	Thursday, October 28, 2021	30	8,424.66
35	Coupon Payment	Sunday, November 28, 2021	31	8,705.48
36	Coupon Payment	Tuesday, December 28, 2021	30	8,424.66
37	Coupon Payment	Friday, January 28, 2022	31	8,705.48
38	Coupon Payment	Monday, February 28, 2022	31	8,705.48
39	Coupon Payment	Monday, March 28, 2022	28	7,863.01
40	Coupon Payment	Thursday, April 28, 2022	31	8,705.48
41	Coupon Payment	Saturday, May 28, 2022	30	8,424.66
42	Coupon Payment	Tuesday, June 28, 2022	31	8,705.48
43	Coupon Payment	Thursday, July 28, 2022	30	8,424.66
44	Coupon Payment	Sunday, August 28, 2022	31	8,705.48
45	Coupon Payment	Wednesday, September 28, 2022	31	8,705.48
46	Coupon Payment	Friday, October 28, 2022	30	8,424.66
47	Coupon Payment	Monday, November 28, 2022	31	8,705.48
48	Coupon Payment	Wednesday, December 28, 2022	30	8,424.66
49	Coupon Payment	Saturday, January 28, 2023	31	8,705.48
50	Coupon Payment	Tuesday, February 28, 2023	31	8,705.48
51	Coupon Payment	Tuesday, March 28, 2023	28	7,863.01
52	Coupon Payment	Friday, April 28, 2023	31	8,705.48
53	Coupon Payment	Sunday, May 28, 2023	30	8,424.66
54	Coupon Payment	Wednesday, June 28, 2023	31	8,705.48
55	Coupon Payment	Friday, July 28, 2023	30	8,424.66
56	Coupon Payment	Monday, August 28, 2023	31	8,705.48
57	Coupon Payment	Thursday, September 28, 2023	31	8,705.48
58	Coupon Payment	Saturday, October 28, 2023	30	8,424.66
59	Coupon Payment	Tuesday, November 28, 2023	31	8,705.48
60	Coupon Payment	Thursday, December 28, 2023	30	8,424.66
61	Coupon Payment	Sunday, January 28, 2024	31	8,681.69
62	Coupon Payment	Wednesday, February 28, 2024	31	8,681.69
63	Coupon Payment	Thursday, March 28, 2024	29	8,121.58
64	Coupon Payment	Sunday, April 28, 2024	31	8,681.69
65	Coupon Payment	Tuesday, May 28, 2024	30	8,401.64
66	Coupon Payment	Friday, June 28, 2024	31	8,681.69
67	Coupon Payment	Sunday, July 28, 2024	30	8,401.64
68	Coupon Payment	Wednesday, August 28, 2024	31	8,681.69
69	Coupon Payment	Saturday, September 28, 2024	31	8,681.69
70	Coupon Payment	Monday, October 28, 2024	30	8,401.64
71	Coupon Payment	Thursday, November 28, 2024	31	8,681.69
72	Coupon Payment	Friday, December 27, 2024	29	8,121.58
	Principal Repayment	Friday, December 27, 2024	-	10,00,000



MODE OF PAYMENT


All transfers/RTGS must be made payable to "ICCL". Details for RTGS payments are mentioned herein below:

Name of Bank	HDFC BANK
IFSC Code	HDFC0000060
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LIMITED

Name of Bank	ICICI Bank Ltd.
IFSC Code	ICIC0000106
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD

Name of Bank	YES BANK
IFSC Code	YESB0CMSNOC
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD

**For Shriram Transport Finance Company
Limited**


Authorised Signatory

Name: Parag Sharma
Title: Executive Director & CFO
Date: December 26, 2018