Shriram Transport Finance Company Limited

A public limited company incorporated under the Companies Act, 1956 pursuant to a certificate of incorporation dated June 30, 1979, issued by the Registrar of Companies, Chennai, Tamil Nadu (Registered as a deposit taking Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)). Our Company has obtained 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). For further details please see "*General Information*" and "*History, Main Objects and Key Agreements*" on pages 36 and 105 respectively.

Corporate Identification Number: L65191TN1979PLC007874 **Registered Office**: Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu- 600 004 **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 **Compliance Officer and Contact Person**: Mr. Vivek Madhukar Achwal; **E-mail**: stfcncd8comp@stfc.in

PUBLIC ISSUE BY SHRIRAM TRANSPORT FINANCE COMPANY LIMITED, ("COMPANY" OR "ISSUER") OF 5,00,00,000 SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH, ("NCDs"), FOR AN AMOUNT AGGREGATING UPTO ₹ 5,00,000 LAKHS ("SHELF LIMIT"), ("ISSUE"). THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHES (EACH BEING A "TRANCHE ISSUE") SUBJECT TO THE SHELF LIMIT, IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN SEPARATE TRANCHE PROSPECTUS FOR EACH SUCH TRANCHE ISSUE WHICH SHOULD BE READ TOGETHER WITH THIS DRAFT SHELF PROSPECTUS AND THE SHELF PROSPECTUS. THE SHELF PROSPECTUS TOGETHER WITH THE RELEVANT TRANCHE PROSPECTUS FOR A SPECIFIC TRANCHE ISSUE SHALL CONSTITUTE THE "PROSPECTUS". THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE "DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED.

OUR PROMOTER

Our Promoter is Shriram Capital Limited. For details of our Promoter, please see "*Our Promoter*" on page 119.

GENERAL RISKS

For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the chapter titled "*Risk Factors*" beginning on page 15 and "*Material Developments*" beginning on page 444, the Shelf Prospectus and in the relevant Tranche Prospectus of any Tranche Issue before making an investment in such Tranche Issue. This Draft Shelf Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Registrar of Companies or any stock exchange in India.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Shelf Prospectus read together with the Shelf Prospectus and relevant Tranche Prospectus for a Tranche Issue does contain and will contain all information with regard to the Issuer and the relevant Tranche Issue, which is material in the context of the Issue, that the information contained in this Draft Shelf Prospectus 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 Draft Shelf Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount and Eligible Investors of the NCDs, please see "*Issue Structure*" on page 449.

CREDIT RATING

The NCDs proposed to be issued under this Issue have been rated 'CRISIL AA+/Stable' by CRISIL for an amount of up to ₹ 5,00,000 lakhs vide its letter dated June 8, 2018 and 'IND AA+: Outlook Stable' by India Ratings and Research for an amount of up to ₹ 5,00,000 lakhs vide its letter dated June 8, 2018. The rating of the NCDs by CRISIL and India Ratings and Research indicate that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. The ratings provided by CRISIL and/or India Ratings and Research 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. Please refer to Annexure A for the rationale for the above ratings.

LISTING

The NCDs offered through this Draft Shelf Prospectus are proposed to be listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") . Our Company has obtained an 'in-principle' approval for the Issue from the BSE vide their letter dated [●] and from the NSE vide their letter dated [●]. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

PUBLIC COMMENTS

This Draft Shelf Prospectus dated June 13, 2018 has been filed with the Stock Exchanges, pursuant to the provisions of the Debt Regulations and is open for public comments for a period of seven Working Days from the date of filing of this Draft Shelf Prospectus with the Designated Stock Exchange. All comments on this Draft Shelf Prospectus are to be forwarded to the attention of the Compliance Officer of our Company. Comments may be sent through post, facsimile or e-mail. shall be accepted, however please note that all comments by post must be received by the Issuer by 5:00 p.m. on the seventh Working Day from the date on which this Draft Shelf Prospectus is hosted on the website of the Designated Stock Exchange.

LEAD MANAGERS TO THE ISSUE

Axis Bank Limited
Axis House, 8th Floor, C-2,
Wadia International Centre,
P.B. Marg, Worli, Mumbai – 400 025
Tel: +91 22 2425 3803
Fax: +91 22 2425 3800
Email: stfcjune2018@axisbank.com
Investor Grievance Email: sharad.sawant@axisbank.com
Website: www.axisbank.com
Contact Person: Mr. Vikas Shinde
Compliance Officer: Mr. Sharad Sawant
SEBI Regn. No.: INM000006104

A. K. Capital Services Limited
30-39, Free Press House 3rd Floor,
Free Press Journal Marg 215,
Nariman Point, Mumbai 400 021
Tel: +91 22 6754 6500
Fax: +91 22 6610 0594
Email: stfc.ncd2018@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Shilpa Pandey/ Mr. Krish Sanghvi
Compliance Officer: Mr. Tejas Davda
SEBI Regn. No.: INM000010411

Edelweiss Financial Services Limited
Edelweiss House, Off CST Road,
Kalina, Mumbai – 400 098
Tel: +91 22 4086 3535
Fax: +91 22 4086 3610
Email: stfc.ncd2018@edelweissfin.com
Investor Grievance Email:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Mr. Lokesh Singhi/Mr. Mandeep Singh
Compliance Officer: Mr. B. Renganathan
SEBI Regn. No.: INM0000010650

LEAD MANAGERS TO THE ISSUE

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400025
Tel: +91 22 6630 3030
Fax: 91 22 6630 3330
Email: stfcbondissue2018@jmfl.com
Investor Grievance Email:
grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Ms. Prachee Dhuri
Compliance Officer: Mr. Sunny Shah
SEBI Regn. No.: INM000010361

Trust Investment Advisors Private Limited
109/110, Balarama, BKC,
Bandra (E), Mumbai – 400 051
Tel: +91 22 4084 5000
Fax: +91 22 4084 5007
Email: mbd.trust@trustgroup.in
Investor Grievance Email:
customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Mr. Vikram Thirani
Compliance officer: Mr. Ankur Jain
SEBI Regn. No.: INM000011120

DEBENTURE TRUSTEE

Catalyst Trusteeship Limited**
GDA House, Plot No. 85,
Bhusari Colony (Right),
Kothrud, Pune – 411038
Tel: +91 22 4922 0543
Fax: + 91 22 4922 0505
Email: ComplianceCTL-Mumbai@ctltrustee.com
Investor Grievance Email:
grievance@ctltrustee.com
Website: www.catalysttustree.com
Contact Person: Mr. Umesh Salvi
SEBI Registration No.: IND000000034

REGISTRAR TO THE ISSUE

Integrated Registry Management Services Private Limited
2nd Floor, "Kences Towers", No. 1, Ramakrishna Street,
North Usman Road,
T. Nagar, Chennai – 600 017
Tel: + 91 44 2814 0801 to 803
Fax:+91 44 28142479
Email: stfcipo@integratedindia.in
Investor Grievance Email:
sureshbabu@integratedindia.in
Website: www.integratedindia.in
Contact Person: Ms. Anusha N / Mr. Sriram S
SEBI Registration No: INR000000544

ISSUE PROGRAMME*

ISSUE OPENS ON: As specified in the relevant Tranche Prospectus	**ISSUE CLOSES ON:** As specified in the relevant Tranche Prospectus

** The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or duly constituted committee Debt Issuance Committee- Public NCDs ("**Debt Issuance Committee**") thereof, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges. For further details please refer to our section titled "General Information" on page 36 .*

***Catalyst Trusteeship Limited (formerly known as GDA Trusteeship Limited) has by its letter dated May 7, 2018 given its consent for its appointment as Debenture Trustee to the Issue pursuant to regulation 4(4) of the Debt Regulations and for its name to be included in this Draft Shelf Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue.*

A copy of the Shelf Prospectus and the relevant Tranche Prospectus shall be filed with the Registrar of Companies, Chennai, Tamil Nadu, in terms of section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details please see "Material Contracts and Documents for Inspection" beginning on page 523 .

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SECTION I GENERAL

DEFINITIONS / ABBREVIATIONS

Unless the context otherwise indicates, all references in this Prospectus to "the Issuer", "our Company", "the Company" or "STFCL" are to Shriram Transport Finance Company Limited, a company incorporated under the Companies Act, 1956, registered as a Non-Banking Financial Company with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934, and having its Registered Office at Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600 004. Unless the context otherwise indicates, all references in this Draft Shelf Prospectus to "we" or "us" or "our" are to our Company.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Shelf Prospectus, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended from time to time.

Company related terms

Term	Description
"STFCL", "Issuer", "the Company" and "our Company"	Shriram Transport Finance Company Limited, a company incorporated under the Companies Act, 1956, registered as a Non-Banking Financial Company with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934, and having its Registered Office at Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600 004
AOA/Articles / Articles of Association	Articles of Association of our Company
Associate Company	Shriram Automall India Limited
Board / Board of Directors	The Board of Directors of our Company and includes any committee thereof from time to time
CARE	CARE Ratings Limited
Control	Control for the purposes of this Draft Shelf Prospectus shall have the same meaning as assigned to such term under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time and Section 2 (27) of the Companies Act, 2013, as amended
DIN	Director Identification Number
Equity Shares	Equity shares of face value of ₹10 each of our Company
KMP/ Key Managerial Personnel	"key managerial personnel", in relation to a company, means – (i) Chief Executive Officer or the managing director or the manager; (ii) the company secretary; (iii) the whole-time director; (iv) the Chief Financial Officer; (v) such other officer not more than one level below the directors who is in whole-time employment designed as key managerial personnel by the Board; and (vi) and such other officer as may be prescribed.
Total Loan Assets	Assets under financing activities
MIS	Management Information System of our Company
Memorandum / MOA	Memorandum of Association of our Company
MVAT	Maharashtra Value Added Tax
Net Loan Assets	Assets under financing activities net of Provision for non-performing assets and provision for diminution in fair value of restructured loans
NAV	Net Asset Value
NBFC	Non-Banking Financial Company as defined under Section 45-IC and 45-IF of the RBI Act, 1934
NPA	Non – Performing Asset
₹/ Rs./ INR/ Rupees/Indian Rupee	The lawful currency of the Republic of India
Reformatted Consolidated Financial Statements	The statement of reformatted consolidated assets and liabilities of the Company and its subsidiaries and Associates (current or otherwise as applicable) as at March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018

Term	Description
	and the related statement of reformatted consolidated statement of profit and loss and the related statement of reformatted consolidated cash flow for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 as jointly examined by our Company's Joint Statutory Auditors. The audited consolidated financial statements of the Company as at and for the years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 form the basis for such Reformatted Consolidated Financial Statements.
Reformatted Standalone Financial Statements	The statement of reformatted standalone assets and liabilities of our Company, and the related statement of reformatted standalone statement of profit and loss of our Company and the related statement of reformatted standalone cash flow of our Company as at and for the years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018, as jointly examined by our Company's Joint Statutory Auditors. The audited standalone financial statements of our Company as at and for the years ended March 31, 2014, March 31, 2015, March 31, 2016; March 31, 2017 and March 31, 2018 form the basis for such Reformatted Standalone Financial Statements.
Reformatted Financial Statements	Reformatted Consolidated Financial Statements and Reformatted Standalone Financial Statements
ROC	Registrar of Companies, Chennai, Tamil Nadu
SCL/Promoter	The promoter of our Company, Shriram Capital Limited
SEFCL	Shriram Equipment Finance Company Limited
SEFCL Merger Order	Order dated March 31, 2016 passed by the Hon'ble High Court of Madras sanctioning the SEFCL Scheme of Merger (as defined hereunder)
SEFCL Scheme of Merger	The scheme of arrangement involving, inter-alia, amalgamation of SEFCL, with our Company as sanctioned by the SEFCL Merger Order
SHMPL	Shriram Holdings (Madras) Private Limited
SHMPL Merger Order	Order dated September 13, 2012 passed by the Hon'ble High Court of Madras sanctioning the SHMPL Scheme of Merger (as defined hereunder).
SHMPL Scheme of Merger	The scheme of arrangement involving, inter-alia, amalgamation of SHMPL, with our Company as sanctioned by the SHMPL Merger Order
SIL	Shriram Investments Limited
SIL Scheme of Merger	The scheme of arrangement and amalgamation of the erstwhile SIL, with our Company as approved, vide an order of Hon'ble High Court of Madras passed on November 25, 2005
SOFL	Shriram Overseas Finance Limited
SOFL Scheme of Merger	The scheme of arrangement and amalgamation of the erstwhile SOFL with our Company as approved, vide an order of Hon'ble High Court of Madras passed on December 1, 2006
SOT	Shriram Ownership Trust
Statutory Auditors / Joint Statutory Auditors	Our joint statutory auditors being M/s Pijush Gupta & Co. and M/s Haribhakti & Co. LLP.
"We", "us" and "our"	Our Company, unless the context otherwise requires

Issue related terms

Term	Description
Allotment / Allotted	Unless the context otherwise requires, the allotment of the NCDs pursuant to the Issue to the successful Allottees
Allotment Advice	The communication sent to the Allottees conveying the details of the NCDs Allotted to the Allottees in accordance with the Basis of Allotment
Allottee(s)	The successful Applicant to whom the NCDs are being/have been Allotted pursuant to the Issue, either in full or in part.
Applicant/Investor	A person who makes an offer to subscribe to the NCDs pursuant to the terms of the

Term	Description
	Shelf Prospectus, relevant Tranche Prospectus(es) and Application Form for the Issue
Application	An application to subscribe to the NCDs offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed under the Shelf Prospectus and the respective Tranche Prospectus.
Application Amount	Aggregate value of NCDs applied for, as indicated in the Application Form for the respective Tranche Issue.
Application Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA or non-ASBA process and which will be considered as the Application for Allotment of NCDs in terms of the Shelf Prospectus and the respective Tranche Prospectus.
ASBA	Application Supported by Blocked Amount
Application Supported by Blocked Amount/ASBA/ ASBA Application	The application (whether physical or electronic) used by an ASBA Applicant to make an application authorising the SCSB to block the amount payable on application in a specified bank account maintained with such SCSB
ASBA Account	An account maintained with a SCSB which will be blocked by such SCSB to the extent of the Application Amount mentioned in the Application Form made in ASBA mode
ASBA Applicant	Any Applicant who applies for the NCDs through the ASBA Process.
Bankers to the Issue / Escrow Collection Banks	The bank(s), which are clearing members and registered with SEBI as bankers to the Issue with whom Escrow Accounts and/or Public Issue Accounts and/or Refund Accounts will be opened as specified in the relevant Tranche Prospectus(es)
Base Issue	As may be specified in the relevant Tranche Prospectus for each Tranche Issue
Basis of Allotment	As may be specified in the relevant Tranche Prospectus for each Tranche Issue
Collection Centres	Collection Centres shall mean those branches of the Bankers to the Issue/Escrow Collection Banks that are authorized to collect the Application Forms (other than ASBA) as per the Escrow Agreement to be entered into by us, Bankers to the Issue, Registrar and the Lead Managers
Consolidated NCD Certificate	A single certificate issued to the NCD Holders pursuant to Allotment, for the aggregate amount of the NCDs held by the NCD Holder in physical form or in case the NCD holder(s) have opted for rematerialisation of NCDs
Consortium/ Members of the Consortium (each individually, a Member of the Consortium)	The Lead Managers and Consortium Members
Consortium Agreement	Consortium Agreement dated [●] among our Company and the Consortium
Consortium Members/ Lead Brokers	As specified in the relevant Tranche Prospectus(es)
Credit Rating Agency(ies)	The credit rating agencies in connection with this Issue, namely, CRISIL Limited and India Ratings and Research Private Limited
CRISIL	CRISIL Limited
Debentures / NCDs	Secured, Redeemable, Non-Convertible Debentures offered through this Draft Shelf Prospectus aggregating up to ₹ 5,00,000 lakhs to be issued by our Company pursuant to the Shelf Prospectus and relevant Tranche Prospectus(es)
Debt Application Circular	Circular no. CIR/IMD/DF 1/20/ 2012 issued by SEBI on July 27, 2012
Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time
Debenture Trustee Agreement	Agreement dated June 9, 2018 entered into between our Company and the Debenture Trustee
Debenture Trust Deed	Deed and/or indenture of trust to be entered into between our Company and the Debenture Trustee which shall be executed within the time limit prescribed by applicable statutory and/or regulatory requirements, for creating appropriate security, in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs and the interest due thereon
Deemed Date of Allotment	The date on which the Debt Issuance Committee constituted by resolution of the Board dated April 27, 2018 approves the Allotment of NCDs for each Tranche Issue and or such other date as may be determined by the Board or the Debt Issuance

Term	Description
	Committee and notified to the Stock Exchanges. All benefits under the NCDs including payment of interest (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) will accrue to the NCD Holders from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Demographic Details	Details of the investor such as address, occupation, Category, Permanent Account Number ("**PAN**") and bank account details for printing on refund orders, which are based on the details provided by the Applicant in the Application Form.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository(ies)	National Securities Depository Limited and /or Central Depository Services (India) Limited
DP / Depository Participant	A depository participant as defined under the Depositories Act
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Applications and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other weblink as may be prescribed by SEBI from time to time.
Designated Date	The date on which Application Amounts are transferred from the Escrow Accounts to the Public Issue Account or the Refund Account, as appropriate and the Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Accounts to the Public Issue Account(s) following which the Board or the Debt Issuance Committee, shall Allot the NCDs to the successful Applicants, provided that the sums received in respect of the Issue will be kept in the Escrow Accounts up to this date
Designated Stock Exchange	BSE Limited
Draft Shelf Prospectus	This draft shelf prospectus dated June 13, 2018 filed with SEBI and the Stock Exchanges for receiving public comments in accordance with the provisions of the Debt Regulations
Escrow Account	Accounts opened with the Escrow Collection Bank(s) into which the Members of the Consortium and the Trading Members, as the case may be, will deposit Application Amounts from non-ASBA Applicants, in terms of the Shelf Prospectus, relevant Tranche Prospectus and the Escrow Agreement
Escrow Agreement	Agreement dated [●] entered into amongst our Company, the Registrar, the Escrow Collection Bank(s) and the Lead Managers for collection of the Application Amounts from non-ASBA Applicants and where applicable, refunds of the amounts collected from the Applicants on the terms and conditions thereof
High Net-worth Individual Investors/ HNI Investors/Category III Investor	Resident Indian individuals or Hindu Undivided Families through the Karta who apply for NCDs for an amount aggregating to a value more than ₹10 lakhs, across all Series of NCDs as specified in the relevant Tranche Prospectus(es)
HNI Portion	Applications received from HNI Investors grouped together across all Series as specified in the relevant Tranche Prospectus(es)
India Ratings and Research	India Ratings and Research Private Limited
Individual Investors	All categories of persons who are individuals or natural persons (including Hindu Undivided Families acting through their Karta) including without limitation HNI Investors and Retail Individual Investors and other individuals who are eligible under applicable laws to hold the NCDs
Institutional Investor/ Category I Investor	• Public financial institutions scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs; • Provident funds, pension funds with a minimum corpus of ₹2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; • Mutual Funds registered with SEBI • Venture Capital Funds/ Alternative Investment Fund registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union

Term	Description
	of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net worth of more than ₹50,000 lakh as per the last audited financial statements; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India.
Issue	Public Issue by our Company of NCDs pursuant to the Shelf Prospectus and the relevant Tranche Prospectus(es) for an amount up to an aggregate amount of the Shelf Limit of ₹5,00,000 lakhs. The NCDs will be issued in one or more tranches subject to the Shelf Limit
Issue Closing Date	Issue Closing Date as specified in the relevant Tranche Prospectus for the relevant Tranche Issue
Issue Opening Date	Issue Opening Date as specified in the relevant Tranche Prospectus for the relevant Tranche Issue
Issue Period	Shall mean the period between the Issue Opening Date and the Issue Closing Date, both days inclusive i.e. the period in which Applications shall be accepted for NCDs under the Issue
Lead Managers	Axis Bank Limited, A.K. Capital Services Limited, Edelweiss Financial Services Limited, JM Financial Limited and Trust Investment Advisors Private Limited
Limited Liability Partnership	A limited liability partnership formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009), as amended from time to time
Market Lot	1 (one) NCD
NCD Holder (s)	The holders of the NCDs whose name appears in the database of the Depository (in case of NCDs in the dematerialized form) and/or the register of NCD holders maintained by our Company/Registrar (in case of NCDs held in the physical form)
Non Individual Investors	All categories of entities, associations, organizations, societies, trusts, funds, partnership firms (including LLPs), bodies corporate, statutory and/or regulatory bodies and authorities and other forms of legal entities who are NOT individuals or natural persons and are eligible under applicable laws to hold the NCDs including without limitation Institutional Investors and Non Institutional Investors
Non-Institutional Investors/ Category II	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Co-operative banks and regional rural banks; • Public/private charitable/ religious trusts which are authorised to invest in the NCDs; • Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons.
Shelf Prospectus	The Shelf Prospectus to be filed by our Company with the RoC, SEBI, NSE, BSE, in accordance with the Debt Regulations and provisions of the Companies Act, 2013 read with any addendum/ corrigendum thereto.
Public Issue Account	Account(s) opened with the Bankers to the Issue to receive monies from the Escrow Accounts and/ or from the SCSBs on the Designated Date
Record Date	15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus or as may be otherwise prescribed by the Stock Exchanges. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the

Term	Description
	stock exchanges shall be considered as Record Date.
Refund Account(s)	The account(s) opened with the Refund Banker(s), from which refunds of the whole or part of the Application Amount (excluding in relation to the ASBA Applicants), if any, shall be made
Refund Bank(s)	As specified in the relevant Tranche Prospectus
Registrar/ Registrar to the Issue	Integrated Registry Management Services Private Limited
Registrar Agreement	The agreement dated June 11, 2018 between our Company and the Registrar in connection with the Issue
Register of NCD Holders	The statutory register in connection with any NCDs allotted pursuant to the Issue which are held in the physical form, containing name and prescribed details of the relevant NCD Holders, which will be prepared and maintained by our Company/Registrar in terms of the applicable provisions of the Act
Redemption Amount	The amount payable by the Company to the relevant NCD Holder at the time of redemption of NCDs, including any amount of interest accrued as on the Redemption Date as specified in the relevant Tranche Prospectus(es)
Redemption Date	The date on which the Company is liable to redeem the NCDs in full as specified in the relevant Tranche Prospectus(es)
Retail Individual Investors/ Category IV Investors	Resident Indian individuals or Hindu Undivided Families through the Karta who apply for NCDs aggregating to a value not more than ₹10 lakhs, across all Series of NCDs as specified in the relevant Tranche Prospectus(es)
SCSBs or Self Certified Syndicate Banks	The banks registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 offering services in relation to ASBA, including blocking of an ASBA Account, and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other web-link as may be prescribed by SEBI from time to time. A list of the branches of the SCSBs where ASBA Applications submitted to the Lead Managers, Consortium Members, sub-brokers or the Trading Member(s) of the Stock Exchange only in the Specified Cities, will be forwarded by such Lead Managers, Consortium Members, sub-brokers or the Trading Members of the Stock Exchange is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other web-link as may be prescribed by SEBI from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended from time to time.
Specified Cities	Centres at Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat where the Lead Managers, Consortium Members, sub-brokers or the Trading Members of the Stock Exchange shall accept ASBA Applications in terms of the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011
Series	As specified in relevant Tranche Prospectus(es)
Shelf Limit	The aggregate limit of the Issue being ₹5,00,000 lakhs to be issued as per the terms of this Draft Shelf Prospectus in one or more tranches
Stock Exchange/s	BSE and NSE
Syndicate or Members of the Syndicate	Collectively, the Consortium Members appointed in relation to the Issue
Syndicate ASBA	ASBA Applications through the Lead Managers, Consortium Members, sub-brokers or the Trading Members of the Stock Exchange only in the Specified Cities.
Tenor	Tenor shall mean the tenor of the NCDs as specified in the relevant Tranche Prospectus.
Tranche Issue	Issue of NCDs as per the terms specified in each Tranche Prospectus
Tranche Prospectus	The tranche prospectus containing the details of NCDs including interest, other terms and conditions
Trading Members	Intermediaries registered with a as a lead broker or a sub-broker under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 and/or with the Stock Exchanges under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchanges from time to time and duly registered with the Stock Exchanges for collection and electronic upload of Application Forms on the

Term	Description
	electronic application platform provided by Stock Exchanges
Transaction Documents	Transaction Documents shall mean, the Issue Agreement dated June 12, 2018 between our Company and the Lead Managers, the Registrar Agreement, the Escrow Agreement, the Consortium Agreement, the Debenture Trustee Agreement dated June 9, 2018 executed between our Company and the Debenture Trustee and the agreed form of the Debenture Trust Deed to be executed between our Company and the Debenture Trustee
Tripartite Agreement(s)	Tripartite agreement dated March 29, 2000 among our Company, the Registrar and CDSL and tripartite agreement dated April 30, 1999 among our Company, the Registrar and NSDL under the terms of which the Depositories have agreed to act as depositories for the securities issued by the Issuer
TRS/ Transaction Registration Slip	The slip or document issued by the Lead Managers, Consortium Members, sub-brokers, Trading Members of the Stock Exchange or the designated branches of the SCSB (only on demand), as the case may be, to the Applicant as proof of registration of the Application
Trustees / Debenture Trustee	Trustees for the NCD Holders in this case being Catalyst Trusteeship Limited
Working Days / Business Days	Working Day shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closure to listing of the NCDs, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India

** The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Debt Issuance Committee, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Issue closure. On the Issue Closing Date, including such earlier date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges.*

Technical & Industry Terms

Term	Description
AFC	Asset Finance Company
ALM	Asset Liability Management
ALCO	Asset Liability Committee
Bankruptcy Code	The Insolvency and Bankruptcy Code, 2016, as amended from time to time
CAR	Capital Adequacy Ratio computed on the basis of applicable RBI requirements
CV	Commercial Vehicle
FTB(s)	First Time Buyers
HCV	Heavy Commercial Vehicle
ICRA	ICRA Limited
ICRA Report	Reports issued by ICRA and titled as (i) Indian Automobile Industry – Passenger Vehicles ("Domestic PV Industry starts new fiscal on a good note; UV outperformance to continue") published in May, 2018; (ii) Indian Retail Non-Banking Finance Market ("Growth revival supports asset quality and profitability") published in April, 2018; (iii) Indian Commercial Vehicle Industry ("Confluence of factors driving preference for heavy duty trucks") published in May, 2018; (iv) Indian Automobile Industry- Commercial Vehicles ("Low base supports 76% jump in CV sales in April, 2018 with M&HCV truck sales up more than 3x") published in May, 2018; (v) Indian Automobile Industry – ("Automobile Sale Update") published in May, 2018; and (vi) Indian Tractor Industry published in May, 2018
ICVs	Intermediate Commercial Vehicles
KYC	Know Your Customer
KYC Norms	Customer identification procedure for opening of accounts and monitoring transactions of suspicious nature followed by NBFCs for the purpose of reporting it to appropriate authority

Term	Description
LC	Loan Company
LCV(s)	Light Commercial Vehicles
LTV	Loan to value
MCVs	Medium Commercial Vehicles
MPVs	Multi-purpose Vehicles
MSIL	Maruti Suzuki India Limited
M&HCV	Medium and Heavy Commercial Vehicle
NBFC	Non- Banking Financial Company
NBFC-D	NBFC registered as a deposit accepting NBFC
NBFCs-MFI	Non-Banking Financial Company – Micro Finance Institutions
NBFC-ND	NBFC registered as a non-deposit accepting NBFC
NBFC-P2P	Non-Banking Financial Company – Peer to Peer Lending Platform
NHDP	National Highways Development Project
NHAI	National Highways Authority of India
OEM	Original Equipment Manufacturers
PVs	Passenger Vehicles
Public Deposit Directions	The Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016
SCVs	Small Commercial Vehicles
SFO(s)	Small Fleet Operators
SME	Small and Medium Enterprises
SRTO(s)	Small Road Transport Operators
STO(s)	Small Truck Owners
UVs	Utility Vehicles

Conventional / General Terms

Term	Description
AGM	Annual General Meeting
AS	Accounting Standard notified under the Companies (Accounting Standards) Rules, 2006, as amended
The Companies Act, 1956	The Companies Act, 1956, as amended from time to time and to the extent as applicable as on date of this Draft Shelf Prospectus
Act/ the Companies Act, 2013/ the Companies Act	The Companies Act, 2013 and the rules prescribed thereunder, as amended
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
DRR	Debenture Redemption Reserve
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FDI Policy	Consolidated FDI policy dated August 28, 2017 issued by DIPP and the applicable regulations (including the applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017) made by the RBI prevailing on that date in relation to foreign investments in our Company's sector of business as amended from time to time.
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FEMA 20	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time
FII/ FIIs	Foreign Institutional Investor(s)
FPI	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
Financial Year / FY/ Fiscal	Financial Year ending March 31
GDP	Gross Domestic Product
GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards

Term	Description
IFSC	Indian Financial System Code
Indian GAAP	Generally Accepted Accounting Principles in India
Indian GAAS	Generally Accepted Accounting Standards in India
IRDA	Insurance Regulatory and Development Authority
IT Act	The Income Tax Act, 1961, as amended from time to time
KMLA	Kerala Money Lenders Act, 1958, as amended
LLP	Limited Liability Partnership as defined under the Limited Liability Partnership Act, 2008 and rules prescribed as amended from time to time
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
NACH	National Automated Clearing House
NECS	National Electronic Clearing Services
NEFT	National Electronic Funds Transfer
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RTGS	Real Time Gross Settlement
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992 as amended from time to time
TDS	Tax Deducted at Source
UPI	Unified Payment Intercourse
USSD	Unstructured Supplementary Service Data
WDM	Wholesale Debt Market

Notwithstanding anything contained herein, capitalised terms that have been defined in the chapters titled "*Capital Structure*", "*Regulations and Policies*", "*History, Main Objects and Key Agreements*", "*Statement of Tax Benefits*", "*Our Management*", "*Disclosures on Existing Financial Indebtedness*", "*Outstanding Litigations and Defaults", "Financial Statements"* and "*Issue Procedure*" on pages 57, 512, 105, 66, 110, 421, 498, 121 and 468, respectively will have the meanings ascribed to them in such chapters.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Shelf Prospectus that are not statements of historical fact constitute "forward-looking statements." Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "project", "pursue", "should", "will", "would", or other words or phrases of similar import. All statements regarding our Company's expected financial condition and results of operations and business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, revenue and profitability, planned projects and other matters discussed in this Draft Shelf Prospectus that are not historical facts. These forward-looking statements and any other projections contained in this Draft Shelf Prospectus (whether made by our Company or any third party) are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company 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 our Company's expectations include, among others:

- Any increase in the levels of NPA on our loan portfolio, for any reason whatsoever;
- Any volatility in interest rates;
- General economic and business conditions in India and globally;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Our ability to compete effectively and access funds at competitive cost;
- Unanticipated turbulence in interest rates, equity prices or other rates or prices; the performance of the financial and capital markets in India and globally;
- Availability of funds and willingness of our lenders to lend;
- Changes in political conditions in India;
- The rate of growth of our loan assets;
- The outcome of any legal or regulatory proceedings we are or may become a party to;
- Changes in Indian and/or foreign laws and regulations, including tax, accounting, banking, securities, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations;
- Any changes in connection with Government policies, statutory provisions, regulations and/or RBI directions in connection with NBFCs, including laws that impact our lending rates and our ability to enforce our collateral;
- We have incurred significant indebtedness and may incur substantial additional borrowings in connection with our business;
- Emergence of new competitors;
- Growth of transportation services in India;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations;
- Other factors discussed in this Draft Shelf Prospectus, including under the section titled "*Risk Factors*" beginning on page 15.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections titled "*Industry*", "*Our Business*" and "*Outstanding Litigations and Defaults*" on page 73, 88 and 498 respectively, of this Draft Shelf Prospectus. The forward-looking statements contained in this Draft Shelf Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, our Company's actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither the Lead Managers, our Company, our Directors and Officers 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. In accordance with the Debt Regulations, our Company, the Lead Managers will ensure that investors in India are informed of material developments between the date of filing the Shelf Prospectus and relevant Tranche Prospectus with the RoC and the date of the Allotment.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

General

In this Draft Shelf Prospectus, unless the context otherwise indicates or implies, references to "you," "offeree," "purchaser," "subscriber," "recipient," "investors" and "potential investor" are to the prospective investors to this Issue, references to "our Company", "the Company" or "the Issuer" are to Shriram Transport Finance Company Limited.

In this Draft Shelf Prospectus, references to "US$" is to the legal currency of the United States and references to "Rs.", "₹" and "Rupees" are to the legal currency of India. All references herein to the "U.S." or the "United States" are to the United States of America and its territories and possessions and all references to "India" are to the Republic of India and its territories and possessions, and the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise stated, references in this Draft Shelf Prospectus to a particular year are to the calendar year ended on December 31 and to a particular "fiscal" or "fiscal year" are to the fiscal year ended on March 31.

Unless otherwise stated all figures pertaining to the financial information in connection with our Company are on a standalone basis.

Presentation of Financial Information

Our Company publishes its financial statements in Rupees. Our Company's financial statements for the year ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 have been prepared in accordance with Indian GAAP including the Accounting Standards notified under the Companies Act, 2013, as amended.

The Reformatted Standalone Financial Statements and the Reformatted Consolidated Financial Statements are included in this Draft Shelf Prospectus and collectively referred to hereinafter as the "*Reformatted Financial Statements*". The examination report on the Reformatted Standalone Financial Statements and Reformatted Consolidated Financial Statements, as issued by our Company's Joint Statutory Auditors, M/s Pijush Gupta & Co. and M/s Haribhakti & Co. LLP., are included in this Draft Shelf Prospectus in the section titled *"Financial Information"* beginning at page 121.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

Unless stated otherwise, macroeconomic and industry data used throughout this Draft Shelf Prospectus 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 the industry data used in this Draft Shelf Prospectus is reliable, it has not been independently verified.

Industry and Market Data

Unless stated otherwise, macroeconomic and industry data used throughout this Draft Shelf Prospectus has been obtained from the ICRA Reports prepared by ICRA and from publicly available data 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 the industry data used in this Draft Shelf Prospectus is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Draft Shelf Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

SECTION II RISK FACTORS

An investment in NCDs involves a certain degree of risk. Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in this Draft Shelf Prospectus before making any investment decision relating to the NCDs. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition, result of operation and cash flows could suffer, the trading price of the NCDs could decline and you may lose your all or part of your interest and / or redemption amounts. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. 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.

This Draft Shelf Prospectus contains forward looking statements that involve risk and uncertainties. Our Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of several factors, including the considerations described below and elsewhere in this Draft Shelf Prospectus. Unless the context otherwise requires, the financial information used in this section is derived from and should be read in conjunction with the Reformatted Standalone Financial Statements of our Company.

Investors are advised to read the following risk factors carefully before making an investment in the NCDs offered in this Issue. You must rely on your own examination of our Company and this Issue, including the risks and uncertainties involved.

Considerations relating to our Company and its Business

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. Revenue from operations is the largest component of our total income and constituted 99.98 per cent. and 98.27 per cent. of our total income (including exceptional items) on an unconsolidated basis in fiscal 2017 and fiscal 2018, respectively. As of March 31, 2018, our assets under financing activities (net of securitisation and assignment) were ₹ 8,051,415.05 lakhs. We provide loans at fixed rates of interest. As of March 31, 2018, our hypothecation loans amounted to ₹ 7,787,634.83 lakhs. Hypothecation loans refers to loans given against the hypothecation/pledging of an asset. We borrow funds on both fixed and floating rates. As of March 31, 2018, approximately 72.05 per cent. of our borrowings were at fixed rates and 27.95 per cent. were at floating interest rates. We are exposed to interest rate risks as a result of lending to customers predominantly at fixed interest rates (and we typically do not have an escalation clause in our agreements), 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:

- inability to charge rate of interest from our customers commensurate with the increase in cost of funds due to fixed interest clause in maturity of our loan agreements;

- 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.

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, 2018, 85.40 per cent. of our borrowed funds consisted of funds raised from financial institutions and banks (including public issues of non-convertible debentures), while the remaining 14.60 per cent. consisted of funds raised through retail borrowings. 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 25.99 per cent., 38.51 per cent. and 12.79 per cent. of our total borrowings, respectively, as of March 31, 2018. 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.

If we are unable to manage the level of non-performing assets (NPAs) in our loan portfolio, our financial position, results of operations and cash flows may suffer.

Gross NPAs have increased from ₹ 5,40,843.58 lakhs as of March 31, 2017, to ₹ 7,37,639.32 lakhs as of March 31, 2018 and our Net NPAs have increased from ₹ 1,65,899.15 lakhs as of March 31, 2017, to ₹ 2,13,114.75 lakhs as of March 31, 2018. Our Gross NPAs as a percentage of Total Loan Assets was 8.17 per cent. and 9.16 per cent. as of March 31, 2017, and March 31, 2018, respectively, while our Net NPAs as a percentage of our Net Loan Assets was 2.66 per cent. and 2.83 per cent as of March 31, 2017 and March 31, 2018, respectively.

With the growth in our business, we expect an increase in our loan portfolio. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may not be adequate to cover further increases in the amount of our NPAs. There can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of Gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs. 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 future. Recent RBI regulations have mandated a shorter time period for classifying assets as NPAs. Pursuant to the RBI circular dated February 12, 2018 the time period for classifying our assets as NPAs has been reduced to 90 days resulting in an increase in our Gross NPAs. Moreover, as our loan portfolio matures, we may experience greater defaults in principal and/or interest repayments.

In addition, 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 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, 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 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 otherwise, or that the percentage of NPAs 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 portfolio, there could be an even greater adverse impact on our results of operations and/or cash flows.

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 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 March 31, 2018, our product portfolio for commercial vehicle financing comprised 84.04 per cent. pre-owned, 11.42 per cent. new commercial vehicles and 4.54 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 (**SRTOs**).

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, FTBs 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.

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. 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.

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 and guarantee given by our Company.

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.

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.

For further information relating to such proceedings, see *"Outstanding Litigations and Defaults" page 498, where we have disclosed pending proceedings in accordance with the materiality policy of the Company as approved by our Board of Directors with respect to our and our group companies litigations determined on the basis of such litigation having a material adverse effect on our Company, the Issue and the NCDs.*

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. 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/or 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 prospects and future financial performance.

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, 2018, we had outstanding secured debt (gross of unamortised discount of ₹ 118.20 lakhs) of ₹ 46,15,452.20 lakhs and unsecured debt (gross of unamortised discount of ₹ 6,280.29 lakhs) of ₹ 1,722,862.12 lakhs. As of March 31, 2017, we had outstanding secured debt (gross of unamortised discount of ₹ 0.08 lakhs) of ₹ 40,86,623.74 lakhs and unsecured debt (gross of unamortised discount of ₹ Nil) of ₹ 12,24,386.17 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.

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.

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 FTBs 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 attracted private banks and nonbanking finance companies (**NBFC**) increasing their focus on this segment. In addition, interest rate deregulation and other liberalisation measures affecting the commercial vehicle finance sector, together with increased demand for capital by FTBs 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 sector, our business, future financial performance and the trading price of the NCDs may be adversely affected.

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.

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, 2018, our assets under our management product portfolio comprised heavy commercial vehicles, light commercial vehicles, passenger vehicles, tractors and other loans, which constituted 47.48 per cent., 20.60 per cent., 23.26 per cent., 4.10 per cent. and 4.56 per cent., respectively, of our total Assets Under Management.

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 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 through on-lending or purchase of assets or securitised and assigned pools to comply with these targets.

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.

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.

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. In relation to our subordinate debt programme, as of March 31, 2018, we have ratings of "CARE AA+/Stable" from CARE, "IND AA+/Stable Outlook" from India Ratings and Research and "CRISIL AA+/Stable" from CRISIL. In relation to fixed deposits, we currently have ratings of "CRISIL FAAA/Stable" from CRISIL and "MAA+ with Stable Outlook" from ICRA. 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 and "CARE A1+" from CARE, B from Standard & Poor's Ratings, and B from Fitch Ratings and for our long-term debt instruments, we have received long-term ratings of "CARE AA+/Stable" from CARE, "IND AA+/Stable Outlook" from India Ratings and Research, "CRISIL AA+/Stable" from CRISIL, BB+/Stable from Standard & Poor's Ratings, BB+/Stable Outlook from Fitch Ratings, and BB+ from Standard & Poor's for offshore Rupee Denominated Bonds. Our credit rating by credit rating agencies indicates a high degree of safety regarding the timely servicing of financial obligations and carrying very low credit risk.

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.

If we are unable to successfully expand, maintain or leverage our 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 revenue sharing 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. The revenue-sharing arrangements are at pre-determined amounts. For further information on our revenue sharing arrangements, see "*Our Business - Our Company's Operations - Customer Origination - Revenue Sharing Arrangements with Private Financiers'".*

There can be no assurance that the other party 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 some parties. There can also be no assurance that we will be able to leverage and benefit from these 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. Further, our financers or the personnel they employ may be engaged in unethical or unlawful behaviour or they may misrepresent or mis-sell our products and services. Due to this, we may also suffer from reputational and legal risks and these actions may materially and adversely affect our business, financial condition and results of operations.

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 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 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.

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 16.94 per cent. and 16.87 per cent as of March 31, 2017 and March 31, 2018, respectively, with Tier I capital comprising 15.20 per cent. and 14.24 per cent., 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. Any difficulty in accessing funds required for Tier I and Tier II capital, including accessing capital markets could result in decline of our capital adequacy ratio. Further any regulatory change to the capital adequacy ratio requirements shall also have an adverse effect on our growth as we may have to raise further capital to maintain the required capital adequacy ratio. 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

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 2017 and 2018, our securitised and assigned assets at book value was ₹ 1,121,430.09 lakhs and ₹ 1,246,716.07 lakhs, respectively. 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, could have an adverse impact on our assignment or securitisation transactions. The commercial viability of assignment and securitization transactions has been significantly affected by changes and developments relating to regulation governing such transactions. Such changes include:

- prohibition on carrying out securitization/assignment transactions at rates lower than the prescribed base rate of the bank;

- prohibition on NBFCs such as our Company from offering credit enhancements in any form and liquidity facilities in the case of loan transfers through direct assignment of cash flows;

- minimum holding period or 'seasoning' and minimum retention requirements of assignment and securitization loans; and

- securitization/ assignments shall be eligible for classification under priority sector only if the interest rate charged to the ultimate borrower by the originating entity does not exceed base rate of such bank plus 8% per annum.

Any adverse changes in the policy and/or regulations in connection with securitisation 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 securitisation market in general and our ability to securitise and/or assign our assets.

The aggregate credit enhancement amounts outstanding as of March 31, 2017 and March 31, 2018 was ₹ 307,748.54 lakhs and ₹ 337,848.01 lakhs, respectively. 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.

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.

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.

As on the date of this Draft Shelf Prospectus, some of our Directors are also directors on the board of our related parties.

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.

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.

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

We may face potential liquidity risks due to varying periods over which our assets and liabilities mature. Based on the structural liquidity position of our Company as on March 31, 2018 as per the RBI norms, our Company has positive asset liability mismatch of ₹ 6,15,022 lakhs over a period of six months till September 30, 2018 based on our submission dated June 8, 2018 to RBI. 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, for further details with respect to our asset liability management function, please see "*Our Business- Liquidity Risk*" on page 102. 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.

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

As of March 31, 2018, we had certain contingent liabilities not provided for, which included a contingent liability as per accounting standard 29 in respect of Income tax demands where the Company has filed an appeal before various authorities of ₹ 7,507.88 lakhs, VAT demand where the Company has filed an appeal before various appellate courts aggregating ₹ 12,700.57 lakhs, a service tax demand for ₹ 31,110.08 lakhs and guarantees and counter guarantees given totalling ₹ 221,391.36 lakhs (including guarantees of ₹ 87,176.01 lakhs given in favour of debenture trustees on behalf of the holders of non-convertible debentures issued by a public limited company). 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.

The trade mark/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 Draft 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**") 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 of 0.25% on the gross turnover of our Company. Along with the royalty, our Company also is required to pay to SOT amounts by way of reimbursement of actual expenses incurred by SOT in respect of protection and defence of the copyright. 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.

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 Draft 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**.**

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.

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 regulatory risks. 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.

Our Promoter, Shriram Capital Limited (SCL or the Promoter), beneficially owns 26.08 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 NCDs.

As of the date of this Draft Shelf Prospectus, our Promoter beneficially owned 26.08 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.

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 (Accounting Standards) Rules, 2006, as amended by the Companies (Accounting Standards) Amendment Rules, 2016. These transactions include a licence fee paid to Shriram Ownership Trust ("**SOT"**) pursuant to the Licence Agreement (*as further described on page 108*). Such transactions may give rise to current or potential conflicts of interest with respect to dealings between us and such related parties. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

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.

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.

Most of the properties used by our Company are occupied by our Company on lease and/or as shared office space.

Any termination or failure to renew the lease(s) or the other 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.

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.

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 March 31, 2018, we employed 23,819 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.

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, including approvals in relation to our branch offices and other offices. 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.

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 asset finance 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, impose restrictions on banks in relation to the exposure to NBFCs 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. For further information relating to the regulations and guidelines applicable to us, see *"Regulation and Policies*".

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 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.

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.

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

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 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 goods and services tax (**GST**), and provisions relating to general anti-avoidance rules (**GAAR**).

The goods and service tax (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 assesse. 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 intended to undergo a significant overhaul, 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 NCDs.

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.

We are currently required to prepare our financial statements in accordance with Indian GAAS. The Companies (Indian Accounting Standards) Rules, 2015 ("**IAS Rules**"), as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, enacted changes to Indian GAAP that are intended to align Indian GAAP with IFRS. The IAS Rules provide that financial statements of companies to which such rules apply shall be prepared and audited in accordance with Ind AS and GAAS respectively. Ind AS differs in various respects from Indian GAAP. We are required to prepare our financial statements in accordance with Ind AS with effect from April 1, 2018 with comparatives for prior periods. While we have not determined with any degree of certainty the impact that the adoption of Ind AS will have on our financial statements, we are aware that Ind AS will impact certain items in our financial statements such as income from loans, advances and guarantees given by us, finance cost, provision on non-performing assets, deferred tax and recognition of securitization/ assignment transactions. Accordingly, our financial statements for the period commencing from April 1, 2018 will not be comparable to our historical financial statements. Further, our financial statements for the financial year 2018 prepared under Ind AS will not be comparable to our financial statements prepared for such period under Indian GAAP. Please refer to section titled "*Summary of key differences between Indian GAAP and IND AS*" on page 445 for further information.

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.

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. As of March 31, 2018, our Assets Under Management in south and west India comprised 45.06 per cent. and 19.47 per cent. of our total Assets Under Management, respectively. 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.

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 cannot assure that all our new products/services and/or business ventures will gain customer acceptance and this may result in our inability to recover pre-operative expenses and launch costs. Further, our inability to offer new products/services or grow in new business areas could adversely affect our business and financial performance.

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. Although our Company believes that it has adequate internal policies, processes and controls in place to prevent and detect any AML activity and ensure KYC compliance, there can be no assurance that our Company will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions including imposition of fines and other penalties. We may accordingly be subject to regulatory actions including imposition of fines and

other penalties by the RBI and other relevant governmental authorities to whom we report.

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 banks and NBFCs operating in the commercial vehicle finance segment of the industry. Some of our competitors are very aggressive in 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.

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 brand building initiatives. A public perception that we do not provide satisfactory products, even if factually incorrect or based on isolated incidents, could damage our reputation, undermine the trust and credibility we have established for our stakeholders including investors, lenders, customers and have a negative impact on our ability to attract new consumers or retain our current consumers.

We have not independently verified certain industry data in this Draft Shelf Prospectus.

We and the Lead Managers have not independently verified the data from industry publications contained herein including ICRA Report and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Unless stated otherwise, macroeconomic and industry data used throughout this Draft Shelf Prospectus has been obtained from the ICRA Reports prepared by ICRA and from publicly available data prepared by providers of industry information, government sources and multilateral institutions. Therefore, matters relating to India, the Indian economy, as well as NBFCs, the automobile industry, that are included herein are subject to the caveat that the statistical and other data upon which it is based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

External Risks

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.

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.

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.

Increase in competition from our peer group in the CV 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.

Our business and activities may be affected by the amendments to the competition law in India.

The Competition Act, 2002 was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the CCI to separate such practices. Under the Competition Act, any arrangement, understanding or action whether or not formal or informal which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. The Competition Act also prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be deemed guilty of the contravention and liable to be punished.

On March 4, 2011, the Government of India notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. The combination regulation provisions require that acquisition of shares, voting rights, assets or control or mergers or amalgamations which cross the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 which sets out the mechanism for implementation of the combination regulation provisions under the Competition Act. It is unclear as to how the Competition Act and the CCI will affect the business environment in India.

If we are adversely impacted, directly or indirectly, by any provision of the Competition Act, or its application or interpretation, generally or specifically in relation to any merger, amalgamation or acquisition or any enforcement proceedings initiated by the CCI, either on its own or pursuant to any complaint, under any provisions of the Competition Act, it may have a material adverse effect on our business, results of operations and financial condition.

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.

Financial difficulty and other problems in certain financial institutions in India could adversely affect our business, results of operations and financial condition.

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.

Any downgrading of India's debt rating by an international rating agency could adversely affect our business, results of operations and financial condition.

In November 2017, Moody's Investor Service upgraded the Indian Sovereign Rating from Baa3 (stable) to Baa2 (positive). The rating upgrade by Moody's was the first in 14 years.

In 2017, Standard & Poor's retained Indian's sovereign rating with a stable outlook. While both Moody's and Standard & Poor's have taken a favourable view of the economic growth, Government reforms including fiscal consolidation, yet Standard & Poor's has also highlighted that the ratings were constrained by fiscal deficit, high government debt and low wealth levels with GDP per capital estimated to be US$ 2,000 in 2017.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our business, results of operations and financial condition.

Political instability, natural disasters and other disruptions could adversely affect the Indian economy and could adversely affect our business, results of operations and financial condition.

Our operations, including our branch network, may be damaged or disrupted as a result of political instability, natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labor unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our branch network. Any of the above factors may adversely affect our business, results of operations and financial condition.

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

The Insolvency and Bankruptcy Code, 2016 ("**Bankruptcy Code**") was notified on August 5, 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 borrowers of our Company, it may affect our Company's ability to recover our loans from the borrowers and the guarantee given by us and enforcement of our Company's rights will be subject to the Bankruptcy Code.

Risks pertaining to this Issue

If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to this Draft Shelf Prospectus, which may have a bearing on the timely redemption of the NCDs by our Company.

Regulation 16 of the Debt Regulations and Section 71 of the Companies Act 2013 states that any company that intends to issue debentures must create a Debenture Redemption Reserve out of the profits of the company available for payment of dividend until the redemption of the debentures. Further, the Companies (Share Capital and Debentures) Rules, 2014, as amended, states that the Company shall create Debenture Redemption Reserve and 'the adequacy' of DRR will be 25% of the value of the debentures outstanding as on the date, issued through public issue as per present Debt regulations. Accordingly, if we are unable to generate adequate profits, the DRR created by us may not be adequate to meet the 25% of the value of the debentures outstanding as on the date. Further, every company required to create Debenture Redemption Reserve shall on or before the 30th day of April in each year, invest or deposit, as the case may be, a sum which shall not be less than fifteen percent, of the amount of its debentures maturing during the year ending on the 31st day of March of the next year, in any one or more of the following methods, namely:(i) in deposits with any scheduled bank, free from any charge or lien;(ii) in unencumbered securities of the Central Government or of any State Government; (iii) in unencumbered securities mentioned in sub-clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (iv) in unencumbered bonds issued by any other company which is notified under sub-clause (f) of Section 20 of the Indian Trusts Act, 1882; (v) the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below fifteen percent of the amount of the debentures maturing during the year ending on the 31st day of March of that year. If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to this Draft Shelf Prospectus, which may have a bearing on the timely redemption of the NCDs by our Company.

Changes in interest rates may affect the price of our NCDs.

All securities where a fixed rate of interest is offered, such as our NCDs, are subject to price risk issue. The price of such 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 NCDs.

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 NCDs.

Our ability to pay interest accrued on the NCDs 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 NCDs and/or the interest accrued thereon in a timely manner or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the NCD holders on the assets adequate to ensure minimum 100 % asset cover for the NCDs, which shall be free from any encumbrances, the realisable value of the assets charged as security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. A failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose you to a potential loss.

There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all.

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this

Issue will not be granted until after the NCDs have been issued and Allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the Stock Exchanges. There could be a failure or delay in listing the NCDs on the Stock Exchanges for reasons unforeseen. If permission to deal in and for an official quotation of the NCDs is not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all monies received from the Applicants in accordance with prevailing law in this context, and pursuant to this Draft Shelf Prospectus.

There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all.

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 NCD holders upon our Company's bankruptcy, winding-up or liquidation.

Payments to be made on the NCDs 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 NCDs.

The NCDs will be subordinated to certain liabilities preferred by law such as the claims of the Government 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 NCDs only after all of those liabilities that rank senior to these NCDs have been paid as per Section 327 of the Companies Act, 2013 and the provisions of Insolvency and Bankruptcy Code, 2016. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.

You may be subject to taxes arising on the sale of the NCDs.

Sales of NCDs by any holder may give rise to tax liability, as discussed in section titled "*Statement of Tax Benefits"* on page 66.

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 NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs 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 NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.

We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company. For further details, see the section titled "*Objects of the Issue*" on page 63. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. Further, as per the provisions of the Debt Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for the Issue.

There may be a delay in making refund to Applicants.

We cannot assure you that the monies refundable to you, on account of (i) withdrawal of your applications, (ii) our failure to receive minimum subscription in connection with the Base Issue, (ii) withdrawal of the Issue, or (iii) failure

to obtain the final approval from the Stock Exchanges for listing of the NCDs, will be refunded to you in a timely manner. We however, shall refund such monies, with the interest due and payable thereon as prescribed under applicable statutory and/or regulatory provisions.

SECTION III INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated as a public limited company under the provisions of the Companies Act, 1956, by a certificate of incorporation dated June 30, 1979, issued by the ROC, Chennai, Tamil Nadu. Our Company commenced its operations, pursuant to a certificate of commencement of business dated October 9, 1979. Subsequently, our Company has obtained 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).

Registered Office:

Mookambika Complex,
3rd Floor, No. 4, Lady Desika Road,
Mylapore, Chennai,
Tamil Nadu – 600004.
Tel: +91 44 2499 0356
Fax: +91 44 2499 3272
Website: www.stfc.in

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 9596/97
Email: stfcncd8comp@stfc.in
Website: www.stfc.in

Registration:

Corporate Identification Number: L65191TN1979PLC007874 issued by the Registrar of Companies, Tamil Nadu.

Legal Entity Identifier: 335800TM2YO24B76XL26

Our 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).

Chief Financial Officer:

Mr. Parag Sharma
Shriram Transport Finance Company Limited
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: parag@stfc.in

Compliance Officer and Company Secretary:

The details of the person appointed to act as Compliance Officer for the purposes of this Issue are set out below:

Mr. Vivek Madhukar Achwal
Company Secretary

Shriram Transport Finance Company Limited
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 9596/97
Email: stfcncd8comp@stfc.in

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, non-receipt of Debenture Certificates, transfers, or interest on application amount etc.

All grievances relating to the Issue or any relevant Tranche Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant and the collection centre of the Members of the Syndicate where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicant.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism or through Trading Members may be addressed directly to the respective Stock Exchanges.

Lead Managers:

Axis Bank Limited
Axis House, 8th Floor, C-2
Wadia International Centre
P.B. Marg, Worli, Mumbai – 400 025
Tel: +91 22 2425 3803
Fax: +91 22 2425 3800
Email: stfcjune2018@axisbank.com
Investor Grievance Email: sharad.sawant@axisbank.com
Website: www.axisbank.com
Contact Person: Mr. Vikas Shinde
Compliance Officer: Mr. Sharad Sawant
SEBI Regn. No.: INM000006104

A. K. Capital Services Limited
30-39, Free Press House
3rd Floor, Free Press Journal Marg
215, Nariman Point, Mumbai – 400 021
Tel: +91 22 6754 6500
Fax: +91 22 6610 0594
Email: stfc.ncd2018@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Shilpa Pandey/ Mr. Krish Sanghvi
Compliance Officer: Mr. Tejas Davda
SEBI Regn. No.: INM000010411

Edelweiss Financial Services Limited
Edelweiss House, Off CST Road
Kalina, Mumbai – 400 098
Tel: +91 22 4086 3535
Fax: +91 22 4086 3610
Email: stfc.ncd2018@edelweissfin.com

Investor Grievance Email: customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Mr. Lokesh Singhi/Mr. Mandeep Singh
Compliance Officer: Mr. B. Renganathan
SEBI Regn. No.: INM0000010650

JM Financial Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025
Tel: +91 22 6630 3030
Fax: 91 22 6630 3330
Email: stfcbondissue2018@jmfl.com
Investor Grievance Email: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Ms. Prachee Dhuri
Compliance Officer: Mr. Sunny Shah
SEBI Registration No.: INM000010361

Trust Investment Advisors Private Limited
109/110, Balarama, BKC
Bandra (E), Mumbai – 400 051
Tel: +91 22 4084 5000
Fax: +91 22 4084 5007
Email: mbd.trust@trustgroup.in
Investor Grievance Email: customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Mr. Vikram Thirani
Compliance officer: Mr. Ankur Jain
SEBI Regn. No.: INM000011120

Debenture Trustee:

Catalyst Trusteeship Limited
(formerly known as GDA Trusteeship Limited)
GDA House, Plot No. 85, Bhusari Colony (Right),
Kothrud, Pune – 411038
Tel: +91 22 4922 0543
Fax: + 91 22 4922 0505
Email: ComplianceCTL-Mumbai@ctltrustee.com
Investor Grievance Email: grievance@ctltrustee.com
Website: www.catalysttustree.com
Contact Person: Mr. Umesh Salvi
SEBI Registration No.: IND000000034

Catalyst Trusteeship Limited has by its letter dated May 7, 2018 given its consent for its appointment as Debenture Trustee to the Issue pursuant to regulation 4(4) of the Debt Regulations and for its name to be included in this Draft Shelf Prospectus, Shelf Prospectus, the relevant Tranche Prospectus(es) and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

All the rights and remedies of the Debenture Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the Debenture Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company pro tanto from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed, please see "*Issue Related Information*" on 449.

Registrar to the Issue:

Integrated Registry Management Services Private Limited
2nd Floor, Kences Towers
No. 1, Ramakrishna Street
North Usman Road, T. Nagar
Chennai – 600 017
Tel: +91 44 2814 0801-03
Fax: +91 44 2814 2479
Email: stfcipo@integratedindia.in
Investor Grievance Email: sureshbabu@integratedindia.in
Website: www.integratedindia.in
Contact Person: Ms. Anusha N/ Mr. Sriram S
SEBI Registration No: INR000000544

Joint Statutory Auditors

Our Joint Statutory Auditors being:

Haribhakti & Co. LLP
Chartered Accountants
705, Leela Business Park, Andheri Kurla Road,
Andheri (E), Mumbai – 400 059
Tel: +91 22 6672 9999
Fax: +91 22 6672 9777
Email: anup.mundhra@haribhakti.co.in
Firm Registration No.: 103523W / W100048
Membership No.: 061083
Contact Person: Mr. Anup Mundhra

Pijush Gupta & Co.
Chartered Accountants
GF – 17, Augusta Point,
Golf Course Road, Sector – 53
Gurugram – 122 002, Haryana
Tel: +91 124 456 9416
Email: sangeeta@pijushgupta.com
Firm Registration No.: 309015E
Membership No.: 064225
Contact Person: Ms. Sangeeta Gupta

Date of appointment as Joint Statutory Auditors: June 29, 2017

Credit Rating Agencies:

CRISIL Limited
CRISIL House, Central Avenue,
Hiranandani Business Park, Powai, Mumbai – 400 076
Tel: +91 22 3342 3000
Fax: +91 22 3342 3001
Email: Krishnan.sitaraman@crisil.com
Website: www.crisil.com
Contact Person: Mr. Krishnan Sitaram
SEBI Registration No: IN/CRA/001/1999

India Ratings and Research Limited
Wockhardth Towers, 4th Floor, Bandra Kurla
Complex, Bandra East, Mumbai – 400 051
Tel: +91 22 4000 1700
Fax: +91 22 4000 1701
Email: Shrikant.dev@indiaratings.co.in
Website: www.indiaratings.com
Contact Person: Mr. Shrikant Dev
SEBI Registration No: IN/CRA/002/1999

Legal Advisor to the Issue:

Khaitan & Co
One Indiabulls Centre
13th Floor, Tower 1
841 Senapati Bapat Marg
Mumbai - 400 013
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Advisors to the Issuer

VNS Legal
Advocates
5th Floor, Mookambika Complex
4, Lady Desika Road, Mylapore

Chennai - 600 004
Email: shiva@vnslegal.in
Tel: + 91 94440 76813, +91 44 2499 7133
Fax: + 91 44 2499 0549

Bankers to the Issue

As specified in relevant Tranche Prospectus

Consortium Members

As specified in relevant Tranche Prospectus.

Bankers to the Company

United Overseas Bank Limited Mumbai Branch 3 North Avenue, Maker Maxity, Unit 31 & 37 3rd Floor, "C" Wing, Bandra – Kurla Complex Bandra (East), Mumbai – 400 051, India Tel No. : +91 22 2659 2121 Fax No. : +91 22 265910223 Email: suken.shah@uobgroup.com Website: www.uobgroup.com Contact Person: Mr. Suken Shah	**Bank of Baroda** 3rd Floor, 10/12, Mumbai Samachar Marg, Horniman Circle, Fort, Mumbai – 400 001 Tel No. : +91 22 4340 7315 Fax No. : +91 22 2201 1445 Email: cfsbal@bankofbaroda.com; rm2.cfsbal@bankofbaroda.com Website: www.bankofbaroda.co.in Contact Person: Mr. Vikram Bajaj
Bank of India Bank of India Building, 4th Floor, 70-80 MG Road, Fort, Mumbai- 400 001 Tel: +91 22 6187 0413 Fax: + 91 22 2268 4475 Email: Mumbai.lccbb@bankofindia.com Website: www.bankofindia.com Contact Person: Mr. Yogendra Prasad Gaurav	**Citibank N.A.** 14th Floor, First International Financial Centre, C-54 & C-55, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Tel: +91 22 6175 5205 Fax: +91 22 2653 5872 Email: Lokesh.saraswat@citi.com Website: www.online.citibank.co.in Contact Person: Mr. Lokesh Saraswat
Abu Dhabi Commercial Bank 3rd Floor, Apeejay House, Dinshaw Vatcha Road, Churchgate, Mumbai – 400 020 Tel No. : +91 22 6176 3703 Fax No.: +91 22 3953 4106 Email: sunil.varma@in.adcb.com Website: www.adcbindia.com Contact Person: Mr. Kunal Mota	**Bank of Tokyo-Mitsubishi UFJ, Limited** Hoechst House, 15th Floor 193, Vinay K Shah Marg Nariman Point, Mumbai – 400 021 Tel No. : +91 22 6669 3175 Fax No.: +91 22 6669 3010 Email: ajay_narang@in.mufg.jp Website: www.mufg.jp/english Contact Person: Mr. Ajay Narang
Axis Bank Limited Axis House, 8th Floor, C-2 Wadia International Centre Pandurang Budhkar Marg Worli, Mumbai – 400 025 Tel No. : +91 22 2425 3803 Fax No.: +91 22 2425 3800 Email: stfcjune2018@axisbank.com Website: www.axisbank.com Contact Person: Mr. Vikas Shinde	**HDFC Bank Limited** Unit No. 401 & 402, 4th Floor, Tower B Peninsula Business Park, Lower Parel, Mumbai – 400 013 Tel No.: +91 22 3395 8189 Fax No.: +91 22 2196 0739 Email: siddhi.acharya@hdfcbank.com Website: www.hdfcbank.com Contact Person: Ms. Siddhi Acharya

Bank of America, N.A. One BKC, A Wing Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Tel No. : +91 22 6632 3000/ 3064 Fax No. : +91 22 6646 6075 Email: nishit.baid@baml.com Website: bofa-india.com Contact Person: Mr. Nishit Baid	**Kotak Mahindra Bank Limited** 2nd Floor, 27 BKC G Block, BKC Bandra (E), Mumbai – 400 051 Tel No.: +91 22 6166 0232 Fax No.: +91 22 6713 2416 Email: Vikash.chandak@kotak.com
SBM Bank (Mauritius) Limited 101, Raheja Centre 1st Floor, Free Press Journal Marg Nariman Point, Mumbai – 400 021 Tel No.: +91 22 4302 8806 Fax No.: +91 22 2284 2966 Email: jamil.mandlik@sbmbank.co.in Contact Person: Jamil Imamsab Mandlik	**RBL Bank Limited** One Indiabulls Centre Tower 2B, 6th Floor 841, Senapati Bapat Marg Lower Parel, Mumbai – 400 013 Tel No.: +91 22 4302 0600 Fax No.: +91 22 4302 0520 Website: www.rblbank.com
Shinhan Bank Unit No.001, Ground Floor Peninsula Tower 1, Peninsula Corporate Park, G.K. Marg, Lower Parel, Mumbai – 400 013 Tel No.: +91 22 6199 2000 Fax No.: +91 22 6199 2010 Email: credit.mum@shinhan.com Website: www.shinhanbankindia.com Contact Person: Mr. Lee Seung Kook	**IndusInd Bank Limited** Unit No.401-404, 4th Floor Tower A, Peninsula Corporate Park Lower Parel, Mumbai – 400 013 Tel No.: +91 22 4368 0413 Fax No.: - Email: ritesh.singh@indusind.com Website: www.indusind.com Contact Person: Mr. Ritesh Singh
The South Indian Bank Ltd. Mumbai Fort Branch 289, EMCA House Shahid Bhagat Singh Road Fort, Mumbai- 400 038 Tel No.: +91 22 2261 1209 Email: br0263@sib.co.in Website: www.southindianbank.com Contact Person: Mr. Jiby Joseph	**IDFC Bank Limited** C-32, G-Block Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Tel No: +91 22 7132 5651 Email: Vineet.jain@idfcbank.com Website: www.idfcbank.com Contact Person: Mr. Vineet Jain
Standard Chartered Bank Corporate & Institutional Banking Crescenzo, 5th Floor C-38/39, G-Block Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Tel No.: +91 22 4265 8218 Fax No.: +91 22 2675 9009 Email: Vivek.ramakrishnan@sc.com Contact Person: Vivek Ramakrishnan	**State Bank of India** Corporate Accounts Group BKC The Capital, A Wing 16th Floor, Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Tel No.: +91 22 6170 9651 Fax No.: +91 22 6170 9650 Email: agmamt.cag2@sbi.co.in
ICICI Bank Limited ICICI Bank Towers, Bandra Kurla Complex, Mumbai- 400051 Tel: +91 22 2653 1414 Fax: +91 22 2653 1122 Email: Arpita.s@icicibank.com Website: www.icicibank.com Contact Person: Ms. Arpita Sharma	**Deutsche Bank AG** The Capital, C-70, G Block Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Tel No: +91 22 7180 4444 Fax No: +91 22 6670 3860 Email: deutsche.bank@db.com Website: www.db.com Contact Person: Gaurav Khanna

IDBI Bank Limited IDBI Bank Limited, Specialised Corporate Branch, 2nd Floor, A Wing, Mittal Court, Nariman Point, Mumbai- 400021 Tel: +91 22 6658 8202 Fax: +91 22 6658 8130 Email: minik.bagchi@idbi.co.in	**DENA Bank** Sapthagiri Apartment, No. 83, T.T.K. Road, Alwarpet, Chennai- 600 018 Tel: 044 2499 4279 Email: alwarp@denabank.co.in Website: www.denabank.com Contact Person: Y. Bhaskara Rao

Self Certified Syndicate Banks

The banks which are registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to ASBA Applications submitted to the Members of the Syndicates or the Trading Members of the Stock Exchanges only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Members of the Syndicate or the Trading Members of the Stock Exchanges is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchanges only in the Specified Cities, see the above-mentioned web-link.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013"

Underwriting.

This Issue has not been underwritten**.**

Minimum Subscription

In terms of the Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue (as specified in the relevant Tranche Prospectus). If our Company does not receive the minimum subscription of 75% of the Base Issue (as specified in the relevant Tranche Prospectus) within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within 12 days from the date of closure of the Issue. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

Credit Rating and Rationale

The NCDs proposed to be issued under this Issue have been rated 'CRISIL AA+/Stable' by CRISIL for an amount of upto ₹ 5,00,000 lakhs vide its letter dated June 8, 2018 and 'IND AA+: Outlook Stable' by India Ratings and Research for an amount of upto ₹ 5,00,000 lakhs vide its letter dated June 8, 2018. The rating of the NCDs by CRISILand India Ratings and Research indicate that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. The ratings provided by CRISIL and/or India Ratings and Research 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.

For the rationale for these ratings, see Annexure A of this Draft Shelf Prospectus.

Utilisation of Issue proceeds

For details on utilization of Issue proceeds please refer to the chapter titled "*Objects of the Issue*" on page 63.

Issue Programme

Issue Programme*	
Issue Opens On	As specified in the relevant in the Tranche Prospectus(es)
Issue Closes On	As specified in the relevant in the Tranche Prospectus(es)

Applications Forms for the Issue will be accepted only between 10 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, during the Issue Period as mentioned in the relevant Tranche Prospecus(es) on all days between Monday and Friday (both inclusive barring public holiday), (i) by the Consortium, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, at the centres mentioned in Application Form through the non-ASBA mode or, (ii) in case of ASBA Applications, (a) directly by the Designated Branches of the SCSBs or (b) by the centres of the Consortium, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, only at the Selected Cities. On the Issue Closing Date Application Forms will be accepted only between 10 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. or such extended time as may be permitted by the Stock Exchanges.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Managers, Consortium Members, sub-brokers or Trading Members of the Stock Exchanges are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under the Issue will be on a date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board**") or the Debt Issuance Committee. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges.*

SUMMARY FINANCIAL INFORMATION

The following tables are derived from Reformatted Consolidated Financial Statements and the Reformatted Standalone Financial Statements. The Reformatted Consolidated Financial Statements and the Reformatted Standalone Financial Statements should be read in conjunction with the examination report thereon issued by our Joint Statutory Auditors and statement of significant accounting policies and notes to accounts on the Reformatted Consolidated Financial Statements and the Reformatted Standalone Financial Statements contained in the section titled "*Financial Information*" beginning on page 121.

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Statement of Reformatted Consolidated Assets and Liabilities

(₹ in lakhs)

	Particulars	As at March 31,				
		2018	2017	2016	2015	2014
	Equity and liabilities					
A	**Shareholders' fund**					
	Share capital	22,690.67	22,690.67	22,690.67	22,690.67	22,690.67
	Reserves and surplus	1,236,108.34	1,110,502.52	994,857.66	903,891.11	828,327.04
	Total shareholders' fund	**1,258,799.01**	**1,133,193.19**	**1,017,548.33**	**926,581.78**	**851,017.71**
B	**Non-current liabilities**					
	(a) Long-term borrowings	4,037,592.13	3,369,861.25	3,026,888.74	3,285,558.30	2,396,208.30
	(b) Other long-term liabilities	163,315.42	140,515.24	118,874.25	118,280.71	98,184.38
	(c) Long-term provisions	544,454.93	389,393.83	284,271.68	187,198.41	130,300.64
	Total non-current liabilities	**4,745,362.48**	**3,899,770.32**	**3,430,034.67**	**3,591,037.42**	**2,624,693.32**
C	**Current liabilities**					
	(a) Short-term borrowings	767,645.96	495,423.75	333,044.38	295,262.91	339,377.91
	(b) Trade payables					
	Total outstanding dues of microenterprises and small enterprises	-				
	Total outstanding dues of creditors other than microenterprises and small enterprises	21,976.95	17,167.28	14,387.84	14,386.20	16,336.19
	(c) Other current liabilities	2,011,631.80	1,858,404.48	1,954,164.52	1,346,989.51	1,371,229.52
	(d) Short-term provisions	43,188.51	40,609.94	51,739.44	41,103.62	30,572.41
	Total current liabilities	**2,844,443.22**	**2,411,605.45**	**2,353,336.18**	**1,697,742.24**	**1,757,516.03**
D	**Total equity and liabilities (A+B+C)**	**8,848,604.71**	**7,444,568.96**	**6,800,919.18**	**6,215,361.44**	**5,233,227.06**
	Assets					
E	**Non-current assets**					
	(a) Fixed assets					
	(i) Property, plant and equipment	11,821.76	13,246.45	15,052.81	15,276.44	15,266.57
	(ii) Intangible assets	173.78	176.33	158.43	149.29	216.52
	(b) Non-current investments	149,519.80	146,792.40	122,251.16	82,426.49	39,979.99
	(c) Deferred tax assets (net)	42,896.57	36,348.80	30,887.14	25,778.33	25,555.80
	(d) Long-term loans and advances	5,815,231.03	4,731,203.23	4,301,326.73	3,248,125.45	2,377,092.95
	(e) Other non-current assets	271.03	7,518.23	1,389.01	9,310.56	9,442.50
	Total non-current assets	**6,019,913.97**	**4,935,285.44**	**4,471,065.28**	**3,381,066.56**	**2,467,554.33**
F	**Current assets**					

	Particulars	As at March 31,				
		2018	2017	2016	2015	2014
	(a) Current investments	-	5,225.25	11,699.19	221,292.13	203,546.33
	(b) Trade receivables	-	867.85	1,009.48	298.86	190.67
	(c) Cash and bank balances	363,750.92	444,531.15	236,555.03	476,117.88	711,843.68
	(d) Short-term loans and advances	2,458,767.10	2,052,752.36	2,075,525.80	2,130,329.48	1,842,090.98
	(e) Other current assets	6,172.72	5,906.91	5,064.40	6,256.53	8,001.07
	Total current assets	**2,828,690.74**	**2,509,283.52**	**2,329,853.90**	**2,834,294.88**	**2,765,672.73**
G	**Total assets (E+F)**	**8,848,604.71**	**7,444,568.96**	**6,800,919.18**	**6,215,361.44**	**5,233,227.06**

Statement of Reformatted Consolidated Profit and Loss

(₹ in lakhs)

	Particulars	For the year ended March 31,				
		2018	2017	2016	2015	2014
A.	**Revenue**					
i	Revenue from operations	1,227,716.81	1,090,271.46	1,035,858.80	917,697.38	847601.42
ii	Other income	6,239.64	175.61	338.20	264.29	417.27
	Total Revenue	**1,233,956.45**	**1,090,447.07**	**1,036,197.00**	**917,961.67**	**848,018.69**
B.	**Expenses**					
i	Employee benefits expense	74,667.32	58,293.31	62,349.23	50,402.36	47,138.57
ii	Finance cost	537,001.16	518,570.24	505,792.37	467,464.51	420,220.91
iii	Depreciation and amortisation	3,683.43	3,487.35	3,763.16	4,315.49	3,278.41
iv	Provisions & write offs	312,211.32	244,432.05	210,679.48	161,222.39	121,320.86
v	Other expenses	82,076.06	71,859.14	74,684.92	69,601.37	59,013.62
	Total Expenses	**1,009,639.29**	**896,642.09**	**857,269.16**	**753,006.12**	**650,972.37**
C.	**Profit before exceptional items and tax**	**224,317.16**	**193,804.98**	**178,927.84**	**164,955.55**	**197,046.32**
	Exceptional items	12,309.12				
D.	**Profit before tax**	**236,626.28**	**193,804.98**	**178,927.84**	**164,955.55**	**197,046.32**
E.	**Tax expenses**					
	Current tax	89,625.45	72,703.23	65,674.83	62,280.81	58,095.87
	Deferred tax	(6,668.71)	(5,461.66)	(5,108.81)	(169.71)	3,156.72
	Tax paid for earlier years	(1,776.68)	-	-	-	-
	Total tax expense	**81,180.06**	**67,241.57**	**60,566.02**	**62,111.10**	**61,252.59**
F.	**Profit after tax from continuing operations (D-E)**	**155,446.22**	**126,563.41**	**118,361.82**	**102,844.45**	**135,793.73**
	Share of profit of associate	228.52	-	-	-	-
G.	**Net profit after taxes and share of profit of associate**	**155,674.74**	**126,563.41**	**118,361.82**	**102,844.45**	**135,793.73**

Statement of Reformatted Consolidated Cash Flow Statement

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
A. Cash flow from operating activities					
Profit before taxes	236,626.28	193,804.98	178,927.84	164,955.55	197,046.32
Depreciation and amortisation	3,683.43	3,487.35	3,763.16	4,315.49	3,278.41
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	35.36	38.74	(306.93)
Provision for diminution in value of investments	699.87	0.37	-	-	16.81
Employees stock option compensation cost	(31.14)	4.28	(38.70)	55.33	11.14
Premium on government securities	171.48	124.17	82.30	19.74	10.49
Amortisation of discount on government securities	(227.50)	(227.97)	(221.42)	(165.69)	(91.77)
Amortisation of issue expenses for equity shares	416.81	152.78	152.78	168.85	152.78
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35	1,303.09	1,761.70	1,467.06
Amortisation of prepaid interest on commercial paper	1,663.40	-	-	-	-
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Provisions for non-performing assets and bad debt written off	292,551.77	230,583.52	200,867.02	158,456.12	119,944.56
Provision for diminution in fair value of assets for restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	-
Contingent provision for standard assets	7,976.76	3,674.37	4,990.48	2,766.27	1,359.49
Operating profit before working capital changes	**537,002.09**	**442,879.17**	**394,683.89**	**332,372.10**	**322,888.36**
Movements in working capital:					
Increase / (decrease) in trade payables	9,320.61	2,779.44	1.64	(1,949.99)	(7,337.87)
Increase / (decrease) in provisions	(341.31)	(14,583.27)	(1,769.88)	(5,331.98)	(20,964.47)
Increase / (decrease) in provision for service tax-contested	-	-	-	-	15.81
Increase / (decrease) in other liabilities	91,380.72	102,355.85	77,407.54	34,540.63	(142,347.35)
Decrease / (increase) in trade receivables	(516.28)	141.63	(710.62)	(108.19)	(190.18)
(Increase) / decrease in investments	5,269.53	(18,856.79)	169,905.15	(60,048.58)	84,561.29
Decrease / (increase) in loans and advances	(1,638,281.29)	(531,272.48)	(1,110,148.15)	(1,256,486.65)	(596,585.68)

Statement of the Reformatted Consolidated Cash Flow Statement

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Decrease/(increase) in bank deposits (having original maturity of more than three months) (net)	83,431.62	(181,009.46)	(25,816.52)	53,175.48	15,450.82
Decrease / (increase) in other assets	(928.59)	(1,389.04)	979.31	1,845.47	273.28
Cash generated from operations	**(913,662.90)**	**(198,954.95)**	**(495,467.64)**	**(901,991.71)**	**(344,235.99)**
Direct taxes paid (net of refunds)	(87,675.30)	(68,070.26)	(55,183.14)	(59,277.72)	(61,760.78)
Net cash flow/(used) in operating activities (A)	**(1,001,338.20)**	**(267,025.21)**	**(550,650.78)**	**(961,269.43)**	**(405,996.77)**
B. Cash flows from investing activities					
Purchase of fixed assets including intangible assets	(6,642.78)	(1,787.32)	(3,721.83)	(4,343.19)	(11,221.05)
Proceeds from sale of PPE	72.92	46.93	72.94	64.52	516.39
Proceeds of non-current investments	-	1653.36	-	-	-
Purchase of non-current investments	(699.87)	(762.68)	-	-	-
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	-	-	-	-
Net cash flow/(used) in investing activities (B)	**8,667.76**	**(849.71)**	**(3,648.89)**	**(4,278.67)**	**(10,704.66)**
C. Cash flows from financing activities					
Proceeds from issuance of equity share capital	-	-	-	-	1.88
Securities premium on issue of equity capital		-	-	-	4.70
Amount received from institutional borrowing	4,860,576.59	2,798,406.98	2,109,331.46	2,393,115.61	1,953,898.05
Amount received from senior secured notes	116,000.00	135,000.00	-	-	-
Amount received from Public issue of non-convertible debentures	-	-	-	197,484.71	123,589.04
Increase / (decrease) in Retail borrowings	(55,709.16)	16,377.50	97,664.77	165,612.77	127,215.42
Amount redeemed for Public issue of non-convertible debentures	(192,374.07)	(150,105.01)	(41,795.50)	(34,306.30)	(27,120.05)
Repayment of institutional borrowing	(3,709,250.77)	(2,470,721.02)	(1,855,651.85)	(1,915,501.98)	(1,655,581.83)
Public issue expenses for non-convertible debentures paid	-	-	-	(1,255.33)	(2,448.01)
Dividend paid	(24,957.10)	(22,688.27)	(22,688.27)	(18,150.62)	(15,881.04)
Tax on dividend	(5,080.68)	(4,618.80)	(4,618.80)	(3,356.86)	(2,698.97)
Net cash from financing activities (C)	**9,89,204.81**	**3,01,651.38**	**2,82,241.81**	**7,83,642.00**	**5,00,979.19**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**(3,465.63)**	**33,776.46**	**(272,057.86)**	**(181,906.10)**	**84,277.76**
Add: Adjustment on disposal of subsidiary	**(477.80)**	**-**	**-**	**-**	**-**
Cash and cash equivalents at	**1,14,323.66**	**80,547.20**	**3,52,605.06**	**5,34,511.16**	**4,50,233.40**

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
the beginning of the year					
Cash and cash equivalents at the end of the year	1,10,380.23	1,14,323.66	80,547.20	3,52,605.06	5,34,511.16

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Statement of the Reformatted Consolidated Cash Flow Statement

(₹ in lakhs)

Components of cash and cash equivalents	As at March 31,				
	2018	2017	2016	2015	2014
Cash and cash equivalents at the end of the year					
i) Cash on hand	7,996.25	7,910.29	10,124.16	10,990.89	13,608.57
ii) Cheques on hand	2,542.76	3,175.11	4,698.24	7,576.72	4,197.25
iii) Call Money (CBLO)	-	-	-	-	69,882.53
iv) Balances with scheduled banks in:					
Current accounts	92,946.60	102,155.05	59,765.26	166,700.86	185,452.85
Unclaimed dividend accounts $	1,310.11	1,083.21	923.26	821.59	773.96
Deposits with original maturity of less than three months	5,584.51	-	5,036.28	166,515.00	260,596.00
Total cash and cash equivalents	**110,380.23**	**114,323.66**	**80,547.20**	**352,605.06**	**534,511.16**

Statement of Reformatted Standalone Assets and Liabilities

(₹ in lakhs)

	Particulars	As at March 31,				
		2018	2017	2016	2015	2014
	Equity and liabilities					
A	**Shareholders' fund**					
	Share capital	22,690.67	22,690.67	22,690.67	22,690.67	22,690.67
	Reserves and surplus	1,234,540.96	1,107,532.20	992,720.78	901,105.83	804,631.06
	Total shareholders' fund	**1,257,231.63**	**1,130,222.87**	**1,015,411.45**	**923,796.50**	**827,321.73**
B	**Non-current liabilities**					
	(a) Long-term borrowings	4,037,592.13	3,370,018.31	3,026,967.38	3,157,076.48	2,271,208.89
	(b) Other long-term liabilities	163,315.42	140,536.73	118,877.99	118,252.79	98,073.96
	(c) Long-term provisions	544,454.93	389,393.83	284,271.68	158,650.37	127,174.08
	Total non-current liabilities	**4,745,362.48**	**3,899,948.87**	**3,430,117.05**	**3,433,979.64**	**2,496,456.93**
C	**Current liabilities**					
	(a) Short-term borrowings	767,645.96	498,313.75	333,035.34	266,140.59	298,589.79
	(b) Trade payables					
	- Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	21,976.95	13,443.90	11,866.74	7,520.88	8,437.03
	(c) Other current liabilities	2,011,631.80	1,858,382.69	1,953,991.66	1,261,081.32	1,262,972.84
	(d) Short-term provisions	43,188.51	40,233.22	51,480.44	40,196.28	29,768.04
	Total current liabilities	**2,844,443.22**	**2,410,373.56**	**2,350,374.18**	**1,574,939.07**	**1,599,767.70**
D	**Total equity and liabilities (A+B+C)**	**8,847,037.33**	**7,440,545.30**	**6,795,902.68**	**5,932,715.21**	**4,923,546.36**
	Assets					
E	**Non-current assets**					
	(a) Fixed assets					
	(i) Property, plant and equipment	11,821.76	8,217.04	9,961.01	9,944.50	9,901.78
	(ii) Intangible assets	173.78	160.57	145.29	127.87	164.49
	(b) Non-current investments	147,952.41	149,713.52	125,216.98	111,426.49	68,979.99
	(c) Deferred tax assets (net)	42,896.57	36,228.16	30,770.26	25,648.45	25,116.23
	(d) Long-term loans and advances	5,815,231.03	4,730,887.55	4,301,019.05	3,082,287.15	2,210,036.75
	(e) Other non-current assets	271.03	7,514.84	1,387.51	9,310.56	9,442.50
	Total Non-current assets	**6,018,346.58**	**4,932,721.68**	**4,468,500.10**	**3,238,745.02**	**2,323,641.74**
F	**Current assets**					

	Particulars	As at March 31,				
		2018	2017	2016	2015	2014
	(a) Current investments	-	5,220.97	10,399.52	221,292.13	203,546.33
	(b) Cash and bank balances	363,750.92	444,068.53	236,385.69	472,339.89	708,597.76
	(c) Short-term loans and advances	2,458,767.11	2,052,647.01	2,075,559.21	1,994,093.71	1,679,759.86
	(d) Other current assets	6,172.72	5,887.11	5,058.16	6,244.46	8,000.67
	Total current assets	**2,828,690.75**	**2,507,823.62**	**2,327,402.58**	**2,693,970.19**	**2,599,904.62**
G	**Total assets (E+F)**	**8,847,037.33**	**7,440,545.30**	**6,795,902.68**	**5,932,715.21**	**4,923,546.36**

Statement of Reformatted Standalone Profit and Loss

(₹ in lakhs)

	Particulars	For the year ended March 31,				
		2018	**2017**	**2016**	**2015**	**2014**
A.	**Revenue**					
i	Revenue from operations	1,220,165.70	1,082,875.14	1,028,977.79	863,691.98	788,006.70
ii	Other income	7,517.76	186.09	370.33	780.47	819.21
	Total revenue	**1,227,683.46**	**1,083,061.23**	**1,029,348.12**	**864,472.45**	**788,825.91**
B.	**Expenses**					
i	Employee benefits expense	71,515.37	54,796.00	58,883.96	42,957.31	40,864.74
ii	Finance costs	537,234.94	518,741.75	505,792.60	438,998.20	393,251.86
iii	Depreciation and amortisation	3,613.40	3,390.78	3,630.61	4,050.62	2,913.79
iv	Provisions and write-offs	312,211.32	244,432.05	210,679.48	128,915.27	114,879.69
v	Other expenses	79,899.51	69,308.10	72,218.35	65,312.24	54,111.57
	Total expenses	**1,004,474.54**	**890,668.68**	**851,205.00**	**680,233.64**	**606,021.65**
C.	**Profit before exceptional items and tax (A-B)**	**223,208.92**	**192,392.55**	**178,143.12**	**184,238.81**	**182,804.26**
D.	**Exceptional Items**	13,974.55	-	-	-	-
E.	**Profit before tax (C+D)**	**237,183.47**	**192,392.55**	**178,143.12**	**184,238.81**	**182,804.26**
F.	**Tax expense**					
	Current tax	88,826.31	72,116.20	65,445.17	60,947.79	53,116.92
	Deferred tax	(6,668.41)	(5,457.90)	(5,121.81)	(489.96)	3,266.57
	Tax paid for earlier years	(1,776.68)	-	-	-	-
	Total tax expense / (income)	**80,381.22**	**66,658.30**	**60,323.36**	**60,457.83**	**56,383.49**
G.	**Profit after tax from continuing operations (E-F)**	**156,802.25**	**125,734.25**	**117,819.76**	**123,780.98**	**126,420.77**

Statement of Reformatted Standalone Cash Flow Statement

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
A. Cash flow from operating activities					
Profit before taxes	237,183.47	192,392.55	178,143.12	184,238.81	182,804.26
Depreciation and amortisation	3,613.40	3,390.78	3,630.61	4,050.62	2,913.79
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	36.37	35.75	(308.21)
Dividend received on long-term investments	(1,200.00)	-	-	(2.75)	(3.00)
Provision for diminution in value of investments	699.87	0.37	-	-	16.81
Employees stock option compensation cost	-	-	(47.77)	-	0.90
Premium on government securities	171.48	124.17	82.30	19.74	10.49
Amortisation of discount on government securities	(227.50)	(227.97)	(221.42)	(165.69)	(91.77)
Amortisation of issue expenses for equity shares	416.81	152.78	152.78	168.85	152.78
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35	1,303.09	1,761.70	1,467.06
Amortisation of prepaid interest on commercial paper	1,663.40	-	-	-	-
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Provisions for non-performing assets and bad debt written off	292,551.77	230,583.52	200,867.02	125,934.32	113,601.45
Provision for diminution in fair value of assets for restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	-
Contingent provision on standard assets	7,976.76	3,674.37	4,990.48	2,980.95	1,261.43
Operating profit before working capital changes	**534,641.74**	**441,365.97**	**393,758.56**	**319,022.30**	**301,825.99**
Movements in working capital:					
Increase / (decrease) in trade payables	8,533.05	1,577.16	4,345.86	(916.15)	2,621.01
Increase / (decrease) in provisions	(328.27)	(14,601.66)	27,243.98	(5,383.29)	(20,823.86)
Increase / (decrease) in provision for service tax- contested	-	-	-	-	15.81
Increase / (decrease) in other liabilities	91,219.75	102,521.12	78,944.82	36,402.80	(137,879.93)
(Increase) / decrease in investments	5,394.13	(20,807.35)	196,738.13	(60,048.59)	84,326.95
(Increase) / decrease in investments in associates	-	-	-	-	100.00
(Increase) / decrease in investments in subsidiaries	-	-	-	-	0.01
Decrease / (increase) in loans and advances	(1,637,861.33)	(531,110.68)	(1,410,622.17)	(1,277,183.79)	(567,637.98)

Statement of Reformatted Standalone Cash Flow Statement

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Decrease/(increase) in bank deposits (having original maturity of more than three months) (net)	83,431.62	(180,709.38)	(25,820.25)	53,179.53	15,450.96
Decrease / (increase) in other assets	(917.89)	(1,373.35)	974.74	1,857.14	273.42
Cash generated from operations	**(915,887.20)**	**(203,138.17)**	**(734,436.33)**	**(933,070.05)**	**(321,727.62)**
Direct taxes paid (net of refunds)	(86,960.16)	(67,582.55)	(56,091.88)	(57,743.68)	(56,581.90)
Net cash flow/ (used) in operating activities (A)	**(1,002,847.36)**	**(270,720.72)**	**(790,528.21)**	**(990,813.73)**	**(378,309.52)**
B. Cash flows from investing activities					
Purchase of fixed including intangible assets	(6,594.60)	(1,765.21)	(3,821.62)	(4,080.87)	(6,718.14)
Proceeds from sale of fixed assets	72.28	46.50	50.98	63.10	515.91
Proceeds from sale of non-current investments	-	1,653.36	-	-	-
Purchase of non-current investments	(699.87)	(62.81)	-	-	-
Proceeds from sale of shares in subsidiary	15,637.60	-	-	-	-
Dividend received on long-term investments from erstwhile subsidiary	1,200.00	-	-	2.75	3.00
Net cash flow/(used) in investing activities (B)	**9,615.41**	**(128.16)**	**(3,770.64)**	**(4,015.02)**	**(6,199.23)**
C. Cash flows from financing activities					
Proceeds from issuance of equity share capital	-	-	-	-	1.88
Securities premium on issue of equity capital	-	-	-	-	4.70
Amount received from institutional borrowing	4,855,836.59	2,801,296.98	2,350,574.28	2,220,993.36	1,758,710.00
Amount received from public issue of non-convertible debentures	-	-	-	197,484.71	123,589.04
Amount received from senior secured notes	116,000.00	135,000.00	-	-	-
Increase / (decrease) in retail borrowings	(55,709.16)	16,459.47	97,743.41	165,612.77	127,215.42
Amount redeemed for public issue of non-convertible debentures and sub debts	(192,374.07)	(150,105.01)	(41,795.50)	(34,306.30)	(27,120.05)
Repayment of institutional borrowing	(3,704,510.77)	(2,470,711.98)	(1,855,069.86)	(1,714,627.52)	(1,492,591.85)
Public issue expenses for non-convertible debentures paid	-	-	-	(1,255.33)	(2,448.01)
Dividend paid	(24,957.10)	(22,688.27)	(22,688.27)	(18,150.62)	(15,881.04)
Tax on dividend	(4,836.39)	(4,618.80)	(4,618.80)	(3,356.44)	(2,698.57)
Net cash flow from financing activities (C)	**989,449.10**	**304,632.39**	**524,145.26**	**812,394.63**	**468,781.52**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**(3,782.85)**	**33,783.51**	**(270,153.59)**	**(182,434.12)**	**84,272.77**
Cash and Cash Equivalents at the beginning of the year	**114,163.08**	**80,379.57**	**348,832.76**	**531,266.88**	**446,994.11**
Cash and bank balances taken over on merger	**-**	**-**	**1,700.40**	**-**	**-**
Cash and Cash Equivalents at the end of the year	**110,380.23**	**114,163.08**	**80,379.57**	**348,832.76**	**531,266.88**

Statement of Reformatted Standalone Cash Flow Statement

(₹ in lakhs)

Components of Cash and Cash Equivalents	As at March 31,				
	2018	2017	2016	2015	2014
Cash and Cash Equivalents at the end of the year					
i) Cash on hand	7,996.25	7,865.26	10,079.91	10,794.43	13,587.88
ii) Cheques on hand	2,542.76	3,175.11	4,698.24	7,367.11	1,976.67

Components of Cash and Cash Equivalents	As at March 31,				
	2018	2017	2016	2015	2014
iii) Call Money (CBLO)	-	-	-	-	69,882.53
iv) Balances with scheduled banks in:					
Current accounts	92,946.60	102,039.50	59,641.88	165,145.63	184,449.84
Unclaimed dividend accounts $	1,310.11	1,083.21	923.26	821.59	773.96
Deposits with original maturity of less than three months	5,584.51	-	5,036.28	164,704.00	260,596.00
Total cash and cash equivalents	**110,380.23**	**114,163.08**	**80,379.57**	**348,832.76**	**531,266.88**

CAPITAL STRUCTURE

1. Details of share capital

The share capital of our Company as at date of this Draft Shelf Prospectus is set forth below:

Share Capital	Aggregate nominal value (₹ in lakhs)
Authorised Share Capital	
64,70,00,000 Equity Shares of ₹10 each	64,700.00
9,50,00,000 Preference Shares of ₹100 each	95,000 .00
Total Authorised Share Capital	1,59,700.00
Issued	
22,69,36,877 Equity Shares of ₹10 each	22,693.69
Subscribed	
22,69,30,736 Equity Shares of ₹10 each	22,693.07
Paid-up Share Capital	
22,68,82,736 Equity Shares of ₹10 each	22,688.27
48,000 Equity Shares of ₹10 each, paid up ₹5 each (See note 'e' below)	2.40
Total	22,690.67
Securities Premium account	1,75,481.06
Notes:	
The Equity Shares allotted for consideration other than cash are as follows: a) 6,06,33,350 fully paid-up Equity Shares of our Company have been allotted to the shareholders of 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 ₹10 each, of SIL; b) 1,86,45,886 fully paid-up Equity Shares of our Company have been allotted to the shareholders of 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 ₹10 each, of SOFL; c) Pursuant to 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 ₹10 each, of SHMPL; d) 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;	

Share Capital	Aggregate nominal value (₹ in lakhs)
e) 48,000 equity shares of ₹10 each of SIL, on which ₹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.	

2. *Changes in the authorised capital of our Company in the last five years from date of this Draft Shelf Prospectus*:

Date of AGM/ EGM	Alteration
March 31, 2016	The authorised 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*
NOTES: ** The authorised capital of our Company was increased, pursuant to a scheme of amalgamation of our erstwhile subsidiary, Shriram Equipment Finance Company Limited, with our Company ("SEFCL Scheme of Merger"). The appointed date for the SEFCL Scheme of Merger was April 1, 2015. The SEFCL Scheme of Merger was approved by the Hon'ble High Court of Madras, vide its order dated March 31, 2016. The SEFCL Scheme of Merger was effective from April 19, 2016.*	

3. *Equity Share Capital History of our Company for the last five years preceding the date of this Draft Shelf Prospectus*:

Date of Allotment	Number of shares issued and allotted	Face Value (₹)	Form of consideration	Cumulative Paid-up capital in (₹)	Cumulative no. of Equity Shares	Nature of Issue	Issue Price (₹)	Premium (₹)	Cumulative Share Premium Account (₹ in lakhs)
March 2, 2013	9,000	10	Cash	2,26,86,39,360	22,68,63,936	ESOP[$]	35	25	1,64,138.56
August 12, 2013	18,800	10	Cash	2,26,88,27,360	22,68,82,736	ESOP[$]	35	25	1,64,143.26
Total	**27,800**								

$ Equity Shares allotted to the employees of our Company as fully paid up under the Company's Employees Stock Option Scheme 2005 on exercise of vested options. As on date there are no outstanding options under the ESOP 2005 scheme.

4. ***Shareholding pattern of our Company as on March 31, 2018*****:**

Sr. No.	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of equity shares held in dematerialised form
						No of Voting Rights		Total as a % of (A+B+C)		
						Class	Total			
(I)	(II)	(III)	(IV)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(XI)= (VII)+(X)	(XIV)
(A)	Promoter & promoter group	1	5,91,73,023	5,91,73,023	26.08	5,91,73,023	5,91,73,023	26.08	26.08	5,91,73,023
(B)	Public	45,011	16,77,09,713	16,77,09,713	73.92	16,77,09,713	16,77,09,713	73.92	73.92	16,42,20,753
(C)	Non-Promoter - Non-Public	0	0	0	0	0	0	0	0	0
(C1)	Shares Underlying DRs	0	0	0	0.00	0	0	0.00	0.00	0
(C2)	Shares Held by Employee Trust	0	0	0	0.00	0	0	0.00	0.00	0
	Total	**45,012**	**22,68,82,736**	**22,68,82,736**	**100.00**	**22,68,82,736**	**2268,82,736**	**100.00**	**100.00**	**22,33,93,776**

5. ***Shareholding of the Promoter and promoter group as on March 31, 2018***

Sr. No.	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of equity shares held in dematerialised form
						No of Voting Rights		Total as a % of (A+B+C)		
						Class	Total			
(I)	(II)	(III)	(IV)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(XI)= (VII)+(X)	(XIV)
1	Indian	0	0	0	0	0	0	0	0	0
a	Individuals/Hindu undivided Family	0	0	0	0	0	0	0	0	0
b	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
c	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
d	Any Other (specify)	1	5,91,73,023	5,91,73,023	26.08	5,91,73,023	5,91,73,023	26.08	26.08	5,91,73,023
	Body Corporate	1	5,91,73,023	5,91,73,023	26.08	5,91,73,023	5,91,73,023	26.08	26.08	5,91,73,023
	Shriram Capital Limited		5,91,73,023	5,91,73,023	26.08	5,91,73,023	5,91,73,023	26.08	26.08	5,91,73,023
	Sub-Total (A)(1)	1	5,91,73,023	5,91,73,023	26.08	5,91,73,023	5,91,73,023	26.08	26.08	5,91,73,023
2	Foreign	0	0	0	0	0	0	0	0	0

Sr. No.	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of equity shares held in dematerialised form
						No of Voting Rights		Total as a % of (A+B+C)		
						Class	Total			
(I)	(II)	(III)	(IV)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(XI)= (VII)+(X)	(XIV)
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
b	Government	0	0	0	0	0	0	0	0	0
c	Institutions	0	0	0	0	0	0	0	0	0
d	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
e	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and promoter group (A)= (A)(1) +(A)(2)	**1**	**5,91,73,023**	**5,91,73,023**	**26.08**	**5,91,73,023**	**5,91,73,023**	**26.08**	**26.08**	**5,91,73,023**

**None of the Equity Shares are pledged or otherwise encumbered by our Promoter.*

6. ***Details of acquisitions, amalgamations, reorganizations, reconstructions in the last one year***

Other than the divestment of Shriram Automall India Limited, there have been no acquisitions, amalgamations, reorganizations or reconstructions in our Company in the last one year preceding the date of this Draft Shelf Prospectus.

On January 24, 2018, our Company, Shriram Automall India Limited ("**SAMIL**") and MXC Solutions India Private Limited ("**MXC**", together with SAMIL, "**Parties**") entered into definitive agreements including a share purchase agreement ("**SPA**"). Pursuant to the terms and conditions of the SPA, our Company had on February 7, 2018 transferred 16,630,435 equity shares of face value of ₹10 each fully paid-up held by our Company in SAMIL to MXC for an aggregate consideration of ₹ 15,637.60 lakhs. Following the completion of the sale of the majority stake of our Company in SAMIL to MXC, SAMIL ceased to be our wholly-owned subsidiary and is now an associate of our Company

7. ***List of top ten holders of Equity Shares of our Company as on March 31, 2018***

Sr. No.	Name of shareholder	Address	Total Number of Equity Shares held	Percentage Holding (%)	No. of Equity Shares held in demat form
1.	Shriram Capital Limited	Shriram House, No.4 Burkit Road, T. Nagar, Chennai – 600 017	59,173,023	26.08	59,173,023
2.	Piramal Enterprises Limited	Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013	22,600,000	9.96	22,600,000
3.	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	6,757,267	2.98	6,757,267
4.	Societe Generale	SBI SG Global Securities Services PL, Jeevan Seva Annexe Building, A Wing, Gr Floor, S V Road, Santacruz (West), Mumbai – 400 054	4,853,973	2.14	4,853,973
5.	SBI Mutual Fund (Under Various sub accounts)	SBI SG Global Securities Services PL, Jeevan Seva Annexe Building, A Wing, Gr Floor, S V Road, Santacruz (West), Mumbai – 400 054	3,992,645	1.75	3,992,645
6.	Abu Dhabi Investment Authority (Under Various sub accounts)	JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai – 400 064	3,949,264	1.74	3,949,264
7.	New World Fund Inc	JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai – 400 064	3,540,000	1.56	3,540,000
8.	Oppenheimer International Small-Mid Company Fund	JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai – 400 064	3,074,062	1.35	3,074,062
9.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai – 400 064	2,907,825	1.28	2,907,825
10.	Stichting Depositary APG Emerging Markets Equity Pool	JP Morgan Chase Bank N.A., India Sub Custody, 6th Floor, Paradigm B, Mindspace, Malad (W), Mumbai – 400 064	2,736,930	1.21	2,736,930

8. ***List of top ten Debenture Holders (secured and unsecured, on a cumulative basis for all the outstanding debenture issues), as on March 31, 2018***

Sr. No.	Name of the debenture holder	Address	Aggregate Amount (₹ in lakhs)
1.	Aditya Birla Sun Life Trustee Private Limited (Under Various Schemes)	Citibank N.A. Custody services, FIFC- 11th Flr, G Block, Plot C-54 And C-55, BKC, Bandra - East, Mumbai-400098	4,01,500.00
2.	SBI Mutual Fund (Under Various Schemes)	SBI SG Global Securities Services Pl, Jeevan Seva Annexe Building, A Wing, Gr Floor, S V Road, Santacruz West, Mumbai – 400 054	1,92,400.00
3.	Postal Life Insurance Fund (Under Various Schemes)	HDFC Bank Ltd, Custody Services, Lodha - I Think Techno Campus, Off Flr 8, Next to Kanjurmarg Stn, Kanjurmarg East Mumbai – 400 042	1,38,250.00
4.	UTI Mutual Fund (Under Various Schemes)	UTI Mutual Fund, UTI Asset Management, Company ltd, dept. Of fund accounts, UTI Tower, GN Block, BKC, Bandra (East), Mumbai-400051	1,33,380.00

Sr. No.	Name of the debenture holder	Address	Aggregate Amount (₹ in lakhs)
5.	HDFC Trustee Co Ltd (Under Various Schemes)	HDFC Bank Ltd, Custody Services, Lodha - I Think Techno Campus, Off Flr 8, Next to Kanjurmarg Stn, Kanjurmarg East Mumbai-400042	1,16,300.00
6.	SBI Life Insurance Co Ltd	HDFC Bank Ltd, Custody Services, Lodha - I Think Techno Campus, Off Flr 8, Next to Kanjurmarg Stn, Kanjurmarg East Mumbai – 400 042	1,14,560.00
7.	Hindustan Zinc Limited	Yashad Bhavan, Udaipur – 313 004	1,05,000.00
8.	Life Insurance Corporation of India	Investment Department, 6th Floor, West Wing, Central Office, Yogakshema, Jeevan Bima Marg, Mumbai – 400 021	100,002.00
9.	NPS Trust (Under Various Schemes)	C/O HDFC Pension Management Co. Ltd,13th floor, Lodha Excelus, Apollo Mills Compound, N.M Joshi Marg, Mahalaxmi, Mumbai – 400 011	83,153.60
10.	International Finance Corporation	Citibank N.A. Custody services, FIFC- 11th Flr, G Block, Plot C-54 And C-55, BKC, Bandra - East, Mumbai – 400 098	81,000.00

9. ***Statement of the aggregate number of securities of our Company and its Associate purchased or sold by our Promoter, our Directors and/or their relatives within six months immediately preceding the date of filing the Draft Shelf Prospectus:***

Nil

10. ***Debt - equity ratio*:**

The debt equity ratio prior to this Issue is based on a total outstanding debt of ₹ 6,331,915.83 lakhs and shareholder funds (net of Miscellaneous expenditure to the extent not written off or adjusted) amounting to 1,257,204.34 lakhs as on March 31, 2018. The debt equity ratio post the Issue (assuming subscription of 5,00,000.00 lakhs) is 5.43 times, based on a total outstanding debt of 6,831,915.83 lakhs and shareholders fund (net of Miscellaneous expenditure to the extent not written off or adjusted) of 1,257,204.34 lakhs as on March 31, 2018.

(₹ in lakhs)

Particulars	Prior to the Issue	Post the Issue*
Secured loans as on March 31, 2018#	4,615,334.00	5,115,334.00
Unsecured loans as on March 31, 2018#	1,716,581.83	1,716,581.83
Total Debt	**6,331,915.83**	**6,831,915.83**
Share capital as on March 31, 2018	22,690.67	22,690.67
Reserves as on March 31, 2018	1,234,540.96	1,234,540.96
Total Shareholders Fund	1,257,231.63	1,257,231.63
Less: Miscellaneous expenditure (to the extent not written off or adjusted) as on March 31, 2018	27.29	27.29
Total	**1,257,204.34**	**1,257,204.34**
Debt Equity Ratio (Number of times)	**5.04**	**5.43**

 # includes Long-term borrowings, Short-term borrowings and Current maturities of long term debts.

** The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹ 5,00,000.00 lakhs from the Issue, as on March 31, 2018 and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.*

For details on the total outstanding debt of our Company, please see "*Disclosures on Existing Financial Indebtedness*" beginning on page 421.

There is no change in the Promoter holding in our Company during the last financial year.

Details of Director shareholding in the Associate Company as on March 31, 2018

Nil

OBJECTS OF THE ISSUE

Our Company proposes to utilise the funds which are being raised through the Issue, after deducting the Issue related expenses to the extent payable by our Company ("***Net Proceeds***"), towards funding the following objects (collectively, referred to herein as the "**Objects**"):

1. For the purpose of onward lending, financing, and for repayment/ prepayment of interest and principal of existing borrowings of the Company; and

2. General corporate purposes.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which our Company has been carrying on till date.

The details of the Proceeds of the Issue are set forth in the following table:

(₹ in lakhs)

Sr. No.	Description	Amount
1.	Gross Proceeds of the Issue	As per relevant Tranche Prospectus
2.	Issue Related Expenses	As per relevant Tranche Prospectus
3.	Net Proceeds	As per relevant Tranche Prospectus

Requirement of funds and Utilisation of Net Proceeds

The following table details the objects of the Issue and the amount proposed to be financed from the Net Proceeds:

Sr. No.	Objects of the Fresh Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment/ prepayment of interest and principal of existing borrowings of the Company[#]	At least 75%
2.	General Corporate Purposes*	Maximum of up to 25%
	Total	**100%**

[#] Our Company shall not utilise the proceeds of the Issue towards payment of prepayment penalty, if any
**The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Issue, in compliance with the Debt Regulations.*

Funding plan

NA

Summary of the project appraisal report

NA

Schedule of implementation of the project

NA

Interim Use of Proceeds

The management of our Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, our Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board. Such investment would be in accordance with the investment policies approved by the Board or any committee thereof from time to time.

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the Debt Regulations. The Board shall monitor the utilization of the proceeds of the Issue. For the relevant Financial Years commencing from Financial Year 2018-19, our Company will disclose in our financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue. Our Company shall utilize the proceeds of the Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchanges.

Other Confirmation

In accordance with the Debt Regulations, our Company will not utilize the proceeds of the Issue for providing loans to or for acquisitions of shares of any person or entity who is a part of the same group as our Company or who is under the same management of our Company.

No part of the proceeds from this Issue will be paid by us as consideration to our Promoters, our Directors, Key Managerial Personnel, or companies promoted by our Promoters.

The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property. The Issue proceeds shall not be used for buying, trading or otherwise dealing in equity shares of any other listed company.

Our Company confirms that it will not use the proceeds of the Issue for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, directly or indirectly in the acquisition of any immovable property or acquisition of securities of any other body corporate.

Variation in terms of contract or objects

The Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Draft Shelf Prospectus is issued, except as may be prescribed under the applicable laws and under Section 27 of the Companies Act, 2013.

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STATEMENT OF TAX BENEFITS

June 12, 2018

To,

The Board of Directors
Shriram Transport Finance Company Limited
Wockhardt Towers, 3rd Floor, West Wing
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

(the "**Company**")

Dear Sirs,

Sub: Statement of tax benefits in relation to proposed public issue ("Issue") of secured, redeemable, non-convertible debentures ("NCDs") by Shriram Transport Finance Company Limited

1. We, Haribhakti & Co. LLP, Chartered Accountants, and Pijush Gupta & Co., Chartered Accountants, the joint statutory auditors of the Company have performed the procedures agreed with you, *vide* the engagement letter dated May 15, 2018, and enumerated in paragraph 2 below with respect to the possible tax benefits available to the Debenture Holder(s), under the Income Tax Act, 1961, as amended (the "**IT Act**"), presently in force in India, in the enclosed Annexure I. Our engagement was performed in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India.

2. We have performed the following procedures:

   i. Read the statement of tax benefits as given in Annexure I, and

   ii. Evaluated with reference to the provisions of the IT Act to confirm that the same is in accordance with our interpretation of the existing tax laws and provisions.

3. Because the above procedures do not constitute either an audit or a review made in accordance with the generally accepted auditing standards in India, we do not express any assurance on the subject.

4. Had we performed additional procedures, or had we performed an audit or review of the financial information in accordance with generally accepted auditing standards of India, other matters might have come to our attention that would have been reported to you.

5. We confirm that the Statement of Tax Benefits as set out in Annexure I materially covers all the provisions of the IT Act as amended, with respect to Debenture Holder(s).

6. The amendments made by the Finance Act, 2018 have been incorporated to the extent relevant in the enclosed Annexure I.

7. Several of these benefits are dependent on the Debenture Holder(s) fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Debenture Holder(s) to derive the tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives the Debenture Holder(s) would face in the future. The Debenture Holder(s) may or may not choose to fulfill such conditions.

8. The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

9. Our views are based on the existing provisions of the Act and its interpretations, which are subject to change

or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

10. We do not express any opinion or provide any assurance as to whether:

    - The Company or its debenture holders will continue to obtain these benefits in future; or
    - The conditions prescribed for availing the benefits, where applicable have been or would be met with;
    - The revenue authorities/courts will concur with views expressed herein.

11. The preparation of the contents stated is the responsibility of Company's management. We accept no responsibility to debenture holders or any third party and this should be stated in the Draft Shelf Prospectus, Shelf Prospectus and/or Prospectus and/or Tranche Prospectus(es). The contents of the enclosed annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

12. No assurance is given that the revenue authorities/ Courts will concur with the views expressed herein. Our views are based on existing provisions of law and its interpretation which could vary from others, and which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

13. This statement has been issued at the request of the Company in connection with the proposed issue of secured, redeemable NCDs for inclusion in the offer documents to be filed with the Securities and Exchange Board of India, the National Stock Exchange of India Limited and the BSE Limited or any other regulatory authorities, as required.

For **Haribhakti & Co. LLP**
Chartered Accountants
Firm Registration Number: 103523W / W100048

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Anup Mundhra
Partner
Membership No: 061083
Mumbai
June 12, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
Firm Registration Number: 309015E

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Sangeeta Gupta
Partner
Membership No: 064225
Mumbai
June 12, 2018

Encl.: Annexure I

ANNEXURE I

Under the existing provisions of law, the following tax benefits, inter-alia, will be available to the Debenture Holder(s). The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The information given below lists out the possible benefits available to the Debenture Holder(s) of an Indian company in which public are substantially interested as defined in Section 2(18)(b)(B) of the Income Tax Act, 1961, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of the debenture.

The Debenture Holder is advised to consider in its own case, the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible. We are not liable to the Debenture Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

This statement has been prepared solely in connection with the Issue under the Regulations as amended.

STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

A. Under the Income-Tax Act, 1961 ("I.T. Act")

I. Tax benefits available to the Resident Debenture Holders

1. Interest on debentures received by resident debenture holders would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act.

2. As per section 2(29A) read with section 2(42A) of the I.T. Act, a listed debenture is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.

   As per section 112 of the I.T. Act, capital gains arising on the transfer of long term capital assets being listed securities are subject to tax at the rate of 20% of capital gains calculated after reducing indexed cost of acquisition or 10% of capital gains without indexation of the cost of acquisition. The capital gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition/indexed cost of acquisition of the debentures from the sale consideration.

   However as per the third proviso to section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of section 48 of I.T. Act, is not available in case of bonds and debenture, except capital indexed bonds. Accordingly, long term capital gains arising to the Debenture Holder(s), would be subject to tax at the rate of 10%, computed without indexation, as the benefit of indexation of cost of acquisition is not available in case of debentures.

   In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

3. As per section 2(42A) of the I.T. Act, a listed debenture is treated as a short term capital asset if the same is held for not more than 12 months immediately preceding the date of its transfer. Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described at para 2 above would also apply to such short term capital gains.

4. In case debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.

5. Securities Transaction Tax ("STT") is a tax levied on all transactions in specified securities done on the stock exchanges at rates prescribed by the Central Government from time to time. STT is not applicable on transactions in the debentures.

6. Income tax is deductible at source on interest on debentures, payable to resident debenture holders at the time of credit/ payment as per the provisions of section 193 of the I.T. Act. However, no income tax is deductible at source in respect of the following:

   a) Any security issued by a Company in a dematerialised form and is listed on recognised stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.

   b) In case the payment of interest on debentures to a resident individual or a Hindu Undivided Family ('HUF'), Debenture Holder does not or is not likely to exceed ₹ 5,000 in the aggregate during the Financial Year and the interest is paid by an account payee cheque.

   c) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture Holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.

   d) (i) When the resident Debenture Holder with Permanent Account Number ('PAN') (not being a company or a firm) submits a declaration as per the provisions of section 197A(1A) of the I.T. Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However under section 197A(1B) of the I.T. Act, "Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in section 194, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax".

   Further, section 87A provides a rebate of 100 percent of income-tax or an amount of Rs. 2,500 whichever is less to a resident individual whose total income does not exceed Rs. 3,50,000.

   (ii) Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of section 197A(1C) of the I.T. Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on total income of the person is NIL.

   (iii) In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form No.15G with PAN / Form No.15H with PAN / Certificate issued u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any tax withholding.

7. In case where tax has to be deducted at source while paying debenture interest, the Company is not required to deduct surcharge, education cess and secondary and higher education cess.

8. Interest on application money and interest on refund application would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A of the I.T. Act

9. As per Section 74 of the I.T. Act, short-term capital loss on debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

II Tax benefits available to the Non-Resident Debenture Holders

1. A non-resident Indian has an option to be governed by Chapter XII-A of the I.T. Act, subject to the provisions contained therein which are given in brief as under:

(a) As per section 115C(e) of the Act, the term "non-resident Indian" means an individual, being a citizen of India or a person of Indian origin who is not a "resident". A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.

(b) As per section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20%, whereas, long term capital gains on transfer of such debentures will be taxable at 10% of such capital gains without indexation of cost of acquisition.

Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.

(c) As per section 115F of the I.T. Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from capital gain tax if the net consideration is invested within six months after the date of transfer of the debentures in any specified asset or in any saving certificates referred to in section 10(4B) of the I.T. Act in accordance with and subject to the provisions contained therein. However, if the new assets are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the new assets are transferred or converted into money.

(d) As per section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the I.T. Act in accordance with and subject to the provisions contained therein.

(e) As per section 115H of the I.T. Act, where a non-resident Indian becomes assessable as resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.

2. In accordance with and subject to the provisions of section 115-I of the I.T. Act, a non-resident Indian may opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case,
   (a) Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
   (b) Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
   (c) Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.
3. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per section 115E of the I.T. Act, and at the normal rates for Short Term Capital Gains if the payee debenture holder is a non-resident Indian.
4. As per Section 74 of the I.T. Act, short-term capital loss suffered during the year is allowed to be set- off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss suffered (other than the long-term capital assets whose gains are exempt under Section 10(38) of the I.T. Act) during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.
5. Interest on application money and interest on refund application would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 195 of the I.T. Act6. The income tax deducted shall be increased by surcharge as under:
   (a) In the case of non-resident Indian, surcharge at the rate of 10% of such tax liability (if net income exceeds Rs. 50,00,000 and does not exceed Rs. 1,00,00,000) and 15% of such tax liability (if net income exceeds Rs. 1,00,00,000) subject to deduction.

(b) In the case of foreign companies, surcharge at the rate of 2% of such tax liability where the income or the aggregate of such income paid or likely to be paid and subject to deduction exceeds Rs. 1,00,00,000 but does not exceed Rs. 10,00,00,000, surcharge at the rate of 5% of such income tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds Rs. 10,00,00,000.
(c) In case of domestic companies, where the income paid or likely to be paid exceeds Rs. 1,00,00,000 but does not exceed Rs. 10,00,00,000 a surcharge of 7% of such tax liability is payable and when such income paid or likely to be paid exceeds Rs. 10,00,00,000, surcharge at 12% of such tax is payable.
(d) Cess is to be applied at 4% on aggregate of base tax and surcharge.

6. As per section 90(2) of the I.T. Act read with the Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of tax residency certificate ("**TRC**"), is a mandatory condition for availing benefits under any DTAA. If the TRC does not contain the information prescribed by the CBDT vide its Notification No. 57/2013 dated 1 August 2013, a self-declaration in Form 10F would need to be provided by the assessee along with TRC.
7. Alternatively, to ensure non-deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under section 195(2) & 195(3) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest. However, an application for the issuance of such certificate would not be entertained in the absence of PAN as per the provisions of section 206AA.

III Tax benefits available to the Foreign Portfolio Investors ("FPIs")

1. As per Section 2(14) of the I.T. Act, any securities held by FPIs which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FPIs as capital gains.
2. In accordance with and subject to the provisions of section 115AD of the I.T. Act, long term capital gains on transfer of debentures by FPIs are taxable at 10% (plus applicable surcharge and cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of section 48 of the I.T. Act will not apply.
3. Income other than capital gains arising out of debentures is taxable at 20% (plus applicable surcharge and cess) in accordance with and subject to the provisions of Section 115AD of the I.T. Act.
4. Section 194LD in the I.T. Act provides for lower rate of withholding tax at the rate of 5% (plus applicable surcharge and cess) on payment by way of interest paid by an Indian company to FPIs and Qualified Foreign Investor in respect of rupee denominated bond of an Indian company between June 1, 2013 and July 1, 2020 provided such rate does not exceed the rate as may be notified by the Government.
5. In accordance with and subject to the provisions of section 196D(2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FPIs.
6. The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the I.T. Act.

IV Tax benefits available to Mutual Funds

As per section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made thereunder, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorised by the Reserve Bank of India will be exempt from income tax, subject to such conditions as the Central Government may, by notification in the Official Gazette, specify in this behalf. Further, as per the provisions of Section 196 of the I.T. Act, no deduction of tax shall be made by any person from any sums payable to mutual funds specified under Section 10(23D) of the I.T. Act, where such sum is payable to it by way of interest or dividend in respect of any securities or shares owned by it or in which it has full beneficial interest, or any other income accruing or arising to it.

V Exemption under Sections 54EC and 54F of the I.T. Act

1. Under section 54EC of the I.T .Act, long term capital gains arising to the Debenture Holder(s) on transfer of their debentures in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months after the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said notified bonds are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the bonds are transferred or converted into money. However, the amount of exemption with respect to the investment made in the aforesaid notified bonds during the financial year in which the debentures are transferred and the subsequent financial year, should not exceed Rs. 50 lakhs. Where the benefit of section 54EC of the I.T. Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the I.T. Act. However, Union Budget 2018 has discontinued for the above benefit on all asset except Land and Building.

2. As per the provisions of section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset (not being residential house) arising to a debenture holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis.

   This exemption is available, subject to the condition that the debenture holder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax exempted earlier would become chargeable to tax as long-term capital gains in the year in which such residential house is transferred. Similarly, if the debenture holder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

VI Requirement to furnish PAN under the I.T. Act

1. Section 139A(5A) of the I.T. Act requires every person receiving any sum or income or amount from which tax has been deducted under Chapter XVII-B of the I.T. Act to furnish his PAN to the person responsible for deducting such tax.
2. Section 206AA of the I.T. Act requires every person entitled to receive any sum or income or amount, on which tax is deductible under Chapter XVIIB ("deductee") to furnish his PAN to the deductor, failing which tax shall be deducted at the higher of the following rates:
   (i) at the rate specified in the relevant provision of the I.T. Act; or
   (ii) at the rate or rates in force; or
   (iii) at the rate of twenty per cent.
3. As per Rule 37BC, the higher rate under section 206AA shall not apply to a non-resident, not being a company, or to a foreign company, in respect of payment of interest, if the non-resident deductee furnishes the prescribed details inter alia TRC and Tax Identification Number (TIN).
4. A declaration under Section 197A(1) or 197A(1A) or 197A(1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (1) above in such a case.
5. Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN and Para (1) above will apply apart from penal consequences.

VII Taxability of Gifts received for nil or inadequate consideration

As per section 56(2)(x) of the I.T. Act, where any person receives debentures from any person on or after 1st April, 2017:
(a) without consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;
(b) for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures as exceeds such consideration;
shall be taxable as the income of the recipient at the normal rates of tax. The above is subject to few exceptions as stated in section 56(2)(x) of the I.T. Act.

VIII General Anti-Avoidance Rule ('GAAR)

In terms of Chapter XA of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be interalia denial of tax benefit, applicable w.e.f 1-04-2017. The GAAR provisions can be said to be not applicable in certain circumstances viz. the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated 23 September 2013.

NOTES:

1. The statement of tax benefits enumerated above is as per the Income-tax Act, 1961, as amended by the Finance Act, 2018.
2. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.
3. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the nonresident has fiscal domicile.
4. In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty.
5. Surcharge is levied on individuals, HUF, association of persons, body of individuals and artificial juridical person at the rate of 10% on tax where total income exceeds Rs. 50 lakh but does not exceed Rs. 1 crore and at the rate of 15% on tax where the total income exceeds Rs. 1 crore.
6. Surcharge is levied on firm, co-operative society and local authority at the rate of 12% on tax where the total income exceeds Rs. 1 crore.
7. Surcharge is levied on domestic companies at the rate of 7% on tax where the income exceeds Rs 1 crore but does not exceed Rs. 10 crores and at the rate of 12% on tax where the income exceeds Rs. 10 crores.
8. Health and Education Cess is to be applied at 4% on aggregate of base tax and surcharge.
9. Several of the above tax benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws and subject to General Anti Avoidance Rules covered under Chapter X-A of the Act.
10. The above statement sets out the provisions of law in a summary manner only and is not complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds.
11. The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and does not cover benefits under any other law.
12. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION IV ABOUT THE ISSUER COMPANY AND THE INDUSTRY

INDUSTRY

The industry information in this section has not been independently verified by us, the Lead Managers or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Figures used in this section are presented as in the original sources and have not been adjusted, restated or rounded off for presentation in the Draft Prospectus.

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Overview of the Indian Economy

GDP and Disposable Income

The Indian economy is one of the largest economies in the world, with a GDP at current price of an estimated Rs. 167.2 trillion for the fiscal year 2016-2017 (*Source: The International Monetary Fund's World Economic Outlook as of October 2017*). Growth in India was revised down to 6.7 percent in 2017, given the lingering disruptions from demonetisation i.e. currency exchange initiative introduced in November 2016, as well as transition costs related to national Goods and Services Tax (GST).

The introduction of GST, which promises the unification of India's vast domestic market, is among several key structural reforms under implementation by the Government that are expected to help push growth above 8 percent in the medium term. (*Source: The International Monetary Fund's World Economic Outlook as of October 2015*). The following table represents a comparison by calendar year of real GDP growth rates of certain countries:

(%)

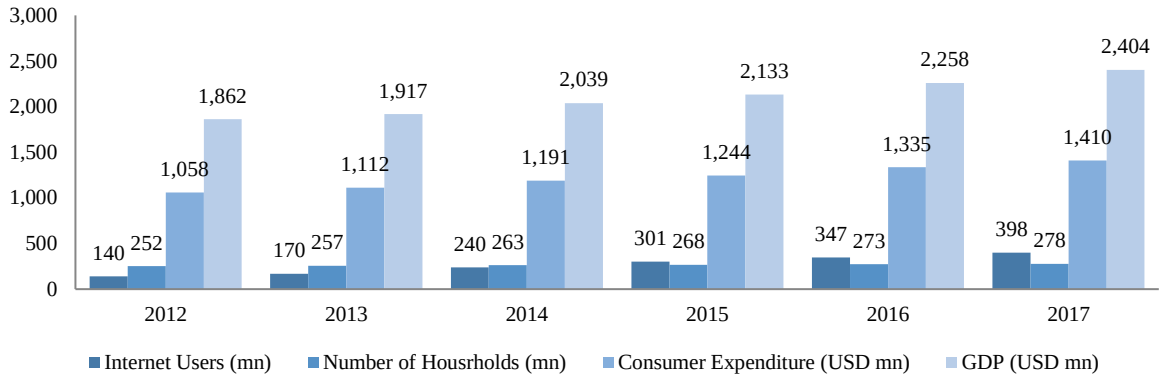
Country	2013	2014	2015	2016	2017P	2018P	2022P
Australia	2.1	2.8	2.4	2.5	2.2	2.9	2.7
Brazil	3.0	0.5	(3.8)	(3.6)	0.7	1.5	2.0
China	7.8	7.3	6.9	6.7	6.8	6.5	5.8
India	6.4	7.5	8.0	7.1	6.7	7.4	8.2
Japan	2.0	0.3	1.1	1.0	1.5	0.7	0.6
Russian Fed	1.8	0.7	(2.8)	(0.2)	1.8	1.6	1.5
United Kingdom	1.9	3.1	2.2	1.8	1.7	1.5	1.7
United States	1.7	2.6	2.9	1.5	2.2	2.3	1.7

Note: Years refer to calendar years; data for 2017, 2018 and 2022 are projections

(Source: The International Monetary Fund's World Economic Outlook as of October 2017)

Despite an overall slowdown in India's rate of GDP growth since 2011, per capita GDP at constant prices in India nevertheless grew from an estimated US$ 5,190 in 2013 to an estimated US$6,538 for the year of 2017 (*Source: IMF World Economic Outlook Database Oct 2017*).

The following graph illustrates the size of India India's GDP amongst other macro parameters to drive the growth going forward:



(Source: Euromonitor International India Country Fact file (www.euromonitor.com/india/country-factfile))

Investors' perceptions of India improved in early 2014, due to a reduction of the current account deficit and expectations of post-election economic reform, resulting in a surge of inbound capital flows and stabilization of the rupee (*Source: CIA Factbook*).

GDP growth slowed down in the year 2016-2017, rising 7.1% as compared to a growth of 8.0% in the year 2015-2016. The growth moderated due to slowdown in gross capital formation as waning business confidence and flagging entrepreneurial energies took their toll on the appetite for new investment, even as government and private consumption accelerated and held up aggregate demand (*Source: RBI's Annual Report 2016-2017*).

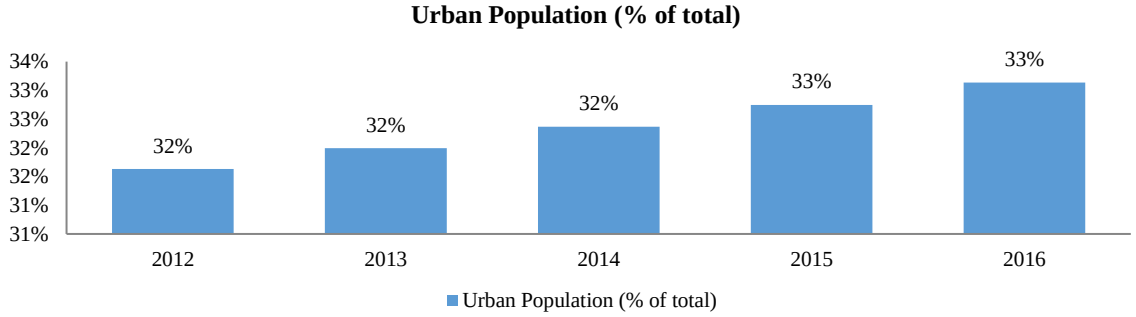
Population

India had an estimated population of 1.281 billion as of July 2017. Approximately 66.5% of the entire population in India in 2015 lived in rural and remaining 33.5% lived in urban areas, respectively. The estimated rate of urbanization in India is 2.28% between 2015 and 2020 (*Source: CIA Factbook*).

The outlook for India's long-term growth is moderately positive due to a young population and corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. The median age of its population is only 27.9 years as of 2017 (*Source: CIA Factbook*)

In the current decade, India's population is expected to grow at 1.1%. Any increase in population directly impacts the demand for housing units. The number of householders is likely to increase as well with the change in age mix, growing number of nuclear families, increasing urbanisation and penetration of financing.

The following graph sets out the share of the urban population as percentage of the total population for the years 2012 to 2016:



(Source: World Bank data files; https://data.worldbank.org/indicator/SP.URB.TOTL.IN.ZS)

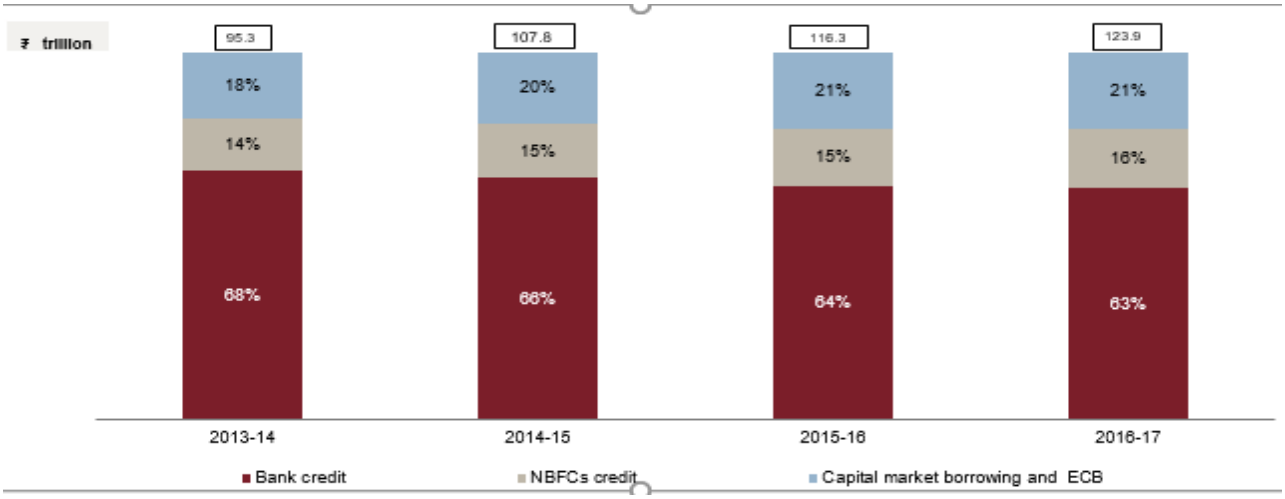
Overview on NBFC's in India

Non-Banking Financial Companies ("**NBFCs**") have played an important role in the Indian financial system by complementing and competing with banks, and by bringing in efficiency and diversity into financial intermediation. NBFCs have evolved considerably in terms of operations, heterogeneity, asset quality and

profitability, and regulatory architecture *(Source: RBI:* https://www.rbi.org.in */Scripts/BS_ViewBulletin.aspx?Id=17147).* A NBFC is engaged in the business of loans and advances, acquisition of shares/stock/bonds/debentures/securities issued by the government or local authority or other securities of like marketable nature, leasing, hire-purchase, insurance business, and chit business, but does not include any institution whose principal business is that of agriculture activity, industrial activity, or the sale/purchase/construction of immovable property. A non-banking institution which is a company and which has its principal business of receiving deposits under any scheme or arrangement or any other manner, or lending in any manner is also a NBFC (residuary non-banking company). *(RBI:* https://www.rbi.org.in/ *Scripts/FAQView.aspx?Id=92)*

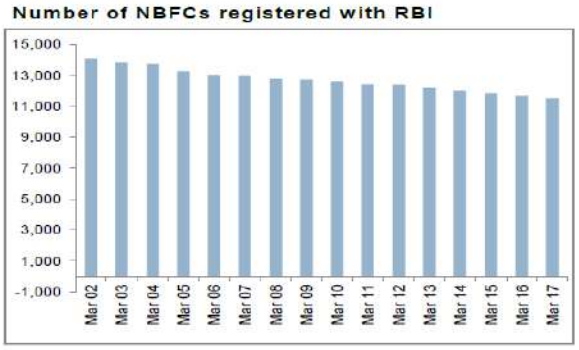
India's financing requirements have risen in sync with the economy's notable growth over the past decade. NBFCs have played a major role in meeting this need by providing financial services with respect to products as well as customer and geographic segments at the grassroots level, making them a critical cog in the financial machine. They also cater to the unbanked masses in rural and semi-urban areas and lend to the informal sector and people without credit histories. This key service has enabled the Government and regulators to realize the mission of financial inclusion. As of March 31, 2017, they accounted for 16% of the overall systemic credit.

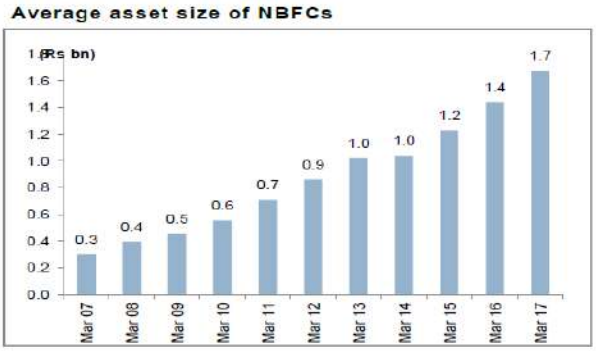
NBFCs share in systemic credit increasing



Note: 1. Banks' credit includes outstanding of regional rural banks (RRBs) and cooperative banks
2. Capital market borrowing and external commercial borrowing (ECB) includes corporate bonds and commercial papers outstanding, but excludes amount raised by banks and NBFCs

In recent years, the NBFC sector has seen a fair degree of consolidation, leading to the emergence of larger companies with diversified activities. Consolidation and acquisition have increased the number of NBFCs with asset base in excess of Rs. 5 billion





As of April 30, 2018, there were 156 NBFCs in India registered to accept public deposits. Further, as of April30, 2018, there were 10,995 NBFCs in India that do not accept public deposits. *(Source: RBI: https://rbi.org.in/scripts/BS_NBFCList.aspx)*

Structure of NBFCs in India

Based on deposit mobilization, NBFCs are classified into two major categories: NBFCs-D (deposit taking) and NBFCs-ND (non-deposit taking). In view of the phenomenal increase in their number and deposits, a comprehensive legislative framework for NBFCs-D was introduced in 1997 to protect the interests of depositors. A conscious policy was pursued to discourage acceptance of deposits by NBFCs so that only banks could accept public deposits. Hence, no new license has been given to NBFCs-D after 1997. NBFCs-ND were sub-divided into two categories in 2006 - Systemically Important Non- Deposit taking NBFCs (NBFCs-ND-SI) and other Non-Deposit taking NBFCs (NBFCs-ND) based on asset size. NBFCs with an asset size greater than ₹ 1 billion were considered as NBFC-ND-SI. The threshold for recognition of NBFCs-ND-SI was increased to ₹ 5 billion in 2014. This classification was made to ensure greater regulatory control over NBFCs-NDSI, which were expected to pose greater systemic risks on account of their larger size. NBFCs-ND-SI, as a result, were subjected to stricter prudential regulations as compared to NBFCs-ND. *(Source: Reserve Bank of India, Non- Banking Finance Companies in India's Financial Landscape, October 2017).*

Based on activities undertaken, NBFCs are classified into 12 major categories. While loan companies and investment companies have traditionally been the two core categories of the NBFC sector, newer categories have been added to this sector over time in recognition of the growing diversification of financial intermediation and the need for better regulatory oversight. Illustratively, in 2006, 'hire purchase' and 'equipment leasing' categories were merged and categorized as Asset Finance Companies ("**AFCs**") – the third major category in the NBFC sector. Infrastructure Finance Companies (NBFC-IFC) were defined as a separate category in 2010.

NBFC-IDFs were set up in 2011 to increase long-term debt financing of infrastructure projects as well as to alleviate asset liability mismatches arising out of financing such projects. They were envisaged to take over loans provided for infrastructure projects based on Public Private Partnership (PPP) route which had completed one year of commercial operation. NBFCs-MFI were also set up in 2011 to serve the needs of the micro finance sector and the underserved segments more effectively. The focus of the regulations was more on strengthening the lending and recovery practices in the sector, especially with regard to the pricing of credit and multiple lending operations leading to over borrowing. NBFC-Factors were notified in accordance with the Factoring Regulation Act, 2011 as they were required to be registered with the RBI as NBFCs to commence their operations.

Classification of NBFCs based on activities undertaken		
Sr. No	**Types of NBFCs**	**Activity**
1	Asset Finance Company (AFC	Financing of physical assets supporting productive /economic activity, including automobiles, tractors and generators
2	Loan Company	Providing finance by extending loans or otherwise for any activity other than its own but does not include an AFC
3	Investment Company	Acquiring securities for the purpose of selling
4	Infrastructure Finance Company (NBFC-IFC)	Providing infrastructure loans
5	Systemically Important Core Investment Company (CIC-ND-SI)	Acquiring shares and securities for investment in mainly equity shares
6	Infrastructure Debt Fund (NBFC-IDF)	For facilitating flow of long-term debt into infrastructure projects
7	Micro Finance Institution (NBFC-MFI)	Extending credit to economically disadvantaged groups as well support Micro, Small and Medium Enterprises
8	Factor (NBFC-Factor)	Undertaking the business of acquiring receivables of an assignor or extending loans against the security interest of the receivables at a discount
9	NBFC Non-Operative Financial Holding Company ("NOFHC")	For permitting promoter / promoter groups to set up a new bank
10	Mortgage Guarantee Company ("MGC")	Undertaking mortgage activities
11	Account Aggregator ("NBFC-AA")	Collecting and providing the information of customers' financial assets in a consolidated, organised and retrievable manner to the customer or others as specified by the customer
12	Non-Banking Financial Company – Peer to Peer Lending Platform	Providing an online platform to bring lenders and borrowers together to help mobilise unsecured finance

Classification of NBFCs based on activities undertaken		
Sr. No	**Types of NBFCs**	**Activity**
	(NBFC-P2P)	

(Source: Reserve Bank of India, Non-Banking Finance Companies in India's Financial Landscape, October 2017)

Notwithstanding the addition of newer categories over time, loan companies remain the single largest category, with share of 36.2% in total assets of NBFCs as of March 31, 2017. NBFCs-IFC emerged as the second largest category following the growing thrust on infrastructure financing. AFCs occupied the third position constituting 13.7% of total assets of NBFCs followed by investment companies. NBFCs-MFI, although accounting for only about 3% of the NBFC sector's assets as of March 31, 2017, have shown a steady rise in share since their inception.

Shares of NBFCs classified by activities in total assets of the NBFC sector

(As on 31st March,)

Category	2012	2013	2014	2015	2016	2017
Loan Companies	31.2	28.9	28.6	28	33.2	36.2
NBFC - IFC	30.8	32.1	34	35.4	27.1	31.5
AFCs	12.6	14.2	14.3	13.9	13.2	13.7
Investment Companies	22.3	21.4	19.7	17.7	22.4	12.6
NBFCs- MFI	1.6	1.9	1.9	2.4	2.8	3
CICs ND-SI	1	1.2	1.2	2.2	0.9	2.2
NBFCs-Factor	0.5	0.3	0.3	0.2	0.2	0.1
IDF-NBFCs	0	0	0	0.1	0.3	0.6
Total	100	100	100	100	100	100

Note: 1. Data are provisional; 2. NOFHC, MGC and NBFC-AA data are not captured in the table as they have a minuscule share in the total assets of the NBFC sector.

(Source: Reserve Bank of India, Non-Banking Finance Companies in India's Financial Landscape, October 2017)

Competitive advantage of NBFCs

By virtue of access to low-cost funds and an extensive branch network, banks compete with NBFCs, especially on the cost front. However, with their strategic presence in lending segments as well as geographies, NBFCs have carved out a niche for themselves to effectively compete with banks. The niche product focus of NBFCs enables them to make customized offerings. Currently, NBFCs dominate construction equipment finance, with steady gains in market share in housing and loan against property ("**LAP**") segments. In emerging segments such as wholesale finance, NBFCs have doubled their market share in the past five years even though these are still at low levels.

The table below gives the competitive position of NBFCs and housing finance companies ("**HFCs**") vis-à-vis banks in selected sub-segments

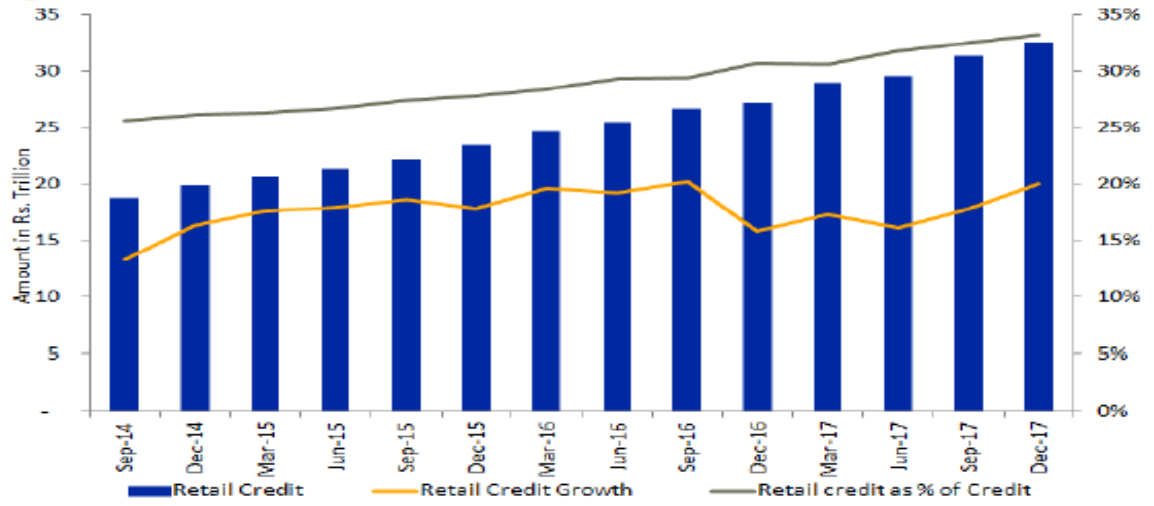
NBFC Segment	Market Share(Based on Disbursements) Vis-à-vis banks (2016-17 E)	Competitive Positioning
Housing Finance	40%	Competitive interest rates, better customer service; focusing on higher-yielding segments like LAP and developer loans
Low-cost housing*	n/a	Strong local knowledge, geographical focus, differentiated credit appraisal methodology
Auto Finance	50%	Catering to relatively less creditworthy customers, strong presence in used vehicles, faster processing, lower documentation, customized offering
Loan Against Property	51%	Strong origination skills, superior customer knowledge, better collection mechanisms, faster loan processing, cash flow-based credit appraisal
Wholesale Finance	5%	Strong origination skills, customized product offering, focus on real estate funding and structured products

***Low-cost housing is a subset of housing finance (Source NBFC Overview)**

Overview of Retail Credit in India

Retail credit to grow at 18-19% in FY2019

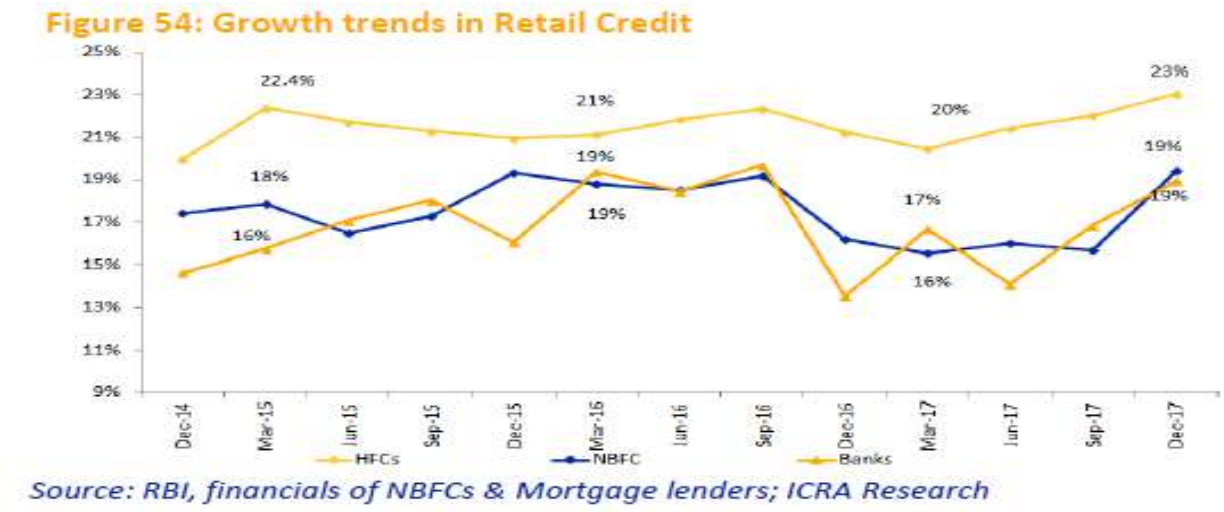
Figure 52: Size of the retail credit market



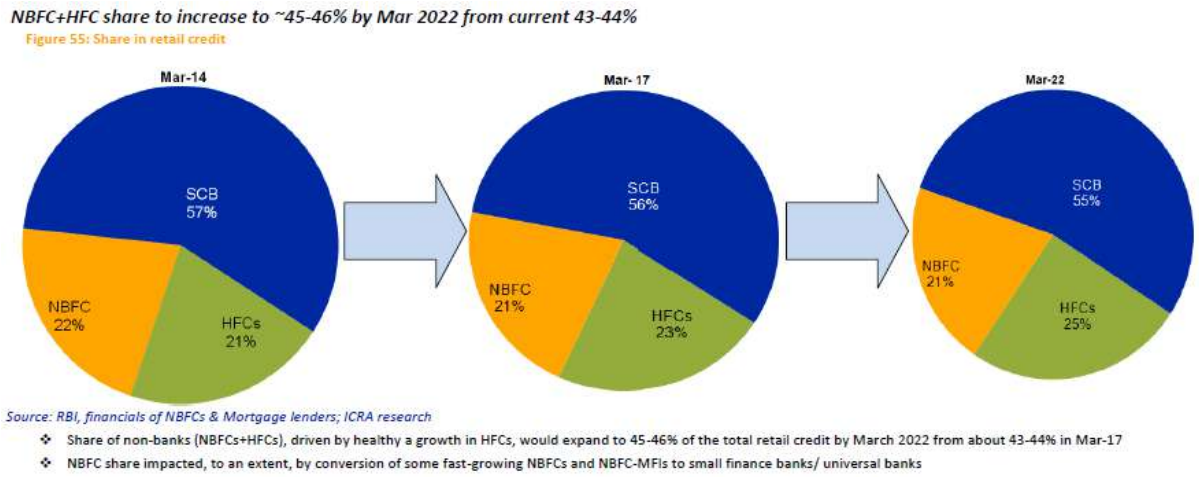
Source: RBI, financials of NBFCs & Mortgage lenders; ICRA research
SCB retail as per the RBI sectoral break-up

The Indian retail credit market (retail credit includes that of scheduled commercial banks (SCB), non-banking financial companies and housing finance companies) stood at ~Rs. 32.5 trillion as on December 31, 2017 registering a YoY growth of about 20%; growth dipped post demonetisation and remained subdued till Q2 FY2018 as SCB and NBFC credit growth moderated from the levels witnessed between Dec-15 to Sep-16. NBFC and SCB retail credit growth revived in Q3 FY2018 and registered a 19% YoY growth, while HFC (retail) grew by a healthy 23%, continuing its strong growth trend. Supported by the revival in retail credit growth, share of retail credit in the overall credit (SCB+NBFC+HFC) improved to 33% as compared with ~31% in December 2016 (32% in September 2017).

ICRA expects retail credit growth in FY2018 to be at ~20% and about 18-19% in FY2019 as uptick witnessed in the key asset segments in NBFCs, namely -CV, SME and unsecured/ microfinance during FY2018 is likely to hold up while HFC and bank credit growth is expected to expand at about 20-22% and 17-19% respectively. Growth in HFC's credit is likely to be supported by strong growth expectation in the housing (20-22%) and non-housing (24-28%), while slow credit off take in the corporate/ institutional segment would drive bank' retail growth in FY2019.



India's retail credit penetration (as % of GDP at current prices) stood at about 21% as on December 31, 2017 as compared with about 16.0% as on March 31, 2014. This, however, continues to remain lower than in developed countries, which indicates a significant scope for growth.



(Source: CR-NBFC – Retail & Commercial Finance – Q2-April 2018)

Indian Automobile Industry

Commercial Vehicles:

Confluence of factors are driving preference for Heavy Duty Trucks in the Indian market - The Indian Commercial Vehicle (CV) industry has been gradually witnessing a greater preference for higher tonnage trucks over the past decade. The demand has gradually shifted from 16T to 25T and is further shifting in favour of 31T and 37T trucks over the years. In ICRA's view, this trend has been supported primarily by A) Superior economics of higher tonnage models, B) improving road infrastructure, C) dearth of experienced drivers and D) stricter implementation of overloading norms.

Superior economics of higher tonnage trucks playing an important role - As vehicle's tonnage increases, the trucks' economics also improves, especially over longer distances as cost of operations is not directly proportional to vehicle's payload or revenue generation. For instance, the cost of operating a 35T is approximately 35% lower vis-a-vis a 16T truck when compared on cost/t/km basis (refer exhibit 1). We believe that these factors along with implementation of GST which is driving consolidation of warehousing network across industries will continue to drive demand for heavy duty trucks going forward and mirror market structure of more mature markets like U.S. and Europe. Product development initiatives by OEMs, coupled with improving road infrastructure have also

made these changes viable.

GST-led warehousing consolidation to provide further fillip - In ICRA's view, consolidation of warehouses would provide a further fillip to HCV sales as it is expected to lead to higher amounts of goods to be moved between manufacturing location and warehouse, which will lead to increased demand for higher tonnage vehicles. Post GST, the trend towards consolidation has already begun across most of the consumer-oriented sectors like FMCG, Consumer Durables, Pharmaceuticals, Building materials and other allied sectors. This trend is likely to drive greater use of heavy duty trucks.

Capacity addition in tonnage terms outpaced volume growth driven by heavy-duty trucks in FY 2018 - The Indian Commercial Vehicle sector ended FY 2018 on a strong note, witnessing a growth of 20% in volume terms over the prior year. While ongoing economic recovery supported higher demand for CVs, a factor that also played an important role was stricter implementation of overloading norms over the past 12-18 months across many of the North Indian states including Uttar Pradesh, Rajasthan, Punjab and parts of the Madhya Pradesh. As a result of this phenomenon and healthy demand from end-user industries, particularly Automobiles, Container Traffic and bulk materials, the HCV (Trucks) segment outperformed the industry and witnessed a growth of 28% to 212,432 units in FY 2018. Driven by increasing preference for higher tonnage trucks, the capacity addition (in tonnage terms) in the system outpaced volume growth and grew by 30% compared to 19% increase in M&HCV (Truck) sales in FY 2018 as per ICRA's estimates. Furthermore, the average tonnage of trucks in India has improved considerably from 15T in FY 2009 to 20T during FY 2018.

Confluence of factors are driving preference for HCVs; GST-led consolidation to provide further fillip - In ICRA's view a confluence of factors including a) Superior economics of higher tonnage models, b) improving road infrastructure, c) dearth of experienced drivers and d) stricter implementation of overloading norms have gradually supported tractor in favour of heavy duty trucks. In addition, as vehicle's tonnage increases, the viability of the truck also improves as cost of operations is not directly proportional to the vehicle's payload or revenue generation. For instance, the cost of operating a 35T is approximately 35% lower vis-a-vis a 16T truck when compared on cost/t/km basis (refer exhibit 1). We believe that these factors along with implementation of GST which is driving consolidation of warehousing network across industries will continue to drive demand for heavy duty trucks going forward and mirror market structure of more mature markets like U.S. and Europe. This transition however been made possible by product development initiatives by OEMs and improving road infrastructure.
(Source: CR-Commercial Vehicles T- May 2018)

Low base supports 76% jump in CV sales in April 2018 with M&HCV Trucks sales up more than 3x - The domestic Commercial Vehicle (CV) industry maintained its strong growth momentum in April 2018 with 76% growth in sales on YoY basis. While structural factors including infrastructure pick-up and overall healthy demand from freight generation sectors continued to drive demand, low-base effect was the key reason for sharp jump in CV sales. In April 2017, industry sales had contracted sharply because of a) pre-buying of trucks (in Q4 FY 2017) ahead of the roll-out of BS-IV emission norms, b) limited availability of BS-IV inventory and c) deferred by fleet operators because of GST roll—out. Within the CV industry, M&HCV (Truck) sales jumped more than 3x because of low-base, while LCV (Truck) sales and Buses grew by 46% and 24% on YoY basis in April 2018. Within the truck segment, HCVs (above 35T) continued to outperform the industry registering a growth 426% on YoY basis. Stricter implementation of overloading norms across states along with various other structural drivers

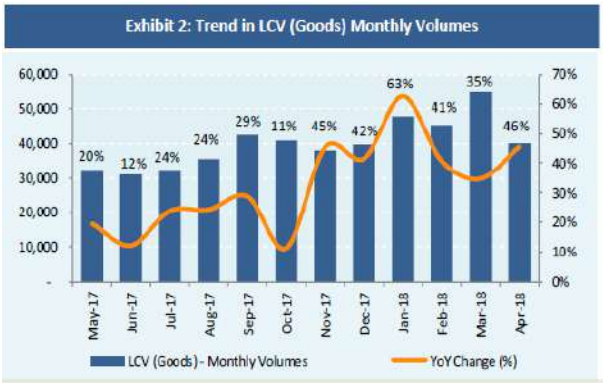
Exhibit 1: Trend in Domestic Commercial Vehicle Sales

Industry Volumes	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY2018	April-17	April-18
M&HCV Trucks	221,776	161,909	195,918	258,488	255,257	304,664	8,194	25,779
LCV Trucks	476,695	389,434	337,377	334,371	360,765	467,131	27,499	40,042
Buses	94,740	81,508	81,653	92,845	98060	84,658	5,791	7,172
Total	**793,211**	**632,851**	**614,948**	**685,704**	**714,082**	**856,453**	**41,484**	**72,993**
Growth (%) – YoY								
M&HCV Trucks	*-25.9%*	*-27.0%*	*21.0%*	*31.9%*	*(1.2%)*	*19.4%*		*214.6%*
LCV Trucks	*15.9%*	*-18.3%*	*-13.4%*	*-0.9%*	*7.9%*	*29.5%*		*45.6%*
Buses	*-4.1%*	*-14.0%*	*0.2%*	*13.7%*	*5.7%*	*(13.7%)*		*23.8%*
Total	*-2.0%*	*-20.2%*	*-2.8%*	*11.5%*	*4.2%*	*19.9%*		*76.0%*

Source: SIAM Data, ICRA research

have been supporting a shift in favour of HCVs over the past 12-18 months.
(Source: CR – Commercial Vehicles Monthly 1-May – 2018)

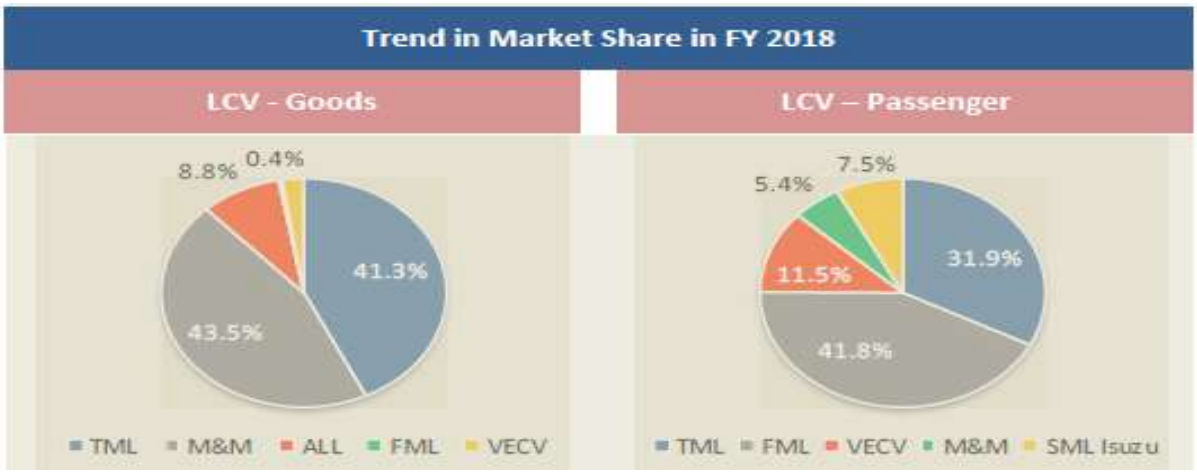
Light Commercial Vehicles: LCV (Truck) sales grew by 46% in April 2018 aided by healthy replacement demand and low-base





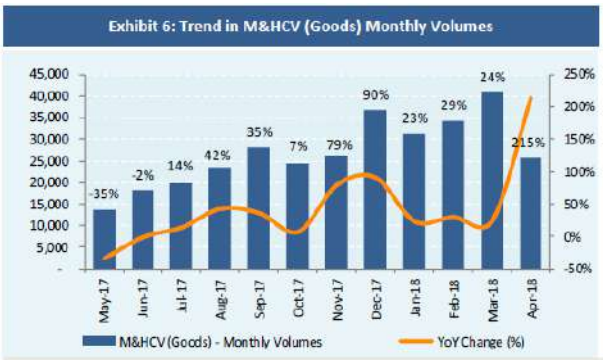
(Source: CR – Commercial Vehicles Monthly 1-May – 2018)

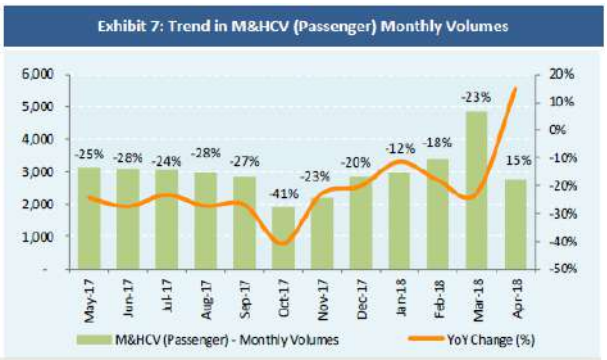
After almost four years of subdued sales trend, during FY 2018, the LCV (Truck) sales grew by 29.5% on YoY basis aided by a) replacement-led demand, b) greater demand from e-commerce focused logistics companies (for last-mile delivery) and c) gradually improvement financing environment. ICRA also believes that sales will also be supported by pent-up demand from semi-urban and rural regions during the year. LCV trucks sales look stellar during last two month on account of low base impact during Nov-Dec of CY2016, post implementation of demonetization measure.



(Source: CR – Commercial Vehicles Monthly 1-May – 2018).

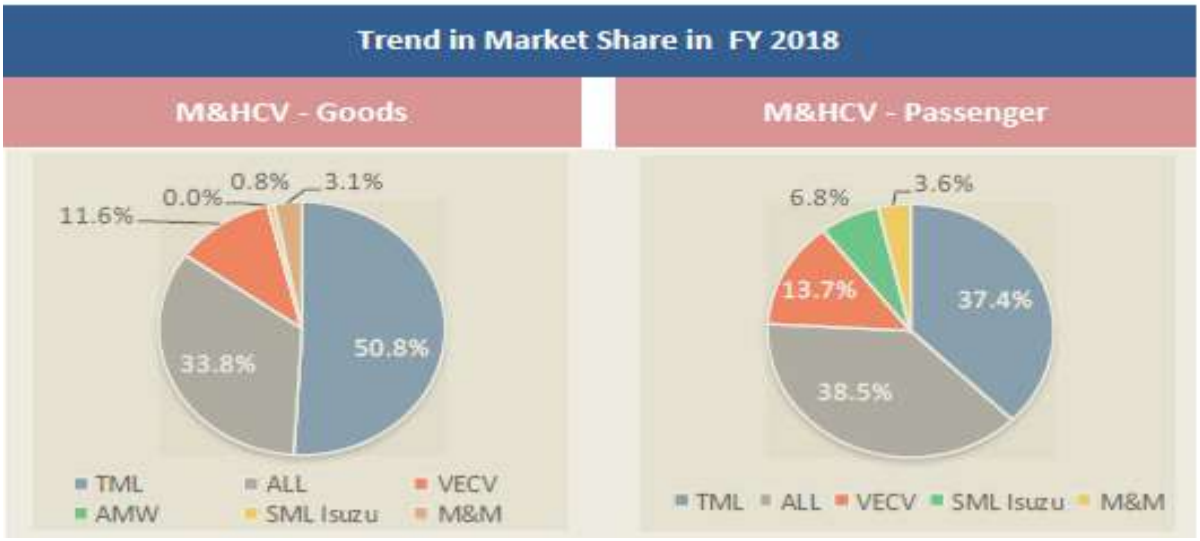
Medium & Heavy Commercial Vehicles: M&HCV (Truck) sales continue to be strong; low-base supports 3x jump in sales





The domestic M&HCV (Truck) sales after contracting sharply in Q1 FY 2018, have been on a recovery trend since July 2017 and registered a growth of 19.4% in FY2018. The recovery in sales has been driven by pent-up

demand post GST, stricter implementation of overloading and CMVR norms and demand for tractor trailers from automobile, container transportation segment. However, in contrast to trucks, M&HCV bus sales have declined by almost 25% in FY 2018 because of weak order inflows from SRTUs, uncertainty related to implementation of bus-body code and GST led deferment. This trend continued in April 2018 as sales grew by 214% on back of low base effect.



Outlook: Infrastructure push + fleet replacement policy to drive CV sales in FY 2019; However, growth momentum may not sustain

The increased thrust on infrastructure projects as visible in the recent budget, higher demand from consumption-driven sectors and e-commerce logistic service providers, especially for LCVs and ICVs will continue to support demand for CVs into FY 2019. However, we expect the growth momentum would see some moderation, especially in the M&HCV segment owing sizeable capacity addition, especially in tonnage terms during FY 2018. Accordingly, we expect M&HCV Trucks to register a growth of 4-6% in volume terms in FY 2019. Nonetheless, if Government's plans (although delayed) on phasing out old diesel vehicles through proposed vehicle modernization program materialize, growth could be higher. ICRA believes that the LCV segment is on a structural uptrend and has witnessed swift recovery with improvement in liquidity situation. In the near-term, replacement-led demand (following almost three years of declining sales) and expectation of stronger demand from consumption-driven sectors and E-commerce would remain key growth drivers for the segment. Accordingly, ICRA expects the LCV (Truck) segment to register a growth of 9-11% in FY 2019. In the bus segment, the growth is expected to recover in FY 2019 aided by expectation of replacement-led demand following a year of sharp contraction in bus sales. ICRA expects bus sales to grow by 12-14% in FY 2019.
(Source: CR – Commercial Vehicles Monthly 1-May – 2018).

Passenger vehicles

Domestic passenger vehicle (PV) grew by 7.5% in Apr-2018, supported by growth momentum across all three sub-segments i.e. cars, UV and vans. Owing to strong double-digit growth, share of UV segment is increasing gradually whereas that of passenger car segment is declining. UV segment accounted for 30% of domestic PV sales during Q4FY18 as compared to 26% in Q4FY17, whereas share of passenger car segment declined from 68% to 65% over the same period. MSIL continue to outperform market and expand its market lead over peers. Honda's volume were impacted last month due to high base of Apr-2017 and expected launch of Amaze in May-2018.

- **Passenger Car:** Smaller cars continue to witness pressure, though incremental growth from compact/super-compact segment has resulted in modest 4.9% volume growth.

- **Utility Vehicle:** UV sales continue to grow at brisk pace, in the backdrop of changing customer preferences. UV sales accounted for 30% of domestic PV sales during Q4FY18.

- **Van Segment:** Segment's performance is primarily driven by MSIL which alone contributed over 85% of segment's volume. Barring few aberrations, sales have remained fairly range bound around 15,000-16,000 range on monthly basis. Sales in MPV segment are driven by rural segment, where their growth dynamics are closely linked with SCV passenger carrier rather than PV segment.

Exhibit: Segment-Wise Trend in Monthly & YTD Volumes

	Apr-17	Apr-18	Chg. (%)	FY17	FY18	Chg. (%)
Cars	1,90,854	2,00,183	4.9%	21,03,847	21,73,950	3.3%
UVs	70,706	79,136	11.9%	7,61,998	9,21,780	21.0%
Vans	16,123	19,185	19.0%	1,81,737	1,92,235	5.8%
Total	2,77,683	2,98,504	7.5%	30,47,582	32,87,965	7.9%

Source: SIAM Data, ICRA research;

Outlook: Passenger Vehicles: Domestic PV sales to grow by 8-9% in FY2019e; rural segment will outperform

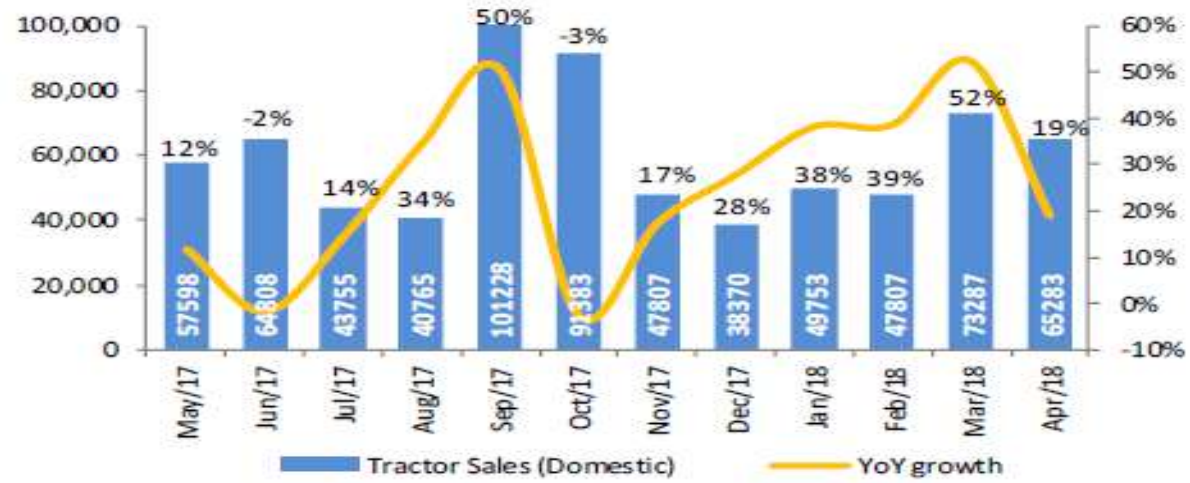
Overall macroeconomic indicators remain favourable with GDP growth rate expected to accelerate in FY2019e and rural income also projected to recover in the backdrop of normal monsoon in most region of India. Moreover, increase in minimum support prices of various agri-commodities will further boost to rural income. Rural segment which roughly accounts for 30% of domestic volume will be the key growth driver for the overall industry in the near to medium term. Given the low penetration levels in the country as well as poor public transport infrastructure, the long-term prospects of the industry remain favorable. We expect domestic PV sales growth to grow by 8%-9% during FY2019 and we maintain a 9%-11% CAGR estimate over the next five fiscals. Growth rate could accelerate further by 100-150bps in case of speedier recovery in economic activity.

Tractors:

Domestic industry volumes demand remains strong; forecast of normal monsoon provides support to farm sentiments:

After two years of strong growth in volumes, the domestic tractor industry continued its growth momentum in April 2018, recording a growth in volumes of 18.9%. The demand sentiments continue to remain strong benefitting from healthy cash flows on the back of improved crop production; the IMD forecast of a normal monsoon served to further strengthen the farm sentiments. Improved haulage demand from usage of tractors in commercial activities, on the back of an increase in infrastructure activities across the country, coupled with adequate financing availability and various government support programmes, also continue to demand to an extent.

Exhibit: Monthly Tractor Volumes – (Domestic)



Source: CMIE, ICRA research

Region wise distribution:

- The key markets of northern region that lagged the countrywide growth levels in FY2017, drove the volume growth during FY2018 on the back of an improvement in replacement demand.

- Uttar Pradesh, the largest tractor market constituting ~15-16% of the pan-India tractor volumes, outperformed the Industry growth, led by a strong surge in sales on the back of an improvement in replacement demand; channel check indicates that non-agri demand also supported volumes, on the back of increase in infrastructure activities.

- While the other regions also recorded healthy growth, benefitting from various government initiatives to boost farm mechanization, the volume growth in the central region was moderated by relatively weak farm sentiments as the region witnessed a weak monsoon precipitation (monsoon precipitation in Madhya Pradesh was 20% lower than long period average).

- Of the large tractor markets, Rajasthan, Gujarat and Karnataka recorded muted growth, and underperformed the industry performance.

Exhibit: Region wise distribution

Trend in growth rates across regions

Regions	FY2014	FY2015	FY2016	FY2017	FY2018
Pan India	20%	-13%	-10%	18%	22%
North	16%	-10%	-18%	9%	25%
South	29%	-7%	15%	29%	20%
East	28%	-10%	5%	16%	25%
West	17%	-14%	-15%	21%	23%
Central	15%	-25%	-22%	24%	14%

Region-wise volume mix

Regions	FY2014	FY2015	FY2016	FY2017	FY2018
North	38.5%	39.9%	36.5%	33.8%	34.6%
South	13.4%	14.4%	18.5%	20.3%	19.9%
East	12.6%	13.0%	15.2%	14.9%	15.2%
West	17.8%	17.5%	16.6%	17.1%	17.2%
Central	17.7%	15.2%	13.2%	13.9%	13.0%

Source: Industry Data, ICRA research

Crop Production estimates:

- The Second Advance Estimate of crop production for FY2018, represented an improvement over the First Advance Estimates and represent a minor growth over the final estimates of previous fiscal.

- Estimates for pulses production forecast a further increase in production levels; in other crops, a notable increase in production of sugarcane is forecast (15%), after a decline in production during the previous fiscal (12% decline).

- In line with Rabi sowing trends, wheat and oilseeds production is forecast to contract marginally from previous year levels.

- Rate of inflation based on WPI Food Index remains subdued. While the cereals inflation continues to remain under control, inflation for pulses continues to imply a significant decline in prices, on account of healthy increase in production in the previous crop seasons.

Exhibit: Crop Production estimates

Crop	Kharif Estimates FY2017	Kharif 2nd AE FY2018	Kharif Surplus/ Shortfall	Rabi Estimates FY2017	Rabi 2nd AE FY2018	Rabi Surplus/ Shortfall
Wheat	-	-	-	98.5	97.1	-1%
Rice	96.3	96.5	0%	13.4	14.5	8%
Coarse Cereals	32.4	33.2	2%	11.3	12.3	8%
Pulses	9.6	8.8	-8%	13.6	15.1	12%
Foodgrains	138.3	138.5	0%	136.8	139.0	2%
Oilseeds	21.5	20.4	-5%	9.8	9.5	-3%
Cotton	32.6	33.9	4%	-	-	-
Sugarcane	306.1	353.2	15%	-	-	-

Source: Ministry of Agriculture, ICRA research

IMD Monsoon Forecast

- The India Meteorological Department's (IMD's) first stage forecast has predicted that the monsoon precipitation in the upcoming southwest monsoon season (June-September) would be 97% of the long period average (LPA), with an error range of +5%.
- The possibility of El Nino conditions developing in time to impact the monsoon precipitation remains low, with the IMD estimating a 42% probability of a near normal rainfall scenario.
- A weak precipitation in the post monsoon and winter seasons in FY2018 has led to weak reservoir levels; a healthy monsoon precipitation thus remains critical for a healthy crop outlook for the kharif season.
- The temporal and spatial distribution of precipitation would remain critical; while a healthy rainfall in the initial part of the monsoon will be crucial for timely sowing given the low reservoir levels, adequate rainfall in the second half of the season would remain important for yields.

Exhibit: IMD Monsoon Forecast

Year	Occurrence	IMD April Forecast (+/- 5% of LPA)	Actual Rainfall (% of LPA)	
2011	La Nina	98%	101%	Normal
2012	Mild EL Nino	99%	92%	Below Normal
2013	Neutral	98%	105%	Above Normal
2014	Neutral	98%	88%	Deficient
2015	El Nino	88%	86%	Deficient
2016	Neutral	106%	97%	Normal
2017	Neutral	96%	95%	Normal
2018	-	97%	-	

Source: Ministry of Water Resources; ICRA research

Outlook: Industry growth to remain at moderate levels over the medium term

The domestic tractor industry volumes touched a new peak in the previous fiscal (~7.1 lakh units), with demand trends continuing to remain favourable. Even as farm sentiments continue to be supported by improved farm cash flows and various government support programmes, an improvement in non-farm income, supported by the government's thrust on rural spending, infrastructure creation and irrigation spending, is also expected to continue to support the demand for tractors at a pan India level. The financing availability, a key demand driver, is also expected to remain healthy over the short to medium term, led by a relative moderation in delinquencies in the current fiscal.

The IMD's first stage forecast anticipates the monsoon precipitation in the upcoming southwest monsoon season would be 97% of the long period average (LPA); if the forecast holds, a third consecutive normal south west monsoon would provide a significant boost the farm sector and help the industry continue its growth trend. The Union government continues to work towards achieving its pledge of doubling farmers' incomes and has allocated increased budgets for improving rural infrastructure, while raising the support prices for various crops. Although the benefits of the various investments are likely to be realized over a longer term, successful implementation of various initiatives is likely to result in sustainable benefits to the farm community. ICRA expects the tractor industry growth to moderate in FY2019 (growth in volumes of 6-7%), given the high base of the current fiscal; over the long term, ICRA continues to maintain a long term CAGR estimate of 8-9% for the industry, with the long-term industry drivers for the industry continuing to remain intact.

(Source: CR- Tractors Monthly May 2018)

Segment Wise Trends

Segment		**Average Monthly Sales Volumes**				
Segment	**Sub Segment**	**FY 2015**	**FY 2016**	**FY 2017**	**FY 2018**	**Comments**
Passenger Vehicles	PCs	156335	168790	1,75,250	181,163	Cannibalization from compact UV segment, resulted in modest car sales growth Stellar double-digit growth continues in UV segment Average monthly volume has stabilized around 15,500 - 16,000 units per month, with MSIL constituting over 80% of segment's volume in the segment.
	UVs	46142	48889	63500	76815	
	MPVs (Multi-purpose vehicles)	14283	14795	15145	16020	
Two-Wheelers	Motorcycles	894766	891706	924545	1051104	Partly supported by low base of Nov'16-Feb'17 and partly by recovery in rural demand, motorcycles growth has surged to 13.7% on an YoY basis for FY2018 Scooters continued their double-digit YoY growth rate of 19.9% in FY2018 because of low base effect of previous fiscal and overall positive demand sentiments.
	Scooters	375021	419307	467050	559993	
Trucks	SCVs	29992	25716	24998	35090	Witnessing strong growth driven by replacement demand Bigger LCV sales also reported similar trend ICV and HCV segment have witnessed recovery in sales post GST roll-out. That apart, strong demand from construction sector and stricter compliance of CMVR and overloading regulations are driving HCV sales
	LCVs (3.5-7.5t)	2452	2400	2866	3838	
	ICVs (7.5-12t)	3453	3127	3686	4755	
	MCVs (12-16t)	2697	2732	3697	2931	
	HCVs (16t+)	7343	10468	14158	17703	

Segment		Average Monthly Sales Volumes				
Segment	**Sub Segment**	**FY 2015**	**FY 2016**	**FY 2017**	**FY 2018**	**Comments**
Buses	LCVs	3567	3735	4080	4084	Bus sales have also declined by 14% in FY 2018 due to lower off take from SRTUs and uncertainty related to implementation of bus body code.
	M&HCVs	3226	3070	3657	2971	
Tractors	Tractors	45955	41147	48570	59290	Domestic tractor market volumes have represented a healthy growth in volumes over the past two fiscals on the back of improvement in farm sentiments
Three-Wheeler	Three-Wheeler	39,970	44,327	44,841	52,975	3W sales, both in domestic as well as exports have gained significantly over last few months because of low base and discontinuation of permit system in few states

Source (Indian automobile Industry) April 2018

OUR BUSINESS

Unless the context otherwise requires, the financial information used in this section is derived from and should be read in conjunction with the Reformatted Standalone Financial Statements of our Company.

We believe that we are one of the largest asset financing non-banking finance companies in the organised sector in India that cater to first time buyers ("**FTB**") 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 FTBs 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 FTBs 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 March 31, 2018, we had 1,213 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 862 rural centres as of March 31, 2018, 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 revenue sharing agreements with private financiers in the unorganised sector involved in commercial vehicle financing. As of March 31, 2018, the total number of our employees was 23,819.

We have demonstrated consistent growth in our business and in our profitability. Our Assets Under Management has grown from ₹ 7,948,959.34 lakhs (comprising assets under financing activities of ₹6,619,485.18 lakhs and loan assets securitised and assigned of ₹ 1,329,474.16 lakhs) as of March 31, 2017 on a standalone basis to ₹ 9,530,602.57 lakhs (comprising assets under financing activities of ₹8,051,415.05 lakhs and loan assets securitised and assigned of ₹1,479,187.52 lakhs) as of March 31, 2018 on a standalone basis. Our capital adequacy ratio as of March 31, 2018 and March 31, 2017 computed on the basis of applicable RBI requirements was 16.87 per cent. and 16.94 per cent., respectively, on a standalone basis, compared to the RBI stipulated minimum requirement of 15.00 per cent. Our Tier I capital as of March 31, 2018 and March 31, 2017 was ₹ 1,118,620.60 lakhs and ₹1,006,142.44 lakhs, respectively. Our Tier II capital as of March 31, 2018 and March 31, 2017 was ₹ 206,857.19 lakhs and ₹ 115,063.90 lakhs, respectively. Our Gross NPAs as a percentage of Total Loan Assets was 9.16 per cent. and 8.17 per cent as of March 31, 2018 and March 31, 2017, respectively. Our Net NPAs as a percentage of Net Loan Assets was 2.83 per cent. and 2.66 per cent. as of March 31, 2018, and March 31, 2017 respectively.

Our total revenue (including exceptional items) increased from ₹ 1,083,061.23 lakhs in fiscal 2017 to ₹ 1,241,658.01 lakhs in fiscal 2018. Our net profit after tax increased from ₹ 125,734.25 lakhs in fiscal 2017 to ₹ 156,802.25 lakhs in fiscal 2018.

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

(₹ in lakhs)

Parameters	Fiscal 2018	Fiscal 2017	Fiscal 2016
Net worth [(1)]	1,254,442.51	1,126,454.52	1,010,415.98
Total Debt (Net of Unamortised discount)	6,331,915.83	5,311,009.83	4,979,070.40
of which			
- Long-term borrowings- Non-Current	4,037,592.13	3,370,018.31	3,026,967.38
- Short Term Borrowings	767,645.96	498,313.75	333,035.34
- Current maturities of long term debts	1,526,677.74	1,442,677.77	1,619,067.68

Parameters	Fiscal 2018	Fiscal 2017	Fiscal 2016
Fixed Assets	11,995.54	8,377.61	10,106.30
(i) Property, plant and equipment	11,821.76	8,217.04	9,961.01
(ii) Intangible assets	173.78	160.57	145.29
Total Non-Current Assets	6,018,346.58	4,932,721.68	4,468,500.10
Cash and bank balances	363,750.92	444,068.53	236,385.69
Current Investments	-	5,220.97	10,399.52
Total Current Assets	2,828,690.75	2,507,823.62	2,327,402.58
Total Current Liabilities	2,844,443.22	2,410,373.56	2,350,374.18
Assets Under Management [(2)]	9,530,602.57	7,948,959.34	7,340,661.71
Off Balance Sheet Assets [(3)]	1,479,187.52	1,329,474.16	1,086,628.40
Interest Income	1,211,197.64	1,074,875.50	1,010,956.51
Interest Expense	523,426.47	504,863.47	494,307.63
Provisions and write-offs	312,211.32	244,432.05	210,679.48
Profit after tax	156,802.25	125,734.25	117,819.76
Gross NPA (%)[(4)]	9.16%	8.17%	6.19%
Net NPA (%)[(5)]	2.83%	2.66%	1.91%
Tier I Capital Adequacy Ratio (%)	14.24%	15.20%	14.71%
Tier II Capital Adequacy Ratio (%)	2.63%	1.74%	2.85%

[(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: Total Loan Assets and loan assets securitised and Assigned

[(3)] Off-balance sheet assets mean hypothecation loans securitised or assigned till date.

[(4)] Gross NPA (%): Gross NPA means Outstanding loans including future principal and excluding unrealised interest accrued and due under NPA accounts. Gross NPA % is percentage of Gross NPA to Total Loan Assets.

[(5)] Net NPA (%): Net NPA means Gross NPA net off provision held for NPA accounts and provision for diminution in fair value of restructured loans. Net NPA % is percentage of Net NPA to Net Loan assets.

Gross Debt Equity Ratio of the Company:

Parameters	
Before Issue of the Debt Securities (In Times)	5.04
After Issue of the Debt Securities (In Times) *	5.43

**The debt-equity ratio post the Issue is indicative on account of the assumed inflow of ₹5,00,000 lakhs from the proposed Issue in the secured debt category as on March 31, 2018 only. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment.*

Debt/Equity Ratio = (Term Borrowings+Short Term Borrowings+Current maturities of Long Term Borrowings)/ Shareholders Fund - Miscellaneous expenditure (to the extent not written off or adjusted).

RECENT DEVELOPMENTS

On January 24, 2018, our Company, Shriram Automall India Limited ("**SAMIL**") and MXC Solutions India Private Limited ("MXC", together with SAMIL, "Parties") entered into definitive agreements including a share purchase agreement (the SPA). Pursuant to the terms and conditions of the SPA, our Company had on February 7, 2018 transferred 16,630,435 equity shares of face value of ₹10 each fully paid-up held by our Company in SAMIL to MXC for an aggregate consideration of ₹ 15,637.60 lakhs. Following the completion of the sale of the majority stake of our Company in SAMIL to MXC, SAMIL ceased to be our wholly-owned subsidiary and is now an associate of our Company.

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 1,213 branches across India and

presence in 862 rural centres as of March 31, 2018 enables us to access a large base of approximately 1.86 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, 2018, 85.40 per cent. of our borrowed funds consisted of funds raised from financial institutions and banks (including public issues of non-convertible debentures), while the remaining 14.60 per cent. consisted of funds raised through retail borrowings. We meet our funding requirements predominantly through term loans from banks (including cash credit), the issue of redeemable non-convertible debentures and fixed deposits, which constituted 25.99 per cent., 38.51 per cent. and 12.79 per cent. of our total borrowings, respectively, as of March 31, 2018. We access funds from a number of credit providers, including 55 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. For the years ended March 31, 2018 and 2017, our cost of borrowing was 8.72 per cent. and 9.51 per cent. of our total costs, respectively. We believe that we are able to borrow from a range of sources at competitive rates.

In order to diversify the borrowing portfolio of the Company and to open new market/avenue for borrowing, during the year 2017-18, the Company issued ₹ 84,000 lakhs 8.10% Senior Secured Notes Due 2023 payable in U.S. Dollars under the Medium Term Note Programme and ₹32,000 lakhs 7.90% Senior Secured Notes Due 2021 payable in U.S. Dollars under the Medium Term Note Programme and in the year 2016-17, the Company issued

Rs.135,000 Lakhs 8.25% Senior Secured Notes Due 2020 Payable in U.S. Dollars. The Senior Secured Notes are listed on the Singapore Exchange Securities Trading Limited. The proceeds of Notes have been utilized in accordance with the guidelines issued by the Reserve Bank of India.

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. In fiscals 2017 and 2018, the total book value of loan assets securitised and assigned on a standalone basis was ₹ 1,121,430.09 lakhs and ₹ 1,246,716.07 lakhs respectively.

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.

Our Gross NPAs as a percentage of Total Loan Assets was 9.16 per cent. as of March 31, 2018. Our Net NPAs as a percentage of Net Loan Assets was 2.83 per cent. as of March 31, 2018.

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 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 domestic Commercial Vehicle (CV) industry maintained its strong growth momentum in April 2018 with 76% growth in sales on YoY basis. While structural factors including infrastructure pick-up and overall healthy demand from freight generation sectors continued to drive demand, low-base effect was the key reason for sharp jump in CV sales. In April 2017, industry sales had contracted sharply because of a) pre-buying of trucks (in Q4 FY 2017) ahead of the roll-out of BS-IV emission norms, b) limited availability of BS-IV inventory and c) deferred by fleet operators because of GST roll—out. Within the CV industry, M&HCV (Truck) sales jumped more than 3x because of low-base, while LCV (Truck) sales and Buses grew by 46% and 24% on YoY basis in April 2018. Within the truck segment, HCVs (above 35T) continued to outperform the industry registering a growth 426% on YoY basis. Stricter implementation of overloading norms across states along with various other structural drivers have been supporting a shift in favour of HCVs over the past 12-18 months. (*Source: ICRA Report*)

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 page 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 Draft Shelf Prospectus, our board of directors consists of nine 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

Further expand operations by growing our branch network and presence in rural centres and increasing revenue sharing agreements 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 862 rural centres as of March 31, 2018 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 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 55 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, 2018, we have a wide network of 1,213 branches across India and 23,819 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, 2018, 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.

Revenue Sharing Agreements 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 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, 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 the 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, processing fees and documentation 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 FTBs and SRTOs.

Classification of Assets

The RBI requires every deposit-accepting NBFC to classify its lease/hire purchase assets, loans, advance and other forms of credit into standard, sub-standard or loss assets. Our Company has been following the classification norms prescribed by the RBI.

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 non-performing assets from 80.00 per cent. to 70.00 per cent. As of March 31, 2018, we maintain provision coverage of 71.11 per cent. for our NPAs. Due to an RBI circular dated March 27, 2015 on the tightening of NPA norms, the Company has started reducing its provision coverage ratio, which has consequently increased the Net NPA of the Company. 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 0.35 per cent. as of March 31, 2017, and 0.40 per cent. as of March 31, 2018. Our Company has made general provisioning at 0.40per cent. of the outstanding standard assets 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 our Company's balance sheet.

Our Audit Committee has constituted a policy for making provisions as per management estimate, subject to the minimum provision prescribed by RBI. Our provisions for NPAs (including provision for diminution in fair value of restructured loans) as of March 31, 2018 stood at ₹ 524,524.57 lakhs.

The following table sets forth, as of the dates indicated, data regarding our NPAs:

(₹ in lakhs*)*

	As of		
	March 31, 2018	**March 31, 2017**	**March 31, 2016**
Gross NPA[(1)]	737,639.32	540,843.58	387,023.84
Net NPA[(2)]	213,114.75	165,899.15	114,369.70
Total Loan Assets	8,051,415.05	6,619,485.18	6,254,033.31
Net Loan Assets[(3)]	7,526,890.48	6,244,540.75	5,981,379.17
Percentage of Gross NPA to Total Loan Assets	9.16%	8.17%	6.19%
Percentage of net NPA to Net Loan Assets	2.83%	2.66%	1.91%

1. *Gross NPA means loans outstanding including future principal and excluding unrealised interest accrued and due under NPA accounts.*
2. *Net NPA means Gross NPA net off provision held for NPA accounts and provision for diminution in fair value of restructured loans.*
3. *Net Loan Assets means Total Loan Assets as adjusted for provisions for non-performing assets and provision for diminution in fair value of restructured loans.*

Our Gross NPAs as a percentage of Total Loan Assets were 9.16 per cent. as of March 31, 2018. Our Net NPAs as a percentage of Net Loan Assets was 2.83 per cent. as of March 31, 2018. 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 Porgramme*'. 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, 2018, we had an outstanding secured debt (gross of unamortised discount ₹ 118.20 lakhs) of ₹ 4,615,452.20 lakhs and unsecured debt (gross of unamortised discount of ₹6,280.29 lakhs) of ₹ 1,722,862.12 lakhs. As of March 31, 2017, we had a standalone outstanding secured debt (gross of unamortised discount of ₹0.08 lakhs) of ₹ 4,086,623.74 lakhs and unsecured debt of ₹ 1,224,386.17 lakhs (gross of unamortised discount of ₹ Nil).

Borrowings

The following table sets forth the principal components of our secured loans as of the dates indicated:

(₹ in lakhs except percentage)

	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 Institutions and Corporates	280,083.33	6.07	218,000.00	5.33
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
Total	**4,615,334.00**	**100.00**	**4,086,623.66**	**100.00**

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.

In fiscal 2018, net reduction of bank borrowings including cash credit was ₹ 204,050.69 lakhs. As of March 31, 2018, loans from banks, including cash credit, aggregated ₹ 1,645,804.74 lakhs, as compared to ₹ 1,849,855.43 lakhs March 31, 2017 on a standalone basis.

In fiscal 2018, addition in redeemable non-convertible debentures (gross of unamortised discount) was ₹ 973,340.00 lakhs. As of March 31, 2018, the aggregate outstanding amount of secured redeemable non-convertible debentures was ₹2,438,564.13 lakhs (gross of unamortised discount of ₹118.20 lakhs) as compared to ₹ 1,909,768.31 lakhs (gross of unamortised discount of ₹ 0.08 lakhs) as of March 31, 2017 on a standalone basis.

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 ₹ 68,206.70 lakhs.

As of March 31, 2018, our outstanding subordinated debt amounted to ₹ 454,529.81 lakhs on a standalone basis, compared to ₹ 348,077.98 lakhs as of March 31, 2017. The debt is subordinated to our present and future senior indebtedness. Based on the balance term to maturity, as of March 31, 2018, ₹ 272,267.52 lakhs 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.

The following table sets forth the principal components of our unsecured loans on a standalone basis as of the dates indicated:

(₹ in lakhs except percentage)

	As of March 31, 2018		As of March 31, 2017	
	Amount	**Percentage**	**Amount**	**Percentage**
Deposit from Corporates	20,879.48	1.22	12,589.67	1.03
Public Deposit	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
Total	**1,716,581.83**	**100.00**	**1,224,386.17**	**100.00**

Securitisation 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. 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 2018, total book value of loan assets securitised and assigned was ₹ 1,246,716.07 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:

(₹ in lakhs)

	As of March 31, 2018	**As of March 31, 2017**
Total number of loan assets securitised and assigned	456,036	404,650
Total book value of loan assets securitised and assigned	1,246,716.07	1,121,430.09
Sale consideration received for securitised and assigned assets	1,246,716.07	1,121,430.09
Gain on account of securitisation and assignment	207,402.21	148,621.71

We are required to provide credit enhancement for the securitisation and assignment transactions by way of either fixed deposits or corporate guarantees and the aggregate credit enhancement amount outstanding as of March 31, 2018 was ₹337,848.01 lakhs. 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, 2018, our capital adequacy ratio computed on the basis of applicable RBI requirements was 16.87 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 on a standalone basis computed on the basis of applicable RBI requirements as of the dates indicated:

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

	As of March 31,		
	2018	2017	2016
Capital adequacy ratio (per cent.)	16.87%	16.94%	17.56%
Tier I capital (per cent.)	14.24%	15.20%	14.71%
Tier II capital (per cent.)	2.63%	1.74%	2.85%

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	Instrument	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	Subordinate Debt	CRISIL AA+/Stable
CRISIL	Short Term Debt	CRISIL A1+
India Ratings and Research	Non-Convertible Debentures	IND AA+/Stable

Credit Rating Agency	Instrument	Ratings
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+/Stable
Standard & Poor's Ratings	Offshore Rupee Denominated Bond (Masala Bond)	BB+
Standard & Poor's Ratings	Short-Term Issuer Credit Rating	B
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+

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 summarised 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 various 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.

Regulatory and Compliance Risk

Regulatory and compliance risk are the risks to earnings or capital arising from violations of, or nonconformance with, laws, rules, regulations, prescribed practices, internal policies, and procedures, or ethical standards. The regulatory and compliance risk will also be result of any changes made in laws, rules or regulations to comply with. There may some differences in interpretation of regulations by the company vis-à-vis that of the regulators. Our Company has engaged experienced professionals in different departments in order to take care of compliance with the applicable laws, rules and regulations and guidelines affecting company's business. Our Company also takes advice from external reputed consultants in respect to the laws, rules or regulations affecting the company's business.

Employees

As of March 31, 2018, the total number of our employees was 23,819.

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 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, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai – 600 004, 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, Maharashtra, India. As of March 31, 2018, we had 1,213 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.

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 organizational 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, 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.

HISTORY, MAIN OBJECTS AND KEY AGREEMENTS

Brief background of our Company

Our Company was incorporated as a public limited company under the provisions of the Companies Act, 1956, by a certificate of incorporation dated June 30, 1979, issued by the ROC, Chennai, Tamil Nadu. Our Company commenced its operations, pursuant to a certificate of commencement of business dated October 9, 1979. Subsequently, our Company has obtained 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). The registered office of our Company is Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600 004.

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

(1) 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. However, the aforesaid license agreement was mutually terminated on September 30, 2014.

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:

(a) *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. The fees determined on an annual basis shall be paid in quarterly intervals, within 15 days of the release of the results or 60 days of the quarter ending, whichever earlier, commencing from the date of the License Agreement. 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.

In addition to the aforesaid, our Company shall also be liable to pay SOT amounts by way of reimbursement of actual expenses incurred by SOT in respect of protection and defence of the Copyright.

(b) *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.

(c) *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.

(2) 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:

(a) *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.

(b) *Consideration:* Our Company shall pay SCL a sum of ₹ 38,00,00,000 (Rupees Thirty Eight crores only), for the financial year of 2017- 2018, in equal quarterly instalments, excluding applicable taxes. 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.

(c) *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.

(d) *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.

OUR MANAGEMENT

Board of Directors

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. As on the date of this Draft Shelf Prospectus, we have 9 (nine) Directors on our Board. No Director of the Company is a director or is otherwise associated in any manner with, any company that appears in the list of the vanishing companies as maintained by the Ministry of Corporate Affairs, wilful defaulter list as defined under the Debt Regulations and/or Export Credit Guarantee Corporation of India Limited or any other regulatory or governmental authority.

Details relating to Directors

Name, Designation, Age and DIN	Date of Appointment	Address	Other Directorships
Mr. Lakshminarayanan Subramanian *Chairman, Non-Executive and Independent Director* Age: 71 years DIN: 02808698 Term: Five years with effect from January 24, 2015 Nationality: Indian	September 22, 2009	33, Paschimi Marg, First Floor, Vasant Vihar, New Delhi – 110 057	i. Indofil Industries Limited; ii. Saurashtra Freight Private Limited; iii. ELCOM Systems Private Limited; iv. Innovative Oncology Network Private Limited; v. Shriram Life Insurance Company Limited; and vi. Shriram Automall India Limited.
Mr. Umesh Govind Revankar *Managing Director and Chief Executive Officer* Age: 53 years DIN: 00141189 Term: For a period of three years from the date of appointment Nationality: Indian	October 25, 2016	Flat No. 202, Kalpana CHS Limited, 11th Road, Khar (West), Mumbai- 400 052	i. Shriram Automall India Limited; ii. Shriram Capital Limited; iii. Shriram Credit Company Limited; iv. Shriram General Insurance Company Limited; v. Shriram Life Insurance Company Limited; vi. Shriram Seva Sankalp Foundation; and vii. Finance Industry Development Council.
Mr. Sumati Prasad Mishrilal Bafna *Non-Executive and Independent Director* Age: 56 years DIN: 00162546 Term: Five years with effect from April 1, 2014 Nationality: Indian	September 9, 2005	22, Gobind Mahal, 86– B, Marine Drive, Mumbai – 400 002	i. Isuta Electronics (India) Limited; ii. Bafna Motors (Mumbai) Private Limited; iii. Bafna Motors (Ratnagiri) Private Limited; iv. Bafna Motors Private Limited; v. Kishor Transport Services Private Limited; vi. Rushabh Motors Private Limited; vii. Bafna Aviation Private Limited; viii. Bafna Motors (India) Private Limited; ix. Bafna Health Care Private Limited; x. ABCIN Services Private Limited; xi. Panchavati Automobile Private Limited; xii. Bafna Motors (Pune) Private Limited;

Name, Designation, Age and DIN	Date of Appointment	Address	Other Directorships
			xiii. Bafna Motorcycles Private Limited; and xiv. Toyota Logistic Kishor India Private Limited.
Mr. Puneet Bhatia *Non-Executive and Non-Independent Director* Age: 51 years DIN: 00143973 Term: Liable to retire by rotation Nationality: Indian	October 26, 2006	525 A, Magnolias, DLF Golf Course, DLF Phase 5, Gurgaon, Haryana-122 009	i. Havells India Limited; ii. Vishal E-Commerce Private Limited; iii. Vishal Mega Mart Private Limited; iv. Jana Capital Limited; v. TPG Capital India Private Limited; vi. Shriram Properties Private Limited; vii. Flare Estate Private Limited; viii. Campus Activewear Private Limited; ix. Manipal Health Enterprises Private Limited; and x. Shriram Capital Limited.
Mr. Amitabh Chaudhry *Non- Executive and Independent Director* Age: 53 years DIN: 00531120 Term: Five years with effect from January 24, 2015 Nationality: Indian	October 30, 2012	Flat No. 4301, 43rd Floor, Tower III, Electra Planet Godrej, Near Jacob Circle, Saat Rasta, Mahalaxmi, Mumbai- 400011	i. HDFC Standard Life Insurance Company Limited; ii. HDFC Pension Management Company Limited; iii. HDFC Credila Financial Services Private Limited; iv. HDFC International Life and Re Company Limited; v. Manipal Global Education Services Private Limited; and vi. Manipal Education Americas, LLC.
Mrs. Kishori Udeshi *Non- Executive and Independent Director* Age: 74 years DIN: 01344073 Term: five years with effect from January 24, 2015 Nationality: Indian	October 30, 2012	15, Sumit Apartment, 31, Carmichael Road, Mumbai-400 026	i. Elantas Beck India Limited; ii. Kalyan Jewellers India Limited; iii. Shriram Automall India Limited; iv. SOTC Travel Limited; v. HSBC Asset Management (India) Pvt. Ltd.; vi. ION Exchange (India) Ltd.; vii. HALDYN Glass Ltd.; and viii. Thomas Cook (India) Ltd.
Mr. Gerrit Lodewyk Van Heerde *Non-Executive and Non-Independent Director* Age: 50 years DIN: 06870337 Term: Liable to retire by Rotation Nationality: South African/Sud- African	May 15, 2014	2, Dahlia Avenue, Welgedacht, Bellville, 7530, South Africa	i. Shriram City Union Finance Limited; ii. Letshego Holdings Limited; and iii. Botswana Insurance Holdings Limited.

Name, Designation, Age and DIN	Date of Appointment	Address	Other Directorships
Mr. Sridhar Srinivasan *Non-Executive and Independent Director* Age: 67 years DIN: 00004272 Term: Five years with effect from October 20, 2014 Nationality: Indian	October 20, 2014	D-905, Ashok Towers, Dr. S.S Rao Road, Parel, Mumbai- 400 012	i. Jubilant Life Sciences Limited; ii. Strides Shasun Limited; iii. Tourism Finance Corporation of India Limited; iv. DCB Bank Limited; v. Sewa Grih Rin Limited; vi. IIFL Home Finance Limited; vii. JP Morgan Mutual Fund India Private Limited; viii. Strategic Research and Information Capital Services Private Limited; ix. National Securities Depository Limited; x. GVFL Trustee Company Private Limited; and xi. Universal Trustees Private Limited.
Mr. Ravi Devaki Venkataraman *Non-Executive and Non-Independent Director* Age: 53 years DIN: 00171603 Term: Liable to retire by Rotation Nationality: Indian	June 18, 2015	B3E, Regal Palm Gardens, CEE DEE YES Apartments, Velachery Tambaram Road, Velachery, Chennai-600 042	i. Asia Global Trading (Chennai) Private Limited; ii. Shriram Properties Holdings Private Limited; iii. Shriram Capital Limited; iv. Shriram Credit Company Limited; v. Envestor Ventures Limited; vi. Shriram Financial Ventures (Chennai) Private Limited; vii. Esyspro Infotech Limited; viii. DRP Consultants Private Limited; ix. Shrilekha Business Consultancy Private Limited; x. TAKE Solutions Pte Limited; xi. Take Global Ltd (UK); xii. Eywa Pharma Pte Limited; xiii. TAKE Solutions Limited; xiv. Shriram Seva Sankalp Foundation; xv. Take Sports Management Private Limited; and xvi. DRP Consultants Pte Ltd.

Remuneration of the Directors

None of our Directors, except our Managing Director and CEO, have been paid any sums as remuneration by our Company in the last five financial years.

The independent directors are entitled to be paid sitting fees for attending the various meetings of the Board and of the Committees of the Board as under:

Meeting	Overall limit per Director (₹)
Meetings of the Board	50,000
Meetings of any committee of the Board	25,000
Meeting of the Independent Directors	15,000

Pursuant to a resolution passed by the shareholders of our company dated June 29, 2017, the independent directors are entitled to payment of commission for the period commencing from April 1, 2017 until March 31, 2022, as may be decided by the Board of Directors for each financial year subject to limits of 1% of the net profits of the Company per annum in terms of Section 197 of the Companies Act and computed in the manner referred to in Section 198 of the Companies Act.

Appointment and Remuneration of the Managing Director & CEO

Mr. Umesh Govind Revankar, has been appointed as the Managing Director & CEO of our Company for a period of 3 (three) years with effect from October 26, 2016 pursuant to a resolution of the Board of Directors of our Company passed at their meeting held on October 25, 2016 and the resolution of the shareholders of our Company passed in the AGM dated June 29, 2017. The remuneration payable to our Managing Director & CEO by way of salary and other key perquisites, (as authorised by the shareholders of our Company pursuant to resolution(s) passed at their AGM held on June 29, 2017), is as follows:

(A) Remuneration:

(i) *Salary:* ₹ 3,50,000 per month. Annual increase will be effective 1st April every year and the quantum will be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee ("**NRC**").

(ii) *Commission:* The Board on the recommendation of NRC will decide the commission based on criteria laid down by the NRC subject to a ceiling of 1% on the net profits of the Company.

(B) Perquisites:

(i) Housing: Rent free accommodation owned/ leased/rented by our Company or housing allowance in lieu thereof as per the rules of our Company.

(ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.

(iii) Medical Reimbursement: Reimbursement of medical, surgical and hospitalisation expenses for the Managing Director & CEO and family subject to a maximum of ₹ 1,00,000 per annum.

(iv) Leave travel concession for the Managing Director & CEO and family, subject to a maximum of ₹ 2,00,000 per annum.

(v) Personal accident/ Group Insurance: Annual premium shall to exceed ₹ 4,000.

(vi) Club fees: Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by our Company. All official expenses in connection with such membership incurred would be reimbursed by our Company.

(vii) Expenditure on official entertainment would be on our Company's account.

(viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund: As per the rules of our Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(ix) Gratuity: Not exceeding half a month's salary for each completed year of service.

(C) Other Applicable Terms:

The Managing Director & CEO shall not be paid any sitting fees for attending general meetings and meetings of the Board or any committee thereof.

The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the remuneration policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V of the Companies Act.

Unless the Board decides otherwise, the Managing Director & CEO will not be liable to retire by rotation at the Annual General Meeting till such time he holds the office of the Managing Director & CEO of the Company.

Remuneration, commission, sitting fees, etc. paid by our Company to the Directors in Fiscal 2018:

The details of remuneration commission, sitting fees paid to the Directors by our Company during the financial year ended March 31, 2018 are as under:

(in ₹)

Sr. No.	Name of the Director	Sitting fees for attending meetings	Salary and perquisites	Commission paid	Total
1	Mr. S. Lakshminarayanan (Chairman)	4,90,000	-	5,00,000	9,90,000
2	Mr. Umesh Revankar* (Managing Director & CEO)	-	59,25,599.00	-	59,25,599
3	Mr. S. M. Bafna	3,15,000	-	5,00,000	8,15,000
4	Mr. Puneet Bhatia	-	-	-	-
5	Mr. Amitabh Chaudhry	2,50,000	-	5,00,000	7,50,000
6	Mrs. Kishori Udeshi	4,90,000	-	5,00,000	9,90,000
7	Mr. Gerrit Lodewyk Van Heerde	-	-	-	-
8	Mr. Sridhar Srinivasan	4,40,000	-	5,00,000	9,40,000
9	Mr. D. V. Ravi	-	-	-	-

***Mr. Umesh Revankar's remuneration for Fiscal 2018 includes salary of ₹44,02,682, perquisites aggregating to ₹6,17,403 and contributions to provident fund and national pension scheme of ₹4,93,920 and ₹4,11,594 respectively.*

Borrowing Powers of the Board

The shareholders of our Company have passed a special resolution under section 180(1)(c) of the Companies Act, 2013 through postal ballot on June 6, 2018 giving their consent to the Board of directors and the committee constituted by the Board to borrow sums of money through all permissible methods including issue of redeemable non-convertible debentures as they may deem necessary for the purpose of the business of our Company upon such terms and conditions as the Board or committee may think fit, provided that money or monies to be borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained and/or to be obtained from our Company's bankers in the ordinary course of business) shall not exceed ₹1,25,000 crore (Rupees one lakh twenty-five thousand crores only). The shareholders of our Company have also passed a special resolution under section 180(1)(a) of the Companies Act, 2013 through postal ballot on June 6, 2018 giving their consent to the Board and committee for creating security in connection with the secured borrowings of the Company by way of mortgage/charge/hypothecation of movable or immovable properties including the whole or substantially whole of the undertaking(s) of the Company, both present and future, in favour of the bank(s), debenture trustees, financial institution(s), security trustee, fixed deposit trustees or any other person (lenders) up to a sum not exceeding ₹ 1,50,000 crore (Rupees one lakh fifty thousand crore only).

Interest of our Directors

All the non-executive Directors of our Company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the board or a committee thereof and the Managing Director and CEO may be deemed to be interested to extent of other remuneration and reimbursement of expenses payable to him. The independent directors may be deemed to be interested to the extent of commission out of net profits as may be paid to them as approved by the shareholders in AGM held on June 29, 2017.

Except Mr. Sumati Prasad Bafna, none of the Directors hold any Equity Shares of our Company in their own capacity or through by companies, firms and trusts in which they are interested as directors, partners, members or trustees.

As on date of this Draft Shelf Prospectus, none of the Directors are interested in any contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations.

None of our Directors are interested in their capacity as a member of any firm or company and no sums have been paid or are proposed to be paid to any Director or to such firm of company in which he is interested, by any person, in cash or shares or otherwise, either to induce them or to help them qualify as a director or for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company.

Our Company's directors have not taken any loan from our Company. Further, our Directors do not hold any debentures/ subordinated debt in our Company.

Our Directors are not related to each other.

None of the Directors have any interest in immovable property acquired or proposed to be acquired by the Company in the preceding two years as of the date of this Draft Shelf Prospectus.

Changes in the Directors of our Company during the last three years:

The changes in the Board of Directors of our Company in the three years preceding the date of this Draft Shelf Prospectus are as follows:

Name of the Director, Designation and DIN	Date of Appointment/ Resignation	Director of our Company since	Remarks
Mr. D.V. Ravi *Non Executive and Non Independent Director* DIN: 00171603	June 18, 2015	June 18, 2015	Appointed as an Additional Director
Mr. Ramachandran Sridhar *Non Executive and Non Independent Director* DIN: 00136697	August 1, 2015	May 8, 2012	Retired as the Non Executive and Non Independent Director
Mr. Umesh Govind Revankar *Non Executive and Non Independent Director* DIN: 00141189	July 27, 2016	April 1, 2012	Retired as the Non Executive and Non Independent Director
Mr. Jasmit Singh Gujral *Managing Director and Chief Executive Officer* DIN: 00196707	April 30, 2016	April 30, 2016	Appointed as an Additional Director and as the Managing Director and Chief Executive Officer of the Company
Mr. Jasmit Singh Gujral *Managing Director and Chief Executive Officer* DIN: 00196707	October 25, 2016	April 30, 2016	Resigned as the Managing Director and Chief Executive Officer w.e.f. end of business hours on October 25, 2016
Mr. Umesh Govind Revankar *Managing Director and Chief Executive Officer* DIN: 00141189	October 25, 2016	October 25, 2016	Appointed as an Additional Director w.e.f. October 25, 2016 and Managing Director and Chief Executive Officer w.e.f. October 26, 2016
Mr. Ramakrishnan Subramanian *Non Executive and Non Independent Director* DIN: 02192747	July 27, 2016	July 27, 2016	Appointed as an Additional Director
Mr. Ramakrishnan Subramanian *Non Executive and Non Independent Director*	February 3, 2017	July 27, 2016	Resigned as the Non Executive and Non Independent Director

Name of the Director, Designation and DIN	Date of Appointment/ Resignation	Director of our Company since	Remarks
DIN: 02192747			

Shareholding of Directors, including details of qualification shares held by Directors

As per the provisions of our MOA and AOA, Directors are not required to hold any qualification shares.

Details of the Equity Shares held in our Company by our Directors, as on March 31, 2018 are provided in the table given below:

Sr. No.	Name of Director	Number of Equity Shares held	Percentage of the total paid-up capital (%)
1.	Mr. Sumati Prasad Bafna	1,200	0.00%

Corporate Governance

Our Company has been complying with the requirements of the applicable law, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board is constituted in compliance with the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Obligations) Regulations, 2015 and in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. The executive management of our Company provides the Board detailed reports on its performance periodically.

Details of various committees of the Board

Our Company has constituted the following committees:

A. **Audit Committee**

The members of the Audit Committee are:

1. Mr. S. Sridhar
2. Mrs. Kishori Udeshi
3. Mr. Sumati Prasad Bafna
4. Mr. Puneet Bhatia

B. **Nomination and Remuneration Committee**

The members of the Nomination and Remuneration Committee are:

1. Mr. Sumati Prasad Bafna
2. Mr. S. Lakshminarayanan
3. Mr. Puneet Bhatia
4. Mr. Amitabh Chaudhry

C. **Stakeholders' Relationship Committee**

The members of the Stakeholders' Relationship Committee are:

1. Mr. Lakshminarayanan Subramanian
2. Mr. Umesh Govind Revankar

3. Mr. Amitabh Chaudhry

D. **Asset Liability Management Committee**

The members of the Asset Liability Management Committee are:

1. Mrs. Kishori Udeshi
2. Mr. Umesh Govind Revankar
3. Mr. Parag Sharma

E. **Banking and Finance Committee**

The members of the Banking and Finance Committee are:

1. Mr. Umesh Govind Revankar
2. Mr. S. Sunder
3. Mr. Parag Sharma

F. **Securities Transfer Committee**

The members of the Securities Transfer Committee are:

1. Mr. Umesh Govind Revankar
2. Mr. S. Sunder
3. Mr. Vivek M. Achwal

G. **Corporate Social Responsibility Committee**

The members of the Corporate Socical Responsibility Committee are:

1. Mr. Umesh Govind Revankar
2. Mr. S. Lakshminarayanan
3. Mrs. Kishori Udeshi
4. Mr. Amitabh Chaudhry
5. Mr. Puneet Bhatia

H. **Investment Review Committee**

1. Mr. Umesh Govind Revankar
2. Mr. S. Sunder
3. Mr. D. V. Ravi

I. **Risk Management Committee**

1. Mr. Umesh Govind Revankar
2. Mr. S. Sunder
3. Mr. D. V. Ravi

J. **IT Strategy Committee**

1. Mr. S. Sridhar
2. Mr. Umesh Revankar
3. Mr. Gayadhar Behera
4. Mr. Balasundar Rao

K. **Allotment Committee**

1. Mr. Umesh Govind Revankar
2. Mr. Parag Sharma
3. Mr. D. V. Ravi

L. **Debt Issuance Commitee**

1. Mr. Umesh Revankar
2. Mr. Sumati Prasad Bafna
3. Mr. D. V. Ravi
4. Mr. Vivek M. Achwal

OUR PROMOTER

Profile of our Promoter

Our Promoter is Shriram Capital Limited ("**SCL**").

SCL is a 'systemically important core investment company' registered with the RBI under Section 45-IA of the RBI Act. As on date of this Draft Shelf Prospectus, SCL holds 5,91,73,023 Equity Shares in our Company aggregating 26.08% of our paid-up capital.

Shriram Capital Limited was incorporated as a private limited Company under the Companies Act, 1956 with the name Shriram Chits & Investments Private Limited, vide a certificate of incorporation dated April 5, 1974, issued by the Registrar of Companies, Tamil Nadu. Thereafter, it was converted into a public limited company and the name was changed to Shriram Chits & Investments Limited, vide a fresh certificate of incorporation consequent to the change of status issued by Registrar of Companies, Madras on January 1, 1996. Further, it was converted into a private limited company and the name was changed to Shriram Chits & Investments Private Limited, vide an endorsement made consequent to the change of reinstitution of the word "Private" by Registrar of Companies, Tamil Nadu, Chennai, on June 7, 2001. Subsequently, the name was changed into Shriram Financial Services Holdings Private Limited and a fresh certificate of incorporation dated December 21, 2004, was issued by the Registrar of Companies, Tamil Nadu, Chennai. Then it was converted into a public limited company and the name was changed to Shriram Financial Services Holdings Limited, vide a fresh certificate of incorporation consequent to the change of status issued by Registrar of Companies, Tamil Nadu, Chennai, Andaman & Nicobar Islands, on February 11, 2008. Thereafter, the name was changed into Shriram Capital Limited and a fresh certificate of incorporation dated March 12, 2008, was issued by the Registrar of Companies, Andaman & Nicobar Islands, Tamil Nadu, Chennai. The registered office of SCL is located at "Shriram House", No.4, Burkit Road, T Nagar, Chennai- 600017.

Interest of our Promoter

Our Promoter does not have any interest in our Company other than the dividend paid as our shareholder, fees paid in terms of the Service Agreement dated May 3, 2017 (details of which are recorded in the chapter titled '*History, Main Objects and Key Agreements*') and reimbursement of expenses incurred on sharing of premises/infrastructures. For further details see related party transaction in the chapter "***Financial Statements***".

Our Promoter does not propose to subscribe to the Issue.

Other understandings and confirmations

Our Promoters (as per the Companies Act, 2013) have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Shareholding Pattern of SCL as on March 31, 2018:

Sr. No.	Name of Shareholder	No. of Shares	Percentage Shareholding (%)
1.	Shriram Financial Ventures (Chennai) Private Ltd	75,81,19,281	70.56
2.	Shrilekha Business Consultancy Private Ltd	21,49,12,006	20.00
3.	TPG India Investments II INC	10,13,80,344	9.44
4.	Sri R Thyagarajan & Sri D V Ravi C/o Shriram Ownership Trust	250	0.00
5.	Piramal Enterprises Limited	1,000	0.00
6.	Mr. R Kannan	50	0.00

Sr. No.	Name of Shareholder	No. of Shares	Percentage Shareholding (%)
7.	Mr. S Natarajan	50	0.00
8.	Mr. D V Ravi	50	0.00
9.	Mr. G S Sundararajan	50	0.00
10.	Mr. S Murali	50	0.00
Total		**1,07,44,13,131**	**100.00**

Board of directors of SCL:

1. Mr. Ajay Gopikisan Piramal, Chairman;
2. Mr. Rajesh Ratanlal Laddha, Managing Director & CEO;
3. Mr. Ravi Devaki Venkataraman, Managing Director;
4. Mr. N Lakshmi Narayanan, Director;
5. Mr. Gowrishankar Kuppuswamy Tirumangalam, Director;
6. Mr. Bhatia Puneet, Director;
7. Mr. Ian Maxwell Kirk, Director;
8. Mr. Prasheem Seebran, Director;
9. Mrs. Akhila Srinivasan, Director;
10. Mr. Jasmit Singh Gujral, Director; and
11. Mr. Umesh Govind Revankar, Director.

SECTION V- FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	Joint examination report on Reformatted Standalone Financial Statements as at and for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 as issued by the Joint Statutory Auditors.	122
2.	Reformatted Standalone Financial Statements as at and for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018.	125
3.	Joint examination report on Reformatted Consolidated Financial Statements as at and for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 as issued by the Joint Statutory Auditors.	286
4.	Reformatted Consolidated Financial Statements as at and for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018.	289

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

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

Auditors' Report on Reformatted Standalone Statements

The Board of Directors
Shriram Transport Finance Company Limited
Wockhardt Towers, 3rd Floor, West Wing
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

(the "**Company**")

Dear Sir,

Sub: Auditors' Report on Reformatted Standalone Statements in relation to the proposed public issue ("Issue") of secured, redeemable, non-convertible debentures ("NCDs") by Shriram Transport Finance Company Limited

1. This report is issued in accordance with terms of reference of our Engagement Letter dated May 15, 2018.

2. The accompanying Reformatted Standalone Financial Statements of Shriram Transport Finance Company Limited ("the Company") as at and for the years ended on March 31, 2018, 2017, 2016, 2015 and 2014 and Other Standalone Financial Information, (collectively referred to as "Reformatted Standalone Statements") annexed to this report and initialed by us for identification purposes only, have been prepared by the Management of the Company, in accordance with the requirements of :

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");

   (b) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time ("SEBI Regulations"), issued by the Securities and Exchange Board of India, in pursuance of the Securities and Exchange Board of India Act, 1992.

   to be included in the Draft Shelf Prospectus and Shelf Prospectus, in connection with the proposed public issue of non-convertible debentures by the Company.

Management's responsibility for the Reformatted Standalone Statements

3. The preparation of the Reformatted Standalone Statements is the responsibility of the Management of the Company. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Reformatted Standalone Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Rules and SEBI regulations.

Auditor's responsibilities

4. Our responsibility is to express our opinion based on the examination of such Reformatted Standalone Statements with regards to:

   (a) the Guidance Note on "Reports in Company Prospectuses (Revised)" issued by the Institute of Chartered Accountants of India ("ICAI"), except that these financial information have not been adjusted for changes in accounting policies, retrospectively in the respective financial years to reflect the same accounting policies for all the reporting periods and for adjustments of amounts pertaining to previous years in the respective financial years to which they relate.

(b) the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) which includes the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Reformatted Standalone Statements. This guidance note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, covering Quality Control for firms that perform audits and reviews of historical financial information and other assurance and related service engagements.

A. Reformatted Standalone Financial Statements

5. The Reformatted Standalone Financial Statements referred to above, relating to profits, assets and liabilities and cash flows of the Company are contained in the following annexures to this report:

   (a) Annexure I containing the 'Statement of Reformatted Standalone Assets and Liabilities' of the Company as at March 31 2018, 2017, 2016, 2015 and 2014.

   (b) Annexure II containing the 'Statement of Reformatted Standalone Profit and Loss' of the Company for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.

   (c) Annexure III containing the 'Statement of Reformatted Standalone Cash Flow Statements' of the Company for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.

   (d) Annexure IV to Annexure VII containing standalone significant accounting policies and notes to financial statements.

6. These Reformatted Standalone Financial Statements have been compiled by the Management from the audited Standalone Financial Statements of the Company as at and for the years ended March 31, 2018, 2017, 2016, 2015 and 2014. No adjustments have been made for any events occurring subsequent to the dates of the audit opinions specified in paragraph 10 below, in the preparation and presentation of the Reformatted Standalone Financial Statements.

7. We have not audited any Standalone Financial Statements of the Company as of any date or for any period subsequent to March 31, 2018. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2018.

B. Other Standalone Financial Information :

8. At the Company's request, we have also examined the following Other Standalone Financial Information of the Company as at and for the years ended on March 31, 2018, 2017, 2016, 2015 and 2014 proposed to be included in the Draft Shelf Prospectus and the Shelf Prospectus as approved by the Committee of Directors, annexed to this report:

   i. Statements of Accounting Ratios (Standalone) as at and for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 (Annexure VIII)

   ii. Statement of Dividends for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 (Annexure IX)

   iii. Capitalization Statement (Annexure X)

Opinion

9. Based on our examination of the Reformatted Standalone Statements, we state that in our opinion, the Reformatted Standalone Financial Statements and Other Standalone Financial Information of the Company mentioned above, as at and for the years ended March 31, 2018, 2017, 2016, 2015 and 2014 have been prepared in accordance with Section 26 of the Act read with Rule 4 to Rule 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

10. We report that the Reformatted Standalone Financial Statements have been extracted and prepared by the

Management from the audited Standalone Financial Statements of the Company for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 which were approved by the Board of Directors on April 27, 2018; April 27, 2017; April 29, 2016; April 30, 2015 and April 29, 2014 respectively. The Standalone Financial Statements of the Company for the financial year ended March 31, 2018 have been audited by us. The Standalone financial statements of the Company for the financial year ended March 31, 2017, 2016, 2015 and 2014 respectively have been audited by S.R. Batliboi & Co LLP and G.D. Apte & Co. (together "the predecessor auditors") and in respect of which they have issued unmodified audit opinion dated April 27, 2017; April 29, 2016; April 30, 2015 and April 29, 2014 respectively to the Members of the Company. Based on our examination of these Reformatted Standalone Statements for the year ended March 31, 2018 and reliance on the Auditor's Report on Reformatted Standalone Statements for the years ended March 31, 2017, 2016, 2015 and 2014 dated June 12, 2018 by the predecessor auditors, we state that:

i. The figures of earlier years have been regrouped (but not restated retrospectively for change in any accounting policy and for adjustments of amounts pertaining to previous years), wherever necessary, to conform to the classification adopted for the standalone financial statements for the year ended March 31, 2018 for the purpose of Reformatted Standalone Financial Statements.

ii. There are no extraordinary items that need to be disclosed separately in the Reformatted Standalone Financial Statements.

iii. There is no qualification or adverse remark in the auditor's report on the Audited Standalone Financial Statements as at and for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 that requires adjustments to the Reformatted Standalone Financial Statements.

11. We did not perform audit tests for the purposes of expressing an opinion on individual balances or summaries of selected transactions, and accordingly, we express no such opinion thereon on the Reformatted Standalone Statements.

12. This report should not, in any way, be construed as a re-issuance or re-dating of any of the previous audit reports, nor should this be construed as a new opinion on any of the financial statements/information referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

Restriction of use

14. This report is issued at the specific request of the Company for inclusion in the Draft Shelf Prospectus and the Shelf Prospectus to be filed by the Company with the Stock Exchanges and the Securities and Exchange Board of India, ROC in connection with the Proposed Issue of NCD and is not to be used, referred to or distributed for any other purpose without our prior written consent. This report may not be useful for any other purpose.

For **Haribhakti & Co. LLP**
Chartered Accountants
Firm Registration Number: 103523W / W100048

Anup Mundhra
Partner
Membership No: 061083
Mumbai
June 12, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
Firm Registration Number: 309015E

Sangeeta Gupta
Partner
Membership No: 064225
Mumbai
June 12, 2018

Annexure I

Shriram Transport Finance Company Limited

Statement of Reformatted Standalone Assets and Liabilities

(Rs. in lacs)

	Particulars	Note No	As at March 31,				
			2018	2017	2016	2015	2014
	Equity and liabilities						
A	**Shareholders' fund**						
	Share capital	1	22,690.67	22,690.67	22,690.67	22,690.67	22,690.67
	Reserves and surplus	2	1,234,540.96	1,107,532.20	992,720.78	901,105.83	804,631.06
	Total shareholders' fund		**1,257,231.63**	**1,130,222.87**	**1,015,411.45**	**923,796.50**	**827,321.73**
B	**Non-current liabilities**						
	(a) Long-term borrowings	3	4,037,592.13	3,370,018.31	3,026,967.38	3,157,076.48	2,271,208.89
	(b) Other long-term liabilities	4	163,315.42	140,536.73	118,877.99	118,252.79	98,073.96
	(c) Long-term provisions	5	544,454.93	389,393.83	284,271.68	158,650.37	127,174.08
	Total non-current liabilities		**4,745,362.48**	**3,899,948.87**	**3,430,117.05**	**3,433,979.64**	**2,496,456.93**
C	**Current liabilities**						
	(a) Short-term borrowings	6	767,645.96	498,313.75	333,035.34	266,140.59	298,589.79
	(b) Trade payables						
	- Total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		21,976.95	13,443.90	11,866.74	7,520.88	8,437.03
	(c) Other current liabilities	7	2,011,631.80	1,858,382.69	1,953,991.66	1,261,081.32	1,262,972.84
	(d) Short-term provisions	8	43,188.51	40,233.22	51,480.44	40,196.28	29,768.04
	Total current liabilities		**2,844,443.22**	**2,410,373.56**	**2,350,374.18**	**1,574,939.07**	**1,599,767.70**
D	**Total equity and liabilities (A+B+C)**		**8,847,037.33**	**7,440,545.30**	**6,795,902.68**	**5,932,715.21**	**4,923,546.36**

Annexure I

Shriram Transport Finance Company Limited

Statement of Reformatted Standalone Assets and Liabilities

(Rs. in lacs)

	Particulars	Note No	As at March 31,				
			2018	2017	2016	2015	2014
	Assets						
E	**Non-current assets**						
	(a) Fixed assets	9					
	(i) Property, plant and equipment		11,821.76	8,217.04	9,961.01	9,944.50	9,901.78
	(ii) Intangible assets		173.78	160.57	145.29	127.87	164.49
	(b) Non-current investments	10	147,952.41	149,713.52	125,216.98	111,426.49	68,979.99
	(c) Deferred tax assets (net)	11	42,896.57	36,228.16	30,770.26	25,648.45	25,116.23
	(d) Long-term loans and advances	12	5,815,231.03	4,730,887.55	4,301,019.05	3,082,287.15	2,210,036.75
	(e) Other non-current assets	13	271.03	7,514.84	1,387.51	9,310.56	9,442.50
	Total Non-current assets		**6,018,346.58**	**4,932,721.68**	**4,468,500.10**	**3,238,745.02**	**2,323,641.74**
F	**Current assets**						
	(a) Current investments	14	-	5,220.97	10,399.52	221,292.13	203,546.33
	(b) Cash and bank balances	15	363,750.92	444,068.53	236,385.69	472,339.89	708,597.76
	(c) Short-term loans and advances	16	2,458,767.11	2,052,647.01	2,075,559.21	1,994,093.71	1,679,759.86
	(d) Other current assets	17	6,172.72	5,887.11	5,058.16	6,244.46	8,000.67
	Total current assets		**2,828,690.75**	**2,507,823.62**	**2,327,402.58**	**2,693,970.19**	**2,599,904.62**
G	**Total assets (E+F)**		**8,847,037.33**	**7,440,545.30**	**6,795,902.68**	**5,932,715.21**	**4,923,546.36**

Annexure I

Shriram Transport Finance Company Limited

Statement of Reformatted Standalone Assets and Liabilities

The accompanying standalone significant accounting policies and notes to Financial Statements are integral part of this statement.

As per our report of even date

For **Haribhakti & Co. LLP**	For **Pijush Gupta & Co.**	For and on behalf of the Board of Directors of
Chartered Accountants	Chartered Accountants	**Shriram Transport Finance Company Limited**
ICAI Firm Registration No. 103523W/W100048	ICAI Firm Registration No. 309015E	

Anup Mundhra	**Sangeeta Gupta**	**Umesh Revankar**	**Parag Sharma**
Partner	Partner	Managing Director & CEO	Executive Director & CFO
Membership No. 061083	Membership No. 064225	DIN: 00141189	
			Vivek M. Achwal
			Company Secretary
Mumbai	Mumbai	Mumbai	Mumbai
Date:	Date:	Date:	Date:

Annexure II

Shriram Transport Finance Company Limited

Statement of Reformatted Standalone Profit and Loss

(Rs. in lacs)

	Particulars	Note No	For the year ended March 31,				
			2018	**2017**	**2016**	**2015**	**2014**
A.	**Revenue**						
i	Revenue from operations	18	1,220,165.70	1,082,875.14	1,028,977.79	863,691.98	788,006.70
ii	Other income	19	7,517.76	186.09	370.33	780.47	819.21
	Total revenue		**1,227,683.46**	**1,083,061.23**	**1,029,348.12**	**864,472.45**	**788,825.91**
B.	**Expenses**						
i	Employee benefits expense	20	71,515.37	54,796.00	58,883.96	42,957.31	40,864.74
ii	Finance costs	21	537,234.94	518,741.75	505,792.60	438,998.20	393,251.86
iii	Depreciation and amortisation	9	3,613.40	3,390.78	3,630.61	4,050.62	2,913.79
iv	Provisions and write-offs	22	312,211.32	244,432.05	210,679.48	128,915.27	114,879.69
v	Other expenses	23	79,899.51	69,308.10	72,218.35	65,312.24	54,111.57
	Total expenses		**1,004,474.54**	**890,668.68**	**851,205.00**	**680,233.64**	**606,021.65**
C.	**Profit before exceptional items and tax (A-B)**		**223,208.92**	**192,392.55**	**178,143.12**	**184,238.81**	**182,804.26**
D.	**Exceptional Items (Refer Annexure VI Note 15)**		13,974.55	-	-	-	-
E.	**Profit before tax (C+D)**		**237,183.47**	**192,392.55**	**178,143.12**	**184,238.81**	**182,804.26**

Annexure II

Shriram Transport Finance Company Limited

Statement of Reformatted Standalone Profit and Loss

(Rs. in lacs)

	Particulars	Note No	For the year ended March 31,				
			2018	**2017**	**2016**	**2015**	**2014**
F.	**Tax expense**						
	Current tax		88,826.31	72,116.20	65,445.17	60,947.79	53,116.92
	Deferred tax		(6,668.41)	(5,457.90)	(5,121.81)	(489.96)	3,266.57
	Tax paid for earlier years		(1,776.68)	-	-	-	-
	Total tax expense / (income)		**80,381.22**	**66,658.30**	**60,323.36**	**60,457.83**	**56,383.49**
G.	**Profit after tax from continuing operations (E-F)**		**156,802.25**	**125,734.25**	**117,819.76**	**123,780.98**	**126,420.77**
	Earnings per share						
	Basic (Rs.)		69.11	55.42	51.93	54.56	55.72
	Diluted (Rs.)		69.11	55.42	51.93	54.56	55.72
	Nominal value of equity share (Rs./share)		10.00	10.00	10.00	10.00	10.00

The accompanying standalone significant accounting policies and notes to Financial Statements are integral part of this statement

As per our report of even date

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

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

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

Anup Mundhra
Partner
Membership No. 061083

Sangeeta Gupta
Partner
Membership No. 064225

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Annexure III

Shriram Transport Finance Company Limited
Statement of Reformatted Standalone Cash Flow Statements

(Rs. in lacs)

Particulars	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
A. Cash flow from operating activities					
Profit before taxes	237,183.47	192,392.55	178,143.12	184,238.81	182,804.26
Depreciation and amortisation	3,613.40	3,390.78	3,630.61	4,050.62	2,913.79
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	36.37	35.75	(308.21)
Dividend received on long-term investments	(1,200.00)	-	-	(2.75)	(3.00)
Provision for diminution in value of investments	699.87	0.37	-	-	16.81
Employees stock option compensation cost	-	-	(47.77)	-	0.90
Premium on government securities	171.48	124.17	82.30	19.74	10.49
Amortisation of discount on government securities	(227.50)	(227.97)	(221.42)	(165.69)	(91.77)
Amortisation of issue expenses for equity shares	416.81	152.78	152.78	168.85	152.78
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35	1,303.09	1,761.70	1,467.06
Amortisation of prepaid interest on commercial paper	1,663.40	-	-	-	-
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Provisions for non performing assets and bad debt written off	292,551.77	230,583.52	200,867.02	125,934.32	113,601.45
Provision for diminution in fair value of assets for restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	-
Contingent provision on standard assets	7,976.76	3,674.37	4,990.48	2,980.95	1,261.43
Operating profit before working capital changes	**534,641.74**	**441,365.97**	**393,758.56**	**319,022.30**	**301,825.99**
Movements in working capital:					
Increase / (decrease) in trade payables	8,533.05	1,577.16	4,345.86	(916.15)	2,621.01
Increase / (decrease) in provisions	(328.27)	(14,601.66)	27,243.98	(5,383.29)	(20,823.86)
Increase / (decrease) in provision for service tax- contested	-	-	-	-	15.81
Increase / (decrease) in other liabilities	91,219.75	102,521.12	78,944.82	36,402.80	(137,879.93)
(Increase) / decrease in investments	5,394.13	(20,807.35)	196,738.13	(60,048.59)	84,326.95
(Increase) / decrease in investments in associates	-	-	-	-	100.00
(Increase) / decrease in investments in subsidiaries	-	-	-	-	0.01
Decrease / (increase) in loans and advances	(1,637,861.33)	(531,110.68)	(1,410,622.17)	(1,277,183.79)	(567,637.98)

Annexure III

Shriram Transport Finance Company Limited
Statement of Reformatted Standalone Cash Flow Statements

(Rs. in lacs)

Particulars	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Decrease/(increase) in bank deposits (having original maturity of more than three months) (net)	83,431.62	(180,709.38)	(25,820.25)	53,179.53	15,450.96
Decrease / (increase) in other assets	(917.89)	(1,373.35)	974.74	1,857.14	273.42
Cash generated from operations	**(915,887.20)**	**(203,138.17)**	**(734,436.33)**	**(933,070.05)**	**(321,727.62)**
Direct taxes paid (net of refunds)	(86,960.16)	(67,582.55)	(56,091.88)	(57,743.68)	(56,581.90)
Net cash flow/ (used) in operating activities (A)	**(1,002,847.36)**	**(270,720.72)**	**(790,528.21)**	**(990,813.73)**	**(378,309.52)**
B. Cash flows from investing activities					
Purchase of fixed assets including intangible assets	(6,594.60)	(1,765.21)	(3,821.62)	(4,080.87)	(6,718.14)
Proceeds from sale of fixed assets	72.28	46.50	50.98	63.10	515.91
Proceeds from sale of non-current investments	-	1,653.36	-	-	-
Purchase of non-current investments	(699.87)	(62.81)	-	-	-
Proceeds from sale of shares in subsidiary	15,637.60	-	-	-	-
Dividend received on long-term investments from erstwhile subsidiary [refer Annexure VI note 15]	1,200.00	-	-	2.75	3.00
Net cash flow/(used) in investing activities (B)	**9,615.41**	**(128.16)**	**(3,770.64)**	**(4,015.02)**	**(6,199.23)**
C. Cash flows from financing activities					
Proceeds from issuance of equity share capital	-	-	-	-	1.88
Securities premium on issue of equity capital	-	-	-	-	4.70
Amount received from institutional borrowing	4,855,836.59	2,801,296.98	2,350,574.28	2,220,993.36	1,758,710.00
Amount received from public issue of non-convertible debentures	-	-	-	197,484.71	123,589.04
Amount received from senior secured notes	116,000.00	135,000.00	-	-	-
Increase / (decrease) in retail borrowings	(55,709.16)	16,459.47	97,743.41	165,612.77	127,215.42
Amount redeemed for public issue of non-convertible debentures and subordinated debts	(192,374.07)	(150,105.01)	(41,795.50)	(34,306.30)	(27,120.05)
Repayment of institutional borrowing	(3,704,510.77)	(2,470,711.98)	(1,855,069.86)	(1,714,627.52)	(1,492,591.85)
Public issue expenses for non-convertible debentures paid	-	-	-	(1,255.33)	(2,448.01)
Dividend paid	(24,957.10)	(22,688.27)	(22,688.27)	(18,150.62)	(15,881.04)
Tax on dividend	(4,836.39)	(4,618.80)	(4,618.80)	(3,356.44)	(2,698.57)
Net cash flow from financing activities (C)	**989,449.10**	**304,632.39**	**524,145.26**	**812,394.63**	**468,781.52**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**(3,782.85)**	**33,783.51**	**(270,153.59)**	**(182,434.12)**	**84,272.77**
Cash and Cash Equivalents at the beginning of the year	**114,163.08**	**80,379.57**	**348,832.76**	**531,266.88**	**446,994.11**
Cash and bank balances taken over on merger	**-**	**-**	**1,700.40**	**-**	**-**
Cash and Cash Equivalents at the end of the year	**110,380.23**	**114,163.08**	**80,379.57**	**348,832.76**	**531,266.88**

Annexure III

Shriram Transport Finance Company Limited
Statement of Reformatted Standalone Cash Flow Statements

(Rs. in lacs)

Components of Cash and Cash Equivalents	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Cash and Cash Equivalents at the end of the year					
i) Cash on hand	7,996.25	7,865.26	10,079.91	10,794.43	13,587.88
ii) Cheques on hand	2,542.76	3,175.11	4,698.24	7,367.11	1,976.67
iii) Call Money (CBLO)	-	-	-	-	69,882.53
iv) Balances with scheduled banks in:					
Current accounts	92,946.60	102,039.50	59,641.88	165,145.63	184,449.84
Unclaimed dividend accounts $	1,310.11	1,083.21	923.26	821.59	773.96
Deposits with original maturity of less than three months	5,584.51	-	5,036.28	164,704.00	260,596.00
Total cash and cash equivalents (Refer Annexure IV Note 15)	**110,380.23**	**114,163.08**	**80,379.57**	**348,832.76**	**531,266.88**

The accompanying standalone significant accounting policies and notes to Financial Statements are integral part of this statement

Notes:

1) The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement'.

2) All figures in brackets indicate outflow.

3) The amalgamation of Shriram Equipment Finance Company Limited (SEFCL) with Company is non-cash transaction and hence, has no impact on the Company's cash flow for the year ended March 31, 2016 (Refer Annexure VI Note 11).

$ 4) These balances are not available for use by the Company as they represent corresponding unclaimed dividend liability.

As per our report of even date

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

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

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

Anup Mundhra
Partner
Membership No. 061083

Sangeeta Gupta
Partner
Membership No. 064225

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 1 - Share capital	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Authorised					
Equity share capital	64,700.00	64,700.00	64,700.00	39,700.00	39,700.00
Preference share capital	95,000.00	95,000.00	95,000.00	20,000.00	20,000.00
	159,700.00	**159,700.00**	**159,700.00**	**59,700.00**	**59,700.00**
Number of equity shares of Rs.10/- each	647,000,000	647,000,000	647,000,000	397,000,000	397,000,000
Number of preference shares of Rs.100/- each	95,000,000	95,000,000	95,000,000	20,000,000	20,000,000
Issued share capital					
Equity share capital	22,693.69	22,693.69	22,693.69	22,693.69	22,693.69
Number of equity shares of Rs.10/- each	226,936,877	226,936,877	226,936,877	226,936,877	226,936,877
Subscribed share capital					
Equity share capital	22,693.07	22,693.07	22,693.07	22,693.07	22,693.07
Number of equity shares of Rs.10/- each	226,930,736	226,930,736	226,930,736	226,930,736	226,930,736
Paid up share capital (fully paid up)					
Equity share capital	22,688.27	22,688.27	22,688.27	22,688.27	22,688.27
Number of equity shares of Rs.10/- each	226,882,736	226,882,736	226,882,736	226,882,736	226,882,736
Add : Share forfeiture					
48,000 equity shares of Rs.10/- each (Rs 5/- each paid up forfeited)	2.40	2.40	2.40	2.40	2.40
	22,690.67	**22,690.67**	**22,690.67**	**22,690.67**	**22,690.67**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

a. Reconciliation of number of equity shares outstanding at the beginning and at end of reporting period.	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Number of shares outstanding at the beginning of the year	226,882,736	226,882,736	226,882,736	226,882,736	226,863,936
Number of shares Issued during the period - Employee stock option scheme [Refer Annexure VI Note 4]	-	-	-	-	18,800
Number of shares outstanding at the end of the year	**226,882,736**	**226,882,736**	**226,882,736**	**226,882,736**	**226,882,736**

(Rs. in lacs)

b. Reconciliation of the equity share capital outstanding at the beginning and at end of reporting period.	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Share capital outstanding at the beginning of the year	22,688.27	22,688.27	22,688.27	22,688.27	22,686.39
Issued during the period - Employee stock option scheme [Refer Annexure VI Note 4]	-	-	-	-	1.88
Share capital outstanding at the end of the year	**22,688.27**	**22,688.27**	**22,688.27**	**22,688.27**	**22,688.27**

c. Terms/rights attached to equity shares

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

Dividend details

Particulars	**For the year ended March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
The amount of per equity share dividend recognized as distributions to equity shareholders Rs.	11.00	10.00	10.00	10.00	7.00
Amount of interim dividend paid per equity share Rs.	5.00	4.00	4.00	4.00	3.00
Amount of final dividend proposed / paid per equity share Rs.	6.00	6.00	6.00	6.00	4.00

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

d. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer Annexure VI Note 4

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

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Equity shares allotted as fully paid-up pursuant to amalgamation for consideration other than cash	Nil	Nil	Nil	Nil	Nil

In addition, the Company has issued total 18,800 (March 31, 2017: 582,168, March 31, 2016: 722,068, March 31, 2015: 1,364,918 and March 31, 2014: 3,712,568) equity shares respectively during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee service and includes Nil (March 31, 2017: 500,868, March 31, 2016: 500,868, March 31, 2015: 500,868 and March 31, 2014: 500,868) equity shares issued on account of merger of Shriram Holdings (Madras) Private Limited.

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

Details of shareholding	As at March 31,				
Name of the shareholder	**2018**	**2017**	**2016**	**2015**	**2014**
Equity shares of Rs. 10/- each					
Shriram Capital Limited					
Number of shares	59,173,023	59,173,023	59,103,162	59,103,162	59,103,162
% holding in the class	26.08%	26.08%	26.05%	26.05%	26.05%
Piramal Enterprises Limited					
Number of shares	22,600,000	22,600,000	22,600,000	22,600,000	22,600,000
% holding in the class	9.96%	9.96%	9.96%	9.96%	9.96%
Genesis Indian Investments Company Limited					
Number of shares	-	-	-	-	13,648,064
% holding in the class	-	-	-	-	6.02%

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

g. Proposed dividends on equity shares: **(Rs. in lacs)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
The Board proposed dividend on equity shares					
Proposed dividend on equity shares	13,612.96	13,612.96	13,612.96	13,612.96	9,075.31
Tax on proposed dividend	2,798.18	2,771.28	2,771.28	2,721.78	1,542.35
Total	**16,411.14**	**16,384.24**	**16,384.24**	**16,334.74**	**10,617.66**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note 2 - Reserves and surplus	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Capital reserve	**2,761.83**	**2,761.83**	**2,761.83**	**2,761.83**	**2,761.83**
Capital redemption reserve	**5,388.35**	**5,388.35**	**5,388.35**	**5,388.35**	**5,388.35**
Securities premium account					
Opening Balance	175,481.06	175,481.06	175,481.06	175,481.06	175,442.36
Add: Addition on ESOPs exercised	-	-	-	-	4.70
Add: Transferred from stock options outstanding	-	-	-	-	34.00
Closing balance	**175,481.06**	**175,481.06**	**175,481.06**	**175,481.06**	**175,481.06**
Debenture redemption reserve					
Opening Balance	62,889.61	78,834.65	62,791.26	41,335.44	30,180.03
Add: Transfer from Surplus in the statement of profit and loss	9,206.55	23,710.34	31,310.86	31,389.47	19,370.76
Less: Transfer to General Reserve on account of redemption	(50,437.31)	-	-	-	-
Less: Transfer to Surplus in the statement of profit and loss on account of redemption	-	(39,655.38)	(15,267.47)	(9,933.65)	(8,215.35)
Closing balance	**21,658.85**	**62,889.61**	**78,834.65**	**62,791.26**	**41,335.44**
General Reserve					
Opening Balance	115,253.63	102,653.63	90,653.63	78,153.63	65,153.63
Add: Transfer from Surplus in the statement of profit and loss	15,700.00	12,600.00	12,000.00	12,500.00	13,000.00
Add: Transfer from Debenture redemption reserve	50,437.31	-	-	-	-
Closing balance	**181,390.94**	**115,253.63**	**102,653.63**	**90,653.63**	**78,153.63**
Other reserves - Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934					
Opening Balance	234,055.44	208,855.44	180,199.79	155,199.79	129,199.79
Add: Additions on account of amalgamation as on April 1, 2015 (Refer Annexure VI Note 11)	-	-	4,655.65	-	-
Add: Transfer from Surplus in the statement of profit and loss	31,400.00	25,200.00	24,000.00	25,000.00	26,000.00
Closing balance	**265,455.44**	**234,055.44**	**208,855.44**	**180,199.79**	**155,199.79**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note 2 - Reserves and surplus	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Surplus in statement of Profit and Loss					
Opening Balance	511,702.28	418,745.82	383,829.91	346,310.96	288,626.08
Add: Additions on account of amalgamation as on April 1, 2015 (Refer Annexure VI Note 11)	-	-	(3,503.89)	-	-
Depreciation charged off from retained profit as per Schedule II to The Companies Act, 2013	-	-	-	(124.33)	-
Deferred tax expenses on above	-	-	-	42.26	-
Add: Profit for the current year	156,802.25	125,734.25	117,819.76	123,780.98	126,420.77
Add: Excess provision written back - tax on dividend	-	-	-	0.42	-
Add/Less: Appropriations					
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(31,400.00)	(25,200.00)	(24,000.00)	(25,000.00)	(26,000.00)
Transfer to general reserve	(15,700.00)	(12,600.00)	(12,000.00)	(12,500.00)	(13,000.00)
Transfer to debenture redemption reserve	(9,206.55)	15,945.04	(16,043.39)	(21,455.82)	(11,155.41)
Interim dividend	(11,344.14)	(9,075.31)	(9,075.31)	(9,075.31)	(6,806.48)
Tax on interim dividend	(2,309.40)	(1,847.52)	(1,897.02)	(1,814.51)	(1,156.34)
Tax on dividend written back on account of set off of dividend distribution tax	244.29	-	-	-	-
Proposed final dividend	-	-	(13,612.96)	(13,612.96)	(9,075.31)
Tax on proposed dividend	-	-	(2,771.28)	(2,721.78)	(1,542.35)
Final dividend	(13,612.96)	-	-	-	-
Tax on final dividend	(2,771.28)	-	-	-	-
Total appropriations	**(86,100.04)**	**(32,777.79)**	**(79,399.96)**	**(86,180.38)**	**(68,735.89)**
Net surplus statement of profit and loss	**582,404.49**	**511,702.28**	**418,745.82**	**383,829.91**	**346,310.96**
Total	**1,234,540.96**	**1,107,532.20**	**992,720.78**	**901,105.83**	**804,631.06**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 3 - Long-term borrowings - non-current	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Subordinated debts (unsecured)					
- Bonds	65,342.30	112,389.15	120,524.64	124,201.17	129,966.30
- Debentures	302,379.00	198,820.00	209,673.76	205,733.29	261,337.01
Redeemable non-convertible debentures					
Secured	1,920,152.15	1,420,223.18	1,057,917.41	1,380,890.97	891,321.70
Less: Unamortised discount	(73.22)	-	(0.08)	(27.92)	(145.65)
	1,920,078.93	1,420,223.18	1,057,917.33	1,380,863.05	891,176.05
Unsecured	-	-	-	-	2,150.00
Less: Unamortised discount	-	-	-	-	-
	-	-	-	-	2,150.00
Senior secured notes	251,000.00	135,000.00	-	-	-
Term loans from banks					
Unsecured	-	-	10,000.00	10,000.00	10,000.00
Secured	776,228.02	823,545.81	938,402.76	897,040.56	718,448.56
Deposits (unsecured)					
- From public	520,871.35	517,231.40	574,663.98	464,915.65	189,508.94
- From corporates	8,585.41	4,048.57	7,398.34	5,158.22	2,901.51
Term loans from financial institutions / Corporates					
Secured	192,750.00	158,333.33	108,000.00	68,900.00	65,700.00
Loans and advances from related parties					
Subordinated debts (unsecured) - Bonds					
from Subsidiary/associate [Refer Annexure VI Note 15]	144.29	157.06	67.64	-	-
from Relative of key management personnel	-	0.80	0.80	0.80	0.80
from Enterprises having significant influence over the Company	208.53	262.80	287.67	213.22	-
Subordinated debts (unsecured) - Debentures					
from Relative of key management personnel	-	-	-	0.30	0.30
from Enterprises having significant influence over the Company	-	-	23.47	26.72	-

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 3 - Long-term borrowings - non-current	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Redeemable non-convertible debentures (Secured)					
from Key management personnel	-	-	-	3.00	3.00
from Relative of Key Management Personnel	-	1.70	2.20	11.89	14.33
from Enterprises having significant influence over the Company	-	-	-	5.00	-
Deposits from public (unsecured)					
from Relative of key management personnel	4.30	4.51	4.79	3.61	2.09
	4,037,592.13	**3,370,018.31**	**3,026,967.38**	**3,157,076.48**	**2,271,208.89**

(Rs. in lacs)

Long-term borrowings - current maturities	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Subordinated debts (unsecured)					
- Bonds	46,957.00	8,042.52	3,497.89	5,523.82	29,941.72
- Debentures	39,341.00	28,353.76	17,929.53	60,577.00	20,500.00
Redeemable non-convertible debentures					
Secured	513,410.88	414,542.93	554,685.49	396,866.53	424,337.08
Less: Unamortised discount	(44.98)	(0.08)	(27.67)	(117.73)	(582.15)
	513,365.90	414,542.85	554,657.82	396,748.80	423,754.93
Unsecured	-	-	-	2,150.00	79,580.00
Less: Unamortised discount	-	-	-	-	(110.08)
	-	-	-	2,150.00	79,469.92
Term loans from banks					
Unsecured	-	10,000.00	12,000.00	-	-
Secured	568,985.47	595,885.87	755,728.36	435,638.46	392,182.66
Deposits (unsecured)					
- From public	268,239.35	317,590.65	176,863.90	63,781.99	37,460.71
- From corporates	12,294.07	8,541.10	20,763.57	2,150.40	551.05

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Long-term borrowings - current maturities	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Term loans from financial institutions / corporate					
Secured	77,333.33	59,666.67	77,566.67	37,800.00	38,800.00
Loans and advances from related parties					
Subordinated debts (Unsecured) - Bonds					
from Subsidiary/associate [Refer Annexure VI Note 15]	102.62	3.55	11.00	-	-
from Relative of key management personnel	0.80	-	-	-	-
from Enterprises having significant influence over the Company	54.27	24.87	25.55	28.09	-
Subordinated debts (Unsecured) - Debentures					
from Relative of key management personnel	-	-	0.30	-	-
from Enterprises having significant influence over the Company	-	23.47	3.25	-	-
Redeemable non-convertible debentures (secured)					
from Key management personnel	-	-	3.00	-	-
from Relative of key management personnel	1.10	0.50	9.75	2.44	1.39
from Enterprises having significant influence over the Company	-	-	5.00	-	-
Deposits from public (unsecured)					
from Relative of key management personnel	2.83	1.96	2.09	-	-
	1,526,677.74	**1,442,677.77**	**1,619,067.68**	**1,004,401.00**	**1,022,662.38**
Amount disclosed under the head other current liabilities [Refer Annexure IV Note 7]	**(1,526,677.74)**	**(1,442,677.77)**	**(1,619,067.68)**	**(1,004,401.00)**	**(1,022,662.38)**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

A) Subordinated debt -unsecured

I) Subordinated debt -unsecured - Bonds

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

Terms of repayment as on March 31, 2018

Long-term borrowing **(Rs. in lacs)**

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

€ includes Rs. 510.51 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long-term borrowing **(Rs. in lacs)**

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

€ includes Rs. 449.08 lacs issued to related parties.

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10% €	**>=10% <12% €**	**>=12% <14%**	**Total**
48-60 months €	-	34,263.46	-	**34,263.46**
36-48 months €	-	31,431.66	-	**31,431.66**
24-36 months €	5.40	47,109.29	-	**47,114.69**
12-24 months €	1,481.88	6,589.06	-	**8,070.94**
Total	**1,487.28**	**119,393.47**	**-**	**120,880.75**
Current maturity				
Upto 12 months €	**46.99**	**3,487.45**	**-**	**3,534.44**

€ includes Rs. 392.66 lacs issued to related parties.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10% €	**>=10% <12% €**	**>=12% <14%**	**Total**
Over 60 months €	-	34,263.46	-	**34,263.46**
48-60 months €	-	31,431.66	-	**31,431.66**
36-48 months €	5.40	47,109.29	-	**47,114.69**
24-36 months €	1,481.88	6,589.06	-	**8,070.94**
12-24 months €	46.99	3,487.45	-	**3,534.44**
Total	**1,534.27**	**122,880.92**	**-**	**124,415.19**
Current maturity				
Upto 12 months €	**-**	**5,551.41**	**0.50**	**5,551.91**

€ includes Rs. 242.11 lacs issued to related parties.

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12% €**	**>=12% <14%**	**Total**
Over 60 months	-	65,695.12	-	**65,695.12**
48-60 months €	5.40	47,109.29	-	**47,114.69**
36-48 months	1,481.88	6,589.06	-	**8,070.94**
24-36 months	46.99	3,487.45	-	**3,534.44**
12-24 months	-	5,551.41	0.50	**5,551.91**
Total	**1,534.27**	**128,432.33**	**0.50**	**129,967.10**
Current maturity				
Upto 12 months	**-**	**8,038.37**	**21,903.35**	**29,941.72**

€ includes Rs. 0.08 lacs issued to related parties.

(Rs. in lacs)

Subordinated debts (unsecured) - Bonds (Non-current)	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Privately placed	65,695.12	112,809.81	120,880.75	124,415.19	129,967.10
Total Subordinated debts (unsecured) - Bonds	**65,695.12**	**112,809.81**	**120,880.75**	**124,415.19**	**129,967.10**
Less: issued to related parties	352.82	420.66	356.11	214.02	0.80
Issued to other than related parties	**65,342.30**	**112,389.15**	**120,524.64**	**124,201.17**	**129,966.30**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Total Subordinated debts (unsecured) - Bonds (Current maturity)	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Privately placed	47,114.69	8,070.94	3,534.44	5,551.91	29,941.72
Total Subordinated debts	**47,114.69**	**8,070.94**	**3,534.44**	**5,551.91**	**29,941.72**
Less: issued to related parties	157.69	28.42	36.55	28.09	-
Issued to other than related parties	**46,957.00**	**8,042.52**	**3,497.89**	**5,523.82**	**29,941.72**

II) Subordinated debt -unsecured - Debentures
i) Privately placed subordinated debts of Rs. 100,000/- each

Terms of repayment as on March 31, 2018
Long-term borrowing **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2017
Long-term borrowing **(Rs. in lacs)**

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

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

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
48-60 months	-	7,300.00	-	**7,300.00**
36-48 months	-	6,469.00	-	**6,469.00**
24-36 months	-	-	4,541.00	**4,541.00**
Total	**-**	**13,769.00**	**4,541.00**	**18,310.00**
Current maturity				
Upto 12 months	**-**	**5,000.00**	**-**	**5,000.00**

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10% €	**>=10% <12% €**	**>=12% <14%**	**Total**
Over 60 months €	-	7,300.00	-	**7,300.00**
48-60 months €	-	6,469.00	-	**6,469.00**
36-48 months	-	-	4,541.00	**4,541.00**
12-24 months €	-	5,000.00	-	**5,000.00**
Total	**-**	**18,769.00**	**4,541.00**	**23,310.00**
Current maturity				
Upto 12 months €	**-**	**25,577.00**	**-**	**25,577.00**

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	13,769.00	-	**13,769.00**
48-60 months	-	-	4,541.00	**4,541.00**
36-48 months	-	-	-	**-**
24-36 months	-	5,000.00	-	**5,000.00**
12-24 months	-	25,577.00	-	**25,577.00**
Total	**-**	**44,346.00**	**4,541.00**	**48,887.00**
Current maturity				
Upto 12 months	**-**	**15,000.00**	**5,500.00**	**20,500.00**

ii)Privately Placed Subordinated debts of Rs. 1,000,000/- each

Terms of repayment as on March 31, 2018

Long-term borrowing **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2017

Long-term borrowing **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	71,210.00	5,000.00	**76,210.00**
48-60 months	-	45,000.00	-	**45,000.00**
36-48 months	-	7,000.00	-	**7,000.00**
24-36 months	2,500.00	25,630.00	6,670.00	**34,800.00**
12-24 months	-	25,500.00	-	**25,500.00**
Total	**2,500.00**	**174,340.00**	**11,670.00**	**188,510.00**
Current maturity				
Upto 12 months	**-**	**5,000.00**	**2,500.00**	**7,500.00**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			
	<10%	>=10% <12%	>=12% <14%	Total
Over 60 months	-	104,010.00	-	**104,010.00**
48-60 months	-	7,000.00	-	**7,000.00**
36-48 months	2,500.00	25,630.00	5,000.00	**33,130.00**
24-36 months	-	25,000.00	-	**25,000.00**
12-24 months	-	5,000.00	-	**5,000.00**
Total	**2,500.00**	**166,640.00**	**5,000.00**	**174,140.00**
Current maturity				
Upto 12 months	**-**	**35,000.00**	**-**	**35,000.00**

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			
	<10%	>=10% <12%	>=12% <14%	Total
Over 60 months	-	106,010.00	-	**106,010.00**
48-60 months	2,500.00	25,630.00	5,000.00	**33,130.00**
36-48 months	-	25,000.00	-	**25,000.00**
24-36 months	-	5,000.00	-	**5,000.00**
12-24 months	-	35,000.00	-	**35,000.00**
Total	**2,500.00**	**196,640.00**	**5,000.00**	**204,140.00**

Current maturity

Outstanding as at March 31, 2014: Nil.

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

Long term borrowing

(Rs. in lacs)

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 €	As at March 31, 2015 €	As at March 31, 2014 €	Redeemable at par on
Option -IV	10.40%	-	-	91.00	91.00	91.00	1-Jun-17
	10.81%	-	-	-	1,687.00	1,687.00	1-Mar-17
	11.25%	-	-	-	3,746.08	3,746.08	1-Dec-16
Option -V	10.25%	-	-	110.30	110.30	110.30	1-Jun-17
	10.75%	-	-	204.32	204.32	204.32	1-Jun-17
	11.00%	-	-	2,471.61	2,471.61	2,471.61	1-Jun-17
Total		**-**	**-**	**2,877.23**	**8,310.31**	**8,310.31**	

€ includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 23.47 lacs, March 31, 2015: Rs. 0.30 lacs and March 31, 2014: Rs. 0.30 lacs) issued to related parties.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Current maturity

(Rs. in lacs)

Option Detail	Rate of interest	As at March 31, 2018 €	As at March 31, 2017 €	As at March 31, 2016 €	As at March 31, 2015	As at March 31, 2014	Redeemable at par on
Option -IV	10.40%	-	91.00	-	-	-	June 1, 2017
	10.81%	-	-	1,687.00	-	-	March 1, 2017
	11.25%	-	-	3,746.08	-	-	December 1, 2016
Option -V	10.25%	-	110.30	-	-	-	June 1, 2017
	10.75%	-	204.32	-	-	-	June 1, 2017
	11.00%	-	2,471.61	-	-	-	June 1, 2017
Total		**-**	**2,877.23**	**5,433.08**	**-**	**-**	

€ includes Rs. Nil (March 31, 2017: Rs. 23.47 lacs, March 31, 2016: Rs. 3.55 lacs, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil) issued to related parties.

(Rs. in lacs)

Subordinated debts (unsecured) - Debentures (Non-current)	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Privately placed (i+ii)	302,379.00	198,820.00	206,820.00	197,450.00	253,027.00
Public issue (iii)	-	-	2,877.23	8,310.31	8,310.31
Total Subordinated debts (unsecured) - Debentures	**302,379.00**	**198,820.00**	**209,697.23**	**205,760.31**	**261,337.31**
Less: issued to related parties	-	-	23.47	27.02	0.30
Issued to other than related parties	**302,379.00**	**198,820.00**	**209,673.76**	**205,733.29**	**261,337.01**

(Rs. in lacs)

Subordinated debts (unsecured) - Debentures (Current maturity)	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Privately placed (i+ii)	39,341.00	25,500.00	12,500.00	60,577.00	20,500.00
Public issue (iii)	-	2,877.23	5,433.08	-	-
Total Subordinated debts (unsecured) - Debentures	**39,341.00**	**28,377.23**	**17,933.08**	**60,577.00**	**20,500.00**
Less: issued to related parties	-	23.47	3.55	-	-
Issued to other than related parties	**39,341.00**	**28,353.76**	**17,929.53**	**60,577.00**	**20,500.00**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

B) Redeemable non-convertible debenture (NCD) -secured
i) Privately placed redeemable non-convertible debentures of Rs. 1,000/- each

Terms of repayment as on March 31, 2018
Long-term borrowing
Outstanding as at March 31, 2018: Rs. Nil.

Current maturity **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2017
Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest				Total *
	< 10%	>= 10% < 12%	>= 12% < 14%	>= 14% < 16%	
12-24 months	-	1,965.83	-	-	**1,965.83**
Total	**-**	**1,965.83**	**-**	**-**	**1,965.83**
Current maturity					
Upto 12 months	**-**	**9,277.07**	**939.52**	**-**	**10,216.59**

Terms of repayment as on March 31, 2016
Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12% €	>= 12% < 14%	>= 14% < 16%	Total *
24-36 months	-	1,965.83	-	-	**1,965.83**
12-24 months	-	9,278.37	939.52	-	**10,217.89**
Total	**-**	**11,244.20**	**939.52**	**-**	**12,183.72**
Current maturity					
Upto 12 months €	**1.84**	**47,004.19**	**719.40**	**0.88**	**47,726.31**

€ includes Rs. 1.84 lacs issued to related parties.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12% €	>= 12% < 14%	>= 14% < 16%	Total *
36-48 months	-	1,967.83	-	-	**1,967.83**
24-36 months	-	9,279.12	939.52	-	**10,218.64**
12-24 months €	1.84	47,141.27	719.40	0.88	**47,863.39**
Total	**1.84**	**58,388.22**	**1,658.92**	**0.88**	**60,049.86**
Current maturity					
Upto 12 months €	**2,576.83**	**136,882.22**	**-**	**792.60**	**140,251.65**

€ includes Rs. 4.22 lacs issued to related parties.

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12% €	>= 12% < 14%	>= 14% < 16%	Total *
48-60 months	-	1,978.33	-	-	**1,978.33**
36-48 months	-	9,385.75	939.52	-	**10,325.27**
24-36 months €	1.84	47,445.47	719.40	0.88	**48,167.59**
12-24 months €	2,584.05	137,415.90	-	792.92	**140,792.87**
Total	**2,585.89**	**196,225.45**	**1,658.92**	**793.80**	**201,264.06**
Current maturity					
Upto 12 months €	**8,736.18**	**100,014.14**	**6.40**	**311.80**	**109,068.52**

€ includes Rs. 5.33 lacs issued to related parties.

Nature of Security

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

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

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

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

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

Terms of repayment as on March 31, 2018
Long-term borrowing (gross of unamortised discount on debenture of Rs. 73.22 lacs) **(Rs. in lacs)**

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

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

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

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

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

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

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

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2017

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

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

* Includes 1 NCD of Rs. 30,000.00 lacs partly paid to the extent of Rs. 500,000/-
^NCD amounting to Rs. 113,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

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

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

* Includes 1 NCD of Rs. 35,000.00 lacs partly paid to the extent of Rs. 500,000/-
^NCD amounting to Rs. 16,230.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2016

Long term borrowing (gross of unamortised discount on debenture of Rs. 0.08 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12% ^	>= 12% < 14%	
Over 60 months	116,460.00	136,720.00	-	**253,180.00**
48-60 months	19,000.00	102,500.00	-	**121,500.00**
36-48 months	158,000.00	-	-	**158,000.00**
24-36 months	46,200.00	37,800.00	-	**84,000.00**
12-24 months^	34,130.00	97,000.00	500.00	**131,630.00**
Total	**373,790.00**	**374,020.00**	**500.00**	**748,310.00**

^NCD amounting to Rs. 1,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Current maturity (gross of unamortised discount on debenture of Rs. 27.67 lacs) **(Rs. in lacs)**

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%¥	>= 10% < 12%*^¥	>= 12% < 14%	
upto 12 months*^¥	**196,500.00**	**165,805.00**	**-**	**362,305.00**

* Includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCD amounting to Rs. 680.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.60%	625.00	August 12, 2016
2	9.85%	20,000.00	July 20, 2016
Total		**20,625.00**	

Terms of repayment as on March 31, 2015

Long term borrowing (gross of unamortised discount on debenture of Rs. 27.92 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%^	>= 10% < 12% *^¥	>= 12% < 14%^	
Over 60 months	128,460.00	239,220.00	-	**367,680.00**
48-60 months	17,000.00	150,000.00	-	**167,000.00**
36-48 months^	11,500.00	27,400.00	-	**38,900.00**
24-36 months^	29,100.00	97,000.00	500.00	**126,600.00**
12-24 months*^¥	130,000.00	135,805.00	-	**265,805.00**
Total	**316,060.00**	**649,425.00**	**500.00**	**965,985.00**

* Includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCD amounting to Rs. 35,600.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.60%	625.00	August 12, 2016
Total		**625.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 117.73 lacs) **(Rs. in lacs)**

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%¥	**>= 10% < 12%^¥**	**>= 12% < 14%**	
upto 12 months^¥	**54,500.00**	**72,100.00**	**-**	**126,600.00**

^NCD amounting to Rs. 1,950.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	9.90%	20,000.00	July 20, 2015
2	10.95%	30,000.00	September 25, 2015
3	9.35%	20,000.00	June 22, 2015
Total		**70,000.00**	

Terms of repayment as on March 31, 2014
Long term borrowing (gross of unamortised discount on debenture of Rs. 145.65 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%^	**>= 10% < 12% *^¥**	**>= 12% < 14%**	
Over 60 months	5,960.00	120,920.00	-	**126,880.00**
48-60 months	1,500.00	17,500.00	-	**19,000.00**
36-48 months^	3,800.00	76,000.00	-	**79,800.00**
24-36 months*^¥	7,750.00	123,805.00	-	**131,555.00**
12-24 months^	6,600.00	40,800.00	-	**47,400.00**
Total	**25,610.00**	**379,025.00**	**-**	**404,635.00**

* Includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCD amounting to Rs. 4,200.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.60%	625.00	August 12, 2016
Total		**625.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 582.15 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%^¥	**>= 10% < 12%*^¥**	**>= 12% < 14%**	
Upto 12 months*^¥	**62,010.00**	**217,585.00**	**-**	**279,595.00**

* Includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCD amounting to Rs. 19,720.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCD having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.50%	625.00	August 13, 2014
2	10.30%	20,000.00	July 20, 2014
3	9.35%	5,000.00	June 23, 2014
4	9.35%	15,000.00	June 23, 2014
Total		**40,625.00**	

Nature of security

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

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

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

Terms of repayment as on March 31, 2018
Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.)
Outstanding as at March 31, 2018 : Rs. Nil.

Current maturity (gross of unamortised discount on debenture of Rs. Nil.)
Outstanding as at March 31, 2018 : Rs. Nil.

Terms of repayment as on March 31, 2017
Long-term borrowing (gross of unamortised discount on debenture of Rs. Nil.)
Outstanding as at March 31, 2017 : Rs. Nil.

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

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

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

Terms of repayment as on March 31, 2016
Long term borrowing (gross of unamortised discount on debenture of Rs. Nil.)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	
12-24 months*	-	1,200.00	-	**1,200.00**
Total	**-**	**1,200.00**	**-**	**1,200.00**

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

Current maturity (gross of unamortised discount on debenture of Rs. Nil.)
Outstanding as at March 31, 2016 : Rs. Nil.

Terms of repayment as on March 31, 2015
Long term borrowing (gross of unamortised discount on debenture of Rs. Nil.)

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	
24-36 months*	-	1,200.00	-	**1,200.00**
Total	**-**	**1,200.00**	**-**	**1,200.00**

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

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

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	
Upto 12 months*	**-**	**1,000.00**	**-**	**1,000.00**

*Partly paid to the extent of Rs. 1,000,000/-

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2014

Long term borrowing(gross of unamortised discount on debenture of Rs. Nil)
Outstanding as at March 31, 2014: Nil.

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

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest			Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	
Upto 12 months*	**-**	**1,600.00**	**-**	**1,600.00**

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

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

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

iv) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each - (2009)

Terms of repayment
Long term borrowing
Outstanding as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014: Rs. Nil.

Terms of repayment
Current maturity **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014*	Redeemable at par on	Put and Call option
Option -I	11.00%	-	-	-	-	1,484.62	August 26, 2014	-
	11.25%	-	-	-	-	260.36	August 26, 2014	-
Option -II	11.25%	-	-	-	-	1,123.20	August 26, 2014	-
	11.50%	-	-	-	-	351.72	August 26, 2014	-
Option -III	11.03% *	-	-	-	-	7,508.65	August 26, 2014	-
Option -IV	11.00%	-	-	-	-	999.10	August 26, 2014	-
Total		**-**	**-**	**-**	**-**	**11,727.65**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil, March 31, 2014: Rs. 0.20 lacs)

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Nature of Security

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

The funds raised from the Public issue of 9,999,996 secured Non-Convertible Debenture aggregating to Rs. 99,999.96 lacs have been utilised, after meeting the expenditure of and related to the Public issue, for various financing activities of the Company including lending, investments and repayment of borrowings.

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

Subject to the provisions of The Companies Act, 1956, where the company has fully redeemed or repurchased any Secured NCD(s), the company shall have the right to keep such Secured NCDs in effect without extinguishment thereof, for the purpose of resale or reissue.

The Company has bought back NCDs of Rs. 4,215.23 lacs on March 12, 2010 and Rs. 3,000.00 lacs on March 27, 2012 , Rs. 23,505.26 lacs on March 28, 2012 and as per the terms of the issue Rs. 46,923.16 lacs and Rs. 6,439.79 lacs were redeemed on August 26, 2012 and August 26, 2013 respectively.

Put options were exercised for option III and IV on August 26, 2013, Rs. 2,913.86 lacs and Rs. 1,275.02 lacs respectively were paid on October 01, 2013 in compliance with the terms of issue.

The Company has redeemed non-convertible debenture of Rs 11,727.65 lacs on 26-August-2014 as per the terms of the issue.

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

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	-	-	-	-	1,424.68	June 1, 2015	-
	9.50%	-	-	-	-	3,918.55	June 1, 2015	-
	9.75%	-	-	-	-	1,160.60	June 1, 2015	-
	10.00%	-	-	-	-	231.60	June 1, 2015	-
Option –II	9.50%	-	-	278.58	-	897.03	June 1, 2017	June 2, 2015
	10.00%	-	-	453.23	-	832.20	June 1, 2017	June 2, 2015
	10.25%	-	-	3,157.85	-	3,802.59	June 1, 2017	June 2, 2015
	10.50%	-	-	571.77	-	722.54	June 1, 2017	June 2, 2015
Option –III	9.75%	-	-	-	-	808.45	June 1, 2015	-
	10.25%	-	-	-	-	785.68	June 1, 2015	-
	10.50%	-	-	-	-	1,756.76	June 1, 2015	-
	10.75%	-	-	-	-	385.28	June 1, 2015	-
Total		**-**	**-**	**4,461.43**	**-**	**16,725.96**		

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

Current maturity

Terms of repayment **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	-	-	-	1,424.68	-	June 1, 2015	-
	9.50%	-	-	-	3,918.31	-	June 1, 2015	-
	9.75%	-	-	-	1,160.23	-	June 1, 2015	-
	10.00%	-	-	-	210.37	-	June 1, 2015	-
Option –II	9.50%	-	278.58	-	-	-	June 1, 2017	-
	10.00%	-	453.23	-	-	-	June 1, 2017	-
	10.25%	-	3,190.88	-	-	-	June 1, 2017	-
	10.50%	-	538.74	-	-	-	June 1, 2017	-
	9.50%	-	-	-	897.03	-	June 1, 2017	June 2, 2015
	10.00%	-	-	-	785.25	-	June 1, 2017	June 2, 2015
	10.25%	-	-	-	3,799.51	-	June 1, 2017	June 2, 2015
	10.50%	-	-	-	672.17	-	June 1, 2017	June 2, 2015
Option –III	9.75%	-	-	-	807.77	-	June 1, 2015	-
	10.25%	-	-	-	782.70	-	June 1, 2015	-
	10.50%	-	-	-	1,779.74	-	June 1, 2015	-
	10.75%	-	-	-	359.56	-	June 1, 2015	-
	9.75%	-	-	-	-	1,616.90	June 1, 2014	-
	10.25%	-	-	-	-	1,571.36	June 1, 2014	-
	10.50%	-	-	-	-	3,513.52	June 1, 2014	-
	10.75%	-	-	-	-	770.56	June 1, 2014	-
Total		**-**	**4,461.43**	**-**	**16,597.32**	**7,472.34**		

Nature of Security

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

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

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

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

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

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

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

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

vi) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each - (2011)

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014*	Redeemable at par on	Put and Call option
Option -I *	11.60% *	-	-	-	-	53,470.83	July 11, 2016	July 12, 2015
	11.35%	-	-	-	-	24,313.78	July 11, 2016	July 12, 2015
	11.10%	-	-	-	-	7,340.36	July 11, 2016	July 12, 2015
Total		**-**	**-**	**-**	**-**	**85,124.97**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil, March 31, 2014: Rs. 0.06 lacs)

Current maturity **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Option -I	11.60% *	-	-	52,241.36	53,467.20	-	July 11, 2016	July 12, 2015
	11.35%	-	-	23,254.35	24,304.40	-	July 11, 2016	July 12, 2015
	11.10%	-	-	7,264.68	7,324.64	-	July 11, 2016	July 12, 2015
Option –II	11.35% *	-	-	-	-	3,462.05	July 11, 2014	-
	11.10%	-	-	-	-	3,173.19	July 11, 2014	-
	11.00%	-	-	-	-	8,239.72	July 11, 2014	-
Total		**-**	**-**	**82,760.39**	**85,096.24**	**14,874.96**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 0.06 lacs, March 31, 2015: Rs. 0.06 lacs, March 31, 2014: Rs. 0.08 lacs)

Nature of Security

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

The Company has utilised the entire sum of Rs. 99,999.93 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

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

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

The Company has bought back NCDs of Rs. 28.73 lacs on October 28, 2014 and as per the terms of the issue Rs. 14,874.96 lacs were redeemed on July 11, 2014.

Put options were exercised for option I on July 12, 2015 and Rs. 225.45 lacs were paid on August 12, 2015 and Rs. 2,110.40 lacs were paid on August 13, 2015 in compliance with the terms of issue.

As per the terms of the issue Rs. 82,760.39 lacs were redeemed on July 11, 2016.

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

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Series –I	11.15%	-	-	-	-	8,569.28	August 9, 2015	-
	10.25%	-	-	-	-	14,894.88	August 9, 2015	-
Series –II *	11.40% *	-	-	13,382.08	13,349.04	13,423.10	August 9, 2017	-
	10.50%	-	-	12,812.18	12,845.22	12,788.11	August 9, 2017	-
Series –III	11.15%	-	-	-	-	3,725.06	August 9, 2015	-
	10.25%	-	-	-	-	161.04	August 9, 2015	-
Series –IV *	11.40% *	-	-	6,288.04	6,251.50	6,315.11	August 9, 2017	-
	10.50%	-	-	139.09	175.63	123.42	August 9, 2017	-
Total		**-**	**-**	**32,621.39**	**32,621.39**	**60,000.00**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 0.50 lacs, March 31, 2015: Rs. 0.50 lacs, March 31, 2014: Rs. 0.50 lacs)

Current maturity **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017 *	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series –I	11.15%	-	-	-	8,572.90	-	August 9, 2015	-
	10.25%	-	-	-	14,871.99	-	August 9, 2015	-
Series –II	11.40% *	-	13,393.84	-	-	-	August 9, 2017	-
	10.50%	-	12,800.42	-	-	-	August 9, 2017	-
Series –III	11.15%	-	-	-	3,731.19	-	August 9, 2015	-
	10.25%	-	-	-	147.68	-	August 9, 2015	-
Series –IV	11.40% *	-	6,329.07	-	-	-	August 9, 2017	
	10.50%	-	98.06	-	-	-	August 9, 2017	
Total		**-**	**32,621.39**	**-**	**27,323.76**	**-**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil, March 31, 2014: Rs. Nil) issued to related parties .

Nature of Security

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

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

Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.
The Company has bought back non-convertible debentures of Rs. 54.85 lacs on October 28, 2014.
As per the terms of the issue Rs. 27,323.76 lacs were redeemed on August 7, 2015 and Rs. 32,621.39 lacs were redeemed on August 9, 2017.

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

Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017*	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Series -I*	10.90%*	-	-	-	12,850.81	12,829.17	August 1, 2016	-
	9.65%	-	-	-	13,542.26	13,568.20	August 1, 2016	-
Series –II*	11.15%*	-	-	11,558.97	11,561.58	11,586.22	July 31, 2017	-
	9.80%	-	-	3,381.06	3,378.46	3,356.06	July 31, 2017	-
	11.15%*	-	11,549.21	11,558.97	11,561.58	11,586.22	July 31, 2018	-
	9.80%	-	3,390.83	3,381.07	3,378.46	3,356.07	July 31, 2018	-
Series –III	10.63%	-	5,812.11	5,822.11	5,801.02	5,797.30	July 31, 2018	-
	9.40%	-	84.91	74.91	96.00	104.42	July 31, 2018	-
Series –IV*	10.90%*	-	-	-	6,044.39	6,075.57	August 1, 2016	-
	9.65%	-	-	-	72.64	43.60	August 1, 2016	-
Series –V	11.15%	-	-	2,597.72	2,631.70	2,637.50	July 31, 2017	-
	9.80%	-	-	43.63	9.66	5.61	July 31, 2017	-
	11.15%	-	2,619.12	2,597.72	2,631.70	2,637.50	July 31, 2018	-
	9.80%	-	22.23	43.64	9.64	5.60	July 31, 2018	-
Total		-	**23,478.41**	**41,059.80**	**73,569.90**	**73,589.04**		

* includes Rs. Nil (March 31, 2017: Rs. 1.20 lacs, March 31, 2016: Rs. 1.20 lacs, March 31, 2015: Rs. 10.75 lacs and March 31, 2014: Rs. 10.75 lacs) issued to related parties.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018*	As at March 31, 2017	As at March 31, 2016*	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series -I *	10.90% *	-	-	12,819.78	-	-	August 1, 2016	-
	9.65%	-	-	13,573.29	-	-	August 1, 2016	-
Series –II*	11.15%	-	11,549.21	-	-	-	July 31, 2017	-
	9.80%	-	3,390.83	-	-	-	July 31, 2017	-
	11.15% *	11,565.05	-	-	-	-	July 31, 2018	-
	9.80%	3,374.99	-	-	-	-	July 31, 2018	-
Series - III	10.63%	5,823.40	-	-	-	-	July 31, 2018	-
	9.40%	73.62	-	-	-	-	July 31, 2018	-
Series –IV *	10.90% *	-	-	6,067.30	-	-	August 1, 2016	-
	9.65%	-	-	49.73	-	-	August 1, 2016	-
Series –V	11.15%	-	2,619.12	-	-	-	July 31, 2017	-
	9.80%	-	22.23	-	-	-	July 31, 2017	-
	11.15%	2,634.62	-	-	-	-	July 31, 2018	-
	9.80%	6.73	-	-	-	-	July 31, 2018	-
Total		**23,478.41**	**17,581.39**	**32,510.10**	**-**	**-**		

* includes Rs. 0.60 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 9.55 lacs, March 31, 2015: Rs. Nil, March 31, 2014: Rs. Nil) issued to related parties.

Nature of Security

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

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

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

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

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

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

Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017*	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Series -I*	11.25% *	-	-	-	7,745.00	7,762.63	October 24, 2016	-
	10.75%	-	-	-	19,390.84	19,373.21	October 24, 2016	-
Series –II *	11.50% *	-	3,165.95	3,165.18	3,167.15	3,164.51	October 24, 2018	-
	10.75%	-	7,487.57	7,488.34	7,486.37	7,489.01	October 24, 2018	-
Series –III	11.75%	4,695.66	4,695.64	4,703.56	4,710.54	4,734.26	October 24, 2020	-
	10.75%	3,061.89	3,061.91	3,053.99	3,047.01	3,023.29	October 24, 2020	-
Series –IV	11.25%	-	-	-	2,250.99	2,253.65	October 24, 2016	-
	10.75%	-	-	-	14.61	11.95	October 24, 2016	-
Series –V	11.50%	-	806.75	806.60	809.92	809.97	October 24, 2018	-
	10.75%	-	8.22	8.37	5.05	5.00	October 24, 2018	-
Series –VI	11.75%	1,347.03	1,347.84	1,349.17	1,348.34	1,370.42	October 24, 2020	-
	10.75%	25.49	24.68	23.35	24.18	2.10	October 24, 2020	-
Total		**9,130.07**	**20,598.56**	**20,598.56**	**50,000.00**	**50,000.00**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs, March 31, 2016: Rs. 0.50 lacs, March 31, 2015: Rs. 1.80 lacs and March 31, 2014: Rs. 1.80 lacs) issued to related parties.

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018 *	As at March 31, 2017	As at March 31, 2016*	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series - I *	11.25% *	-	-	7,749.14	-	-	October 24, 2016	-
	10.75% *	-	-	19,386.70	-	-	October 24, 2016	-
Series - II *	11.50% *	3,181.74	-	-	-	-	October 24, 2018	-
	10.75%	7,471.78	-	-	-	-	October 24, 2018	-
Series - IV	11.25%	-	-	2,250.16	-	-	October 24, 2016	-
	10.75%	-	-	15.44	-	-	October 24, 2016	-
Series - V	11.50%	802.55	-	-	-	-	October 24, 2018	-
	10.75%	12.42	-	-	-	-	October 24, 2018	-
Total		**11,468.49**	**-**	**29,401.44**	**-**	**-**		

* includes Rs. 0.50 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 6.3 lacs, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil) issued to related parties.

Nature of Security

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

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

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

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

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

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series I	9.85%	-	-	111,397.42	111,578.53	-	July 15, 2017	-
	11.00%	-	-	6,980.86	6,571.96	-	July 15, 2017	-
	11.25%	-	-	7,514.40	7,742.19	-	July 15, 2017	-
Series II	10.00%	33,141.05	33,150.36	33,235.44	33,145.30	-	July 15, 2019	-
	11.25%	3,463.73	3,328.32	3,175.43	3,138.76	-	July 15, 2019	-
	11.50%	1,806.25	1,932.35	2,000.16	2,126.97	-	July 15, 2019	-
Series III	10.15%	5,343.24	5,333.34	5,334.05	5,588.00	-	July 15, 2021	-
	11.50%	6,085.86	5,834.06	5,765.62	5,327.02	-	July 15, 2021	-
	11.75%	2,177.77	2,439.47	2,507.20	2,691.85	-	July 15, 2021	-
Series IV	9.57%	20.33	31.42	45.42	51.76	-	July 15, 2019	-
	10.71%	1,706.96	1,619.62	1,512.84	1,427.85	-	July 15, 2019	-
	10.94%	1,056.35	1,132.60	1,225.38	1,304.03	-	July 15, 2019	-
Series V	9.71%	9.39	3.45	2.51	2.17	-	July 15, 2021	-
	10.94%	2,528.16	2,422.77	2,158.80	2,090.82	-	July 15, 2021	-
	11.17%	981.11	1,092.44	1,357.35	1,425.67	-	July 15, 2021	-
Series VI	9.85%	-	-	5,007.91	5,018.55	-	July 15, 2017	-
	11.00%	-	-	2,899.34	2,803.29	-	July 15, 2017	-
	11.25%	-	-	1,032.70	1,118.11	-	July 15, 2017	-
Series VII	10.00%	14.72	2.71	6.05	4.55	-	July 15, 2019	-
	11.25%	1,083.14	1,067.94	1,048.43	1,023.08	-	July 15, 2019	-
	11.50%	422.37	449.58	465.75	492.60	-	July 15, 2019	-
Series VIII	10.15%	31.86	25.25	33.57	33.17	-	July 15, 2021	-
	11.50%	2,025.80	1,971.58	1,947.07	1,893.46	-	July 15, 2021	-
	11.75%	753.99	814.82	831.01	885.02	-	July 15, 2021	-
Total		**62,652.08**	**62,652.08**	**197,484.71**	**197,484.71**	-		

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series I	9.85%	-	111,396.77	-	-	-	July 15, 2017	-
	11.00%	-	7,215.46	-	-	-	July 15, 2017	-
	11.25%	-	7,280.45	-	-	-	July 15, 2017	-
Series - VI	9.85%	-	5,506.59	-	-	-	July 15, 2017	-
	11.00%	-	2,466.85	-	-	-	July 15, 2017	-
	11.25%	-	966.51	-	-	-	July 15, 2017	-
Total		-	**134,832.63**	-	-	-		

Nature of security

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

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

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

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

(Rs. in lacs)

Total non-convertible debentures-secured (gross of unamortised discount on debenture) (Non current)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Privately placed (i+ii+iii)	1,848,370.00	1,313,495.83	761,693.72	1,027,234.86	605,899.06
Public issue (iv+v+vi+vii+viii+ix+x)	71,782.15	106,729.05	296,225.89	353,676.00	285,439.97
Total non-convertible debentures-secured	**1,920,152.15**	**1,420,224.88**	**1,057,919.61**	**1,380,910.86**	**891,339.03**
Less: issued to related parties	-	1.70	2.20	19.89	17.33
Issued to other than related parties	**1,920,152.15**	**1,420,223.18**	**1,057,917.41**	**1,380,890.97**	**891,321.70**

(Rs. in lacs)

Total non-convertible debentures- secured (gross of unamortised discount on debenture) (Current maturity)	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
Privately placed (i+ii+iii)	478,465.08	225,046.59	410,031.31	267,851.65	390,263.52
Public issue (iv+v+vi+vii+viii+ix+x)	34,946.90	189,496.84	144,671.93	129,017.32	34,074.95
Total non-convertible debentures- secured	**513,411.98**	**414,543.43**	**554,703.24**	**396,868.97**	**424,338.47**
Less: issued to related parties	1.10	0.50	17.75	2.44	1.39
Issued to other than related parties	**513,410.88**	**414,542.93**	**554,685.49**	**396,866.53**	**424,337.08**

C) Redeemable non-convertible debentures- Unsecured

Privately placed unsecured redeemable non-convertible debentures of Rs. 1,000,000/- each
Terms of repayment as on March 31, 2018
Long term borrowing
Outstanding as at March 31, 2018: Rs. Nil.

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

Terms of repayment as on March 31, 2017
Long term borrowing
Outstanding as at March 31, 2017: Rs. Nil.

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

Terms of repayment as on March 31, 2016
Long term borrowing
Outstanding as at March 31, 2016: Rs. Nil.

Current maturity
Outstanding as at March 31, 2016: Rs. Nil.

Terms of repayment as on March 31, 2015
Long term borrowing
Outstanding as at March 31, 2015: Nil.

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Notes forming part of reformatted statement of assets and liabilities

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

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%	**>=10% <12%^**	**Total**
upto 12 months^	-	2,150.00	**2,150.00**
Total	**-**	**2,150.00**	**2,150.00**

^NCDs amounting to Rs. 2,150.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Terms of repayment as on March 31, 2014
Long term borrowing (gross of unamortised discount on debenture of Rs. Nil)

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%^	**>=10% <12%^**	**Total**
12-24 months^	-	2,150.00	2,150.00
Total	**-**	**2,150.00**	**2,150.00**

^NCDs amounting to Rs. 2,150.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Current maturity (gross of unamortised discount on debenture of Rs. 110.08 lacs)

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%^	**>=10% <12%^¥**	**Total**
upto 12 months^¥	22,750.00	56,830.00	79,580.00
Total	**22,750.00**	**56,830.00**	**79,580.00**

^NCDs amounting to Rs. 23,170.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.07%	25,000.00	April 30, 2014
Total		**25,000.00**	

D) Senior secured notes
Senior secured notes of Rs. 10,000,000/- each
Terms of repayment

Long-term borrowing **(Rs. in lacs)**

Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on
Senior secured notes	8.10%	84,000.00	-	-	-	-	June 8, 2023
Senior secured notes	7.90%	32,000.00	-	-	-	-	March 12, 2021
Senior secured notes	8.25%	135,000.00	135,000.00	-	-	-	February 18, 2020
Total		**251,000.00**	**135,000.00**	**-**	**-**	**-**	

During the year ended March 31, 2018, the Company issued senior secured notes in offshore market (notes) aggregating to INR 116,000 Lacs consisting of INR 84,000 lacs 8.10% notes due 2023 and INR 32,000 lacs 7.90% notes due 2021 payable in US dollars under INR 500,000 lacs Medium Term Note Programme. The notes issued by the Company are listed on Singapore Stock Exchange (SGX- ST).

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

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

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

Current maturity
Outstanding as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014: Rs. Nil.

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

E) Term loans from bank- unsecured

As at March 31, 2018
Terms of repayment
Outstanding as at March 31, 2018 : Rs. Nil.

As at March 31, 2017
Terms of repayment **(Rs. in lacs)**

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

As at March 31, 2016
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
12-24 months	13.45%	Bullet frequency	10,000.00	-
upto 12 months	9.60%	Bullet frequency	-	12,000.00
Total			**10,000.00**	**12,000.00**

As at March 31, 2015
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
24-36 months	14.00%	Bullet frequency	10,000.00	-
Total			**10,000.00**	**-**

As at March 31, 2014
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	14.00%	Bullet frequency	10,000.00	-
Total			**10,000.00**	**-**

F) Term loans from banks -secured

As at March 31, 2018
Terms of repayment
Long term borrowing **(Rs. in lacs)**

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

Loans are classified in respective time buckets based on option date.

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	8.60% to 9.50%	12 to 20 installments of quarterly and specific frequency	262,371.54	59,875.00
36-48 months	8.10% to 9.95%	15 to 20 installments of quarterly frequency	279,909.74	104,416.67
24-36 months	8.40% to 10.05%	6 to 36 installments of monthly, quarterly, half-yearly and specific frequency	144,256.16	84,225.00
12-24 months	2.59% to 10.65%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	137,008.37	191,429.00
upto 12 months	8.15% to 10.35%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	155,940.20
Total			**823,545.81**	**595,885.87**

Loans are classified in respective time buckets based on option date.

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

As at March 31, 2016
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	9.40% to 9.95%	16 to 20 installments of quarterly frequency	361,106.87	96,187.50
36-48 months	9.45% to 10.25%	16 to 20 installments of quarterly frequency	190,066.72	70,225.00
24-36 months	9.25% to 10.65%	3 to 48 installments of monthly, quarterly, half -yearly and yearly frequency	285,536.33	175,512.33
12-24 months	9.34% to 10.60%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	101,692.84	131,893.67
upto 12 months	9.20% to 11.00%	1 to 60 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	281,909.86
Total			**938,402.76**	**755,728.36**

Loans are classified in respective time buckets based on option date.

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans.

As at March 31, 2015
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	10.35% to 10.75%	16 to 20 installments of quarterly frequency	207,061.63	49,812.50
36-48 months	10.10% to 11.25%	10 to 48 installments of monthly, quarterly and half-yearly frequency	303,609.73	88,000.00
24-36 months	10.35% to 11.25%	5 to 48 installments of monthly, quarterly, half-yearly, yearly and specific frequency	202,164.10	119,568.67
12-24 months	9.85% to 11.25%	1 to 60 installments of bullet, monthly, quarterly, half-yearly and specific frequency	184,205.10	108,214.29
upto 12 months (* refer security details)	9.00% to 12.25%	3 to 60 installments of monthly, quarterly, half-yearly and yearly frequency	-	70,043.00
Total			**897,040.56**	**435,638.46**

Loans are classified in respective time buckets based on option date.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Nature of security	**As at March 31, 2015**
a) * includes secured by hypothecation of vehicles for own use	0.44
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,332,678.58
Total	**1,332,679.02**

As at March 31, 2014
Terms of repayment
Long term borrowing

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	**Rate of interest**	**Repayment details**	**Non-current portion**	**Current maturities**
48-60 months	10.50% to 11.20%	10 to 48 installments of monthly, quarterly and half-yearly frequency	126,488.69	32,000.00
36-48 months	10.35% to 11.25%	5 to 48 installments of monthly, quarterly, half-yearly & yearly frequency	308,208.36	116,668.67
24-36 months	10.00% to 11.75%	1 to 60 installments of bullet, monthly, quarterly, half-yearly and yearly frequency	213,203.52	110,714.29
12-24 months (* refer security details)	9.00% to 12.25%	1 to 60 installments of bullet, monthly, quarterly and half-yearly frequency	70,547.99	58,486.01
Upto 12 months	9.75% to 12.75%	1 to 48 installments of bullet, monthly and quarterly frequency	-	74,313.69
Total			**718,448.56**	**392,182.66**

(Rs. in lacs)

Nature of security	**As at March 31, 2014**
a) * includes secured by hypothecation of vehicles for own use	2.91
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,110,628.31
Total	**1,110,631.22**

G) Deposits from public - unsecured [Refer Annexure VI Note 6]

Terms of repayment as on March 31, 2018

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12%	
48-60 months €	88,915.77	-	**88,915.77**
36-48 months €	72,392.40	-	**72,392.40**
24-36 months €	189,453.98	-	**189,453.98**
12-24 months €	146,601.21	23,512.29	**170,113.50**
Total	**497,363.36**	**23,512.29**	**520,875.65**
Current maturity			
Upto 12 months €	**255,478.75**	**12,763.43**	**268,242.18**

€ includes Rs. 7.13 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12% €	
48-60 months €	65,550.35	-	**65,550.35**
36-48 months €	58,806.65	-	**58,806.65**
24-36 months €	133,919.38	23,689.74	**157,609.12**
12-24 months €	222,523.88	12,745.91	**235,269.79**
Total	**480,800.26**	**36,435.65**	**517,235.91**
Current maturity			
Upto 12 months €	**64,474.49**	**253,118.12**	**317,592.61**

€ includes Rs. 6.47 lacs issued to related parties.

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10% €	>= 10% < 12% €	
48-60 months	36,763.33	-	**36,763.33**
36-48 months	8,220.08	24,012.53	**32,232.61**
24-36 months €	204,554.94	12,815.20	**217,370.14**
12-24 months €	31,918.55	256,384.14	**288,302.70**
Total	**281,456.90**	**293,211.87**	**574,668.77**
Current maturity			
Upto 12 months €	**43,245.42**	**133,620.57**	**176,865.99**

€ includes Rs. 6.88 lacs issued to related parties.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2015
Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12% €	
48-60 months	5,133.39	23,983.59	**29,116.98**
36-48 months	305.36	12,897.04	**13,202.40**
24-36 months €	18,701.02	258,685.82	**277,386.84**
12-24 months €	9,718.23	135,494.81	**145,213.04**
Total	**33,858.00**	**431,061.26**	**464,919.26**
Current maturity			
Upto 12 months	**36,678.28**	**27,103.71**	**63,781.99**

€ includes Rs. 3.61 lacs issued to related parties.

Terms of repayment as on March 31, 2014
Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12% €	
48-60 months	-	9,013.49	**9,013.49**
36-48 months	-	5,956.24	**5,956.24**
24-36 months €	0.02	133,374.60	**133,374.62**
12-24 months	13,673.22	27,493.46	**41,166.68**
Total	**13,673.24**	**175,837.79**	**189,511.03**
Current maturity			
Upto 12 months	**19,282.14**	**18,178.57**	**37,460.71**

€ includes Rs. 2.09 lacs issued to related parties.

(Rs. in lacs)

Total Deposits from public- Unsecured (Non -current)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total Deposits from public	520,875.65	517,235.91	574,668.77	464,919.26	189,511.03
Less: issued to related parties	4.30	4.51	4.79	3.61	2.09
Issued to other than related parties	**520,871.35**	**517,231.40**	**574,663.98**	**464,915.65**	**189,508.94**

(Rs. in lacs)

Total Deposits from public- Unsecured (Current maturity)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total Deposits from public	268,242.18	317,592.61	176,865.99	63,781.99	37,460.71
Less: issued to related parties	2.83	1.96	2.09	-	-
Issued to other than related parties	**268,239.35**	**317,590.65**	**176,863.90**	**63,781.99**	**37,460.71**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

H) Deposits from corporates - unsecured
Terms of repayment as on March 31, 2018

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	502.61	-	**502.61**
36-48 months	447.40	-	**447.40**
24-36 months	3,504.41	-	**3,504.41**
12-24 months	4,101.99	29.00	**4,130.99**
Total	**8,556.41**	**29.00**	**8,585.41**
Current maturity			
Upto 12 months	**12,229.73**	**64.34**	**12,294.07**

Terms of repayment as on March 31, 2017
Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	386.75	-	**386.75**
36-48 months	430.00	-	**430.00**
24-36 months	491.45	29.00	**520.45**
12-24 months	2,649.67	61.70	**2,711.37**
Total	**3,957.87**	**90.70**	**4,048.57**
Current maturity			
Upto 12 months	**5,133.16**	**3,407.94**	**8,541.10**

Terms of repayment as on March 31, 2016
Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	383.00	-	**383.00**
36-48 months	4.00	33.80	**37.80**
24-36 months	2,295.62	61.70	**2,357.32**
12-24 months	1,192.27	3,427.95	**4,620.21**
Total	**3,874.89**	**3,523.45**	**7,398.34**
Current maturity			
Upto 12 months	**20,065.64**	**697.93**	**20,763.57**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

Terms of repayment as on March 31, 2015

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	3.00	33.80	**36.80**
36-48 months	-	61.70	**61.70**
24-36 months	687.00	3,488.65	**4,175.65**
12-24 months	156.14	727.93	**884.07**
Total	**846.14**	**4,312.08**	**5,158.22**
Current maturity			
Upto 12 months	**1,033.40**	**1,117.00**	**2,150.40**

Terms of repayment as on March 31, 2014

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	-	61.70	**61.70**
36-48 months	-	11.89	**11.89**
24-36 months	-	750.49	**750.49**
12-24 months	652.43	1,425.00	**2,077.43**
Total	**652.43**	**2,249.08**	**2,901.51**
Current maturity			
Upto 12 months	**220.48**	**330.57**	**551.05**

(Rs. in lacs)

Total Deposits from corporate-Unsecured (Non -current)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total Deposits from corporate	8,585.41	4,048.57	7,398.34	5,158.22	2,901.51
Less: issued to related parties	-	-	-	-	-
Issued to other than related parties	**8,585.41**	**4,048.57**	**7,398.34**	**5,158.22**	**2,901.51**

(Rs. in lacs)

Total Deposits from corporate-Unsecured (Current maturity)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total Deposits from corporate	12,294.07	8,541.10	20,763.57	2,150.40	551.05
Less: issued to related parties	-	-	-	-	-
Issued to other than related parties	**12,294.07**	**8,541.10**	**20,763.57**	**2,150.40**	**551.05**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

I) Term loan from financial institution/corporate -secured

As at March 31, 2018
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	8.25% to 8.85%	11 to 20 installments of quarterly and specific frequency	111,250.00	47,000.00
24-36 months	8.75% to 9.25%	1 to 20 installments of bullet and quarterly frequency	77,000.00	16,000.00
12-24 months	9.25%	20 installments of quarterly frequency	4,500.00	6,000.00
upto 12 months	10.50%	6 installments of half-yearly frequency	-	8,333.33
Total			**192,750.00**	**77,333.33**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
Over 60 months	8.60% to 8.85%	11 to 20 installments of quarterly and specific frequency	46,500.00	13,500.00
36-48 months	9.50%	20 installments of quarterly frequency	43,000.00	16,000.00
24-36 months	9.10% to 9.50%	1 to 20 installments of bullet and quarterly frequency	60,500.00	6,000.00
12-24 months	10.50%	6 installments of half-yearly frequency	8,333.33	16,666.67
upto 12 months	9.50%	20 installments of specific frequency	-	7,500.00
Total			**158,333.33**	**59,666.67**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

As at March 31, 2016
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	9.70%	20 installments of quarterly frequency	59,000.00	16,000.00
36-48 months	9.70%	20 installments of quarterly frequency	16,500.00	6,000.00
24-36 months	10.50%	6 installments of half -yearly frequency	25,000.00	16,666.67
12-24 months	9.70%	20 installments of specific frequency	7,500.00	10,000.00
upto 12 months	9.70% to 10.00%	1 to 12 installments of bullet and specific frequency	-	28,900.00
Total			**108,000.00**	**77,566.67**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2015
Long term borrowing
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	10.00%	20 installments of quarterly frequency	22,500.00	6,000.00
24-36 months	10.00%	20 installments of specific frequency	17,500.00	10,000.00
12-24 months	10.00%	1 to 12 installments of bullet and specific frequency	28,900.00	16,800.00
upto 12 months	10.00%	11 installments of specific frequency	-	5,000.00
Total			**68,900.00**	**37,800.00**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

As at March 31, 2014

Long term borrowing

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	11.10%	20 installments of quarterly frequency	27,500.00	10,000.00
24-36 months	10.50%	11 installments of quarterly frequency	33,200.00	16,800.00
12-24 months	11.00%	10 installments of quarterly frequency	5,000.00	12,000.00
Total			**65,700.00**	**38,800.00**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Total Long term borrowings - Non Current portion **(Rs. in lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured borrowings	3,140,056.95	2,537,104.02	2,104,322.29	2,346,823.50	1,675,341.94
Unsecured borrowings	897,535.18	832,914.29	922,645.09	810,252.98	595,866.95
Total Long term borrowings - Non-current portion	**4,037,592.13**	**3,370,018.31**	**3,026,967.38**	**3,157,076.48**	**2,271,208.89**

Total Long term borrowings - Current Maturities **(Rs. in lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured borrowings	1,159,685.80	1,070,095.89	1,387,970.60	870,189.70	854,738.98
Unsecured borrowings	366,991.94	372,581.88	231,097.08	134,211.30	167,923.40
Total Long term borrowings - Current maturities	**1,526,677.74**	**1,442,677.77**	**1,619,067.68**	**1,004,401.00**	**1,022,662.38**

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Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 4 - Other long-term liabilities	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Interest accrued but not due on loans	63,679.45	66,136.39	69,421.52	57,229.69	48,797.04
Unrealised gain on securitisation @	80,867.52	49,131.34	30,657.73	24,387.06	35,842.13
Payable on account of Securitisation/assignment	3,240.75	8,674.69	775.29	19,151.36	-
Payable on account of forward contracts	-	752.68	-	-	-
Creditors for capital expenditure	-	-	-	-	-
Retention and others	15,471.86	15,065.25	16,271.38	15,517.51	12,232.25
Other liabilities	55.84	776.38	1,752.07	1,967.17	1,202.54
	163,315.42	**140,536.73**	**118,877.99**	**118,252.79**	**98,073.96**

@ Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.

(Rs. in lacs)

Note- 5 - Long-term provisions	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
For employee benefits					
For gratuity	-	-	-	-	-
For others					
For non-performing assets [Refer Annexure VI Note 14]	519,957.80	374,944.43	272,654.14	151,501.84	114,759.11
For diminution in fair value of restructured loans	4,566.77	-	-	-	-
For contingent provision on standard assets [Refer Annexure VI Note 14]	19,930.36	14,449.40	11,617.54	7,148.53	5,044.61
For credit loss on securitisation	-	-	-	-	7,370.36
	544,454.93	**389,393.83**	**284,271.68**	**158,650.37**	**127,174.08**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 6 - Short-term borrowings	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Secured					
Redeemable non convertible debentures	5,000.00	75,000.00	25,000.00	-	41,000.00
Term loans					
From banks	232,384.55	157,346.93	102,625.00	236,344.91	194,799.86
From financial institutions / corporates	10,000.00	-	-	-	10,000.00
Loans repayable on demand - Secured					
Cash credit	68,206.70	247,076.82	201,410.34	17,022.32	35,213.34
Unsecured					
Term loans from banks	-	16,000.00	4,000.00	12,000.00	2,200.00
Inter corporate deposits from subsidiary/associate [Refer Annexure VI Note 15]	2,835.00	2,890.00	-	-	-
Unsecured loan from subsidiary	-	-	-	773.36	-
Commercial papers from other than banks	455,500.00	-	-	-	16,000.00
Less: Unamortised discount	(6,280.29)	-	-	-	(623.41)
	449,219.71	-	-	-	15,376.59
	767,645.96	**498,313.75**	**333,035.34**	**266,140.59**	**298,589.79**

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

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

Terms of repayment as on March 31, 2018

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	<=10% *	**Total**
Upto 12 months *	5,000.00	**5,000.00**
Total	**5,000.00**	**5,000.00**

* Includes 1 NCD of Rs. 5,000.00 lacs partly paid to the extent of Rs. 50,000/-

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

Sr No	Rate of interest	Amount	Put/Call option date
1	8.10%	5,000.00	May 30, 2018
Total		**5,000.00**	

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

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

Terms of repayment as on March 31, 2017

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**	
	<=10%	**Total**
Upto 12 months	75,000.00	**75,000.00**
Total	**75,000.00**	**75,000.00**

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

Sr No	**Rate of interest**	**Amount**	**Put/Call option date**
1	8.06%	50,000.00	November 1, 2017
2	8.11%	25,000.00	March 29, 2018
Total		**75,000.00**	

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

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

Terms of repayment as on March 31, 2016

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**	
	<=10%	**Total**
Upto 12 months	25,000.00	**25,000.00**
Total	**25,000.00**	**25,000.00**

Nature of security
Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.
Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

Terms of repayment as on March 31, 2015
Outstanding as at March 31, 2015 : Nil.

Terms of repayment as on March 31, 2014

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	>=10% <12%¥	Total
Upto 12 months	**40,000.00**	**40,000.00**

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.95%	30,000.00	September 26, 2014
2	10.72%	7,500.00	September 24, 2014
3	10.72%	2,500.00	September 24, 2014
Total		**40,000.00**	

Nature of security
Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.
Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

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

Terms of repayment as on March 31, 2018
Outstanding as at March 31, 2018 : Rs. Nil.

Terms of repayment as on March 31, 2017
Outstanding as at March 31, 2017 : Rs. Nil.

Terms of repayment as on March 31, 2016
Outstanding as at March 31, 2016: Rs. Nil.

Terms of repayment as on March 31, 2015
Outstanding as at March 31, 2015 : Rs. Nil.

Terms of repayment as on March 31, 2014 **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	>= 10% < 12%*¥	Total
Upto 12 months	1,000.00	**1,000.00**
Total	**1,000.00**	**1,000.00**

*Partly paid to the extent of Rs. 1,00,000/-

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

Sr No	Rate of interest	Amount	Put/Call option date
1	10.50%	1,000.00	August 19, 2014

Nature of security
Secured by specific assets covered under hypothecation loan and by way of exclusive charge and equitable mortgage of immovable property.
Debentures may be bought back subject to applicable statutory and/or regulatory requirements, upon the terms and conditions as may be decided by the Company.

B) Term loans from banks -Secured

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	3.16% to 9.07%	1 to 16 installments of bullet, quarterly and half-yearly frequency	232,384.55
Total			**232,384.55**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	8.15% to 9.52%	1 to 16 installments of bullet, monthly and quarterly frequency	157,346.93
Total			**157,346.93**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2016
upto 12 months	9.30% to 9.80%	1 to 16 installments of bullet and quarterly frequency	102,625.00
Total			**102,625.00**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015
upto 12 months	9.75% to 11.00%	1 to 20 installments of bullet and quarterly frequency	236,344.91
Total			**236,344.91**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
upto 12 months	10.00 % to 11.25%	Bullet frequency	194,799.86
Total			**194,799.86**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

C) Term loans from financial institution -Secured

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	8.75%	Bullet frequency	10,000.00
Total			**10,000.00**

Outstanding as at March 31, 2017, March 31, 2016, March 31, 2015 : Rs. Nil.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.25%	Bullet frequency	10,000.00
Total			**10,000.00**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

D) Cash Credit from bank

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Rate of interest	8.10% to 11.65%	8.60% to 11.95%	9.55% to 12.55%	9.90% to 12.25%	10.50% to 15.50%
Secured by hypothecation of specific assets covered under hypothecation loan agreements	68,206.70	247,076.82	201,410.34	17,022.32	35,213.34
Total	**68,206.70**	**247,076.82**	**201,410.34**	**17,022.32**	**35,213.34**

E) Term loans from bank -unsecured

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

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	9.00%	Bullet frequency	16,000.00
Total			**16,000.00**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2016
upto 12 months	9.60%	Bullet frequency	4,000.00
Total			**4,000.00**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015
upto 12 months	10.00%	Bullet frequency	12,000.00
Total			**12,000.00**

Terms of repayment (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.00%	Bullet frequency	2,200.00
Total			**2,200.00**

F) Inter corporate deposits from subsidiary/associate

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	9.50%	Bullet frequency	2,835.00
Total			**2,835.00**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of Interest	Repayment Details	As on March 31, 2017
Upto 12 months	9.50%	Bullet frequency	2,890.00
Total			**2,890.00**

Terms of repayment
Outstanding as at March 31, 2016, March 31, 2015 and March 31, 2014 : Nil.

G) Unsecured loan from subsidiary/associate

Terms of repayment
Outstanding as at March 31, 2018, March 31, 2017 and March 31, 2016 : Nil.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015
Upto 12 months	10.65%	Bullet frequency	773.36
Total			**773.36**

Outstanding as at March 31, 2014: Nil.

H) Commercial papers from other than banks (net of unamortised discount)

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	7.86 % to 8.12 %	Bullet frequency	449,219.71
Total			**449,219.71**

Outstanding as at March 31, 2017, March 31, 2016 and March 31, 2015 is Rs. Nil.

Note

The amount of commercial paper is disclosed at net value. The amount of unamortised discount on commercial paper is Rs. 6,280.29 lacs.

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As on March 31, 2014
Upto 12 months	10.20 % to 10.35 %	Bullet frequency	15,376.59
Total			**15,376.59**

Note

The amount of commercial paper is disclosed at net value. The amount of unamortised discount on commercial paper is Rs. 623.41 lacs.

Total Short-term borrowings **(Rs. in lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured borrowings	315,591.25	479,423.75	329,035.34	253,367.23	281,013.20
Unsecured borrowings	452,054.71	18,890.00	4,000.00	12,773.36	17,576.59
Total Short-term borrowings (A+B+C+D+E+F+G+H)	**767,645.96**	**498,313.75**	**333,035.34**	**266,140.59**	**298,589.79**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 7 - Other current liabilities	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Current maturities of long term debts [Refer Annexure IV Note 3]	1,526,677.74	1,442,677.77	1,619,067.68	1,004,401.00	1,022,662.38
Interest accrued but not due on loans	154,433.75	141,585.23	106,312.92	101,569.80	100,142.54
Investor Education and Protection Fund shall be credited by the following amounts (as and when due)*					
- Unclaimed dividend	1,310.11	1,083.21	923.26	821.59	773.97
- Unclaimed matured deposits and interest accrued thereon	20,737.92	15,530.53	6,553.91	3,718.52	4,496.26
- Unclaimed matured debentures and interest accrued thereon	3,539.22	5,755.28	9,327.74	5,566.28	6,324.62
- Unclaimed matured subordinate debts and interest accrued thereon	1,928.31	1,140.75	2,028.85	1,855.92	6,295.16
Temporary credit balance in bank accounts	10,550.58	8,125.98	4,069.14	3,418.49	3,614.54
Statutory dues payable	4,291.65	3,665.97	3,085.37	2,391.02	2,003.92
Unrealised gain on securitisation @	112,828.97	88,432.02	66,307.82	50,009.19	78,270.16
Payable on account of Securitisation/assignment	146,243.68	121,897.70	76,014.26	59,638.56	-
Insurance premium payable	2,029.92	3,277.16	1,997.07	1,013.31	789.44
Advance from Customers	3,040.06	3,262.35	2,036.21	1,045.29	424.83
Payable to dealers	3,820.36	1,601.93	-	242.36	287.79
Income received in advance	1,167.57	678.44	422.62	-	-
Payable on account of forward contracts	1,681.39	553.49	-	-	-
Creditors for capital expenditure	925.53	117.45	198.89	274.85	128.96
Retention and others	9,171.25	11,606.30	9,623.46	5,682.31	7,157.05
Other liabilities (including bonus payable)	7,253.79	7,391.13	46,022.46	19,432.83	28,968.48
Payable to subsidiary company $	-	-	-	-	632.74
	2,011,631.80	**1,858,382.69**	**1,953,991.66**	**1,261,081.32**	**1,262,972.84**
$ Payable to subsidiary company M/s. Shriram Automall India Limited	Nil	Nil	Nil	Nil	632.74

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

@ Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 8 - Short-term provisions	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
For employee benefits					
For gratuity [Refer Annexure VI Note 2]	-	42.12	228.26	28.52	44.96
For leave encashment and availment	2,322.00	1,994.51	2,044.25	1,626.56	1,555.75
For Others					
For restructured performing assets	64.94	-	-	-	-
For contingent provision for standard assets [Refer Annexure VI Note 14]	9,353.83	6,858.03	6,015.51	4,859.72	3,982.70
For service tax- contested	8,793.99	8,793.99	8,793.99	8,793.99	8,793.99
For value added tax	1,112.59	1,092.88	1,096.15	988.00	412.34
For income tax [net of advance tax Rs. 447,970.42 lacs (March 31, 2017: Rs. 361,010.26 lacs, March 31, 2016: Rs. 293,427.70 lacs, March 31, 2015: Rs. 224,663.81 lacs and March 31, 2014: Rs. 166,920.12 lacs)]	21,541.16	21,451.69	16,918.04	7,564.75	4,360.64
For proposed dividend	-	-	13,612.96	13,612.96	9,075.31
For corporate dividend tax	-	-	2,771.28	2,721.78	1,542.35
	43,188.51	**40,233.22**	**51,480.44**	**40,196.28**	**29,768.04**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

Note- 9 - Fixed assets **(Rs. in lacs)**

Particulars	Property, plant and equipment								Intangible assets
	Land - Freehold	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Leasehold Improvement	Total property, plant and equipment	Computer Software
Gross Block									
-									
As at April 1, 2013	**10.76**	**526.03**	**5,702.35**	**219.90**	**1,593.14**	**82.27**	**4,881.84**	**13,016.29**	**986.30**
Additions	3.39	-	2,834.05	91.68	744.52	0.10	3,417.34	**7,091.08**	**89.11**
Deletions	-	138.48	271.85	12.77	116.28	4.22	481.83	**1,025.43**	**-**
As at March 31, 2014	**14.15**	**387.55**	**8,264.55**	**298.81**	**2,221.38**	**78.15**	**7,817.35**	**19,081.94**	**1,075.41**
Additions	-	25.31	1,279.75	551.31	521.13	24.64	1,807.29	**4,209.43**	**68.23**
Deletions	-	-	309.30	70.30	126.76	5.69	615.12	**1,127.17**	**-**
Adjustment	-	-	(1,521.83)	1,521.83	-	-	-	**-**	**-**
As at March 31, 2015	**14.15**	**412.86**	**7,713.17**	**2,301.65**	**2,615.75**	**97.10**	**9,009.52**	**22,164.20**	**1,143.64**
Addition on amalgamation as at April 1, 2015	1.27	-	187.13	2.52	7.64	-	78.52	**277.08**	**123.45**
Additions	-	-	1,057.44	405.89	400.72	38.26	1,582.45	**3,484.76**	**105.21**
Deletions	-	2.13	482.99	37.58	59.75	16.30	243.20	**841.95**	**-**
Adjustment*	-	-	(25.61)	25.61	-	-	-	-	-
As at March 31, 2016	**15.42**	**410.73**	**8,449.14**	**2,698.09**	**2,964.36**	**119.06**	**10,427.29**	**25,084.09**	**1,372.30**
Additions	-	-	594.20	197.87	271.56	6.32	557.94	**1,627.89**	**105.72**
Deletions	-	-	403.97	53.67	54.09	1.39	312.73	**825.85**	**-**
Adjustment*	-	-	0.87	-	0.81	-	(1.68)	**-**	**-**
As at March 31, 2017	**15.42**	**410.73**	**8,640.24**	**2,842.29**	**3,182.64**	**123.99**	**10,670.82**	**25,886.13**	**1,478.02**
Additions	-	-	2,304.39	744.43	768.60	-	3,420.84	**7,238.26**	**102.57**
Deletions	-	3.21	435.41	56.23	40.74	5.04	275.99	**816.62**	**-**
Adjustment*	-	-	-	0.17	-	-	(0.17)	**-**	**-**
Transferred from investment property	-	110.84	-	-	-	-	-	**110.84**	**-**
Transferred to investment property	-	(187.35)	-	-	-	-	-	**(187.35)**	**-**
As at March 31, 2018	**15.42**	**331.01**	**10,509.22**	**3,530.66**	**3,910.50**	**118.95**	**13,815.50**	**32,231.26**	**1,580.59**

Shriram Transport Finance Company Limited
Notes forming part of reformatted statement of assets and liabilities

Annexure IV

Note- 9 - Fixed assets

(Rs. in lacs)

Particulars	Property, plant and equipment (at cost)								Intangible assets
	Land - Freehold	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Leasehold Improvement	Total property, plant and equipment	Computer Software
Depreciation									
As at April 1, 2013	-	**127.84**	**2,657.52**	**117.84**	**894.14**	**67.83**	**3,324.44**	**7,189.61**	**807.74**
Charge for the year	-	7.33	1,118.14	43.37	512.19	4.57	1,122.68	**2,808.28**	**103.18**
Deletions	-	41.48	216.99	8.29	85.41	4.01	461.55	**817.73**	**-**
As at March 31, 2014	**-**	**93.69**	**3,558.67**	**152.92**	**1,320.92**	**68.39**	**3,985.57**	**9,180.16**	**910.92**
Retained Earnings	-	**-**	**16.48**	**107.85**	**-**	**-**	**-**	**124.33**	**-**
Charge for the year	-	6.50	1,671.35	421.00	388.69	2.94	1,453.05	**3,943.53**	**104.85**
Deletions	-	-	266.45	61.43	102.39	5.41	592.64	**1,028.32**	**-**
Adjustment	-	-	(309.65)	309.65	-	-	-	**-**	**-**
As at March 31, 2015	**-**	**100.19**	**4,670.40**	**929.99**	**1,607.22**	**65.92**	**4,845.98**	**12,219.70**	**1,015.77**
Addition on amalgamation as at April 1, 2015	-	-	115.76	1.63	2.57	-	4.62	**124.58**	**116.27**
Charge for the year	-	7.99	1,293.37	416.10	173.11	5.27	1,637.56	**3,533.40**	**94.97**
Deletions	-	2.13	433.39	32.16	49.25	13.24	224.43	**754.60**	**-**
Adjustment*	-	-	(8.64)	8.64	-	-	-	**-**	**-**
As at March 31, 2016	**-**	**106.05**	**5,637.50**	**1,324.20**	**1,733.65**	**57.95**	**6,263.73**	**15,123.08**	**1,227.01**
Charge for the year	-	6.49	996.66	468.07	198.08	7.95	1,620.85	**3,298.10**	**90.44**
Deletions	-	-	368.90	42.94	45.67	1.32	293.26	**752.09**	**-**
Adjustment*	-	-	0.28	0.36	0.71	-	(1.35)	**-**	**-**
As at March 31, 2017	**-**	**112.54**	**6,265.54**	**1,749.69**	**1,886.77**	**64.58**	**7,589.97**	**17,669.09**	**1,317.45**
Charge for the year	-	5.26	1,057.73	511.94	230.66	7.92	1,707.07	**3,520.58**	**89.36**
Deletions	-	1.00	387.60	45.66	34.24	4.79	252.89	**726.18**	**-**
Adjustment*	-	-	-	0.17	-	-	(0.17)	**-**	**-**
Transferred from investment property	-	14.37	-	-	-	-	-	**14.37**	**-**
Transferred to investment property	-	(68.36)	-	-	-	-	-	**(68.36)**	**-**
As at March 31, 2018	**-**	**62.81**	**6,935.67**	**2,216.14**	**2,083.19**	**67.71**	**9,043.98**	**20,409.50**	**1,406.81**

Shriram Transport Finance Company Limited

Annexure IV

Notes forming part of reformatted statement of assets and liabilities

Note- 9 - Fixed assets

(Rs. in lacs)

Particulars	Property, plant and equipment (at cost)								Intangible assets
	Land - Freehold	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Leasehold Improvement	Total property, plant and equipment	Computer Software
Net Block									
As at March 31, 2014	**14.15**	**293.86**	**4,705.88**	**145.89**	**900.46**	**9.76**	**3,831.78**	**9,901.78**	**164.49**
As at March 31, 2015	**14.15**	**312.67**	**3,042.77**	**1,371.66**	**1,008.53**	**31.18**	**4,163.54**	**9,944.50**	**127.87**
As at March 31, 2016	**15.42**	**304.68**	**2,811.64**	**1,373.89**	**1,230.71**	**61.11**	**4,163.56**	**9,961.01**	**145.29**
As at March 31, 2017	**15.42**	**298.19**	**2,374.70**	**1,092.60**	**1,295.87**	**59.41**	**3,080.85**	**8,217.04**	**160.57**
As at March 31, 2018	**15.42**	**268.20**	**3,573.55**	**1,314.52**	**1,827.31**	**51.24**	**4,771.52**	**11,821.76**	**173.78**

* Adjustment is on account of regrouping of fixed assets

Depreciation and amortisation

(Rs. in Lacs)

Particulars	For the year ended March 31,				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
on property, plant and equipment	3,520.58	3,298.10	3,533.40	3,943.53	2,808.28
on intangible assets	89.36	90.44	94.97	104.85	103.18
on investment property	3.46	2.24	2.24	2.24	2.33
Total	**3,613.40**	**3,390.78**	**3,630.61**	**4,050.62**	**2,913.79**

(Rs. in Lacs)

Net Block

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
on property, plant and equipment	11,821.76	8,217.04	9,961.01	9,944.50	9,901.78
on intangible assets	173.78	160.57	145.29	127.87	164.49
Total	**11,995.54**	**8,377.61**	**10,106.30**	**10,072.37**	**10,066.27**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

	Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
	Investment property (at cost less accumulated depreciation)											
	Investment property given on operating lease [including cost of land - Rs. 69.75 lacs (March 31, 2017: Rs. 69.75 lacs, March 31, 2016: Rs. 69.75 lacs, March 31, 2015: Rs. 69.75 lacs and March 31, 2014: Rs. 69.75 lacs)]			288.17		211.66		211.66		211.66		211.66
	Less: accumulated depreciation			78.35		20.91		18.67		16.43		14.19
	Net Block			**209.82**		**190.75**		**192.99**		**195.23**		**197.47**
	Non trade (valued at cost unless stated otherwise):											
A.	**Shares : Fully paid up**											
	a) Unquoted- Equity shares											
	Investment in Associate Company											
	Shriram Automall India Limited [Refer Annexure VI Note 15]	10	13,369,565	1,336.96	-	-	-	-	-	-	-	-

Shriram Transport Finance Company Limited
Notes forming part of reformatted statement of assets and liabilities **Annexure IV**

(Rs. in lacs)

Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Investment in wholly owned subsidiaries											
Shriram Equipment Finance Company Limited @ (Amalgamated during the year 2015-16)	10	-	-	-	-	-	-	10,000,000	1,000.00	10,000,000	1,000.00
Shriram Automall India Limited [Refer Annexure VI Note 15] (Sold 16,630,435 shares during the year 2017-18)	10	-	-	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00
Investment in other companies											
State Industrial Investment Corporation of Maharashtra Limited	10	50,000	40.00	50,000	40.00	50,000	40.00	50,000	40.00	50,000	40.00
Credential Finance Limited [At cost less provision for other than temporary diminution in value of Rs. 25.00 lacs (March 31, 2017: Rs. 25.00 lacs, March 31, 2016: Rs. 25.00 lacs, March 31, 2015: Rs. 25.00 lacs and March 31, 2014: Rs. 25.00 lacs)]	10	25,000	-	25,000	-	25,000	-	25,000	-	25,000	-

Shriram Transport Finance Company Limited
Notes forming part of reformatted statement of assets and liabilities

Annexure IV

(Rs. in lacs)

Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
The Zoroastrian Co-operative Bank Limited	25	100	0.03	100	0.03	100	0.03	100	0.03	-	-
Freight Commerce Solutions Private Limited [At cost less provision for other than temporary diminution in value of Rs. 700.24 lacs (March 31, 2017: Rs. 0.37 Lacs, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil)]	10	66,984	-	3,705	-	3,705	0.37	3,705	0.37	-	-
Shriram Seva Sankalp Foundation	10	18,000	1.80	18,000	1.80	18,000	1.80	18,000	1.80	-	-
b) Unquoted- Preference shares (Fully paid up)											
Investment in wholly owned subsidiaries	100	-	-	-	-	-	-	25,000,000	25,000.00	25,000,000	25,000.00
Shriram Equipment Finance Company Limited (Amalgamated during the year 2015-16)											

Annexure IV

Shriram Transport Finance Company Limited
Notes forming part of reformatted statement of assets and liabilities

	Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
B.	**Government securities [Refer Annexure VI note 6]**											
	Quoted:											
	6.13% GOI Loan 2028	100	176,000	177.05	176,000	177.16	176,000	177.26	176,000	177.36	176,000	177.47
	6.35% GOI Loan 2020	100	2,500,000	2,465.09	2,500,000	2,445.24	2,500,000	2,425.39	2,500,000	2,405.49	2,500,000	2,385.64
	6.49% GOI Loan 2015	100	-	-	-	-	-	-	-	-	500,000	495.73
	6.90% GOI Loan 2019	100	5,000,000	4,949.88	5,000,000	4,910.87	5,000,000	4,871.87	5,000,000	4,832.76	5,000,000	4,793.75
	7.02% GOI Loan 2016	100	-	-	-	-	-	-	400,000	398.27	400,000	397.02
	7.80% GOI Loan 2020	100	2,500,000	2,498.39	2,500,000	2,497.62	2,500,000	2,496.84	2,500,000	2,496.07	2,500,000	2,495.30
	8.13% GOI Loan 2022	100	2,500,000	2,501.22	2,500,000	2,501.49	2,500,000	2,501.76	2,500,000	2,502.04	2,500,000	2,502.31
	8.24% GOI Loan 2027	100	500,000	498.12	500,000	497.91	500,000	497.70	500,000	497.49	500,000	497.28
	8.26% GOI Loan 2027	100	7,500,000	7,405.27	7,500,000	7,395.14	7,500,000	7,385.00	7,500,000	7,374.83	7,500,000	7,364.70
	8.28% GOI loan 2027	100	15,000,000	14,456.53	15,000,000	14,399.22	15,000,000	14,341.91	15,000,000	14,284.44	7,500,000	6,980.61
	8.97% GOI Loan 2030	100	2,500,000	2,627.97	2,500,000	2,638.05	2,500,000	2,648.14	2,500,000	2,658.25	2,500,000	2,668.33
	8.33% GOI Loan 2026	100	7,500,000	7,493.06	7,500,000	7,492.22	7,500,000	7,491.38	7,500,000	7,490.54	2,500,000	2,331.34
	8.83% GOI Loan 2023	100	10,000,000	10,050.98	10,000,000	10,059.99	10,000,000	10,069.00	10,000,000	10,078.04	-	-
	7.16% GOI Loan 2023	100	12,500,000	12,102.45	12,500,000	12,025.10	12,500,000	11,947.76	12,500,000	11,917.43	-	-
	8.60% GOI Loan 2028	100	7,500,000	7,897.67	7,500,000	7,936.73	7,500,000	7,975.80	7,500,000	8,220.41	-	-
	8.15% GOI Loan 2026	100	10,000,000	10,066.67	10,000,000	10,074.37	10,000,000	10,082.07	-	-	-	-
	7.88% GOI Loan 2030	100	28,700,000	28,724.63	28,700,000	28,726.69	22,200,000	22,111.98	-	-	-	-
	8.20% GOI Loan 2025	100	8,000,000	8,080.74	8,000,000	8,091.51	8,000,000	8,102.29	-	-	-	-
	7.73% GOI Loan 2034	100	9,500,000	10,101.34	9,500,000	10,137.28	-	-	-	-	-	-
	8.24% GOI Loan 2033	100	3,500,000	3,875.39	3,500,000	3,933.06	-	-	-	-	-	-
	7.61% GOI Loan 2030	100	5,000,000	5,126.26	5,000,000	5,276.20	-	-	-	-	-	-

(Rs. in lacs)

Shriram Transport Finance Company Limited
Notes forming part of reformatted statement of assets and liabilities
Annexure IV

(Rs. in lacs)

Note- 10 - Non-		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31,

	current investments	Face value (Rs.)								2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
C.	**Unquoted - Investment in subordinated debts**											
	Yes Bank Limited	1,000,000	500	5,000.00	500	5,000.00	500	5,000.00	500	5,000.00	500	5,000.00
D.	**Unquoted - Investment in venture capital fund**											
	ICICI Investment Management Company Limited	10,000	5,519	65.09	5,519	65.09	16,556	1,655.64	16,556	1,655.64	14,530	1,453.04
E.	**Unquoted: Investment in mutual fund**											
	Shriram Equity & Debt Opportunities Fund Direct -Growth	10	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
	Total			**147,952.41**		**149,713.52**		**125,216.98**		**111,426.49**		**68,979.99**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 10 - Non-		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31,

current investments	Face value (Rs.)									2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Aggregate value of quoted investments											
Cost of acquisition			141,098.71		141,215.85		115,126.15		75,533.42		33,289.48
Market value			143,242.80		147,662.58		117,783.14		78,023.63		29,642.13
Aggregate value of unquoted investments											
Cost of acquisition			7,369.12		8,332.29		9,922.84		35,722.84		35,518.04
Aggregate Provision for diminution in value of investments			725.24		25.37		25.00		25.00		25.00
Investment property (at cost less accumulated depreciation)			209.82		190.75		192.99		195.23		197.47
Total Non-current investments (net of diminution in value of Investments)			**147,952.41**		**149,713.52**		**125,216.98**		**111,426.49**		**68,979.99**

These shares are subject to restrictive covenants of regulatory authority.

@ 3,000,000 shares have been pledged against loan availed by subsidiary from Bank.

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 11 Deferred tax assets	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Deferred tax asset					
Impact of difference between written down value of PPE as per books of accounts and the Income Tax Act, 1961	2,046.74	1,717.27	1,382.54	1,045.39	547.80
Disallowance under section 43B of the Income Tax Act, 1961	4,470.31	3,946.12	4,028.88	3,715.01	4,159.02
Provision for credit loss on securitisation	25,460.81	23,017.97	19,497.03	17,509.87	18,240.09
Provision for upgraded restructured assets	22.69	-	-	-	-
Contingent provision for standard assets	10,233.06	7,374.07	6,102.45	4,081.61	3,068.38
Others	678.35	376.82	335.26	305.10	281.59
Gross deferred tax assets (A)	**42,911.96**	**36,432.25**	**31,346.16**	**26,656.98**	**26,296.88**
Deferred tax liability					
Public issue expenses for non-convertible debentures	9.54	204.09	575.90	1,008.53	1,180.65
Others	5.85	-	-	-	-
Gross deferred tax liability (B)	**15.39**	**204.09**	**575.90**	**1,008.53**	**1,180.65**
Net deferred tax assets(A-B)	**42,896.57**	**36,228.16**	**30,770.26**	**25,648.45**	**25,116.23**

(Rs. in lacs)

Note- 12 - Long-term loans and advances	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Capital Advances	234.71	172.86	222.70	226.69	277.59
Security Deposits	3,349.08	2,380.87	2,903.59	2,653.12	2,761.66
Secured, considered good					
Hypothecation loans	4,902,611.18	4,067,633.77	3,800,745.73	2,771,925.76	1,943,326.59
Retained interest on securitisation	47,930.94	36,677.33	28,365.13	24,011.94	41,178.54
Other loans	147.39	153.27	280.89	48,625.79	10.19
Securitisation deferred consideration receivable *	80,867.52	49,131.34	30,657.73	24,387.06	37,139.46
Unsecured, considered good					
Unsecured loans	27,178.63	18,934.21	38,122.56	8,730.59	13,169.34
Advance - hypothecation loans	-	-	-	1,119.60	1,007.45

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 12 - Long-term loans and advances	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Advance recoverable from subsidiaries (Refer Annexure VI Note 7 and Note 15)*$	-	-	-	-	14,152.06
Other loans and advances -Unsecured, considered good					
Advances recoverable in cash or in kind or for value to be received	206.40	458.37	908.25	17.23	1,180.86
Taxes paid under protest	6,385.31	5,985.73	3,282.74	2,691.62	2,221.51
Prepaid expenses	274.66	110.33	100.00	77.96	155.26
Advance income tax [net of provision for income tax Rs. 237,687.55 lacs (March 31, 2017: Rs. 235,687.55 lacs, March 31, 2016: Rs. 235,687.55 lacs, March 31, 2015: Rs. 235,687.55 lacs and March 31, 2014: Rs. 237,687.55 lacs)]	8,405.89	8,405.89	8,405.89	8,405.89	8,405.89
Doubtful					
Secured Hypothecation loans	712,943.35	513,127.72	367,627.98	178,684.89	139,211.07
Other loans	-	-	-	-	350.64
Unsecured loan	24,452.48	27,413.04	19,199.82	10,692.98	5,452.50
Advances recoverable in cash or in kind or for value to be received	191.84	274.39	196.04	36.03	36.14
Security deposits	51.65	28.43	-	-	-
Total	**5,815,231.03**	**4,730,887.55**	**4,301,019.05**	**3,082,287.15**	**2,210,036.75**
* Advance given to subsidiary M/s. Shriram Equipment Finance Company Limited	N.A.	N.A.	N.A.	Nil	14,152.06
$ Advance given to associate/subsidiary M/s. Shriram Automall India Limited	Nil	Nil	Nil	Nil	Nil

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised/assigned deals.

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 13 - Other non-current assets	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Deposits with original maturity for more than 12 months (Annexure IV Note 15)	-	-	-	290.80	0.50
Margin money deposit with banks (Annexure IV Note 15)	253.22	7,150.08	340.03	6,727.97	6,374.05
Interest accrued on fixed deposits with banks	17.81	73.44	40.96	58.14	372.08
Public issue expenses for non convertible debentures	-	27.29	589.71	1,664.06	1,957.42
Issue expenses for equity shares	-	264.03	416.81	569.59	738.45
Total	**271.03**	**7,514.84**	**1,387.51**	**9,310.56**	**9,442.50**

(Rs. in lacs)

	Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
1	**Current portion of long term investments (valued at cost unless otherwise mentioned) a) Quoted: Government Securities**											
	6.49% GOI loan 2015 (Redeemed during the year 2015-16 at par)	100	-	-	-	-	-	-	500,000	499.32	-	-
	7.02% GOI Loan 2016 (Redeemed during the year 2016-17 at par)	100	-	-	-	-	400,000	399.52	-	-	-	-
2	**Current Investments (At lower of cost and fair value) Unquoted: Investment in Certificate of Deposit with Banks**											
	Allahabad Bank		-	-	-	-	-	-	-	-	20,000	19,587.42
	Andhra Bank [At cost less provision for diminution in value of Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. 9.39 lacs)]		-	-	-	-	-	-	10,000	9,817.48	30,000	29,458.76

(Rs. in lacs)

Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Unquoted: Investment in Certificate of Deposit with Banks											
Bank of Baroda [At cost less provision for diminution in value of Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. 0.01 lacs]		-	-	-	-	-	-	-	-	2,500	2,452.54
Bank of Maharashtra		-	-	-	-	-	-	25,000	24,562.73	-	-
Central Bank of India		-	-	-	-	-	-	-	-	10,000	9,896.90
Corporation Bank		-	-	-	-	-	-	30,000	29,386.23	-	-
Industrial Development Bank of India Limited [At cost less provision for diminution in value of Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. 7.41 lacs)]		-	-	-	-	-	-	-	-	25,000	24,556.87
Indusind Bank Limited		-	-	-	-	-	-	-	-	10,000	9,797.95
Jammu & Kashmir Bank		-	-	-	-	-	-	25,000	24,540.55	-	-
Oriental Bank of Commerce		-	-	-	-	-	-	35,000	34,422.50	-	-
Punjab & Sindh Bank		-	-	-	-	-	-	30,000	29,416.65	-	-
State Bank of Bikaner & Jaipur		-	-	-	-	-	-	25,000	24,496.16	-	-
South Indian Bank		-	-	-	-	-	-	-	-	30,000	29,330.27
Syndicate Bank		-	-	-	-	-	-	25,000	24,568.65	20,000	19,670.98

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Unquoted: Investment in Certificate of Deposit with Banks											
UCO Bank		-	-	-	-	-	-	20,000	19,581.86	30,000	29,301.33
Union Bank of India		-	-	-	-	-	-	-	-	20,000	19,670.98
Vijaya Bank		-	-	-	-	-	-	-	-	10,000	9,820.93
Quoted- Investments in non-convertible debentures											
Dewan Housing Fin Corp Ltd (sold during the year 2017-18)	1000	-	-	500,000	5,220.97	-	-	-	-	-	-
Quoted: Investment in Mutual Fund											
DWS Insta Cash Plus Fund - Direct Plan - Growth	10	-	-	-	-	-	-	-	-	840.33	1.40
Kotak Liquid Scheme Plan A - Direct Plan -Growth (sold during the year 2016-17)	10	-	-	-	-	325,651	10,000.00	-	-	-	-
Total			**-**		**5,220.97**		**10,399.52**		**221,292.13**		**203,546.33**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Aggregate value of quoted investments											
Cost of acquisition			-		5,220.97		399.52		499.32		1.40
Market value			-		5,314.19		399.53		498.04		1.40
Aggregate value of unquoted investments											
Cost of acquisition			-		-		10,000.00		220,792.81		203,561.74
Aggregate Provision for diminution in value of investments			-		-		-		-		16.81
Total of Current investments			**-**		**5,220.97**		**10,399.52**		**221,292.13**		**203,546.33**

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 15 - Cash and bank balances	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Cash and cash equivalents					
Balances with scheduled banks in:					
Current accounts	92,946.60	102,039.50	59,641.88	165,145.63	184,449.84
Unclaimed dividend accounts	1,310.11	1,083.21	923.26	821.59	773.96
Deposits with original maturity of less than three months	5,584.51	-	5,036.28	164,704.00	260,596.00
Cheques on hand	2,542.76	3,175.11	4,698.24	7,367.11	1,976.67
Cash on hand	7,996.25	7,865.26	10,079.91	10,794.43	13,587.88
Call Money (CBLO)	-	-	-	-	69,882.53
Other bank balances					
Deposits with original maturity for more than 12 months	9.02	-	10.38	300.02	291.30
Deposits with original maturity for more than 3 months but less than 12 months	37,410.11	152,518.52	30,295.16	6,582.59	31,878.40
Margin money deposit #	216,204.78	184,537.01	126,040.61	123,643.29	151,535.73
	364,004.14	**451,218.61**	**236,725.72**	**479,358.66**	**714,972.31**
Less: Non-current portion of other bank balances (Annexure IV Note 13)	**253.22**	**7,150.08**	**340.03**	**7,018.77**	**6,374.55**
	363,750.92	**444,068.53**	**236,385.69**	**472,339.89**	**708,597.76**
# Includes deposits pledged with Banks as margin for credit enhancement	212,778.18	182,678.72	124,055.99	115,097.11	139,935.51
# Includes deposits pledged with Banks as margin for guarantees	2,860.16	1,275.92	1,527.60	8,106.35	11,194.65
# Includes deposits pledged as lien against loans taken	566.44	582.38	457.02	439.84	405.57

Shriram Transport Finance Company Limited **Annexure IV**
Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 16 - Short-term loans and advances #	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Security Deposits	752.69	1,248.48	790.85	682.17	827.03
Secured, considered good					
Hypothecation loans	2,172,080.30	1,829,435.86	1,847,547.58	1,812,182.07	1,443,622.10
Retained interest on securitisation	36,192.47	36,520.69	37,830.80	33,466.27	40,768.00
Other loans	260.04	434.22	78.89	16,503.67	30.05
Securtisation Deferred Consideration Receivable *	112,828.97	88,432.02	66,307.82	50,009.19	79,937.37
Unsecured, considered good					
Unsecured loans^	125,037.46	87,635.98	111,822.99	73,797.36	103,295.32
Advance - hypothecation loans	2,580.81	1,519.09	2,410.94	-	-
Debtors on securitisation [net of delinquency provision Rs. 73,145.92 lacs (March 31, 2017: Rs. 66,510.55 lacs, March 31, 2016: Rs. 56,336.77 lacs, March 31, 2015: Rs. 51,514.79 lacs and March 31, 2014: Rs. 46,292.75 lacs)]	-	-	-	-	34.09
Unsecured, considered good					
Advance recoverable from subsidiaries (Refer Annexure VI Note 7 and Note 15#$	-	15.53	183.97	22.25	189.96
Advance recoverable from Associate Company (Refer Annexure VI Note 7 and Note 15)$	12.31	-	-	-	-
Other loans and advances -Unsecured, considered good					
Other receivables	1,292.06	411.42	334.90	290.77	301.46
Advances recoverable in cash or in kind or for value to be received	2,548.20	2,185.05	4,594.16	3,429.24	7,632.58
Taxes paid under protest	-	-	257.22	-	-
Service tax credit (input) receivable	-	4,376.83	2,857.60	3,238.41	2,308.62
Goods & service tax credit (input) receivable	4,637.59	-	-	-	-
Prepaid expenses	544.21	431.84	541.49	472.31	813.28
	2,458,767.11	**2,052,647.01**	**2,075,559.21**	**1,994,093.71**	**1,679,759.86**

Shriram Transport Finance Company Limited **Annexure IV**

Notes forming part of reformatted statement of assets and liabilities

(Rs. in lacs)

Note- 16 - Short-term loans and advances #	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
#Advance given to subsidiary M/s. Shriram Equipment Finance Company Limited	N.A.	N.A.	N.A	Nil	189.96
#Maximum advance given to subsidiary M/s. Shriram Equipment Finance Company Limited at any time during the year	N.A.	N.A.	N.A.	34,897.44	49,666.37
$ Advance given to associate/subsidiary M/s. Shriram Automall India Limited	12.31	15.53	183.97	22.25	Nil
$ Maximum advance given to associate/subsidiary M/s. Shriram Automall India Limited at any time during the year	2,187.58	1,372.93	1,519.63	713.22	1,849.97

Includes current maturities of long term loans and advances

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised/assigned deals.

^ Advance given to the company in which the director is interested: Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs.0.60 lacs, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil)

(Rs. in lacs)

Note- 17 - Other current assets	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Plan Asset - Gratuity Fund	193.17	-	-	-	-
Interest accrued on investments	2,518.43	2,347.81	2,031.82	1,578.11	1,029.29
Interest accrued on fixed deposits with banks	3,433.83	2,824.10	1,799.22	3,210.49	5,302.51
Public issue expenses for non convertible debentures	27.29	562.42	1,074.35	1,303.09	1,516.10
Issue expenses for equity shares	-	152.78	152.77	152.77	152.77
	6,172.72	**5,887.11**	**5,058.16**	**6,244.46**	**8,000.67**

Shriram Transport Finance Company Limited **Annexure V**
Notes forming part of Reformatted Statement of Profit and Loss

(Rs. in lacs)

Note- 18 - Revenue from operations	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Interest income on:-					
- loan portfolio and related charges	1,070,136.89	958,392.55	923,117.10	726,549.70	583,812.47
- securitisation and direct assignment	1,899.81	10,950.06	15,470.00	21,132.89	85,372.36
- securitisation including interest on pass through certificates*	114,597.73	84,370.04	53,224.28	55,827.62	48,304.69
- Margin money on securitisation/assignments	11,623.09	9,377.02	8,466.80	10,971.17	13,354.78
- deposits with banks	917.51	892.39	2,263.76	1,656.67	6,421.74
- long- term investments	11,925.79	10,876.00	8,093.20	4,675.73	2,725.87
- current investments	96.82	17.44	321.37	867.55	2,864.01
Other financial services					
- Reversal of provision for credit loss on securitisation	-	-	-	2,148.31	11,475.54
- Income from portfolio management services	-	-	-	1.68	85.67
- Income from commission services- life insurance	522.80	913.39	1,557.83	667.20	110.40
- Income from commission services- general insurance	3,959.11	3,541.31	3,261.41	3,233.41	1,380.15
- Income from commission services- others	2,884.48	2,124.44	1,371.18	1,513.51	2,126.87
- Bad debt recovery	1,205.09	618.00	870.08	473.08	474.08
- Profit on sale of long term investments (net)	-	-	-	-	134.40
- Profit on sale of current investments (net)	396.58	802.50	10,960.78	33,973.46	29,363.67
	1,220,165.70	**1,082,875.14**	**1,028,977.79**	**863,691.98**	**788,006.70**

* includes Rs. Nil (March 31, 2017: Rs. 571.71 lacs, March 31, 2016: Rs. 2,832.11 lacs, March 31, 2015: Rs. 7,033.92 lacs and March 31, 2014: Rs. 16,501.23 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

Shriram Transport Finance Company Limited **Annexure V**
Notes forming part of Reformatted Statement of Profit and Loss

(Rs. in lacs)

Note- 19 - Other income	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Income from operating lease	20.90	7.20	10.14	10.14	10.14
Profit on sale of assets (net)	-	-	-	-	308.21
Interest on Income tax refund	5,796.67	-	-	-	-
Dividend on long term investments [includes dividend from subsidiary Rs. 1,200 lacs (March 31, 2017: Rs. Nil)]	1,200.00	-	-	2.75	3.00
[Includes dividend from erstwhile subsidiary Rs. 1,200.00 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. 2.50 lacs and March 31, 2014: Rs. 2.50 lacs)]					
Miscellaneous income	500.19	178.89	360.19	767.58	497.86
	7,517.76	**186.09**	**370.33**	**780.47**	**819.21**

(Rs. in lacs)

Note- 20 - Employee benefits expense	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Salaries, other allowances and bonus	65,028.44	49,675.77	53,813.62	38,261.98	37,464.67
Gratuity expenses [Refer Annexure VI Note 2]	647.12	611.16	658.75	639.30	207.03
Contribution to provident and other funds	4,466.75	3,241.44	3,285.61	2,639.32	2,079.94
Staff welfare expenses	1,373.06	1,267.63	1,125.98	1,416.71	1,113.10
	71,515.37	**54,796.00**	**58,883.96**	**42,957.31**	**40,864.74**

Shriram Transport Finance Company Limited **Annexure V**
Notes forming part of Reformatted Statement of Profit and Loss

(Rs. in lacs)

Note- 21 - Finance costs	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Interest expense					
- Debentures	194,815.64	176,235.11	179,322.04	174,222.09	157,834.99
- Senior secured notes *	12,194.74	1,908.70	-	-	-
- Subordinated debts	40,143.60	40,443.73	43,652.90	47,699.21	49,898.36
- Public deposits	79,931.01	85,193.73	69,459.62	41,326.09	18,274.64
- Corporate deposits	346.53	506.21	506.62	277.90	129.59
- Loans from banks	151,496.18	175,041.71	185,254.97	145,429.78	126,487.99
- Loans from institutions and others	23,363.91	17,842.79	15,245.20	11,296.28	9,939.64
- Commercial paper	15,064.11	7,691.49	866.28	623.41	1,647.01
- Income tax	6,070.75				
Other borrowing costs					
Professional charges - resource mobilisation	7,790.48	7,672.05	3,709.84	9,414.93	9,239.80
Processing charges on loans	629.23	338.95	604.99	857.88	1,045.75
Brokerage	4,826.34	4,792.93	5,867.05	6,088.93	12,270.88
Sourcing fees	-	-	-	-	716.59
Service charges	-	-	-	-	4,299.56
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35	1,303.09	1,761.70	1,467.06
	537,234.94	**518,741.75**	**505,792.60**	**438,998.20**	**393,251.86**

*Interest expense on Senior secured notes includes withholding tax of Rs. 525.63 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil)

(Rs. in lacs)

Note- 22 - Provisions and write-offs	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Provision for non performing assets [Refer Annexure VI Note 14]	145,092.18	106,479.02	90,446.24	35,385.68	34,062.10
Provision for diminution in fair value of restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	
Contingent provision for standard assets [Refer Annexure VI Note 14]	7,976.76	3,674.37	4,990.48	2,980.95	1,261.43
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Provision for diminution in value of investments	699.87	0.37	-	-	16.81
Bad debts written off	147,459.59	124,104.50	110,420.78	90,548.64	79,539.35
	312,211.32	**244,432.05**	**210,679.48**	**128,915.27**	**114,879.69**

Shriram Transport Finance Company Limited **Annexure V**

Notes forming part of Reformatted Statement of Profit and Loss

(Rs. in lacs)

Note- 23 - Other expenses	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Rent	9,972.83	9,195.17	8,683.95	7,869.58	7,370.68
Electricity expenses	1,670.31	1,449.68	1,349.55	1,175.06	930.76
Repairs and maintenance					
- Buildings	-	-	-	-	0.29
- Others	4,946.97	4,835.30	4,934.10	4,222.65	3,615.59
Rates and taxes	222.76	167.78	90.55	37.81	168.27
Printing and stationery	1,643.98	906.98	1,384.54	1,354.51	1,350.57
Travelling and conveyance	12,742.94	11,295.41	12,469.46	10,543.73	10,442.15
Advertisement	83.37	43.37	155.21	315.21	156.27
Business promotion	3,977.98	3,613.38	5,904.59	8,750.19	2,350.07
Outsourcing expenses	3,622.16	4,067.03	3,428.12	2,602.43	2,726.36
Royalty	13,534.07	10,955.37	10,055.28	5,892.34	2,093.94
Directors' sitting fees and commission	47.95	54.33	40.37	11.71	32.16
Insurance	205.50	93.04	59.61	41.30	39.43
Communication expenses	4,768.32	4,256.49	4,488.62	4,166.09	4,074.20
Payment to auditor [Refer Annexure VI Note 10]					
As Auditor:					
- Audit fees	83.93	153.65	154.02	135.38	122.64
- Tax audit fees	8.72	8.65	7.64	7.43	6.90
- Out of pocket	0.83	8.38	7.57	6.85	4.60
In any other manner:					
- Certification	3.27	13.03	52.02	2.34	2.34
Bank charges	4,228.70	3,273.06	2,948.87	3,050.09	3,049.29
Processing charges on securitisation	-	-	-	-	5.31
Professional charges on securitisation	2,490.51	2,391.89	2,162.18	3,170.41	5,709.05
Legal and professional charges	4,155.56	2,811.35	3,181.76	3,464.29	2,724.68
Loss on sale of fixed assets (net)	18.16	27.26	36.37	35.75	-
Issue expenses for equity shares	416.81	152.78	152.78	152.78	152.78
Service charges	4,130.13	5,162.04	5,016.04	4,528.64	3,937.95
CSR Expenses [Refer Annexure VI Note 13]	1,881.50	1,193.15	1,863.72	691.61	613.20
Miscellaneous expenses	5,042.25	3,179.53	3,591.43	3,084.06	2,432.09
	79,899.51	**69,308.10**	**72,218.35**	**65,312.24**	**54,111.57**

For the Financial year 2017-18

1.	**Corporate information**
	Shriram Transport Finance Company Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. The Company is primarily engaged in the business of financing commercial vehicles. It also provides loans for equipment and other business purposes. The Company is registered with the Reserve Bank of India (RBI), Ministry of Corporate Affairs and Insurance Regulatory and Development Authority of India (IRDA). The registration details are as follows: RBI 07-00459 Corporate Identity Number (CIN) L65191TN1979PLC007874 IRDA CA0197
2.	**Basis of preparation**
	The financial statements have been prepared under the historical cost convention on an accrual basis in conformity with generally accepted accounting principles in India ("Indian GAAP") to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. The Company follows directions prescribed by the Reserve Bank of India ('RBI') for Non-Banking Finance Company ('NBFC'). All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Act. The Company has ascertained its operating cycle to be 12 months for such classification. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. These financial statements are presented in Indian rupees and rounded off to nearest lacs unless otherwise stated.
2.1	**Significant accounting policies**
(a)	**Use of estimates**
	The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.
(b)	**Property, plant and equipment**
	Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance. The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/loss arising from derecognition of an item of PPE is included in the Statement of Profit and Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item. The residual value, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if required.
(c)	**Depreciation**
	Depreciation on cost of PPE is provided on straight line method at estimated useful life, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold Improvements are amortised on a straight line basis over the period of lease or estimated period of useful life of such improvement, subject to a maximum period of 60 months.

(d)	**Intangible assets and amortisation**
	Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Intangible assets comprising of software are amortised on a straight line basis over a period of 3 years, unless it has a shorter useful life. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/sale. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.
(e)	**Impairment of assets**
	The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. The reversal of impairment is recognised in Statement of Profit and Loss, unless the same is carried at revalued amount and treated as revaluation reserve.
(f)	**Investments**
	On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as 'current investments'. All other investments are classified as 'long term investments'. 'Long term investments' are carried at acquisition/amortised cost. A provision is made for diminution other than temporary on an individual basis. 'Current Investments' are carried at the lower of cost or fair value on an individual basis. Profit or loss on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment. Any premium or discount on acquisition is amortised over the remaining maturity of the security on constant yield to maturity basis. Such amortisation of premium/discount is adjusted against interest income from investments. The book value of the investment is reduced to the extent of amount amortised during the relevant accounting year. Investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life as prescribed as per the Schedule II of the Companies Act, 2013.
(g)	**Loans**
	Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the Balance Sheet date as reduced by the amounts received and loans securitized.
(h)	**Securitisation/direct assignment**
	The Company enters into arrangements for sale of loan receivables through direct assignment/securitisation. The said assets are derecognised upon transfer of significant risks and rewards to the purchaser and on meeting the true sale criteria.

(i)	**Provisioning / write off of assets**
	The Company assesses all loans and receivables for their recoverability and makes provision for Non-performing assets (NPA)/restructured assets as considered necessary based on past experience, emerging trends and estimates, subject to the minimum provision required as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Master Direction") as and when amended. NPA loans where underlying asset has been repossessed are provided in full. Provision on standard assets is made as per RBI Master Direction. Delinquencies on assets securitised/assigned are provided for based on management estimates.
(j)	**Foreign currency transactions**
	- *Initial recognition* Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. - *Conversion* Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost. - *Exchange Differences* Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. - *Forward contracts* The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.
(k)	**Revenue/income recognition**
	Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. **Income from financing activities** - Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. All other charges relating to financing activities are recognised on accrual basis. - Income recognised and remaining unrealised after installments become overdue for 90 days or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised. - Additional finance charges/additional interest are treated to accrue only on realisation, due to uncertainty of realisation and are accounted accordingly. - Income from application and processing fees, including recovery of documentation charges are recognised upfront at the inception of the contract. - Subvention income is recognised as income over the tenor of the loan agreements. For the agreements foreclosed/transferred through assignment, balance of subvention income is recognised as income at the time of such foreclosure/transfer through assignment. **Income from securitisation** - Interest spread under par structure of securitisation/direct assignment of loan receivables is recognised on realisation over the tenure of the 'securities issued by SPV' /agreements. - Loss (if any)/expenditure in relation to securitisation/direct assignment is recognised upfront. **Income from investments** - Interest income on fixed deposits/margin money, call money (Collaterised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated debts, non-convertible debentures, government securities, inter-corporate deposits and treasury bills are recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Discount, if any, on government and other securities acquired as long-term investments is recognised on a time proportion basis over the tenure of the securities.

	- Dividend income on investments is recognised as income when right to receive payment is established by the date of Balance Sheet. - Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognised at the time of actual sale/redemption. Income from any other activities - Income from services is recognised as per the terms of the contract on accrual basis. - Income from guarantee commission is recognised on a time proportion basis taking into the amount outstanding and the commission rate applicable.
(l)	**Employee benefits**
	- Short term employee benefit All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service. ***- Post-employment employee benefits*** *Defined Contribution schemes* All the employees of the Company are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. *Defined Benefit schemes* The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date. The Company fully contributes all ascertained liabilities to The Trustees - Shriram Transport Finance Company Limited Employees Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the IRDA approved Insurance Companies. The Company recognises the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with AS-15 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise. ***- Other long term employee benefits*** Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss. The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(m)	**Leases**
	Where the Company is the lessee: Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. ***Where the Company is the lessor:*** Assets given on operating leases are included in Investment property. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation incurred in earning rental income are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.
(n)	**Taxation**
	Income-tax expense comprises current tax, deferred tax charge or credit and minimum alternative tax (MAT). ***Current tax*** Current income-tax is measured at the amount expected to be paid to the tax authorities after considering tax allowances, deductions and exemptions determined in accordance with Income Tax Act, 1961 and the prevailing tax laws. The tax rate and laws used to compute the amount are those which are enacted at the reporting date. ***Minimum alternative tax*** Minimum alternative tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably, and reviewed at each reporting date. ***Deferred tax*** Deferred tax liability or asset is recognised for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognised only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.
(o)	**Provisions and contingencies**
	A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
(p)	**Earnings per share**
	Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES).PES are those shares which will convert into equity shares at a later stage. Profit/loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity shares.

(q)	**Borrowing cost**
	Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs to the extent related/attributable to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Statement of Profit and Loss in the period they occur.
(r)	**Cash and cash equivalents**
	Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.
(s)	**Debenture issue expenses**
	Public issue expenses, other than the brokerage, incurred on issue of debentures are charged off on a straight-line basis over the weighted average tenor of underlying debentures. The brokerage incurred on issue of debentures is treated as expenditure in the year in which it is incurred. Expenses incurred for private placement of debentures, are charged to Statement of Profit and Loss in the year in which they are incurred.

Significant accounting policies upto March 31, 2017:

1.	**Corporate Information**
	Shriram Transport Finance Company Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. The Company provides finance for commercial vehicles, equipments and other loans. The Company is registered with the Reserve Bank of India (RBI), Ministry of Corporate Affairs and Insurance Regulatory and Development Authority of India (IRDA). The registration details are as follows:

RBI	07-00459
Corporate Identification No. (CIN)	L65191TN1979PLC007874
IRDA	CA0197

2.	**Basis of preparation**
	The reformatted financial statements include financial statements for the year ended March 31, 2013 to September 30, 2017 which have been prepared in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 as amended, and the relevant provisions of the Companies Act, 1956 ('the Act'). These reformatted financial statements have been prepared in conformity with the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The reformatted financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, except for the change in accounting policy explained below. The reformatted financial statements are prepared by the Company in accordance with the requirements of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Companies (Prospectus and Allotment of Securities) Rules, 2014.
2.1	**Significant Accounting Policies**
(a)	**Change in accounting policy**
	As per the requirements of pre-revised AS 4, the Company used to create a liability for dividend proposed/declared after the Balance Sheet date if dividend related to periods covered by the financial statements. Going forward, as per AS 4(R), the Company cannot create provision for dividend proposed/declared after the Balance Sheet date unless a statute requires otherwise. Rather, Company will need to disclose the same in notes to the financial statements. Accordingly, the Company has disclosed dividend proposed by board of directors after the Balance Sheet date in the notes.

	Had the Company continued with creation of provision for proposed dividend, its surplus in the Statement of Profit and Loss would have been lower by Rs. 16,384.24 lacs and current provision would have been higher by Rs. 16,384.24 lacs (including dividend distribution tax of Rs. 2,771.28 lacs). **Depreciation on fixed assets** Till the year ended March 31, 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. **1. Useful lives/ depreciation rates** Effective from April 01, 2014, the Company has provided depreciation on fixed assets based on useful lives as provided in Schedule II of the Companies Act, 2013 or as re-assessed by the Company. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets. This change in accounting policy has resulted in additional charge of depreciation of Rs. 737.85 lacs for the year ended March 31, 2015 and has impacted the opening reserve to the extent of Rs. 82.07 lacs (net of deferred tax). **2. Component accounting** Further, on application of Schedule II to the Companies Act, 2013, the Company has changed the manner of depreciation for its fixed assets. Now, the Company identifies and determines separate useful life for each major component of the fixed asset, if they have useful life that is materially different from that of the remaining asset. **3. Depreciation on assets costing less than Rs. 5,000/-** Till the year ended March 31, 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on assets costing less than Rs. 5,000/- in the year of purchase. However, Schedule II to the Companies Act 2013, applicable from the current year, does not recognize such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the Company has changed its accounting policy for depreciation of assets costing less than Rs. 5,000/-. As per the revised policy, the Company is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after April 01, 2014. The change in accounting for depreciation of assets costing less than Rs. 5,000/- did not have any material impact on financial statements of the Company for the current year.
	Accounting Policy for securitisation transactions
	During the year ended March 31, 2013, the Company adopted the accounting policy for securitisation transactions, as notified by RBI in its circular "Revisions to the Guidelines on Securitisation Transactions" issued on August 21, 2012. Accordingly, the income from securitisation transactions during the year ended March 31, 2013 is lower by Rs. 529.78 Lacs on account of change in the method of deferral of recognition of income prescribed in the revised guidelines issued by RBI.
(b)	**Current / Non-current classification of assets / liabilities**
	The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/ liabilities are classified as non-current.
(c)	**Use of estimates**
	The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.
(d)	**Fixed assets, depreciation/amortisation and impairment**
	i) **Property, plant and equipment** Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on property, plant and equipment

From the financial year 2014-15, Depreciation on property, plant and equipment is provided on Straight Line Method ('SLM') using the rates arrived at based on the useful lives estimated by the management. The Company has used the following useful life to provide depreciation on its fixed assets:

Particulars	Useful life as prescribed by Schedule II of the Companies Act, 2013	Useful life estimated by Company
Building	60 years	60 years
Plant and machinery	15 years	15 years
Electrical equipment	10 years	10 years
Generator	10 years	10 years
Furniture and fixture	10 years	10 years
Air conditioner	5 years	5 years
Electronic equipment	5 years	5 years
Office equipment	5 years	5 years
Refrigerator	5 years	5 years
Motor car	8 years	8 years
Vehicles	10 years	10 years
Server and networking	6 years	6 years
Computer	3 years	3 years

Till financial year 2013-14, Depreciation is provided on Straight Line Method ('SLM'), which reflect the management's estimate of the useful lives of the respective fixed assets and are greater than or equal to the corresponding rates prescribed in Schedule XIV of the Act.:

Particulars	Rates (SLM)	Schedule XIV rates (SLM)
Plant and equipment	10%	4.75%
Furniture and fixtures	10%	6.33%
Office equipments	10%	4.75%
Buildings	1.63%	1.63%
Computers	20%	16.21%
Vehicles	20%	9.50%

Leasehold improvement is amortised on SLM over the lease term subject to a maximum of 60 months.

All fixed assets individually costing Rs. 5,000/- or less are fully depreciated in the year of installation.

Depreciation on assets acquired/sold during the year is recognised on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

ii) **Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Amortisation of intangible assets

Amortisation is provided on Straight Line Method ('SLM'), which reflect the management's estimate of the useful life of the intangible asset.

Particulars	Rates (SLM)
Computer software	33.33%

Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

Impairment of assets

	The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life**.** A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. The reversal of impairment is recognised in statement of profit and loss, unless the same is carried at revalued amount and treated as revaluation reserve.
(f)	**Investments**
	Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost, however, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments. An investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life as prescribed as per the Schedule II of the Companies Act, 2013.
(g)	**Provisioning / Write-off of assets**
	Non-performing loans are written off/provided for, as per management estimates, subject to the minimum provision required as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as and when amended. Delinquencies on assets securitised/assigned are provided for based on management estimates. Provision on standard assets is made as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as and when amended. Pursuant to Reserve Bank India (RBI) notification no. DNBR 011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from 150 days to 120 days (March 31, 2016: from 180 days to 150 days) and increased provision on standard assets from 0.30% to 0.35% (March 31, 2016: from 0.25% to 0.30%). Had the Company continued to use the earlier policy of classification of NPA and provision for standard asset, provisions and write-offs for the year ended March 31, 2017 would have been lower by Rs. 36,867.13 lacs (March 31, 2016: Rs. 30,071.80 lacs), income from operations for the same period would have been higher by Rs. 1,769.38 lacs (March 31 2016: Rs. 1,582.92 lacs) and profit before tax for the same period would have been higher by Rs. 38,636.51 lacs (March 31, 2016: Rs. 31,654.72 lacs) (net of tax Rs. 25,265.19 lacs (March 31, 2016: Rs. 20,699.65 lacs). **Upto March 31, 2016**, Non-performing loans are written off / provided for, as per management estimates, subject to the minimum provision required as per Non- Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Delinquencies on assets securitised/assigned are provided for based on management estimates of the historical data. Upto March 31, 2016, Provision on standard assets is made as per the notification DNBS.PD.CC.No.207/ 03.02.002 /2010-11 issued by Reserve Bank of India.
(g)	**Loans**
	Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the balance sheet date as reduced by the amounts received and loans securitised.

(h) Leases

Where the Company is the lessor

Assets given on operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Company is the lessee

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

(i) Foreign currency translation

Initial recognition

Transactions in foreign currency entered into during the year are recorded at the exchange rates prevailing on the date of the transaction.

Conversion

Monetary assets and liabilities denominated in foreign currency are translated in to Rupees at exchange rate prevailing on the date of the Balance Sheet.

Exchange differences

All exchange differences are dealt with including differences arising on translation settlement of monetary items in the statement of profit and loss.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability

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

(j) Revenue recognition

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

i. ***From the year ended March 31, 2015 onwards***

Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. All other charges relating to financing activities are recognised on accrual basis.

For the year ended March 31, 2014

Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. Income from other charges are booked at the commencement of the contract. Service tax on charges/fees is collected by the Company as an intermediary and accordingly revenue is presented on net basis.

Upto the year ended March 31, 2013

Income from financing activities is recognised on the basis of internal rate of return. Service tax on charges/fees is collected by the Company as an intermediary and accordingly revenue is presented on net basis.

ii. Subvention income is recognised as income over the tenor of the loan agreements. For the agreements foreclosed/transferred through assignment, balance of subvention income is recognised as income at the time of such foreclosure/transfer through assignment.

iii. ***For the year ended March 31, 2017***

Income recognised and remaining unrealised after installments become overdue for 120 days or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised.

For the year ended March 31, 2016

Income recognised and remaining unrealised after installments become overdue for five months or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised.

For the year ended March 31, 2014

Income recognised and remaining unrealised after installments become overdue for six months or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised.

Upto the year ended March 31, 2013

Income recognised and remaining unrealised after installments become overdue for six months or more in case of secured/unsecured loans and twelve months or more in case of financial lease transactions are reversed and are accounted as income when these are actually realised.

	iv.	Additional finance charges / additional interest are treated to accrue only on realisation, due to uncertainty of realisation and are accounted accordingly.
	v..	Income apportioned on securitisation/direct assignment of loan receivables arising under premium structure is recognised over the tenure of securities issued by SPV/agreements. Interest Spread under par structure of securitisation/direct assignment of loan receivables is recognised on realisation over the tenure of the 'securities issued by SPV' / agreements. Loss/expenditure, if any, in respect of securitisation /direct assignment is recognised upfront.
		Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment. Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised / assigned deals.
	vi.	Interest income on fixed deposits/margin money, call money (Collaterised Borrowing and Lending Obligation), certificate of deposits, pass through certificates, subordinate debts, government securities, inter corporate deposits and treasury bills is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Discount, if any, on government and other securities acquired as long term investments is recognised on a time proportion basis over the tenure of the securities.
	vii.	Dividend is recognised as income when right to receive payment is established by the date of balance sheet.
	viii.	Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognised at the time of actual sale/redemption.
	viii.	Income from services is recognised as per the terms of the contracts on an accrual basis.
	ix.	Income from operating lease is recognised as rentals, as accrued on straight line basis over the period of the lease.
(k)		**Retirement and other employee benefits**
		Provident Fund Retirement benefit in the form of provident fund is a defined contribution scheme. All the employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future provident fund benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. ***Upto the year ended March 31, 2015*** All the employees of the Company are entitled to receive benefits under the Provident Fund, a defined contribution plan in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future Provident Fund benefits other than its annual contribution and recognises such contributions as an expense in the period in which service is received.
		Gratuity The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated year mentioned under 'The Payment of Gratuity Act, 1972'. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation at each Balance Sheet Date using the Projected Unit Credit Method. The Company fully contributes all ascertained liabilities to The Trustees-Shriram Transport Finance Company Limited Employees Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the IRDA approved Insurance Companies. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with AS-15 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise. Upto March 31, 2013, Company did not contribute to the scheme as it was unfunded.

	Leave Encashment Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.
(l)	**Income tax**
	Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.
	The un-recognised deferred tax assets are re-assessed by the Company at each balance sheet date and are recognised to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.
	The carrying cost of the deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.
	Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for credit available in respect of MAT under the Income tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT credit entitlement". The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.
(m)	**Segment reporting policies**
	Identification of segments: The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate. ***Unallocated items:*** Unallocated items include income and expenses which are not allocated to any reportable business segment. ***Segment policies :*** The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.
(n)	**Earnings per share**
	Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(o)	**Provisions**
	A provision is recognised when the Company has a present obligation as a result of past event; it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
(p)	**Cash and cash equivalents**
	Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, cheques on hand, remittances in transit and short-term investments with an original maturity of three months or less.
(q)	**Equity shares and Debentures issue expenses**
	Expenses incurred on issue of equity shares are charged to statement of profit and loss on a straight line basis over a period of 10 years. Public issue expenses, other than the brokerage, incurred on issue of debentures are charged off on a straight line basis over the weighted average tenor of underlying debentures. The brokerage incurred on issue of debentures is treated as expenditure in the year in which it is incurred. Expenses incurred for private placement of debentures, are charged to statement of profit and loss in the year in which they are incurred.
(r)	**Borrowing costs**
	Borrowing cost includes interest and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Ancillary and other borrowing costs are charged to statement of profit & loss in the year in which they are incurred.
(s)	**Employee stock compensation costs**
	In accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortised over the vesting period of the option on a straight line basis. ***Upto the year ended March 31, 2015*** In accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the compensation cost relating to employee stock options is measured and recognised using intrinsic value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.
(t)	**Contingent liabilities**
	A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Notes to Accounts on Reformatted Financial Statements

1. Earnings per share

	For the year ended March 31,				
Particulars	**2018**	**2017**	**2016**	**2015**	**2014**
Net Profit after tax as per statement of profit and loss (Rs. in lacs) **(A)**	156,802.25	125,734.25	117,819.76	123,780.98	126,420.77
Weighted average number of equity shares for calculating Basic EPS (in lacs) **(B)**	2268.83	2,268.83	2,268.83	2,268.83	2,268.76
Weighted average number of equity shares for calculating Diluted EPS (in lacs) **(C)**	2268.83	2,268.83	2,268.83	2,268.83	2,268.76
Basic earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) **(A) / (B)**	69.11	55.42	51.93	54.56	55.72
Diluted earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) **(A) / (C)**	69.11	55.42	51.93	54.56	55.72
Weighted average number of equity shares for calculating Basic EPS (in lacs)	2268.83	2,268.83	2,268.83	2,268.83	2,268.76
Add : Equity shares for no consideration arising on grant of stock options under ESOP (in lacs)	-	-	-	-	-
Weighted average number of equity shares in calculating Diluted EPS (in lacs)	2,268.83	2,268.83	2,268.83	2,268.83	2,268.76

2. Gratuity and other post-employment benefit plans:

For the year ended March 31, 2018

The Company has a defined benefit gratuity plan. Every employee who completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with the insurance companies in the form of qualifying insurance policy.
The Company has funded Rs. 520.46 lacs during the financial year 2017-18 and Rs. 267.54 lacs during the financial year 2016-17.

For the year ended March 31, 2017
The Company has a defined benefit gratuity plan. Every employee who has completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with the insurance companies in the form of qualifying insurance policy.
The Company has funded Rs. 267.54 lacs during the financial year 2016-17 and Rs. 217.82 lacs during the financial year 2015-16.

For the year ended March 31, 2016
The Company has a defined benefit gratuity plan. Every employee who has completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with the insurance companies in the form of qualifying insurance policy.
The Company has funded Rs. 217.82 lacs during the financial year 2015-16 and Rs. 307.86 lacs during the financial year 2014-15.

For the year ended March 31, 2015
The Company has a defined benefit gratuity plan. Every employee who has completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy.
The Company funded Rs. 307.86 lacs during the financial year 2014-15 and Rs. 1,849.88 lacs during the financial year 2013-14.

For the year ended March 31, 2014
The company has a defined benefit gratuity plan. Every employee who has completes five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy. During the year the company has funded Rs. 1,849.88 lacs for gratuity being defined benefit obligation outstanding as on September 30, 2013

Consequent to the adoption of revised AS 15 'Employee Benefits' issued under Companies (Accounts) Rules, 2014, as amended, the following disclosures have been made as required by the standard:

Statement of Profit and Loss
Net employee benefit expense (recognised in statement of Profit and Loss)

(Rs. in Lacs)

Particulars	**Gratuity**				
	Year ended March 31, 2018	**Year ended March 31, 2017**	**Year ended March 31, 2016**	**Year ended March 31, 2015**	**Year ended March 31, 2014**
Current service cost	407.94	375.56	363.99	310.19	309.42
Interest cost on benefit obligation	254.70	258.08	202.48	181.73	140.81
Expected return on plan assets	(252.26)	(223.33)	(200.50)	(165.01)	Nil
Net actuarial (gain)/loss recognised in the year	198.17	200.85	306.37	(47.77)	(243.20)
Past service cost	46.89	Nil	Nil	Nil	Nil
Net benefit expense*	**655.44**	**611.16**	**672.34**	**279.14**	**207.03**
Actual return on plan assets	329.11	249.78	240.89	218.29	46.75

(Rs. in lacs)

*** Net benefit expense includes**	**Year ended March 31, 2018**	**Year ended March 31, 2017**	**Year ended March 31, 2016**	**Year ended March 31, 2015**	**Year ended March 31, 2014**
Transferred from subsidiary company	Nil	Nil	Nil	Nil	10.93
Transferred to subsidiary company	Nil	Nil	Nil	Nil	(3.29)
Transferred from other company	Nil	Nil	13.60	Nil	0.10
Transferred to other company	Nil	Nil	Nil	Nil	Nil
Amount paid to trust towards relieved employees	8.32	Nil	Nil	336.43	Nil

Balance sheet
Benefit assets/(liability)

(Rs. in Lacs)

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Present value of defined benefit obligation	4,130.22	3,527.72	3,460.20	2,439.01	1,941.59
Fair value of plan assets	4,323.49	3,493.92	2,980.67	2,422.78	1,896.63
Surplus / (deficit)	193.17	(33.80)	(479.53)	(16.23)	(44.96)
Less: Unrecognised past service cost	Nil	Nil	Nil	Nil	Nil
Plan asset / (liability)*	**193.17**	**(33.80)**	**(479.53)**	**(16.23)**	**(44.96)**

* Disclosed under Annexure IV Note 5 Long term provisions and Annexure IV Note 8 Short term provisions

Changes in the present value of the defined benefit obligation are as follows:

(Rs. in Lacs)

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Opening defined benefit obligation	3,527.72	3,460.20	2,439.01	1,941.59	1,760.07
Interest cost	254.70	258.08	202.48	181.73	140.81
Current service cost	407.94	375.56	363.99	310.19	309.42
Past Service Cost - Vested Benefit incurred during the period	46.89	Nil	Nil	Nil	Nil
Liability transferred in/acquisitions/on account of amalgamation	15.49	Nil	107.95	Nil	Nil
Benefits paid	(397.44)	(793.42)	Nil	Nil	(72.26)
Actuarial (gains) / losses on obligation	275.02	227.30	346.77	5.50	(196.45)
Closing defined benefit obligation	**4,130.32**	**3,527.72**	**3,460.20**	**2,439.01**	**1,941.59**

Changes in the fair value of the plan assets are as follows: **(Rs. in Lacs)**

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Opening fair value of plan assets	3,493.92	2,980.67	2,422.78	1,896.63	Nil
Expected return	252.26	223.33	200.50	165.01	Nil
Contributions by employer	897.90	1,056.89	217.82	307.86	1,849.88
Assets transferred in/on account of amalgamation	Nil	Nil	99.18	Nil	Nil
Benefits paid	(397.44)	(793.42)	Nil	Nil	Nil
Actuarial gains /(losses)	76.85	26.45	40.39	53.28	46.75
Closing fair value of plan assets	**4,323.49**	**3,493.92**	**2,980.67**	**2,422.78**	**1,896.63**

The Company's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards gratuity is Rs. 278.80 lacs (March 31, 2017: Rs. 441.74 lacs, March 31, 2016: Rs. 885.30 lacs, March 31, 2015: Rs. 344.74 lacs and March 31, 2014: Rs. 355.15 lacs).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Gratuity				
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
	%	%	%	%	%
Investments with insurer	100	100	100	100	100

The principal assumptions used in determining gratuity obligations for the Company's plan are shown below:

Particulars	Gratuity				
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Discount Rate	7.80%	7.22%	7.80%	7.95%	9.36%
Expected rate of return on assets $	7.80%	7.22%	7.80%	7.95%	8.70%
Increase in compensation cost	5.00%	5.00%	5.00%	5.00%	5.00%
Employee Turnover*	7.50% and 20.00%	7.50% and 20.00%	7.5% and 20.00%	5.00% and 15.00%	5.00% and 10.00%

The estimates of future salary increases, considered in actuarial valuation, are on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*7.5% (5% upto March 31, 2015) in case of employees with service period of 5 years and above and 20% (15% for March 30, 2015 and 10% upto March 31, 2014) for all other employees.

$The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for the Current year and previous four years are as follows:

(**Rs. in lacs)**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Defined benefit obligation	4,130.32	3,527.72	3,460.20	2,439.01	1,941.59
Plan assets	4,323.49	3,493.92	2,980.67	2,422.78	1,896.63
Surplus / (deficit)	193.17	(33.80)	(479.53)	(16.23)	(44.96)
Experience adjustments on plan liabilities (gains)/losses	454.92	79.78	172.80	(263.30)	56.98
Experience adjustments on plan assets (losses)/gains	76.85	26.45	40.39	53.28	46.75

3. Segment information

For the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

Segment information is presented in the consolidated financial statement in terms of the accounting standard 17 - Segment Reporting.

4. Employee Stock Option Plan

Employee Stock Option Plan						
	Series I	**Series II**	**Series III**	**Series IV**	**Series V**	**Series VI**
Date of grant	31-Oct-05	1-Apr-06	9-Oct-06	17-Aug-07	15-Jul-08	13-May-09
Date of Board/committee Approval	19-Oct-05	22-Feb-06	6-Sep-06	17-Aug-07	15-Jul-08	13-May-09
Date of Shareholder's approval	13-Oct-05	13-Oct-05	13-Oct-05	13-Oct-05	13-Oct-05	13-Oct-05
Number of options granted	2,962,500	832,500	910,000	109,000	77,000	50,000
Method of Settlement (Cash/Equity)	Equity	Equity	Equity	Equity	Equity	Equity
Graded Vesting Period						
After 1 year of grant date	10% of options granted	10% of options granted	10% of options granted	10% of options granted	10% of options granted	10% of options granted
After 2 years of grant date	20% of options granted	20% of options granted	20% of options granted	20% of options granted	20% of options granted	20% of options granted
After 3 years of grant date	30% of options granted	30% of options granted	30% of options granted	30% of options granted	30% of options granted	30% of options granted
After 4 years of grant date	40% of options granted	40% of options granted	40% of options granted	40% of options granted	40% of options granted	40% of options granted
Exercisable period	10 years from vesting date	10 years from vesting date	10 years from vesting date	10 years from vesting date	10 years from vesting date	10 years from vesting date
Vesting Conditions	On achievement of predetermined targets.					

The details of Series I have been summarised below:

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares
Outstanding at the beginning of the period	-	-	-	-	-
Add: Granted during the period	-	-	-	-	-
Less: Forfeited during the period	-	-	-	-	-
Less: Exercised during the period	-	-	-	-	-
Less: Expired during the period	-	-	-	-	-
Outstanding at the end of the period	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-	-
Weighted average fair value of options granted	-	-	-	-	Rs. 59.04
Weighted average exercise price	-	-	-	-	Rs. 35.00

The details of Series II have been summarised below:

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares
Outstanding at the beginning of the period	-	-	-	-	-
Add: Granted during the period	-	-	-	-	-
Less: Forfeited during the period	-	-	-	-	-
Less: Exercised during the period	-	-	-	-	-
Less: Expired during the period	-	-	-	-	-
Outstanding at the end of the period	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-	-
Weighted average fair value of options granted	-	-	-	-	Rs. 91.75
Weighted average exercise price	-	-	-	-	Rs. 35.00

The details of Series III have been summarised below:

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares
Outstanding at the beginning of the period	-	-	-	4,000	4,000
Add: Granted during the period	-	-	-	-	-
Less: Forfeited during the period	-	-	-	-	-
Less: Exercised during the period	-	-	-	4,000	4,000
Less: Expired during the period	-	-	-	-	-
Outstanding at the end of the period	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-	-
Weighted average fair value of options granted	-	-	-	Rs. 74.85	Rs. 74.85
Weighted Average Exercise Price	-	-	-	Rs. 35.00	Rs. 35.00

The details of Series IV have been summarised below:

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares
Outstanding at the beginning of the period	-	-	-	-	-
Add: Granted during the period	-	-	-	-	-
Less: Forfeited during the period	-	-	-	-	-
Less: Exercised during the period	-	-	-	-	-
Less: Expired during the period	-	-	-	-	-
Outstanding at the end of the period	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-	-
Weighted average fair value of options granted	-	-	-	-	Rs. 136.40
Weighted Average Exercise Price	-	-	-	-	Rs. 35.00

The details of Series V have been summarised below:

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares
Outstanding at the beginning of the period	-	-	-	-	-
Add: Granted during the period	-	-	-	-	-
Less: Forfeited during the period	-	-	-	-	-
Less: Exercised during the period	-	-	-	-	-
Less: Expired during the period	-	-	-	-	-
Outstanding at the end of the period	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-	-
Weighted average fair value of options granted	-	-	-	-	Rs. 253.90
Weighted Average Exercise Price	-	-	-	-	Rs. 35.00

The details of Series VI have been summarised below:

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares
Outstanding at the beginning of the period	-	-	-	14,800	14,800
Add: Granted during the period	-	-	-	-	-
Less: Forfeited during the period	-	-	-	-	-
Less: Exercised during the period	-	-	-	14,800	14,800
Less: Expired during the period	-	-	-	-	-
Outstanding at the end of the period	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-	-
Weighted average fair value of options granted	-	-	-	Rs. 201.45	Rs. 201.45
Weighted Average Exercise Price	-	-	-	Rs. 35.00	Rs. 35.00

Weighted average share price for the period over which stock options were exercised

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
The weighted average share price for the period over which stock options were exercised Rs.	Nil	Nil	Nil	Nil	650.99

The details of exercise price for stock options outstanding at the end of the year are:

Series I

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Range of exercise prices	-	-	-	-	Rs. 35/-
Number of options outstanding	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	-	-	-	-	-
Weighted average exercise price	-	-	-	-	Rs. 35/-

Series II

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Range of exercise prices	-	-	-	-	Rs. 35/-
Number of options outstanding	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	-	-	-	-	-
Weighted average exercise price	-	-	-	-	Rs. 35/-

Series III

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Range of exercise prices	-	-	-	-	Rs. 35/-
Number of options outstanding	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	-	-	-	-	-
Weighted average exercise price	-	-	-	-	Rs. 35/-

Series IV

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Range of exercise prices	-	-	-	-	Rs. 35/-
Number of options outstanding	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	-	-	-	-	-
Weighted average exercise price	-	-	-	-	Rs. 35/-

Series V

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Range of exercise prices	-	-	-	-	Rs. 35/-
Number of options outstanding	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	-	-	-	-	-
Weighted average exercise price	-	-	-	-	Rs. 35/-

Series VI

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Range of exercise prices	-	-	-	-	Rs. 35/-
Number of options outstanding	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	-	-	-	-	-
Weighted average exercise price	-	-	-	-	Rs. 35/-

Stock Options granted

Series I:

The weighted average fair value of stock options granted was Rs. 59.04. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2005	2006	2007	2008
Weighted average share price (Rs.)	93.30	93.30	93.30	93.30
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	38.44	38.44	38.44	38.44
Historical Volatility	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	3.00	3.00	3.00	3.00
Average risk-free interest rate (%)	5.98	6.33	6.54	6.73
Expected dividend rate (%)	2.31	2.31	2.31	2.31

Series II :

The weighted average fair value of stock options granted was Rs. 91.75. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2006	2007	2008	2009
Weighted average share price (Rs.)	130.10	130.10	130.10	130.10
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	19.89	19.89	19.89	19.89
Historical Volatility	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	3.00	3.00	3.00	3.00
Average risk-free interest rate (%)	6.64	6.83	6.93	7.26
Expected dividend rate (%)	2.52	2.52	2.52	2.52

Series III :

The weighted average fair value of stock options granted was Rs. 74.85. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2006	2007	2008	2009
Weighted average share price (Rs.)	111.25	111.25	111.25	111.25
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	31.85	31.85	31.85	31.85
Historical Volatility (%)	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	3.00	3.00	3.00	3.00
Average risk-free interest rate (%)	6.96	7.10	7.26	7.40
Expected dividend rate (%)	2.52	2.52	2.52	2.52

Series IV :

The weighted average fair value of stock options granted was Rs. 136.40. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2007	2008	2009	2010
Weighted average share price (Rs.)	168.05	168.05	168.05	168.05
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	41.51	41.51	41.51	41.51
Historical Volatility (%)	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	3.00	3.00	3.00	3.00
Average risk-free interest rate (%)	7.68	7.76	7.82	7.87
Expected dividend rate (%)	0.89	0.89	0.89	0.89

Series V :

The weighted average fair value of stock options granted was Rs. 253.90. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2008	2009	2010	2011
Weighted average share price (Rs.)	294.50	294.50	294.50	294.50
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	69.22	69.22	69.22	69.22
Historical Volatility (%)	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	3.00	3.00	3.00	3.00
Average risk-free interest rate (%)	9.41	9.36	9.34	9.36
Expected dividend rate (%)	1.63	1.63	1.63	1.63

Series VI :

The weighted average fair value of stock options granted was Rs. 201.45. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2009	2010	2011	2012
Weighted average share price (Rs.)	245.25	245.25	245.25	245.25
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	64.80	64.80	64.80	64.80
Historical Volatility (%)	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	5.00	5.00	5.00	5.00
Average risk-free interest rate (%)	4.03	4.68	5.20	5.64
Expected dividend rate (%)	1.96	1.96	1.96	1.96

The expected volatility was determined based on historical volatility data equal to the NSE volatility rate of Bank Nifty which is considered as a comparable peer group of the Company. To allow for the effects of early exercise, it was assumed that the employees will exercise the options within six months from the date of vesting in view of the exercise price being significantly lower than the market price.

Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position:

(Rs. in Lacs)

Particulars	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Total compensation cost pertaining to employee share-based payment plan (entirely equity settled)	-	-	-	-	0.90
Liability for employee stock options outstanding as at year end	-	-	-	-	-
Deferred compensation cost	-	-	-	-	-

Since the enterprise used the intrinsic value method the impact on the reported net profit and earnings per share by applying the fair value based method is as follows:

In March 2005, ICAI has issued a guidance note on "Accounting for Employees Share Based Payments" applicable to employee based share plan the grant date in respect of which falls on or after April 1, 2005. The said guidance note requires that the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note, the impact on the reported net profit and earnings per share would be as follows:

Particulars	**For the year ended March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Profit as reported (Rs. in lacs)	156,802.25	125,734.25	117,819.76	123,780.98	126,420.77
Add: Employee stock compensation under intrinsic value method (Rs. in lacs)	-	-	-	-	0.90
Less: Employee stock compensation under fair value method (Rs. in lacs)	-	-	-	-	0.86
Proforma profit (Rs. in lacs)	156,802.25	125,734.25	117,819.76	123,780.98	126,420.81
Earnings per share					
Basic (Rs.)					
- As reported	69.11	55.42	51.93	54.56	55.72
- Proforma	69.11	55.42	51.93	54.56	55.72
Diluted (Rs.)					
- As reported	69.11	55.42	51.93	54.56	55.72
- Proforma	69.11	55.42	51.93	54.56	55.72
Nominal Value	Rs. 10.00	Rs. 10.00	Rs. 10.00	Rs. 10.00	Rs. 10.00

5. Leases

Operating Lease:

In case of assets taken on lease

The Company has taken various office premises, furniture and fixtures, computers and plant and machinery under operating lease. The lease payments are recognised in the statement of profit and loss. Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. There are no restrictions imposed by lease arrangements.

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
The lease payments recognised in the statement of profit and loss (Rs. in Lacs)	9,972.83	9,195.17	8,683.95	7,869.58	7,370.68
Period of non-cancellable operating lease agreements	11 to 180 months	11 to 180 months	11 to 180 months	6 to 144 months	6 to 144 months

The future minimum lease payments in respect of non-cancellable operating lease as at the balance sheet date are summarised below:

(Rs. in Lacs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Minimum Lease Payments:					
Not later than one year	3,105.81	2,482.34	3,222.16	2,005.21	929.23
Later than one year but not later than five years	9,835.17	5,300.09	6,570.19	3,762.66	1,519.86
Later than five years	3,372.07	2,280.51	3,331.56	1,629.73	453.84

In case of assets given on lease

The Company has given office premises under operating lease. The income from operating lease is recognised in the statement of profit and loss. Agreements provide for cancellation by either party or contains clause for escalation and renewal of agreements.

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
The income from operating lease recognised in the statement of profit and loss (Rs. in Lacs)	20.90	7.20	10.14	10.14	10.14
Period of non-cancellable operating lease agreements	108 months	108 months	N.A.	N.A.	N.A.

The future minimum lease payments in respect of non-cancellable operating lease as at the balance sheet date are summarised below:

(Rs. in Lacs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Minimum Lease Payments:					
Not later than one year	14.66	-	-	-	-
Later than one year but not later than five years	64.12	-	-	-	-
Later than five years	8.43	-	-	-	-

6. In accordance with the Master Direction – Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 dated August 25, 2016, the Company has created a floating charge on the statutory liquid assets comprising of investment in Government Securities in favour of trustees representing the public deposit holders of the Company.

(Rs. in Lacs)

Particulars	**As at March 31,**	
	2018	**2017**
The amount for which floating charge was created	140,376.00	140,376.00

In accordance with the Reserve Bank of India circular no.RBI/2006-07/ 225 DNBS (PD) C.C No. 87/03.02.004/2006-07 dated January 4, 2007, the Company has created a floating charge on the statutory liquid assets comprising of investment in Government Securities in favour of trustees representing the public deposit holders of the Company.

(Rs. in Lacs)

Particulars	**As at March 31,**		
	2016	**2015**	**2014**
The amount for which floating charge was created	116,276.00	76,576.00	34,076.00

7. Related Party Disclosure

Related parties	
Subsidiary	Shriram Equipment Finance Company Limited. (SEFCL) (from December 15, 2009 and amalgamated with STFC w.e.f. April 1, 2015)
	Shriram Automall India Limited (SAMIL) (from February 11, 2010 upto February 06, 2018)
	Shriram Insurance Broking Company Limited (SIBCL) (from January 01, 2013 upto December 13, 2013)
Other related parties	
Enterprises having significant influence over the Company	Shriram Holdings (Madras) Private Limited (upto November 05, 2012)
	Shriram Capital Limited
	Newbridge India Investments II Limited (upto May 10, 2013)
	Shriram Ownership Trust (from April 01, 2010)
	Shriram Financial Ventures (Chennai) Private Limited (w.e.f. August 31, 2012)
	Piramal Enterprises Limited
Associates	Shriram Automall India Limited (SAMIL) (from February 07, 2018)
	Shriram Asset Management Company Limited (upto June 18, 2013)
Related parties as per AS 18 with whom transactions have taken place during the year	
Key Management Personnel	Mr. Umesh Revankar, Managing Director & CEO (till April 29, 2016 and from October 26, 2016 onwards)
	Mr. Jasmit Singh Gujral, Managing Director & CEO (from April 30, 2016 to October 25, 2016)
Relatives of Key Management Personnel	Mrs. Suchita U. Revankar (spouse of Managing Director)
	Master Shirish U. Revankar (son of Managing Director)
	Mr. Shreyas U. Revankar (son of Managing Director)
	Mrs. Geeta G. Revankar (mother of Managing Director)
	Mr. Anil G. Revankar (brother of Managing Director)

(Rs. In lacs)

Particulars	**Enterprises having significant influence over the company**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Payments/Expenses					
Royalty paid to Shriram Ownership Trust	12,416.58	10,167.40	9,375.97	5,549.39	1,972.06
Data Sourcing Fees paid to Shriram Ownership Trust	-	-	-	-	674.89
Service charges paid to Shriram Capital Limited @	3,800.00	4,790.76	4,676.69	4,265.06	3,708.75
Service charges paid to Shriram Ownership Trust @	-	-	-	-	4,049.31
Equity Dividend Paid Ω					
- Shriram Capital Limited	6,509.03	5,910.32	5,910.32	4,728.25	4,104.08
- Piramal Enterprises Limited	2,486.00	2,260.00	2,260.00	-	-
Non-convertible debenture matured					
- Shriram Capital Limited	-	5.00	-	-	-
Subordinated debt matured Ω					
- Shriram Capital Limited	48.34	28.80	28.09	-	-
Interest on subordinated debt					
- Shriram Capital Limited	39.52	42.51	42.16	12.03	-
Interest on non-convertible debenture					
- Shriram Capital Limited	-	0.30	0.54	0.54	-
Rent paid @					
- Shriram Capital Limited	99.63	328.71	202.47	89.80	19.35
Other administrative expenses @					
- Shriram Capital Limited	85.78	182.96	94.58	31.89	5.11
Refund of Security Deposit					
- Shriram Capital Limited	100.41	-	-	-	-
Purchase of Fixed Asset					
- Shriram Capital Limited	568.34	-	-	-	-
Reimbursement of Petty cash					
- Shriram Capital Limited	8.90	-	-	-	-
Receipts/Income					
Recovery of common sharing expenses					
- Shriram Capital Limited	1.42	2.39	-	-	-
Recovery of Rent & Electricity					
- Shriram Capital Limited	31.54	30.16	26.03	13.44	11.32
Balance Outstanding at the year end					
Share Capital					
- Shriram Capital Limited	5,917.30	5,917.30	5,910.32	5,910.32	5,910.32
- Piramal Enterprises Limited	2,260.00	2,260.00	2,260.00	-	-
Non-convertible debenture					
- Shriram Capital Limited	-	-	5.00	5.00	-
Rent receivable from Shriram Capital Limited	2.71	2.68	2.17	4.12	0.78

(Rs. In lacs)

Particulars	Enterprises having significant influence over the company				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Rent Payable to Shriram Capital Limited	-	-	42.14	-	-
Outstanding expenses					
- Shriram Capital Limited	1,026.23	1,404.60	283.42	13.69	3.65
- Shriram Ownership Trust	3,724.70	2,151.55	1,140.93	180.35	195.49
Subordinated debt					
- Shriram Capital Limited	262.80	311.14	339.94	268.03	-
Interest payable on subordinated debt					
- Shriram Capital Limited	91.71	79.11	65.57	25.24	-
Expenses recoverable from Shriram Capital Limited	0.12	0.10	-	-	-

(Rs. in lacs)

Particulars	Subsidiaries				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Payments/Expenses					
Subordinated debt matured Ω					
- Shriram Automall India Ltd	5.90	45.83	-	-	-
Interest on subordinated debt					
- Shriram Automall India Ltd	23.24	13.61	5.37	-	-
Rent paid @					
- Shriram Automall India Ltd	323.17	399.22	400.41	494.76	383.87
Interest paid on Unsecured Loan					
- Shriram Automall India Limited	-	-	-	-	156.86
- Shriram Equipment Finance Company Limited	-	-	-	88.39	-
Business Mobilisation Expenses Paid to Shriram Automall India Limited @	199.84	227.79	222.17	232.44	131.21
Other Administrative Expenses paid to @					
- Shriram Insurance Broking Company Limited	-	-	-	-	0.02
- Shriram Automall India Ltd	63.52	78.63	85.28	84.64	65.11
Unsecured loan Given Ω					
- Shriram Automall India Limited	-	-	-	-	504.08
- Shriram Equipment Finance Company Limited	-	-	-	-	16,423.58
Unsecured loan and advances received from Ω					
- Shriram Automall India Limited	-	1,110.04	-	-	-
Interest paid on inter-corporate deposit	210.93	161.91	-	-	-
Inter Corporate Deposit repaid					
- Shriram Automall India Limited	880.00	1,015.00	-	-	2,375

(Rs. in lacs)

Particulars	Subsidiaries				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Receipts/Income					
Recovery of common sharing expenses					
- Shriram Automall India Limited	29.29	26.18	41.75	77.97	133.57
- Shriram Equipment Finance Company Limited	-	-	-	469.64	282.84
Unsecured loan Repaid					
- Shriram Insurance Broking Company Limited	-	-	-	-	0.15
- Shriram Automall India Limited	-	-	-	-	1,722.33
- Shriram Equipment Finance Company Limited	-	-	-	14,152.06	2,096.40
Unsecured loan Received µ					
- Shriram Automall India Limited	-	-	-	3.85	1400.00
- Shriram Equipment Finance Company Limited	-	-	-	773.36	-
Interest Received on Unsecured Loan					
- Shriram Equipment Finance Company Limited	-	-	-	723.91	1,854.47
Recovery of Rent & Electricity					
- Shriram Automall India Limited	164.13	217.39	183.60	134.45	90.29
Recovery of other administrative expenses					
- Shriram Automall India Limited	98.48	90.27	68.75	21.07	-
Unsecured loan and advances repaid by µ					
- Shriram Automall India Limited	451.82	1,641.79	267.29	-	-
Dividend on Preference Share Shriram Equipment Finance Company Limited	-	-	-	2.5	2.5
Equity dividend received	1,200.00	-	-	-	-
Inter-corporate deposit received from Shriram Automall India Limited	1,185.00	3,905.00	-	-	-
Balance Outstanding at the year end					
Investment in Equity shares					
- Shriram Equipment Finance Company Limited	-	-	-	1,000.00	1,000.00
- Shriram Automall India Limited	-	3,000.00	3,000.00	3,000.00	3,000.00
Investment in Preference shares					
- Shriram Equipment Finance Company Limited	-	-	-	25000.00	25000.00
Unsecured loan recoverable					
- Shriram Equipment Finance Company Limited	-	-	-	-	14,152.06
- Shriram Automall India Limited	-	15.53	183.97	22.25	-
Subordinated debt					
- Shriram Automall India Limited	-	160.61	78.64	-	-
Interest payable on subordinated debt					
- Shriram Automall India Limited	-	21.98	3.74	-	-

(Rs. in lacs)

Particulars	Subsidiaries				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Unsecured loan payable					
- Shriram Equipment Finance Company Limited	-	-	-	773.36	-
- Shriram Automall India Limited	-	-	-	-	632.74
Interest Receivable on Unsecured Loan					
- Shriram Equipment Finance Company Limited	-	-	-	-	189.96
Interest payable on unsecured Loan					
- Shriram Equipment Finance Company Limited	-	-	-	8.15	-
Expenses Recoverable					
- Shriram Equipment Finance Company Limited	-	-	-	99.80	-
Inter-corporate deposit received - Shriram Automall India Limited	-	2,890.00	-	-	-
Interest payable on inter-corporate deposit - Shriram Automall India Limited	-	56.50	-	-	-
Guarantee given by Company					
- Shriram Equipment Finance Company Limited	-	-	-	100.00	100.00
- Shriram Automall India Limited	-	200.00	200.00	200.00	200.00

(Rs. in lacs)

Particulars	Associates				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Payments/Expenses					
Business mobilisation expenses paid to Shriram Automall India Limited@	78.98	-	-	-	-
Interest on Subordinate Debt					
- Shriram Automall India Limited	5.23	-	-	-	-
- Shriram Asset Management Company Limited	-	-	-	-	17.50
Interest on Non-convertible Debenture					
- Shriram Asset Management Company Limited	-	-	-	-	0.12
Rent paid @					
- Shriram Automall India Limited	85.28	-	-	-	-
- Shriram Asset Management Company Limited	-	-	-	-	0.39
Other administrative expenses @					
- Shriram Automall India Limited	7.45	-	-	-	-
Interest paid on inter-corporate deposit	35.35	-	-	-	-
Inter Corporate Deposit repaid					
- Shriram Automall India Limited	360.00	-	-	-	-
Receipts/Income					
Recovery of common sharing expenses					
- Shriram Automall India Limited	6.02	-	-	-	-
Recovery of rent and electricity					
- Shriram Asset Management Company Limited	-	-	-	-	1.16
- Shriram Automall India Limited	36.38	-			

(Rs. in lacs)

Particulars	Associates				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Recovery of other administrative expenses					
- Shriram Automall India Limited	17.80	-	-	-	-
Unsecured loan and advances received from Ω					
- Shriram Automall India Limited	14.93	-	-	-	-
Balance Outstanding at the year end					
Investment in Equity shares					
- Shriram Automall India Limited	1,336.96	-	-	-	-
Unsecured loan and advances recoverable					
- Shriram Automall India Limited	12.31	-	-	-	-
Subordinated debt					
- Shriram Automall India Limited	246.91	-	-	-	-
Interest payable on subordinated debt					
- Shriram Automall India Limited	39.67	-	-	-	-
Inter-corporate deposit received					
- Shriram Automall India Limited	2,835.00	-	-	-	-
Interest payable on inter-corporate deposit					
- Shriram Automall India Limited	50.28	-	-	-	-

(Rs. in lacs)

Particulars	Key Management personnel (Managing Director, Whole time director, manager and other management personnel)				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Payments/Expenses					
Employee benefits for key management personnel					
- Mr. Umesh Revankar	59.26	40.51	52.45	48.15	65.28
- Mr. Jasmit Singh Gujral	-	46.85	-	-	-
Equity Dividend Paid Ω	-	-	3.57	2.95	3.13
Interest on Non-convertible Debenture					
- Mr. Umesh Revankar	-	0.03	0.39	0.35	0.22
Balance Outstanding at the year end					
Share Capital	-	-	1.85	1.85	5.52
Non-convertible Debenture	-	-	3.00	3.00	3.00
Interest payable on Non-convertible Debenture	-	-	0.96	0.57	0.22

(Rs. in lacs)

Particulars	Relative of Key Management Personnel				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Payments/Expenses					
Equity Dividend Paid Ω	0.02	0.01	0.01	-	-
Non-convertible Debenture Matured Ω	1.10	1.89	2.38	1.39	2.01
Fixed Deposit Matured Ω	1.96	0.74	-	-	1.02
Subordinated Debt Matured Ω	-	0.30	-	-	-
Interest on Fixed Deposit	5.15	0.19	0.54	0.32	0.15
Interest on Subordinate Debt	0.13	0.07	0.16	0.14	0.07

(Rs. in lacs)

Particulars	Relative of Key Management Personnel				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Interest on Non-convertible Debenture	0.19	0.32	1.59	1.76	1.64
Receipts/Income					
Non-convertible Debenture µ	-	-	-	-	3.29
Fixed Deposit µ	2.62	1.68	3.27	1.52	2.09
Subordinate Debts µ	-	-	-	-	0.80
Balance Outstanding at the year end					
Share Capital	0.02	0.02	0.02	-	-
Non-convertible Debenture	1.10	2.20	11.95	14.33	15.72
Interest payable on Non-convertible Debenture	0.12	0.15	0.92	1.31	1.19
Fixed Deposit	7.56	6.47	6.88	3.61	2.09
Interest payable on Fixed Deposit	1.13	0.91	1.00	0.44	0.12
Subordinated debt	0.80	0.80	1.10	1.10	1.10
Interest payable on subordinated debt	0.46	0.34	0.48	0.32	0.18

Ω Denotes payments
µ Denotes receipts
@ Income /expenses are presented excluding service tax/Goods and services tax

(Rs. in Lacs)

8. Contingent Liabilities not provided for		**As at March 31,**				
		2018	**2017**	**2016**	**2015**	**2014**
a.	In respect of Income tax demands where the Company has filed appeal before various authorities	7,507.88	15,085.63	14,284.36	17,494.75	52,678.52
b.	VAT demand where the company has filed appeal before various Appellates	12,700.57	10,925.05	7,843.00	4,769.50	2,532.82
c.	Service Tax Demand	31,110.08	12833.93	12,833.93	12,833.93	12,824.07
d.	Guarantees and Counter Guarantees	221,391.36	163,921.07	158,760.87	119,798.42	237,503.49
e.	Guarantees given for subsidiaries	-	200.00	200.00	300.00	300.00

Future cash outflows in respect of (a), (b) and (c) above are determinable only on receipt of judgments /decisions pending with various forums/authorities. The Company is of the opinion that above demands are not sustainable and expects to succeed in its appeals. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

The Company has received show cause notice demanding service tax on services rendered towards provision of collection of receivables and liquidity facilities in respect of Securitisation / Direct Assignments for the period 2008-09 to 2014-15, the same are contested by the Company.

(Rs. in Lacs)

	Commitments not provided for	**As at March 31,**				
		2018	**2017**	**2016**	**2015**	**2014**
a.	Estimated amount of contracts remaining to be executed on capital account	593.10	491.66	422.56	541.43	191.76
b.	Uncalled amount in investment in ICICI Investment Management Company Limited	-	747.02	809.83	809.83	1,046.96
c.	Commitments related to loans sanctioned but undrawn	12,485.78	846.72	1,056.07	847.46	-

9.	Based on the intimation received by the Company, some of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, the disclosures relating to amounts unpaid as at the year ended together with interest paid /payable are furnished below:

(Rs. in Lacs)

Particulars	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
The principal amount remaining unpaid to supplier as at the end of the year	-	-	-	-	-
The interest due thereon remaining unpaid to supplier as the end of the year	-	-	-	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointment day during the year	-	-	-	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-	-	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-	-	-	-

(Rs. in lacs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-	-	-	-

10.	In addition to the auditors remuneration shown in operating and other expenses, the Company has also incurred auditors remuneration in connection with audit and related statutory services to be performed by auditors in connection with: i. issue of senior secured notes shown under professional charges-resource mobilisation in Annexure IV note 21. ii. public issue of non-convertible debentures and QIP issue of equity shares and which have been amortised as per note 2.1 (r) of Annexure VI and shown under Annexure IV Note 13 Other Non-current assets and Annexure IV Note 17 Other current assets. (redraft)

(Rs. in Lacs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Auditors Remuneration in connection with					
issue of senior secured notes	26.16	126.37	-	-	-
out of pocket expenses included above	-	2.45	-	-	-
Public issue of non-convertible debentures	-	-	-	60.61	120.62
out of pocket expenses included above	-	-	-	1.06	1.52
QIP Issue of equity shares	-	-	-	-	-
out of pocket expenses included above	-	-	-	-	-

11. For Financial Year 2015-16

Merger of Shriram Equipment Finance Company Limited (SEFCL) with the Company under Sections 391 to 394 of the Companies Act, 1956 with the Company during the year ended March 31, 2016.

Details of net assets taken over on amalgamation:

Pursuant to the scheme of amalgamation ('the Scheme') of erstwhile Shriram Equipment Finance Company Limited (SEFCL) with the Company under Sections 391 to 394 of the Companies Act, 1956 sanctioned by Hon'ble High Court of Madras on March 31, 2016 entire business and all assets and liabilities of Shriram Equipment Finance Company Limited were transferred and vested in the Company effective from April 01, 2015. Accordingly the Scheme has been given effect to in these financial statements.

SEFCL was Non-banking finance Company 'NBFC' engaged in business of equipment financing.

The amalgamation has been accounted for under the "Pooling of Interest" method as prescribed by the Accounting Standard 14 "Accounting for Amalgamations" notified under the Companies (Accounting Standards) amendment Rules, 2014. Accordingly, the accounting treatment has been given as under:-

(i) The assets and liabilities as at April 01, 2015 were incorporated in the financial statement of the Company at its book value.

(ii) Debit balance in the Statement of Profit and Loss of SEFCL as at April 01, 2015 amounting to Rs. 3,503.89 lacs was adjusted in "Surplus in Statement of Profit and Loss".

(iii) Credit balance in the Statutory Reserve pursuant to section 45- IC of the RBI Act, 1934 of SEFCL as at April 01, 2015 amounting to Rs. 4,655.65 lacs was adjusted in "Statutory Reserve pursuant to section 45- IC of the RBI Act, 1934".

(iv) SEFCL being wholly owned subsidiary, the entire share capital i.e. 10,000,000 Equity Shares of Rs.10/- each fully paid and 25,000,000 0.01% Preference Share of Rs.100/- each in Shriram Equipment Finance Company Limited, held as investment by the Company stands cancelled.

12. Expenditure in foreign currency (accrual basis)

(Rs. in Lacs)

Particulars	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Professional Fees Paid	-	-	-	-	-
Rating fees	-	-	-	-	43.90
Computer Software	-	-	14.24	-	7.33
Computer charges	-	-	-	1.94	-
Membership Fees	0.16	0.17	0.10	0.16	-
Resource mobilisation	1,721.21	1,351.05	27.18	-	-
Advertisement	-	-	20.20	-	-
Listing fees	12.24	16.77	-	-	-
Total	**1,733.61**	**1,367.99**	**61.72**	**2.10**	**51.23**

13. Details of CSR expenses

(Rs. in lacs)

	Year ended March 31,			
Particulars	**2018**	**2017**	**2016**	**2015**
a) Gross amount required to be spent by the Company during the year	3,699.14	3,632.97	3,789.53	3,815.26
b) Amount spent during the year				
- On purposes other than construction/acquisition of any asset				
Paid in cash	1,881.50	1,193.15	1,863.73	691.61
Yet to be paid in cash	-	-	-	-
Total	**1,881.50**	**1,193.15**	**1,863.73**	**691.61**

14. During the year ended March 31, 2018, pursuant to Reserve Bank India (RBI) notification no. DNBR 011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from 120 days to 90 days and increased contingent provision on standard assets from 0.35% to 0.40% and applied the revised norms in the last quarter of the year. Had the Company continued to use the earlier policy of classification of NPA and contingent provision on standard assets, provisions and write offs for the year ended March 31, 2018 would have been lower by Rs. 72,156.19 lacs, revenue from operations for the same period would have been higher by Rs. 2,717.25 lacs and profit before tax for the same period would have been higher by Rs. 74,873.44 lacs (net of tax Rs. 48,961.24 lacs).

15. During the year ended March 31, 2018, the Company has sold the controlling stake in its wholly owned subsidiary, Shriram Automall India Limited (SAMIL) to the extent of 16,630,435 equity shares (representing 55.44% of paid-up capital) @ Rs. 94.03 per share for a total consideration of Rs.15,637.60 lacs to MXC Solutions India Private Limited (MXC). Consequently, SAMIL has ceased to be a subsidiary and is now an associate of the Company from February 07, 2018. Profit arising on the sale of SAMIL shares amounting to Rs 13,974.55 lacs has been disclosed as an Exceptional Item in the statement of profit and loss.

16. Movement in provisions

(Rs. in lacs)

Particular	**As at March 31, 2017**	**Additional provision made during the year**	**Utilisation/reversal during the year**	**As at March 31, 2018**
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	1,092.88	19.71	-	1,112.59

(Rs. in lacs)

Particular	**As at March 31, 2016**	**Additional provision made during the year**	**Utilisation/reversal during the year**	**As at March 31, 2017**
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	1,096.15	137.92	141.19	1,092.88

(Rs. in lacs)

Particular	**As at March 31, 2015**	**Additional provision made during the year**	**Utilisation/reversal during the year**	**As at March 31, 2016**
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	988.00	108.15	-	1,096.15

(Rs. in lacs)

Particular	**As at March 31, 2014**	**Additional provision made during the year**	**Utilisation/reversal during the year**	**As at March 31, 2015**
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	412.34	575.66	-	988.00

(Rs. in lacs)

Particular	**As at March 31, 2014**	**Additional provision made during the year**	**Utilisation/reversal during the year**	**As at March 31, 2015**
Provision for service tax- contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	412.34	-	-	412.34

The above provisions relate to disputed tax demands in relation to VAT and Service tax. Due to the very nature of such provisions and the litigations involved, it is not possible to estimate the timing/uncertainties relating to their outflows.

17. Disclosure of restructured accounts
Financial Year 2017-18

(Rs. in lacs)

Sr. No.	Type of restructuring		Others									
	Financial year		Year ended March 31, 2018					Year ended March 31, 2017				
	Asset classification		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total
1	**Restructured accounts as on April 1**	No. of borrowers	983	12,215	4,937	626	**18,761**	632	10,863	3,193	86	**14,774**
		Amount outstanding	544.59	40,302.73	12,176.10	1,980.63	**55,004.05**	897.78	25,311.61	8,201.06	383.44	**34,793.89**
		Provision thereon	2.18	13,713.90	12,173.29	1,980.63	**27,870.00**	2.69	11,561.55	8,201.06	383.44	**20,148.74**
2	**Fresh restructuring during the year**	No. of borrowers	-	14,367	3	-	**14,370**	-	8,797	244	21	**9,062**
		Amount outstanding	-	64,214.88	17.00	-	**64,231.88**	-	30,219.76	800.11	59.48	**31,079.35**
		Provision thereon	-	10,086.05	8.00	-	**10,094.05**	-	4,159.18	800.11	59.48	**5,018.77**
3	**Upgradation**	No. of borrowers	883	(723)	(102)	(58)	**-**	983	(816)	(158)	(9)	**-**
		Amount outstanding	2,532.46	(2,193.23)	(138.15)	(201.08)	**-**	1,022.01	(615.62)	(366.83)	(39.56)	**-**
		Provision thereon	1,154.80	(815.58)	(138.14)	(201.08)	**-**	466.97	(60.58)	(366.83)	(39.56)	**-**
4	**Restructured standard advances which cease to attract higher provisioning and/or additional risk weight at the end of the year and hence need not be shown as restructured advances at the beginning of the next year**	No. of borrowers	(983)	-	-	-	**(983)**	(632)	-	-	-	**(632)**
		Amount outstanding	(544.59)	-	-	-	**(544.59)**	(897.78)	-	-	-	**(897.78)**
		Provision thereon	(2.18)	-	-	-	**(2.18)**	(2.69)	-	-	-	**(2.69)**
5	**Downgradation of restructured accounts during the year**	No. of borrowers	-	(6,201)	4,810	1,391	**-**	-	(3,134)	2,578	556	**-**
		Amount outstanding	-	(21,322.06)	16,724.94	4,597.12	**-**	-	(7,715.76)	6,206.61	1,509.15	**-**
		Provision thereon	-	(6,062.95)	1,852.08	4,210.87	**-**	-	(6,180.53)	4,792.90	1,387.63	**-**
6	**Write-offs of restructured accounts during the year**	No. of borrowers	530	5,196	3,105	321	**9,152**	-	3,495	920	28	**4,443**
		Amount outstanding	1,233.76	17,212.06	8,077.87	832.24	**27,355.93**	477.42	6,897.26	2,664.85	(68.12)	**9,971.41**
		Provision thereon	1,024.92	(3,935.75)	(6,794.80)	446.00	**(9,259.63)**	464.79	(4,234.28)	1,253.95	(189.64)	**(2,705.18)**
7	**Restructured accounts as on March 31**	No. of borrowers	353	14,462	6,543	1,638	**22,996**	983	12,215	4,937	626	**18,761**
		Amount outstanding	1,298.70	63,790.26	20,702.02	5,544.43	**91,335.41**	544.59	40,302.73	12,176.10	1,980.63	**55,004.05**
		Provision thereon	129.88	20,857.17	20,690.03	5,544.42	**47,221.50**	2.18	13,713.90	12,173.29	1,980.63	**27,870.00**

The above provision for restructured accounts include provision for diminution in fair value of restructured accounts amounting to Rs. 4,566.77 lacs (March 31, 2017: Rs. Nil) and the total provision for each loan account is capped at 100% of the outstanding amount.

Financial Year 2016-17

(Rs. in lacs)

Sr. No.	Type of restructuring		Others									
	Financial year		Year ended March 31, 2017					Year ended March 31, 2016				
	Asset classification		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total
1	Restructured accounts as on April 1	No. of borrowers	632	10,863	3,193	86	**14,774**	-	4,454	-	12	**4,466**
		Amount outstanding	897.78	25,311.61	8,201.06	383.44	**34,793.89**	-	13,832.01	-	110.11	**13,942.12**
		Provision thereon	2.69	11,561.55	8,201.06	383.44	**20,148.74**	-	5,079.26	-	110.11	**5,189.37**
2	Fresh restructuring during the year	No. of borrowers	-	8,797	244	21	**9,062**	-	11,667	-	-	**11,667**
		Amount outstanding	-	30,219.76	800.11	59.48	**31,079.35**	-	26,515.10	-	-	**26,515.10**
		Provision thereon	-	4,159.18	800.11	59.48	**5,018.77**	-	13,054.52	-	-	**13,054.52**
3	Upgradation	No. of borrowers	983	(816)	(158)	(9)	**-**	632	(631)	-	(1)	**-**
		Amount outstanding	1,022.01	(615.62)	(366.83)	(39.56)	**-**	1,674.94	(1,666.55)	-	(8.39)	**-**
		Provision thereon	466.97	(60.58)	(366.83)	(39.56)	**-**	438.48	(430.09)	-	(8.39)	**-**
4	Restructured standard advances which cease to attract higher provisioning and/or additional risk weight at the end of the year and hence need not be shown as restructured advances at the beginning of the next year	No. of borrowers	(632)	-	-	-	**(632)**	-	-	-	-	**-**
		Amount outstanding	(897.78)	-	-	-	**(897.78)**	-	-	-	-	**-**
		Provision thereon	(2.69)	-	-	-	**(2.69)**	-	-	-	-	**-**
5	Downgradation of restructured accounts during the year	No. of borrowers	-	(3,134)	2,578	556	**-**	-	(3,269)	3,193	76	**-**
		Amount outstanding	-	(7,715.76)	6,206.61	1,509.15	**-**	-	(8,505.67)	8,201.06	304.61	**-**
		Provision thereon	-	(6,180.53)	4,792.90	1,387.63	**-**	-	(8,505.69)	8,201.06	304.61	**-**
6	Write-offs of restructured accounts during the year	No. of borrowers	-	3,495	920	28	**4,443**	-	(1,358)	-	(1)	**(1,359)**
		Amount outstanding	477.42	6,897.26	2,664.85	(68.12)	**9,971.41**	(777.16)	(4,863.28)	-	(22.89)	**(5,663.33)**
		Provision thereon	464.79	(4,234.28)	1,253.95	(189.64)	**(2,705.18)**	(435.79)	2,363.55	-	(22.89)	**1,904.87**
7	Restructured accounts as on March 31	No. of borrowers	983	12,215	4,937	626	**18,761**	632	10,863	3,193	86	**14,774**
		Amount outstanding	544.59	40,302.73	12,176.10	1,980.63	**55,004.05**	897.78	25,311.61	8,201.06	383.44	**34,793.89**
		Provision thereon	2.18	13,713.90	12,173.29	1,980.63	**27,870.00**	2.69	11,561.55	8,201.06	383.44	**20,148.74**

Financial Year 2015-16

(Rs. in lacs)

Sr.	Type of restructuring	Others

Shriram Transport Finance Company Limited **Annexure VI**
Notes forming part of the Reformatted Financial Statement

No.	Financial year		Year ended March 31, 2016					Year ended March 31, 2015				
	Asset classification		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total
1	Restructured accounts as on April 1	No. of borrowers	-	4,454	-	12	**4,466**	-	2,188	-	-	**2,188**
		Amount outstanding	-	13,832.01	-	110.11	**13,942.12**	-	6,686.57	-	-	**6,686.57**
		Provision thereon	-	5,079.26	-	110.11	**5,189.37**	-	911.07	-	-	**911.07**
2	Fresh restructuring during the year	No. of borrowers	-	11,667	-	-	**11,667**	-	4,357	-	-	**4,357**
		Amount outstanding	-	26,515.10	-	-	**26,515.10**	-	11,390.11	-	-	**11,390.11**
		Provision thereon	-	13,054.52	-	-	**13,054.52**	-	2,258.08	-	-	**2,258.08**
3	Upgradation	No. of borrowers	632	(631)	-	(1)	-	1,345	(1,345)	-	-	-
		Amount outstanding	1,674.94	(1,666.55)	-	(8.39)	-	5,031.79	(5,031.79)	-	-	-
		Provision thereon	438.48	(430.09)	-	(8.39)	-	505.67	(505.67)	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the year and hence need not be shown as restructured advances at the beginning of the next year	No. of borrowers	-	-	-	-	-	(1,345)	-	-	-	**(1,345)**
		Amount outstanding	-	-	-	-	-	(5,031.79)	-	-	-	**(5,031.79)**
		Provision thereon	-	-	-	-	-	(505.67)	-	-	-	**(505.67)**
5	Downgradation of restructured accounts during the year	No. of borrowers	-	(3,269)	3,193	76	-	-	(1)	-	1	-
		Amount outstanding	-	(8,505.67)	8,201.06	304.61	-	-	(0.26)	-	0.26	-
		Provision thereon	-	(8,505.69)	8,201.06	304.61	-	-	(0.03)	-	0.03	-
6	Write offs of restructured accounts during the year	No. of borrowers	-	(1,358)	-	(1)	**(1,359)**	-	(917)	-	(1)	**(918)**
		Amount outstanding	(777.16)	(4,863.28)	-	(22.89)	**(5,663.33)**	-	(2,158.05)	-	(0.26)	**(2,158.31)**
		Provision thereon	(435.79)	2,363.55	-	(22.89)	**1,904.87**	-	(173.18)	-	(0.03)	**(173.21)**
7	Restructured accounts as on March 31	No. of borrowers	632	10,863	3,193	86	**14,774**	-	4,282	-	-	**4,282**
		Amount outstanding	897.78	25,311.61	8,201.06	383.44	**34,793.89**	-	10,886.58	-	-	**10,886.58**
		Provision thereon	2.69	11,561.55	8,201.06	383.44	**20,148.74**	-	2,490.27	-	-	**2,490.27**

The figures as on April 01, 2015 includes the numbers of amalgamated entity and hence will not match with previous year closing.

Financial Year 2014-15

(Rs. in lacs)

Sr. No.	Type of restructuring	Others									
	Financial year	Year ended March 31, 2015					Year ended March 31, 2014				
	Asset classification	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total

1	**Restructured accounts as on April 1**	No. of borrowers	-	2,188	-	-	**2,188**	-	181	-	-	**181**
		Amount outstanding	-	6,686.57	-	-	**6,686.57**	-	652.90	-	-	**652.90**
		Provision thereon	-	911.07	-	-	**911.07**	-	43.54	-	-	**43.54**
2	**Fresh restructuring during the year**	No. of borrowers	-	4,357	-	-	**4,357**	-	2,007	-	-	**2,007**
		Amount outstanding	-	11,390.11	-	-	**11,390.11**	-	6,942.48	-	-	**6,942.48**
		Provision thereon	-	2,258.08	-	-	**2,258.08**	-	916.46	-	-	**916.46**
3	**Upgradation**	No. of borrowers	1,345	(1,345)	-	-	**-**	-	-	-	-	**-**
		Amount outstanding	5,031.79	(5,031.79)	-	-	**-**	-	-	-	-	**-**
		Provision thereon	505.67	(505.67)	-	-	**-**	-	-	-	-	**-**
4	**Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the year and hence need not be shown as restructured advances at the beginning of the next year**	No. of borrowers	(1,345)	-	-	-	**(1,345)**	-	-	-	-	**-**
		Amount outstanding	(5,031.79)	-	-	-	**(5,031.79)**	-	-	-	-	**-**
		Provision thereon	(505.67)	-	-	-	**(505.67)**	-	-	-	-	**-**
5	**Downgradation of restructured accounts during the year**	No. of borrowers	-	(1)	-	1	**-**	-	-	-	-	**-**
		Amount outstanding	-	(0.26)	-	0.26	**-**	-	-	-	-	**-**
		Provision thereon	-	(0.03)	-	0.03	**-**	-	-	-	-	**-**
6	**Write offs of restructured accounts during the year**	No. of borrowers	-	(917)	-	(1)	**(918)**	-	-	-	-	**-**
		Amount outstanding	-	(2,158.05)	-	(0.26)	**(2,158.31)**	-	(908.81)	-	-	**(908.81)**
		Provision thereon	-	(173.18)	-	(0.03)	**(173.21)**	-	(48.93)	-	-	**(48.93)**
7	**Restructured accounts as on March 31**	No. of borrowers	-	4,282	-	-	**4,282**	-	2,188	-	-	**2,188**
		Amount outstanding	-	10,886.58	-	-	**10,886.58**	-	6,686.57	-	-	**6,686.57**
		Provision thereon	-	2,490.27	-	-	**2,490.27**	-	911.07	-	-	**911.07**

The outstanding amount and number of borrowers as at March 31, 2015 and March 31, 2014 is after considering recoveries during the year.

The outstanding amount and number of borrowers as at March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 is after considering recoveries during the year.

The figures as on April 01, 2015 include the numbers of amalgamated entity and hence will not match with previous year closing.

There have been no upgradations of restructured advances during the year ended March 31, 2014.

Additional facilities availed by borrowers in existing restructured accounts are disclosed under "Fresh restructuring during the year" and partial repayments in existing restructured accounts are disclosed under "Write-offs of restructured accounts", however, for the purpose of arithmetical accuracy the number of existing borrowers availing additional facility or partial repayments have been ignored.

For the purpose of arithmetical accuracy as required by Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, movement in provisions in the existing restructured account as compared to opening balance is disclosed under write-off/sale/recovery (for any change in provision) during the year and are not comparable with the additional facilities availed and partial recovery disclosed under the respective columns.

Upto Financial year 2015-16, For the purpose of arithmetical accuracy as required by RBI circular no DNBS (PD) CC No. 380/03.02.001/ 2014-15 movement in provisions in the existing restructured account as compared to opening balance is disclosed under column fresh restructuring(for increase in provision) and write-off/sale/recovery(for decrease in provision) during the year and are not comparable with the additional facilities availed and partial recovery disclosed under the respective columns.

Since the disclosure of restructured advance account pertains to section "Others", the first two sections, namely, "Under CDR Mechanism" and "Under SME Debt Restructuring Mechanism" as per format prescribed in the guidelines are not included above.

Additional disclosures required by Reserve Bank of India*

***** Additional disclosures are made as required under and as per the format prescribed in DNBR (PD) CC.No.002/03.10.001/2014-15 dated November 10, 2014

1. Credit Rating

Instruments	Credit rating agency	As on March 31,				
		2018	2017	2016	2015	2014
Bank Loan Long-term	CRISIL	CRISIL AA+/Stable	CRISIL AA+/ Stable	CRISIL AA+/ Stable	CRISIL AA/ Positive	CRISIL AA/ Stable
Bank Loan Short-term	CRISIL	CRISIL A1+	CRISIL A1+	CRISIL A1+	CRISIL A1+	CRISIL A1+
Commercial Paper	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND A1+	-	-	-	-
Commercial Paper	CARE	CARE A1+	-	-	-	-
Fixed deposit	CRISIL	CRISIL FAAA/Stable	CRISIL FAAA/Stable	CRISIL FAAA/Stable	CRISIL FAA+/ Positive	CRISIL FAA+/ Stable
Fixed deposit	ICRA	MAA+ with Stable outlook	MAA+ with Stable outlook	MAA+ with Stable outlook	MAA+ with Stable outlook	MAA+ with Stable outlook
Long-Term Issuer Credit Rating	Standard & Poor's Ratings	BB+/Stable	BB+/Stable	BB+/Stable	-	-
Long-Term Issuer Default Rating	Fitch Ratings	BB+/Stable Outlook	BB+/Stable Outlook	BB+/Stable Outlook	-	-
Non-convertible debenture	CARE	CARE AA+/Stable	CARE AA+	CARE AA+	CARE AA+	CARE AA+
Non-convertible debenture	CRISIL	CRISIL AA+/Stable	CRISIL AA+/Stable	CRISIL AA+/Stable	CRISIL AA/ Positive	CRISIL AA/ Stable
Non-convertible debenture	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND AA+/Stable Outlook	IND AA+/Stable Outlook	IND AA+/Stable Outlook	IND AA+/Stable Outlook	IND AA/ Stable Outlook
Offshore Rupee Denominated Bond (Masala Bond)	Standard & Poor's Ratings	BB+	BB+	-	-	-
Offshore Rupee Denominated Bond (Masala Bond)	Fitch Ratings	BB+	-	-	-	-
Short term debt	CRISIL	CRISIL A1+	CRISIL A1+	CRISIL A1+	CRISIL A1+	CRISIL A1+
Short-Term Issuer Credit Rating	Standard & Poor's Ratings	B	B	B	-	-
Short-Term Issuer Default Rating	Fitch Ratings	B	B	B	-	-

Instruments	Credit rating agency	As on March 31,				
		2018	2017	2016	2015	2014
Subordinated debt	CARE	CARE AA+/Stable	CARE AA+	CARE AA+	CARE AA+	CARE AA+
Subordinated debt	India Ratings & Research Private Limited (Formerly known as FITCH")	IND AA+/Stable	IND AA+/Stable Outlook	IND AA+/Stable Outlook	IND AA+/Stable Outlook	IND AA/ Stable Outlook
Subordinated debt	CRISIL	CRISIL AA+/Stable	CRISIL AA+/Stable	CRISIL AA+/Stable	CRISIL AA/ Positive	CRISIL AA/ Stable

2. Capital

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
i) CRAR (%)	16.87	16.94	17.56	20.52	23.37
ii) CRAR - Tier I Capital (%)	14.24	15.20	14.71	16.40	17.69
iii) CRAR - Tier II Capital (%)	2.63	1.74	2.85	4.12	5.68
iv) Amount of subordinated debt raised as Tier-II capital*	454,529.81	348,077.98	352,045.50	396,304.41	441,746.13
v) Amount raised by issue of Perpetual Debt Instruments	-	-	-	-	-

*** Note:**
Discounted value of Rs. 272,267.52 lacs (March 31, 2017: Rs. 179,899.48 lacs, March 31, 2016: Rs. 214,273.07 lacs, March 31, 2015: Rs. 250,538.17 lacs, March 31, 2014: Rs. 295,684.36 lacs) considered for Tier II capital against the book value is Rs. 454,529.81 lacs (March 31, 2017: Rs. 348,077.98 lacs, March 31, 2016: Rs. 352,045.50 lacs, March 31, 2015: Rs. 396,304.41 lacs, March 31, 2014: Rs. 441,746.13 lacs).

3. Investments

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(1) Value of investments					
(i) Gross value of investments					
(a) In India	148,677.65	154,959.86	135,641.50	332,743.62	272,568.13
(b) Outside India,	-	-	-	-	-
(ii) Provisions for depreciation					
(a) In India	725.24	25.37	25.00	25.00	41.81
(b) Outside India,	-	-	-	-	-
(iii) Net value of investments					
(a) In India	147,952.41	154,934.49	135,616.50	332,718.62	272,526.32
(b) Outside India,	-	-	-	-	-
(2) Movement of provisions held towards depreciation on investments					
(i) Opening balance	25.37	25.00	25.00	41.81	167.50
(ii) Add : Provisions made during the year	699.87	0.37	-	-	16.81
(iii) Less : Write-off/write-back of excess provisions during the year	-	-	-	16.81	142.50
(iv) Closing balance	725.24	25.37	25.00	25.00	41.81

4. Derivatives

4.1. Forward rate agreement/Interest rate swap

(Rs. in lacs)

Particulars		As at March 31,				
		2018	2017	2016	2015	2014
(i)	The notional principal of swap agreements	95,058.37	90,718.37	41,725.00	30,795.00	Nil
(ii)	Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	Nil	Nil	Nil	Nil	Nil
(iii)	Collateral required by the NBFC upon entering into swaps	Nil	Nil	Nil	Nil	Nil
(iv)	Concentration of credit risk arising from the swap	Nil	Nil	Nil	Nil	Nil
(v)	The fair value of the swap book	95,058.37	90,718.37	41,725.00	30,795.00	Nil

4.2. Exchange Traded interest rate (IR) derivatives : Nil

4.3. Disclosures on risk exposure of derivatives

Qualitative disclosures

The Company has a Board approved policy in dealing with derivative transactions. Derivative transaction consists of hedging of foreign exchange transactions, which includes interest rate and currency swaps, interest rate options and forwards. The Company undertakes derivative transactions for hedging on-balance sheet assets and liabilities. Such outstanding derivative transactions are accounted on accrual basis over the life of the underlying instrument. The Asset Liability Management Committee and Risk Management Committee closely monitors such transactions and reviews the risks involved.

Quantitative Disclosures

(Rs. in lacs)

Particulars		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives
(i)	Derivatives (Notional principal amount)										
	For hedging	95,058.37		90,718.37		41,725.00		30,795.00		-	
(ii)	Marked to market positions [1]										
	a) Asset (+)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	b) Liability (-)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(iii)	Credit exposure [2]	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(iv)	Unhedged exposures	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

5. Disclosures relating to securitisation

5.1. The information on securitisation of the Company as an originator in respect of outstanding amount of securitised assets is given below:

(Rs. in lacs)

Sr. No.		Particulars	As at March 31,				
			2018	2017	2016	2015	2014
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)		68	51	35	44	48
2	Total amount of securitised assets as per books of the SPVs sponsored		1,557,117.75	1,288,049.92	964,926.71	916,559.38	1,226,692.65
3	Total amount of exposures retained by the NBFC to comply with MRR as on the date of Balance Sheet						
	(a)	Off-Balance Sheet exposures					
		First loss	984.73	-	-	282.25	751.25
		Others	-	-	-	-	-
	(b)	On-Balance Sheet exposures					
		First loss	158,790.60	114,952.94	93,086.83	97,512.02	80,349.45
		Others	83,360.85	68,213.22	47,721.45	44,761.53	56,347.80
4	Amount of exposures to securitisation transactions other than MRR						
	(a)	Off-Balance Sheet exposures					
		(i) Exposure to own securitisations					
		First loss	-	-	-	-	-
		Others	124,085.10	71,921.05	76,122.94	100,438.85	96,464.92
		(ii) Exposure to third party securitisations					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-

(Rs. in lacs)

Sr. No.		Particulars	As at March 31,				
			2018	2017	2016	2015	2014
	(b)	On-Balance Sheet exposures					
		(i) Exposure to own securitisations					
		First loss	-	-	-	376.37	11,664.54
		Others	53,987.58	67,725.77	30,969.18	17,208.72	27,307.99
		(ii)Exposure to third party securitisations					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under par structure is given below:

(Rs. in lacs)

Sr. No.		Particulars	As at March 31,				
			2018	2017	2016	2015	2014
1	No. of transactions assigned by the Company		24	24	25	16	55
2	Total amount outstanding		6,193.18	41,424.24	166,539.92	116,735.73	423,228.38
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet						
	(a)	Off-Balance Sheet exposures					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-
	(b)	On-Balance Sheet exposures					
		First loss	-	-	-	-	-
		Others	762.56	4,984.80	18,474.48	12,716.68	23,841.58
4	Amount of exposures to assigned transaction other than MRR						

(Rs. in lacs)

Sr. No.		Particulars	As at March 31,				
			2018	2017	2016	2015	2014
	(a)	Off-Balance Sheet exposures					
		(i) Exposure to own securitisations					
		First loss	-	-	407.00	1,359.00	26,909.41
		Loss	-	-	271.00	3,083.00	97,287.54
		(ii) Exposure to third party securitisations					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-
	(b)	On-Balance Sheet exposures					
		(i) Exposure to own securitisations					
		First loss	-	-	-	-	19,737.27
		Others	-	-	-	-	575.61
		(ii)Exposure to third party securitisations					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under premium structure is given below:

(Rs. in lacs)

Sr. No.		Particulars	As at March 31,				
			2018	2017	2016	2015	2014
1	No. of transactions assigned by the Company		-	-	-	-	6.00
2	Total amount outstanding		-	-	-	-	4,358.10
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet						
	(a)	Off-Balance Sheet exposures					

(Rs. in lacs)

Sr. No.		Particulars	As at March 31,				
			2018	2017	2016	2015	2014
		First loss	-	-	-	-	-
		Others	-	-	-	-	-
	(b)	On-Balance Sheet exposures					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-
4		Amount of exposures to assigned transaction other than MRR					
	(a)	Off-Balance Sheet exposures					
		(i) Exposure to own securitisations					
		First loss	-	-	-	-	4,222.20
		Loss	-	-	-	-	1,831.00
		(ii) Exposure to third party securitisations					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-
	(b)	On-Balance Sheet exposures					
		(i) Exposure to own securitisations					
		First loss	-	-	-	-	1,754.36
		Others	-	-	-	-	303.45
		(ii)Exposure to third party securitisations					
		First loss	-	-	-	-	-
		Others	-	-	-	-	-

5.2. No financial assets are sold to securitisation/reconstruction company for asset reconstruction as on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

5.3. Details of assignment transactions undertaken by NBFCs

(Rs. in lacs)

Particulars		**Year ended March 31,**				
		2018	**2017**	**2016**	**2015**	**2014**
i)	No. of accounts	-	902	170,931	27,096	87,153
ii)	Aggregate value (net of provisions) of accounts sold	-	4,863.89	237,630.14	44,160.81	262,319.32
iii)	Aggregate consideration *	-	5,038.54	248,497.50	44,708.56	270,107.90
iv)	Additional consideration realized in respect of accounts transferred in earlier years	1,899.81	10,775.41	4,590.78	17,071.19	62,883.60
v)	Aggregate gain/loss over net book value	1,899.81	10,950.06	15,458.15	17,618.94	70,672.18

* Includes income on assignment transactions realised in respect of accounts transferred in current year.

5.4. The Company has not purchased/sold non-performing assets for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

6. Asset liability management maturity pattern of certain items of assets and liabilities as at March 31, 2018

(Rs. in lacs)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Deposits *	50,575.86	20,389.17	22,891.14	76,727.05	157,736.61	390,042.11	167,496.81	-	**885,858.76**
Advances **	237,891.11	192,671.42	192,074.49	578,478.21	1,135,040.44	3,506,469.81	1,489,395.45	195,113.05	**7,527,133.98**
Investments	-	-	-	-	-	9,913.35	2,501.22	135,537.84	**147,952.41**
Borrowings ***	103,495.16	329,865.74	420,888.03	473,300.51	686,238.01	2,134,842.79	853,988.28	519,300.00	**5,521,918.52**
Foreign currency assets	-	-	-	-	-	-	-	-	**-**
Foreign currency liabilities	711.99	-	-	-	969.40	-	-	-	**1,681.39**

Asset liability management maturity pattern of certain items of assets and liabilities as at March 31, 2017

(Rs. in lacs)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Deposits *	46,847.65	31,272.78	31,427.46	96,198.55	172,125.75	417,622.34	129,430.37	-	**924,924.90**
Advances **	226,385.01	158,429.03	156,671.66	474,452.63	939,607.52	2,968,958.67	1,194,126.17	126,212.88	**6,244,843.57**
Investments	5,220.97	-	-	-	-	7,356.11	2,497.62	139,859.79	**154,934.49**
Borrowings ***	45,987.60	130,143.41	146,786.93	531,825.71	513,037.43	2,022,741.99	752,328.66	320,740.00	**4,463,591.73**
Foreign currency assets	-	-	-	-	-	-	-	-	**-**
Foreign currency liabilities	200.00	-	-	553.49	-	752.68	-	-	**1,506.17**

Asset liability management maturity pattern of certain items of assets and liabilities as at March 31, 2016

(Rs. in lacs)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Deposits *	14,793.50	9,556.61	10,043.68	69,337.47	120,366.42	538,308.50	72,491.20	-	**834,897.37**
Advances **	196,834.03	167,981.17	165,091.31	496,173.61	973,611.08	2,892,993.54	985,534.34	103,356.12	**5,981,575.21**
Investments	10,000.00	-	-	399.52	-	-	9,794.10	115,422.88	**135,616.51**
Borrowings ***	59,133.33	68,216.43	238,691.59	455,127.81	731,893.89	1,587,450.83	709,532.68	349,327.18	**4,199,373.72**
Foreign currency assets	-	-	-	-	-	-	-	-	**-**
Foreign currency liabilities	-	-	-	-	-	-	-	-	**-**

Asset liability management maturity pattern of certain items of assets and liabilities as at March 31, 2015

(Rs. in lacs)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Deposits *	7,518.94	4,445.92	4,971.40	22,366.56	37,971.99	444,546.38	43,895.14	-	**565,716.34**
Advances **	342,820.34	161,510.18	161,654.62	440,781.09	829,183.16	2,328,398.99	562,295.73	1,631.02	**4,828,275.13**
Investments	220,792.81	-	499.32	-	-	398.27	7,238.25	103,789.97	**332,718.62**
Borrowings ***	80,501.60	30,590.69	137,725.66	385,572.39	467,510.28	1,623,918.23	623,468.64	542,320.71	**3,891,608.19**
Foreign currency assets	-	-	-	-	-	-	-	-	**-**
Foreign currency liabilities	-	-	-	-	-	-	-	-	**-**

***** includes deposits from corporates and interest payable and unclaimed matured deposit

****** net of provision for non-performing assets and provision for diminution in fair value of restructured loans.

******* excludes deposits

7. Exposure to real estate sector

The Company has no exposure to real estate sector.

8. Exposure to capital market

(Rs. in lacs)

Particulars		As at March 31,				
		2018	**2017**	**2016**	**2015**	**2014**
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	1,578.79	3,241.83	3,242.20	4,242.20	4,240.00
(ii)	Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-	-	-	-
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-	-	65,000.00	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/convertible bonds/convertible debentures/units of equity oriented mutual funds 'does not fully cover the advances; *	87,176.01	78,360.46	70,451.82	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-	-	-	-
(vi)	Loans sanctioned to corporates against the security of shares/bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-	-	-	-
(vii)	Bridge loans to companies against expected equity flows/issues;	-	-	-	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	65.09	65.09	1,655.64	1,655.64	1,453.04
Total exposure to capital market		**88,819.89**	**81,667.38**	**75,349.66**	**70,897.84**	**5,693.04**

*Amount of Rs. 87,176.01 lacs (March 2017: Rs. 78,360.46 lacs, March 31, 2016: Rs. 70,451.82 lacs, March 31, 2015: Rs. Nil) pertains to off Balance sheet item i.e. Corporate guarantee given by the Company which is secured by the shares of SVL Ltd.

9. Details of financing of parent company products

The Company has not financed parent company products.

10. Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC

The Company has not exceeded the prudential exposure limits for Single Borrower Limit (SGL) / Group Borrower Limit (GBL).

11. Unsecured advances

The Company has not granted unsecured advances against collateral of intangible securities such as charge over the rights, licenses or authority.

12. Additional disclosures

12.1. Provisions and contingencies

(Rs. in lacs)

Break up of 'Provisions and contingencies' shown under the head expenditure in Profit and Loss account	**Year ended March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Provisions for depreciation on investment	699.87	0.37	-	-	16.81
Provision towards NPA	145,092.18	106,479.02	90,446.24	35,385.68	34,062.10
Provision made towards income tax	88,826.31	72,116.20	60,323.36	60,457.83	56,383.49
Other Provision and contingencies (with details)					
Provision for value added tax	19.71	137.92	108.15	865.31	-
Provision made towards service tax contested	-	-	-	-	15.81
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Contingent provision on standard assets	7,976.76	3,674.37	4,990.48	2,980.95	1,261.43
Provision for diminution in fair value of restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	-

12.2. Draw down reserve

The draw down from reserves was Rs. Nil.

13. Concentration of deposits, advances, exposures and NPAs

13.1. Concentration of deposits (for deposit taking NBFCs)

(Rs. in lacs)

	As at March 31, 2018	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**
Total deposits of twenty largest depositors	66,964.26	49,584.26	47,664.51	12,893.01
Percentage of deposits of twenty largest depositors to total deposits of the NBFC	7.75%	5.36%	5.71%	2.28%

13.2. Concentration of advances

(Rs. in lacs)

	As at March 31, 2018	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**
Total advances to twenty largest borrowers *	25,060.83	17,633.49	20,231.01	77,854.03
Percentage of advances to twenty largest borrowers to total advances of the NBFC *	0.31%	0.27%	0.33%	1.58%

***** Excludes retained interest on securitisation Rs. 84,123.41 lacs (March 31, 2017: Rs. 73,198.02 lacs, March 31, 2016: Rs. 66,195.93 lacs, March 31, 2015: Rs. 57,478.21 lacs)

13.3. Concentration of exposures

(Rs. in lacs)

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total exposure to twenty largest borrowers/customers *	111,667.13	82,119.10	84,732.22	77,854.03
Percentage of exposures to twenty largest borrowers/customers to total exposure of the NBFC on borrowers/customers *	1.39%	1.24%	1.36%	1.58%

***** Excludes retained interest on securitisation Rs. 84,123.41 lacs (March 31, 2017: Rs. 73,198.02 lacs, March 31, 2016: Rs. 66,195.93 lacs, March 31, 2015: Rs. 57,478.21 lacs)

13.4. Concentration of NPAs

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total exposure to top four NPA accounts	5,019.01	4,534.24	4,126.84	1,836.98

13.5. Sector-wise NPAs *

		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Sr. No.	Sector	Percentage of NPAs to Total Advances in that sector	Percentage of NPAs to Total Advances in that sector	Percentage of NPAs to Total Advances in that sector	Percentage of NPAs to Total Advances in that sector
1	Agriculture & allied activities	-	-	-	-
2	MSME	-	-	-	-
3	Corporate borrowers	-	-	-	-
4	Services	-	-	-	-
5	Unsecured working capital loans	13.64%	20.23%	11.34%	11.45%
6	Auto loans	8.93%	7.80%	6.04%	3.71%
7	Others	12.88%	16.76%	-	-

* The loans mentioned above include loans given to corporates.

14. Movement of NPAs [Refer Annexure VI note 15]

(Rs. in lacs)

Particulars			Year ended March 31,				
			2018	2017	2016	2015	2014
(i)	**Net NPAs to net advances (%)**		2.83%	2.66%	1.91%	0.79%	0.84%
(ii)	**Movement of NPAs (Gross)**						
	(a)	(i) Opening balance	540,843.58	387,023.84	189,413.90	145,050.35	98,204.53
	(a)	(ii) Transfer from SEFC on account of amalgamation	-	-	47,185.08	-	-
	(b)	Additions during the year	774,743.11	358,346.87	322,592.68	240,554.13	206,828.18
	(c)	Reductions during the year	577,947.37	204,527.13	172,167.82	196,190.58	159,982.36
	(d)	**Closing balance**	**737,639.32**	**540,843.58**	**387,023.84**	**189,413.90**	**145,050.35**
(iii)	**Movement of Net NPAs**						
	(a)	(i) Opening balance	165,899.15	114,369.70	37,912.06	30,291.24	18,431.98

(Rs. in lacs)

Particulars			Year ended March 31,				
			2018	**2017**	**2016**	**2015**	**2014**
	(a)	(ii) Transfer from SEFC on account of amalgamation	-	-	18,930.62	-	-
	(b)	Additions during the year	520,693.81	114,609.13	184,907.14	118,984.03	108,115.13
	(c)	Reductions during the year	473,478.21	63,079.68	127,380.12	111,363.21	96,255.87
	(d)	**Closing balance**	**213,114.75**	**165,899.15**	**114,369.70**	**37,912.06**	**30,291.24**
(iv)	**Movement of provisions for NPAs (excluding provisions on standard assets)**						
	(a)	(i) Opening balance	374,944.43	272,654.14	151,501.84	114,759.11	79,772.55
	(a)	(ii) Transfer from SEFC on account of amalgamation	-	-	28,254.46	-	-
	(b)	Provisions made during the year	254,049.30	243,737.74	137,685.54	121,570.10	98,713.05
	(c)	Write-off/write-back of excess provisions	104,469.16	141,447.45	44,787.70	84,827.37	63,726.49
	(d)	**Closing balance**	**524,524.57**	**374,944.43**	**272,654.14**	**151,501.84**	**114,759.11**

The above movement includes provision for diminution in fair value of restructured loans.

15. Overseas assets (for those with joint ventures and subsidiaries abroad)

The Company does not have any joint venture or subsidiary abroad, hence not applicable.

16. Off-balance sheet SPVs sponsored

The Company has not sponsored any off-balance sheet SPV.

17. Customer complaints

	Particulars	Year ended March 31,			
		2018	**2017**	**2016**	**2015**
(a)	Number of complaints pending at the beginning of the year	153	825	313	230
(b)	Number of complaints received during the year	4,502	7,715	7,281	4,706
(c)	Number of complaints redressed during the year	4,583	8,387	6,769	4,623
(d)	Number of complaints pending at the end of the year	72	153	825	313

18. Information on instances of fraud

Instances of fraud for the year ended March 31, 2018: **(Rs.in lacs)**

Nature of fraud	No. of cases	Amount of fraud	Recovery	Amount written-off
Fraud committed by staff	1	5.89	-	-

Instances of fraud for the year ended March 31, 2017: **(Rs.in lacs)**

Nature of fraud	No. of cases	Amount of fraud	Recovery*	Amount written-off
Fraud committed by staff and customers	14	90.78	26.50	-

*Amount recovered against cases reported during the year ended March 31, 2016

Instances of fraud for the year ended March 31, 2016: **(Rs.in lacs)**

Nature of fraud	No. of cases	Amount of fraud	Recovery	Amount written-off #
Fraud committed by staff and customers	10	81.49	-	44.43

Amount recovered against cases reported during the year ended March 31, 2015

19. Penalties:
No penalties have been levied by any regulator on the Company.

20. The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as provided in the Table below:-

(Rs. in lacs)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	**9,882.36**	**231.75**	**10,114.11**
(+) Permitted receipts	**-**	34,544.43	**34,544.43**
(-) Permitted payments	**-**	1,346.58	**1,346.58**
(-) Amount deposited in Banks	9,882.36	31,840.30	**41,722.66**
Closing cash in hand as on 30.12.2016	**-**	**1,589.30**	**1,589.30**

In the ordinary course of business, loan borrowers of the Company have directly deposited cash as part of their loan repayments in the collection bank accounts of the Company with various banks, aggregating to Rs. 60,639.52 lacs during the period November 9, 2016 to December 30, 2016 the denomination wise details of which are currently not available with the Company and hence not included in the above table.
Explanation : For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 8, 2016.

21. Previous year comparatives
Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification

As per our report of even date

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

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

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

Anup Mundhra
Partner
Membership No. 061083

Sangeeta Gupta
Partner
Membership No. 064225

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

22. As required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Schedule to the Balance Sheet

(Rs. in lacs)

	Particulars	As at March 31, 2018		As at March 31, 2017		
	Liabilities side :					
(1)	**Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:**	**Amount outstanding**	**Amount overdue**	**Amount outstanding**	**Amount overdue**	
	(a) Debenture : Secured	2,551,709.36	3,539.22	2,013,062.15	5,755.28	#
	: Unsecured (other than falling within the meaning of public deposits*)	Nil	Nil	Nil	Nil	
	(b) Deferred Credits	Nil	Nil	Nil	Nil	
	(c) Term Loans	1,860,256.77	Nil	1,822,294.59	Nil	
	(d) Inter-corporate loans and borrowing	2,885.28	Nil	2,946.50	Nil	
	(e) Commercial Paper	449,219.71	Nil	Nil	Nil	
	(f) Public Deposits* @	864,198.57	20,626.14	911,817.58	15,489.74	#
	(g) Other Loans - Subordinated debts	504,218.49	1,928.32	393,556.74	1,140.75	#
	- Cash Credit	68,259.56	Nil	247,114.70	Nil	
	- Deposits from corporates	21,660.18	111.78	13,107.32	40.79	
	- Senior secured notes	253,826.56	Nil	137,258.44	Nil	
	@ excludes deposits from corporates *Please see note 1 below # Represent amounts unclaimed					
(2)	**Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):**	**As at March 31, 2018**		**As at March 31, 2017**		
		Amount outstanding	**Amount overdue**	**Amount outstanding**	**Amount overdue**	
	(a) In the form of Unsecured debentures	Nil	Nil	Nil	Nil	
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil	Nil	Nil	
	(c) Other public deposits @	864,198.57	20,626.14	911,817.58	15,489.74	
	@ excludes deposits from corporates *Please see note 1 below # Represent amounts unclaimed					
	Assets side :	**Amount outstanding**				
(3)	**Break-up of loans and advances including bills receivables (other than those included in (4) below):**	**As at March 31, 2018**		**As at March 31, 2017**		
	(a) Secured	1,276,779.67		587.49		
	(b) Unsecured	179,429.87		133,983.23		

(Rs. in lacs)

(4)	**Break up of leased assets and stock on hire and other assets counting towards AFC activities**	**Amount outstanding**	
		As at March 31, 2018	**As at March 31, 2017**
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	Nil	Nil
	(b) Operating lease	Nil	Nil
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire	Nil	Nil
	(b) Repossessed Assets	Nil	Nil
	(iii) Other loans counting towards AFC Activities :		
	(a) Loans where assets have been repossessed	27,706.56	29,378.99
	(b) Loans other than (a) above	6,567,679.44	6,382,337.45
(5)	**Break-up of investments :**	**Amount outstanding**	
		As at March 31, 2018	**As at March 31, 2017**
	Current investments :		
	1. Quoted :		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debenture and bonds	Nil	5,220.97
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government securities	Nil	Nil
	(v) Others (Please specify)	Nil	Nil
	2. Unquoted :		
	(i) Shares: (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government securities	Nil	Nil
	(v) Others (Please specify)	Nil	Nil
	Long term investments :		
	1. Quoted :		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government securities	141,098.71	141,215.84
	(v) Others (Please specify)	Nil	Nil
	2. Unquoted :		
	(i) Shares: (a) Equity	1,378.79	3,041.83
	(b) Preference	Nil	Nil
	(ii) Debentures and bonds	Nil	Nil
	(iii) Units of mutual funds	200.00	200.00
	(iv) Government securities	Nil	Nil
	(v) Others -Venture capital fund	65.09	65.09
	Investment in subordinated debts	5,000.00	5,000.00

(Rs. in lacs)

(6)	**Borrower group-wise classification of assets, financed as in (3) and (4) above :**						
	Please see note 2 below	**Amount (Net of provisions)**					
	Category	**Secured**		**Unsecured**		**Total**	
		As at March 31, 2018	**As at March 31, 2017**	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2018**	**As at March 31, 2017**
	1. Related Parties **						
	(a) Subsidiaries	Nil	Nil	Nil	Nil	**Nil**	**Nil**
	(b) Companies in the same group	Nil	Nil	Nil	Nil	**Nil**	**Nil**
	(c) Other related parties	Nil	Nil	Nil	Nil	**Nil**	**Nil**
	2. Other than related parties	7,372,337.07	6,065,189.81	154,796.90	107,286.94	**7,527,133.97**	**6,172,476.75**

(7)	**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):** Please see note 3 below			
	Category	**Market Value / Break up or fair value or NAV***		**Book Value (Net of Provisions)**	
		As at March 31, 2018	**As at March 31, 2017**	**As at March 31, 2018**	**As at March 31, 2017**
	1. Related Parties **				
	(a) Subsidiaries	Nil	5,970.33	Nil	3,000.00
	(b) Companies in the same group	2,896.58	Nil	1,336.96	Nil
	(c) Other related parties	Nil	Nil	Nil	Nil
	2. Other than related parties	148,394.04	163,373.37	146,405.63	151,743.73

* Disclosure is made in respect of available information.

** As per Accounting Standard of ICAI (Please see note 3)

(8)	**Other information**		
	Particulars	**As at March 31, 2018**	**As at March 31, 2017**
(i)	Gross non-performing assets		
	(a) Related parties	Nil	Nil
	(b) Other than related parties	737,639.32	540,843.58
(ii)	Net non-performing assets		
	(a) Related parties	Nil	Nil
	(b) Other than related parties	213,114.75	165,899.15
(iii)	Assets acquired in satisfaction of debt	Nil	Nil

Notes:

1. As defined in point xxvi of paragraph 3 of Chapter II of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

2. Provisioning norms shall be applicable as prescribed in Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (5) above.

23. As required in terms of paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

Schedule to the Balance Sheet

(Rs. in lacs)

	Particulars	As at March 31, 2016		As at March 31, 2015		As at March 31, 2014		
(1)	**Liabilities side :** **Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:**	**Amount outstanding**	**Amount overdue**	**Amount outstanding**	**Amount overdue**	**Amount outstanding**	**Amount overdue**	
	(a) Debenture : Secured	1,729,670.78	9,327.74	1,874,775.58	5,566.28	1,441,499.65	6,324.62	#
	: Unsecured (other than falling within the meaning of public deposits*)	Nil	Nil	2,872.07	Nil	88,021.31	Nil	
	(b) Deferred Credits	Nil	Nil	Nil	Nil	Nil	Nil	
	(c) Term Loans	2,010,227.91	Nil	1,698,948.95	Nil	1,433,739.84	Nil	
	(d) Inter-corporate loans and borrowing	Nil	Nil	Nil	Nil	Nil	Nil	
	(e) Commercial Paper	Nil	Nil	Nil	Nil	15,376.59	Nil	
	(f) Public Deposits* @	805,485.12	6,469.69	557,890.13	3,693.84	242,111.23	4,355.49	#
	(g) Other Loans - Subordinated debts	396,386.94	2,028.85	437,379.05	1,855.92	498,461.01	6,295.16	#
	- Cash Credit	201,453.71	Nil	17,092.93	Nil	35,305.08	Nil	
	- Corporate Loan	Nil	Nil	Nil	Nil	Nil	Nil	
	- Unsecured loan from subsidiary	Nil	Nil	773.36	Nil	Nil	Nil	
	- Deposits from corporates	29,412.25	84.21	7,826.21	24.68	4,001.98	140.77	
	- Senior secured notes	Nil	Nil	Nil	Nil	Nil	Nil	
	@ excludes deposits from corporates							
	*Please see note 1 below							
	# Represent amounts unclaimed							

(Rs. in lacs)

(2)	**Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):**	**As at March 31, 2016**		**As at March 31, 2015**		**As at March 31, 2014**	
		Amount outstanding	**Amount overdue**	**Amount outstanding**	**Amount overdue**	**Amount outstanding**	**Amount overdue**
	(a) In the form of Unsecured debentures	Nil	Nil	Nil	Nil	Nil	Nil
	(b) In the form of partly secured debentures i.e debentures where there is a shortfall in the value of security	Nil	Nil	Nil	Nil	Nil	Nil
	(c) Other public deposits @	805,485.12	6,469.69	557,890.13	3,693.84	242,111.23	4,355.49
	@ excludes deposits from corporates *Please see note 1 below # Represent amounts unclaimed						
	Assets side :	**Amount outstanding**					
(3)	**Break-up of loans and advances including bills receivables (other than those included in (4) below):**	**As at March 31, 2016**		**As at March 31, 2015**		**As at March 31, 2014**	
	(a) Secured	359.78		65,129.46		390.88	
	(b) Unsecured	169,145.37		93,220.94		120,514.32	
(4)	**Break up of leased assets and stock on hire and other assets counting towards AFC activities**	**Amount outstanding**					
		As at March 31, 2016		**As at March 31, 2015**		**As at March 31, 2014**	
	(i) Lease assets including lease rentals under sundry debtors :						
	(a) Financial lease	Nil		Nil		Nil	
	(b) Operating lease	Nil		Nil		Nil	
	(ii) Stock on hire including hire charges under sundry debtors :						
	(a) Assets on hire	Nil		Nil		Nil	
	(b) Repossessed Assets	Nil		Nil		Nil	

(Rs. in lacs)

	Break up of leased assets and stock on hire and other assets counting towards AFC activities (contd.)	**Amount outstanding**		
		As at March 31, 2016	**As at March 31, 2015**	**As at March 31, 2014**
	(iii) Other loans counting towards AFC Activities :			
	(a) Loans where assets have been repossessed	19,080.67	22,976.41	31,778.14
	(b) Loans other than (a) above	5,999,251.56	4,740,935.90	3,494,541.51
(5)	**Break-up of investments :**	**Amount outstanding**		
		As at March 31, 2016	**As at March 31, 2015**	**As at March 31, 2014**
	Current investments :			
	1. Quoted :			
	(i) Shares : (a) Equity	Nil	Nil	Nil
	(b) Preference	Nil	Nil	Nil
	(ii) Debenture and bonds	Nil	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil	Nil
	(iv) Government securities	399.52	499.32	Nil
	(v) Others (Please specify)	Nil	Nil	Nil
	2. Unquoted :			
	(i) Shares: (a) Equity	Nil	Nil	Nil
	(b) Preference	Nil	Nil	Nil
	(ii) Debentures and bonds	Nil	Nil	Nil
	(iii) Units of mutual funds	10,000.00	Nil	Nil
	(iv) Government securities	Nil	Nil	Nil
	(v) Others (Please specify)			
	(a) Certificate of Deposits	Nil	220,792.80	203,544.94
	(b) Debentures	Nil	Nil	Nil
	(c) Mutual Funds	Nil	Nil	201.40
	Long term investments :			
	1. Quoted :			
	(i) Shares : (a) Equity	Nil	Nil	Nil
	(b) Preference	Nil	Nil	Nil

(Rs. in lacs)

	Break-up of investments (contd.):	**Amount outstanding**		
		As at March 31, 2016	**As at March 31, 2015**	**As at March 31, 2014**
	(ii) Debentures and bonds	Nil	Nil	Nil
	(iii) Units of mutual funds	Nil	200.00	Nil
	(iv) Government securities	115,126.15	75,333.42	33,089.48
	(v) Others (Please specify)	Nil	Nil	Nil
	2. Unquoted :			
	(i) Shares: (a) Equity	3,042.20	4,042.20	4,040.00
	(b) Preference	Nil	25,000.00	25,000.00
	(ii) Debentures and bonds	Nil	Nil	Nil
	(iii) Units of mutual funds	200.00	Nil	Nil
	(iv) Government securities	Nil	Nil	Nil
	(v) Others -Venture capital fund	1,655.64	1,655.64	1,453.04
	Investment in subordinated debts	5,000.00	5,000.00	5,000.00

(Rs. in lacs)

Borrower group-wise classification of assets, financed as in (3) and (4) above :									
Please see note 2 below	**Amount (Net of provisions)**								
Category	**Secured**			**Unsecured**			**Total**		
	As at March 31, 2016	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
1. Related Parties **									
(a) Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	**Nil**	**Nil**	**Nil**
(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil	**Nil**	**Nil**	**Nil**
(c) Other related parties	Nil	Nil	Nil	Nil	Nil	Nil	**Nil**	**Nil**	**Nil**
2. Other than related parties	5,765,548.19	4,688,268.94	3,417,440.07	149,962.67	82,545.07	115,078.94	**5,915,510.86**	**4,770,814.01**	**3,532,519.01**

(Rs. in lacs)

(7)	**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):** Please see note 3 below						
	Category	**Market Value / Break up or fair value or NAV***			**Book Value (Net of Provisions)**		
		As at March 31, 2016	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
	1. Related Parties **						
	(a) Subsidiaries	5,136.90	31,785.28	52,695.99	3,000.00	29,000.00	29,000.00
	(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil
	(c) Other related parties	Nil	Nil	Nil	Nil	Nil	Nil
	2. Other than related parties	124,951.57	306,070.01	243,364.42	122,423.51	303,523.38	243,328.85
	* Disclosure is made in respect of available information. ** As per Accounting Standard of ICAI (Please see note 3)						

(8)	**Other information**			
	Particulars	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
(i)	Gross non-performing assets			
	(a) Related parties	Nil	Nil	Nil
	(b) Other than related parties	387,023.84	189,413.90	145,050.34
(ii)	Net non-performing assets			
	(a) Related parties	Nil	Nil	Nil
	(b) Other than related parties	114,369.70	37,912.06	30,291.23
(iii)	Assets acquired in satisfaction of debt	Nil	Nil	Nil

Notes:

1. As defined in paragraph 2(1)(xii) of Non-Banking Financial Company Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (5) above.

Shriram Transport Finance Company Limited

Annexure VIII

Accounting ratio

Sr No	Particular	For the year ended March 31,				
		2018	**2017**	**2016**	**2015**	**2014**
	Number of equity shares at the beginning of the year	226,882,736	226,882,736	226,882,736	226,882,736	226,863,936
	Number of equity Shares at the end of the year	226,882,736	226,882,736	226,882,736	226,882,736	226,882,736
	Weighted average number of shares Rs. 10/-each	226,882,736	226,882,736	226,882,736	226,882,736	226,873,336
	Dilutive effect on weighted average number of shares	-	-	-	-	-
	Net Profit after tax available for equity shares (Rs. in lacs)	156,802.25	125,734.25	117,819.76	123,780.98	126,420.77
	Shareholders Fund at the end of the year (Rs. in lacs)*	1,257,231.63	1,130,222.87	1,015,411.45	923,796.50	827,321.73
	Average Shareholders Fund during the year (Opening + Closing)/2 (Rs. in lacs)	1,193,727.25	1,072,817.16	969,603.98	875,559.12	773,397.84
A	Basic Earnings Per Share (EPS) Rs.	69.11	55.42	51.93	54.56	55.72
B	Dilutive Earnings Per Share (EPS) Rs.	69.11	55.42	51.93	54.56	55.72
	Return on Shareholders Fund (%)					
C	Considering Shareholders Fund at the end of the year	12.47%	11.13%	11.63%	13.45%	15.36%
D	Considering Average Shareholders Fund during the year	13.14%	11.74%	12.19%	14.20%	16.43%
E	Net Asset value Per Share Rs.	554.13	498.15	447.55	407.17	364.65
	Borrowings (Rs in lacs)	6,331,915.83	5,311,009.83	4,979,070.40	4,427,618.07	3,592,461.06
F	Debt Equity Ratio	5.04	4.70	4.91	4.81	4.37

Shriram Transport Finance Company Limited

Annexure VIII

Accounting ratio

Notes :

A	Basic Earning Per Share (EPS) Rs.	Net Profit Shareholder to Equity Shareholder / Weighted Average Number equity shares outstanding during the year
B	Dilutive Earning Per Share (EPS) Rs.	Net Profit available to Equity Shareholders / Weighted average number of diluted equity shares outstanding during the year
C	Return on Shareholders Fund considering shareholders Fund at the end of the year (%)	Net Profit After Tax / Shareholder's Fund at the end of the year
D	Return on Shareholders Fund considering average Shareholders Fund during the year (%)	Net Profit After Tax / Average Shareholder Fund during the year
E	Net Asset value of shares	Shareholder's Fund at the end of the year / Number of equity shares outstanding at the end of the year
F	Debt Equity	Long Term Borrowings+Short Term Borrowings+Current maturities of Long Term Borrowings / Shareholders Fund- Miscellaneous expenditure (to the extent not written off or adjusted)

* Shareholder's fund = Share Capital + Reserve and surplus

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

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Shriram Transport Finance Company Limited

Annexure IX

Statement of dividend

Statement of Dividend in respect of Equity Shares **(Rs. In Lacs)**

Particulars	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Interim Dividend					
Rate of Dividend	50%	40%	40%	40%	30%
Number of Equity Shares on which Interim Dividend paid	226,882,736	226,882,736	226,882,736	226,882,736	226,882,736
Amount of Interim Dividend	11,344.14	9,075.31	9,075.31	9,075.31	6,806.48
Dividend Distribution Tax	2,309.40	1,847.52	1,897.02	1,814.51	1,156.34
Final Dividend for the previous year					
Rate of Dividend	60%	-	-	-	-
Number of Equity Shares on which Final Dividend paid	226,882,736	-	-	-	-
Amount of Final Dividend	13,612.96	-	-	-	-
Dividend Distribution Tax	2,771.28	-	-	-	-
Proposed Final Dividend for the current year					
Rate of Dividend	-	-	60%	60%	40%
Number of Equity Shares on which dividend paid	-	-	226,882,736	226,882,736	226,882,736
Amount of Final Dividend	-	-	13,612.96	13,612.96	9,075.31
Dividend Distribution Tax	-	-	2,771.28	2,721.78	1,542.35

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

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Shriram Transport Finance Company Limited

Annexure X

Capitalisation statement

The debt equity ratio prior to this Issue is based on a total outstanding debt of Rs. 6,331,915.83 lacs and shareholder funds fund (net of Miscellaneous expenditure to the extent not written off or adjusted) amounting to Rs. 1,257,204.34 lacs as on March 31, 2018. The debt equity ratio post the Issue (assuming subscription of Rs. 500,000.00 lacs) is 5.43 times, based on a total outstanding debt of Rs. 6,831,915.83 lacs and shareholders fund (net of Miscellaneous expenditure to the extent not written off or adjusted) of Rs. 1,257,204.34 lacs as on March 31, 2018.

(**Rs. in lacs)**

Particulars	Prior to the Issue	Post the Issue*
Secured loans as on March 31, 2018 #	4,615,334.00	5,115,334.00
Unsecured loans as on March 31, 2018 #	1,716,581.83	1,716,581.83
Total Debt	6,331,915.83	6,831,915.83
Share capital as on March 31, 2018	22,690.67	22,690.67
Reserves as on March 31, 2018	1,234,540.96	1,234,540.96
Total Shareholders Fund	1,257,231.63	1,257,231.63
Less: Miscellaneous expenditure (to the extent not written off or adjusted) as on March 31, 2018	27.29	27.29
Total	1,257,204.34	1,257,204.34
Debt Equity Ratio (Number of times) $	5.04	5.43

includes Long-term borrowings, Short-term borrowings and Current maturities of long term debts

$$\$ \text{ Debt Equity} = \frac{\text{Long Term Borrowings+Short Term Borrowings+Current maturities of Long Term Borrowings}}{\text{Shareholders Fund- Miscellaneous expenditure (to the extent not written off or adjusted)}}$$

* The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of Rs. 500,000.00 lacs from the Issue, as on March 31, 2018 and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

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

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

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

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

Auditors' Report on Reformatted Consolidated Statements

The Board of Directors
Shriram Transport Finance Company Limited
Wockhardt Towers, 3rd Floor, West Wing
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

(the "**Company**")

Dear Sir,

Sub: Auditors' Report on Reformatted Consolidated Statements in relation to proposed public issue ("Issue") of secured, redeemable, non-convertible debentures ("NCDs") by Shriram Transport Finance Company Limited

1. This report is issued in accordance with terms of reference of our Engagement Letter dated May 15, 2018.

2. The accompanying Reformatted Consolidated Financial Statements of Shriram Transport Finance Company Limited ("the Company") as at and for the years ended on March 31, 2018, 2017, 2016, 2015 and 2014 and Other Consolidated Financial Information, (collectively referred to as "Reformatted Consolidated Statements") annexed to this report and initialed by us for identification purposes only, have been prepared by the Management of the Company, in accordance with the requirements of :

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");

   (b) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time ("SEBI Regulations"), issued by the Securities and Exchange Board of India, in pursuance of the Securities and Exchange Board of India Act, 1992.

   to be included in the Draft Shelf Prospectus and Shelf Prospectus, in connection with the proposed public issue of non-convertible debentures by the Company.

Management's responsibility for the Reformatted Consolidated Statements

3. The preparation of the Reformatted Consolidated Statements is the responsibility of the Management of the Company. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Reformatted Consolidated Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Rules and SEBI regulations.

Auditor's responsibilities

4. Our responsibility is to express our opinion based on the examination of such Reformatted Consolidated Statements with regards to:

   (a) the Guidance Note on "Reports in Company Prospectuses (Revised)" issued by the Institute of Chartered Accountants of India ("ICAI"), except that these financial information have not been adjusted for changes in accounting policies, retrospectively in the respective financial years to reflect the same accounting policies for all the reporting periods and for adjustments of amounts pertaining to previous years in the respective financial years to which they relate.

(b) the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) which includes the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Reformatted Consolidated Statements. This guidance note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, covering Quality Control for firms that perform audits and reviews of historical financial information and other assurance and related service engagements.

A. Reformatted Consolidated Financial Statements

5. The Reformatted Consolidated Financial Statements referred to above, relating to profits, assets and liabilities and cash flows of the Company are contained in the following annexures to this report:

(a) Annexure I containing the 'Statement of Reformatted Consolidated Assets and Liabilities' of the Company as at March 31 2018, 2017, 2016, 2015 and 2014.

(b) Annexure II containing the 'Statement of Reformatted Consolidated Profit and Loss' of the Company for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.

(c) Annexure III containing the 'Statement of Reformatted Consolidated Cash Flow Statements' of the Company for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.

(d) Annexure IV to VI containing consolidated significant accounting policies and notes to financial statements.

6. These Reformatted Consolidated Financial Statements have been compiled by the Management from the audited Consolidated Financial Statements of the Company as at and for the years ended March 31, 2018, 2017, 2016, 2015 and 2014. No adjustments have been made for any events occurring subsequent to the dates of the audit opinions specified in paragraph 10 below, in the preparation and presentation of the Reformatted Consolidated Financial Statements.

7. We have not audited any Consolidated Financial Statements of the Company as of any date or for any period subsequent to March 31, 2018. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2018.

B. Other Consolidated Financial Information :

8. At the Company's request, we have also examined the following Other Consolidated Financial Information of the Company as at and for the years ended on March 31, 2018, 2017, 2016, 2015 and 2014 proposed to be included in the Draft Shelf Prospectus and the Shelf Prospectus as approved by the Committee of Directors, annexed to this report:

i. Statements of Accounting Ratios (Consolidated) as at and for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 (Annexure VII)

ii. Capitalization Statement (Annexure VIII)

Opinion

9. Based on our examination of the Reformatted Consolidated Statements, we state that in our opinion, the Reformatted Consolidated Financial Statements and Other Consolidated Financial Information of the Company mentioned above, as at and for the years ended March 31, 2018, 2017, 2016, 2015 and 2014 have been prepared in accordance with Section 26 of the Act read with Rule 4 to Rule 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

10. We report that the Reformatted Consolidated Financial Statements have been extracted and prepared by the Management from the audited Consolidated Financial Statements of the Company for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 which were approved by the Board of Directors on April 27, 2018; April 27, 2017; April 29, 2016; April 30, 2015 and April 29, 2014 respectively. The Consolidated

Financial Statements of the Company for the financial year ended March 31, 2018 have been audited by us. The Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, 2016, 2015 and 2014 have been audited by S.R. Batliboi & Co LLP and G.D. Apte & Co. (together "the predecessor auditors") and in respect of which they have issued unmodified audit opinion dated April 27, 2017; April 29, 2016; April 30, 2015 and April 29, 2014 respectively to the Members of the Company. Based on our examination of these Reformatted Consolidated Statements for the year ended March 31, 2018 and reliance on the Auditor's Report on Reformatted Consolidated Statements for the years ended March 31, 2017, 2016, 2015 and 2014 dated June 12, 2018 by the predecessor auditors, we state that:

i. The figures of earlier years have been regrouped (but not restated retrospectively for change in any accounting policy and for adjustments of amounts pertaining to previous years), wherever necessary, to conform to the classification adopted for the Consolidated Financial Statements for the year ended March 31, 2018 for purpose of the Reformatted Consolidated Financial Statements.

ii. There are no extraordinary items that need to be disclosed separately in the Reformatted Consolidated Financial Statements.

iii. There is no qualification or adverse remark in the auditor's report on the Audited Consolidated Financial Statements as at and for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 that requires adjustments to the Reformatted Consolidated Financial Statements.

11. We did not perform audit tests for the purposes of expressing an opinion on individual balances or summaries of selected transactions, and accordingly, we express no such opinion thereon on the Reformatted Consolidated Statements.

12. This report should not, in any way, be construed as a re-issuance or re-dating of any of the previous audit reports, nor should this be construed as a new opinion on any of the financial statements/information referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

Restriction of use

14. This report is issued at the specific request of the Company for inclusion in the Draft Shelf Prospectus and the Shelf Prospectus to be filed by the Company with the Stock Exchanges and the Securities and Exchange Board of India, ROC in connection with the Proposed Issue of NCD and is not to be used, referred to or distributed for any other purpose without our prior written consent. This report may not be useful for any other purpose.

For **Haribhakti & Co. LLP,**
Chartered Accountants
Firm Registration Number: 103523W / W100048

_____
Anup Mundhra
Partner
Membership No: 061083
Mumbai
June 12, 2018

For **Pijush Gupta & Co.**
Chartered Accountants
Firm Registration Number: 309015E

_____
Sangeeta Gupta
Partner
Membership No: 064225
Mumbai
June 12, 2018

Annexure I

Statement of Reformatted Consolidated Assets and Liabilities

(Rs in lacs)

	Particulars	Note No.	As at March 31,				
			2018	2017	2016	2015	2014
	Equity and liabilities						
A	**Shareholders' fund**						
	Share capital	1	22,690.67	22,690.67	22,690.67	22,690.67	22,690.67
	Reserves and surplus	2	1,236,108.34	1,110,502.52	994,857.66	903,891.11	828,327.04
	Total shareholders' fund		**1,258,799.01**	**1,133,193.19**	**1,017,548.33**	**926,581.78**	**851,017.71**
B	**Non-current liabilities**						
	(a) Long-term borrowings	3	4,037,592.13	3,369,861.25	3,026,888.74	3,285,558.30	2,396,208.30
	(b) Other long-term liabilities	4	163,315.42	140,515.24	118,874.25	118,280.71	98,184.38
	(c) Long-term provisions	5	544,454.93	389,393.83	284,271.68	187,198.41	130,300.64
	Total non-current liabilities		**4,745,362.48**	**3,899,770.32**	**3,430,034.67**	**3,591,037.42**	**2,624,693.32**
C	**Current liabilities**						
	(a) Short-term borrowings	6	767,645.96	495,423.75	333,044.38	295,262.91	339,377.91
	(b) Trade payables						
	- Total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		21,976.95	17,167.28	14,387.84	14,386.20	16,336.19
	(c) Other current liabilities	7	2,011,631.80	1,858,404.48	1,954,164.52	1,346,989.51	1,371,229.52
	(d) Short-term provisions	8	43,188.51	40,609.94	51,739.44	41,103.62	30,572.41
	Total current liabilities		**2,844,443.22**	**2,411,605.45**	**2,353,336.18**	**1,697,742.24**	**1,757,516.03**
D	**Total equity and liabilities (A+B+C)**		**8,848,604.71**	**7,444,568.96**	**6,800,919.18**	**6,215,361.44**	**5,233,227.06**

Annexure I

Statement of Reformatted Consolidated Assets and Liabilities

(Rs. in lacs)

	Particulars	Note No.	As at March 31,				
			2018	2017	2016	2015	2014
	Assets						
E	**Non-current assets**						
	(a) Fixed assets	9					
	(i) Property, plant and equipment		11,821.76	13,246.45	15,052.81	15,276.44	15,266.57
	(ii) Intangible assets		173.78	176.33	158.43	149.29	216.52
	(b) Non-current investments	10	149,519.80	146,792.40	122,251.16	82,426.49	39,979.99
	(c) Deferred tax assets (net)	11	42,896.57	36,348.80	30,887.14	25,778.33	25,555.80
	(d) Long-term loans and advances	12	5,815,231.03	4,731,203.23	4,301,326.73	3,248,125.45	2,377,092.95
	(e) Other non-current assets	13	271.03	7,518.23	1,389.01	9,310.56	9,442.50
	Total non-current assets		**6,019,913.97**	**4,935,285.44**	**4,471,065.28**	**3,381,066.56**	**2,467,554.33**
F	**Current assets**						
	(a) Current investments	14	-	5,225.25	11,699.19	221,292.13	203,546.33
	(b) Trade receivables	15	-	867.85	1,009.48	298.86	190.67
	(c) Cash and bank balances	16	363,750.92	444,531.15	236,555.03	476,117.88	711,843.68
	(d) Short-term loans and advances	17	2,458,767.10	2,052,752.36	2,075,525.80	2,130,329.48	1,842,090.98
	(e) Other current assets	18	6,172.72	5,906.91	5,064.40	6,256.53	8,001.07
	Total current assets		**2,828,690.74**	**2,509,283.52**	**2,329,853.90**	**2,834,294.88**	**2,765,672.73**
G	**Total assets (E+F)**		**8,848,604.71**	**7,444,568.96**	**6,800,919.18**	**6,215,361.44**	**5,233,227.06**

Annexure I

Statement of Reformatted Consolidated Assets and Liabilities

The accompanying statement of consolidated significant accounting policies and notes to financial statements are integral part of this statement.

As per our report of even date

For **Haribhakti & Co. LLP**	For **Pijush Gupta & Co.**	For and on behalf of the Board of Directors of	
Chartered Accountants ICAI Firm Registration No. 103523W/W100048	Chartered Accountants ICAI Firm Registration No. 309015E	**Shriram Transport Finance Company Limited**	
Anup Mundhra	**Sangeeta Gupta**	**Umesh Revankar**	**Parag Sharma**
Partner	Partner	Managing Director & CEO	Executive Director & CFO
Membership No. 061083	Membership No. 064225	DIN: 00141189	
			Vivek M. Achwal
			Company Secretary
Mumbai	Mumbai	Mumbai	Mumbai
Date:	Date:	Date:	Date:

Annexure II

Statement of Reformatted Consolidated Profit and Loss

(Rs. in lacs)

	Particulars	Note No.	For the year ended March 31,				
			2018	**2017**	**2016**	**2015**	**2014**
A.	**Revenue**						
i	Revenue from operations	19	1,227,716.81	1,090,271.46	1,035,858.80	917,697.38	847,601.42
ii	Other income	20	6,239.64	175.61	338.20	264.29	417.27
	Total Revenue		**1,233,956.45**	**1,090,447.07**	**1,036,197.00**	**917,961.67**	**848,018.69**
B.	**Expenses**						
i	Employee benefits expense	21	74,667.32	58,293.31	62,349.23	50,402.36	47,138.57
ii	Finance cost	22	537,001.16	518,570.24	505,792.37	467,464.51	420,220.91
iii	Depreciation and amortisation	9	3,683.43	3,487.35	3,763.16	4,315.49	3,278.41
iv	Provisions & write offs	23	312,211.32	244,432.05	210,679.48	161,222.39	121,320.86
v	Other expenses	24	82,076.06	71,859.14	74,684.92	69,601.37	59,013.62
	Total Expenses		**1,009,639.29**	**896,642.09**	**857,269.16**	**753,006.12**	**650,972.37**
C.	**Profit before exceptional items and tax**		**224,317.16**	**193,804.98**	**178,927.84**	**164,955.55**	**197,046.32**
	Exceptional items [Refer Annexure VI Note 15]		12,309.12	-	-	-	-
D.	**Profit before tax**		**236,626.28**	**193,804.98**	**178,927.84**	**164,955.55**	**197,046.32**
E.	**Tax expenses**						
	Current tax		89,625.45	72,703.23	65,674.83	62,280.81	58,095.87
	Deferred tax		(6,668.71)	(5,461.66)	(5,108.81)	(169.71)	3,156.72
	Tax paid for earlier years		(1,776.68)	-	-	-	-
	Total tax expense		**81,180.06**	**67,241.57**	**60,566.02**	**62,111.10**	**61,252.59**

Annexure II

Statement of Reformatted Consolidated Profit and Loss

(Rs. in lacs)

	Particulars	Note No.	For the year ended March 31,				
			2018	**2017**	**2016**	**2015**	**2014**
F.	**Profit after tax from continuing operations (D-E)**		**155,446.22**	**126,563.41**	**118,361.82**	**102,844.45**	**135,793.73**
	Share of profit of associate		228.52	-	-	-	-
G.	**Net profit after taxes and share of profit of associate**		**155,674.74**	**126,563.41**	**118,361.82**	**102,844.45**	**135,793.73**
	Earnings per share						
	Basic (Rs.)		68.61	55.78	52.17	45.33	59.85
	Diluted (Rs.)		68.61	55.78	52.17	45.33	59.85
	Nominal value of equity share (Rs./share)		10.00	10.00	10.00	10.00	10.00

The accompanying statement of consolidated significant accounting policies and notes to financial statements are integral part of this statement.

As per our report of even date

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

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

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

Anup Mundhra
Partner
Membership No. 061083

Sangeeta Gupta
Partner
Membership No. 064225

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Annexure III

Statement of Reformatted Consolidated Cash Flow Statements

(Rs. in lacs)

Particulars	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
A. Cash flow from operating activities					
Profit before taxes	236,626.28	193,804.98	178,927.84	164,955.55	197,046.32
Depreciation and amortisation	3,683.43	3,487.35	3,763.16	4,315.49	3,278.41
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	35.36	38.74	(306.93)
Provision for diminution in value of investments	699.87	0.37	-	-	16.81
Employees stock option compensation cost	(31.14)	4.28	(38.70)	55.33	11.14
Premium on government securities	171.48	124.17	82.30	19.74	10.49
Amortisation of discount on government securities	(227.50)	(227.97)	(221.42)	(165.69)	(91.77)
Amortisation of issue expenses for equity shares	416.81	152.78	152.78	168.85	152.78
Amortisation of public issue expenses for non-convertible debentures	562.42	1,074.35	1,303.09	1,761.70	1,467.06
Amortisation of prepaid interest on commercial paper	1,663.40	-	-	-	-
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Provisions for non-performing assets and bad debt written off	292,551.77	230,583.52	200,867.02	158,456.12	119,944.56
Provision for diminution in fair value of assets for restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	-
Contingent provision for standard assets	7,976.76	3,674.37	4,990.48	2,766.27	1,359.49
Operating profit before working capital changes	**537,002.09**	**442,879.17**	**394,683.89**	**332,372.10**	**322,888.36**
Movements in working capital:					
Increase / (decrease) in trade payables	9,320.61	2,779.44	1.64	(1,949.99)	(7,337.87)
Increase / (decrease) in provisions	(341.31)	(14,583.27)	(1,769.88)	(5,331.98)	(20,964.47)
Increase / (decrease) in provision for service tax- contested	-	-	-	-	15.81
Increase / (decrease) in other liabilities	91,380.72	102,355.85	77,407.54	34,540.63	(142,347.35)
Decrease / (increase) in trade receivables	(516.28)	141.63	(710.62)	(108.19)	(190.18)
(Increase) / decrease in investments	5,269.53	(18,856.79)	169,905.15	(60,048.58)	84,561.29
Decrease / (increase) in loans and advances	(1,638,281.29)	(531,272.48)	(1,110,148.15)	(1,256,486.65)	(596,585.68)

Annexure III

Statement of Reformatted Consolidated Cash Flow Statements

(Rs. in lacs)

Particulars	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Decrease/(increase) in bank deposits (having original maturity of more than three months)(net)	83,431.62	(181,009.46)	(25,816.52)	53,175.48	15,450.82
Decrease / (increase) in other assets	(928.59)	(1,389.04)	979.31	1,845.47	273.28
Cash generated from operations	**(913,662.90)**	**(198,954.95)**	**(495,467.64)**	**(901,991.71)**	**(344,235.99)**
Direct taxes paid (net of refunds)	(87,675.30)	(68,070.26)	(55,183.14)	(59,277.72)	(61,760.78)
Net cash flow/(used) in operating activities (A)	**(1,001,338.20)**	**(267,025.21)**	**(550,650.78)**	**(961,269.43)**	**(405,996.77)**
B. Cash flows from investing activities					
Purchase of fixed assets including intangible assets	(6,642.78)	(1,787.32)	(3,721.83)	(4,343.19)	(11,221.05)
Proceeds from sale of PPE	72.92	46.93	72.94	64.52	516.39
Proceeds of non-current investments	-	1653.36	-	-	-
Purchase of non-current investments	(699.87)	(762.68)	-	-	-
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	-	-	-	-
Net cash flow/(used) in investing activities (B)	**8,667.76**	**(849.71)**	**(3,648.89)**	**(4,278.67)**	**(10,704.66)**
C. Cash flows from financing activities					
Proceeds from issuance of equity share capital	-	-	-	-	1.88
Securities premium on issue of equity capital	-	-	-	-	4.70
Amount received from institutional borrowing	4,860,576.59	2,798,406.98	2,109,331.46	2,393,115.61	1,953,898.05
Amount received from senior secured notes	116,000.00	135,000.00	-	-	-
Amount received from Public issue of non-convertible debentures	-	-	-	197,484.71	123,589.04
Increase / (decrease) in Retail borrowings	(55,709.16)	16,377.50	97,664.77	165,612.77	127,215.42
Amount redeemed for Public issue of non-convertible debentures and subordinated debts	(192,374.07)	(150,105.01)	(41,795.50)	(34,306.30)	(27,120.05)
Repayment of institutional borrowing	(3,709,250.77)	(2,470,721.02)	(1,855,651.85)	(1,915,501.98)	(1,655,581.83)
Public issue expenses for non-convertible debentures paid	-	-	-	(1,255.33)	(2,448.01)
Dividend paid	(24,957.10)	(22,688.27)	(22,688.27)	(18,150.62)	(15,881.04)
Tax on dividend	(5,080.68)	(4,618.80)	(4,618.80)	(3,356.86)	(2,698.97)
Net cash from financing activities (C)	**989,204.81**	**301,651.38**	**282,241.81**	**783,642.00**	**500,979.19**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**(3,465.63)**	**33,776.46**	**(272,057.86)**	**(181,906.10)**	**84,277.76**
Add: Adjustment on disposal of subsidiary	**(477.80)**	**-**	**-**	**-**	**-**
Cash and cash equivalents at the beginning of the year	**114,323.66**	**80,547.20**	**352,605.06**	**534,511.16**	**450,233.40**
Cash and cash equivalents at the end of the year	**110,380.23**	**114,323.66**	**80,547.20**	**352,605.06**	**534,511.16**

Annexure III

Statement of Reformatted Consolidated Cash Flow Statements

(Rs. in lacs)

Components of cash and cash equivalents	As at March 31,				
	2018	2017	2016	2015	2014
Cash and cash equivalents at the end of the year					
i) Cash on hand	7,996.25	7,910.29	10,124.16	10,990.89	13,608.57
ii) Cheques on hand	2,542.76	3,175.11	4,698.24	7,576.72	4,197.25
iii) Call Money (CBLO)	-	-	-	-	69,882.53
iv) Balances with scheduled banks in:					
Current accounts	92,946.60	102,155.05	59,765.26	166,700.86	185,452.85
Unclaimed dividend accounts $	1,310.11	1,083.21	923.26	821.59	773.96
Deposits with original maturity of less than three months	5,584.51	-	5,036.28	166,515.00	260,596.00
Total cash and cash equivalents (Refer Annexure IV Note 16)	**110,380.23**	**114,323.66**	**80,547.20**	**352,605.06**	**534,511.16**

The accompanying statement of consolidated significant accounting policies and notes to financial statements are integral part of this statement.

Notes:

1) The entire Consideration towards sale of investment in subsidiary is received in cash and cash equivalent [Refer Annexure VI Note 15].
2) The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement'.
3) All figures in brackets indicate outflow.

$ 4) These balances are not available for use by the Company.

As per our report of even date

For **Haribhakti & Co. LLP**	For **Pijush Gupta & Co.**	For and on behalf of the Board of Directors of
Chartered Accountants ICAI Firm Registration No. 103523W/W100048	Chartered Accountants ICAI Firm Registration No. 309015E	**Shriram Transport Finance Company Limited**

Anup Mundhra	**Sangeeta Gupta**	**Umesh Revankar**	**Parag Sharma**
Partner	Partner	Managing Director & CEO	Executive Director & CFO
Membership No. 061083	Membership No. 064225	DIN: 00141189	
			Vivek M. Achwal
			Company Secretary
Mumbai	Mumbai	Mumbai	Mumbai
Date:	Date:	Date:	Date:

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 1 - Share capital	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Authorised					
Equity share capital	64,700.00	64,700.00	64,700.00	39,700.00	39,700.00
Preference share capital	95,000.00	95,000.00	95,000.00	20,000.00	20,000.00
	159,700.00	**159,700.00**	**159,700.00**	**59,700.00**	**59,700.00**
Number of equity Shares of Rs.10/- each	647,000,000	647,000,000	647,000,000	397,000,000	397,000,000
Number of preference Shares of Rs.100/- each	95,000,000	95,000,000	95,000,000	20,000,000	20,000,000
Issued share capital					
Equity share capital	22,693.69	22,693.69	22,693.69	22,693.69	22,693.69
Number of equity shares of Rs.10/- each	226,936,877	226,936,877	226,936,877	226,936,877	226,936,877
Subscribed share capital					
Equity share capital	22,693.07	22,693.07	22,693.07	22,693.07	22,693.07
Number of equity shares of Rs.10/- each	226,930,736	226,930,736	226,930,736	226,930,736	226,930,736
Paid up (fully paid up)					
Equity share capital	22,688.27	22,688.27	22,688.27	22,688.27	22,688.27
Number of equity shares of Rs. 10/- each	226,882,736	226,882,736	226,882,736	226,882,736	226,882,736
Add : Share forfeiture					
48,000 equity shares of Rs.10/- each (Rs 5/- each paid up forfeited)	2.40	2.40	2.40	2.40	2.40
	22,690.67	**22,690.67**	**22,690.67**	**22,690.67**	**22,690.67**

a. Reconciliation of Number of equity shares outstanding at the beginning and at end of reporting period.	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Number of shares outstanding at the beginning of the year	226,882,736	226,882,736	226,882,736	226,882,736	226,863,936
Issued during the period - Employee stock option scheme [Refer Annexure VI Note 4]	-	-	-	-	18,800
Number of shares outstanding at the end of the year	**226,882,736**	**226,882,736**	**226,882,736**	**226,882,736**	**226,882,736**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

b. Reconciliation of the equity share capital outstanding at the beginning and at end of reporting period.	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Shares outstanding at the beginning of the year	22,688.27	22,688.27	22,688.27	22,688.27	22,686.39
Issued during the period - Employee stock option scheme [Refer Annexure VI Note 4]	-	-	-	-	1.88
Share capital outstanding at the end of the year	**22,688.27**	**22,688.27**	**22,688.27**	**22,688.27**	**22,688.27**

c. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Dividend details

Particulars	**For the year ended March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
The amount of per equity share dividend recognized as distributions to equity shareholders Rs.	11.00	10.00	10.00	10.00	7.00
Amount of interim dividend paid per equity share Rs.	5.00	4.00	4.00	4.00	3.00
Amount of final dividend proposed/paid per equity share Rs.	6.00	6.00	6.00	6.00	4.00

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

d. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the company, please refer Annexure VI Note 4

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

Particulars	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Equity shares allotted as fully paid-up pursuant to amalgamation for consideration other than cash	Nil	Nil	Nil	Nil	Nil

In addition, the company has issued total 18,800 equity shares (March 31, 2017: 582,168, March 31 2016 : 722,068, March 31 2015 : 1,364,918 and March 31 2014 : 3,712,568) respectively during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee service.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

	As at March 31,				
Name of the Shareholder	**2018**	**2017**	**2016**	**2015**	**2014**
Equity shares of Rs. 10/- each					
Shriram Capital Limited					
Number of Shares	59,173,023	59,173,023	59,103,162	59,103,162	59,103,162
% holding in the class	26.08%	26.08%	26.05%	26.05%	26.05%
Genesis Indian Investment Company Limited					
Number of Shares	-	-	-	-	13,648,064
% holding in the class	-	-	-	-	6.02%
Piramal Enterprises Limited					
Number of Shares	22,600,000	22,600,000	22,600,000	22,600,000	22,600,000
% holding in the class	9.96%	9.96%	9.96%	9.96%	9.96%

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

g. Proposed dividends on equity shares:

(Rs. in lacs)

	As at March 31,				
Particulars	**2018**	**2017**	**2016**	**2015**	**2014**
The Board proposed dividend on equity shares					
Proposed dividend on equity shares for the year	13,612.96	13,612.96	13,612.96	13,612.96	9,075.31
Tax on proposed dividend	2,798.18	2,771.28	2,771.28	2,721.78	1,542.35
Total	**16,411.14**	**16,384.24**	**16,384.24**	**16,334.74**	**10,617.66**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note 2 - Reserves and surplus	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Capital reserve	2,761.83	2,761.83	2,761.83	2,761.83	2,761.83
Add: On account of sale of subsidiary [Refer Annexure VI Note 15]	1,338.87	-	-	-	-
Closing balance	4,100.70	2,761.83	2,761.83	2,761.83	2,761.83
Capital redemption reserve	5,388.35	5,388.35	5,388.35	5,388.35	5,388.35
Securities premium account					
Opening Balance	175,481.06	175,481.06	175,481.06	175,481.06	175,442.36
Add: Addition on ESOPs exercised	-	-	-	-	4.70
Add: Transferred from stock options outstanding	-	-	-	-	34.00
Closing balance	175,481.06	175,481.06	175,481.06	175,481.06	175,481.06
Debenture redemption reserve					
Opening Balance	62,889.61	78,834.65	62,791.26	41,335.44	30,180.03
Add: Transfer from surplus in the statement of profit and loss on account of fresh creation	9,206.55	23,710.34	31,310.86	31,389.47	19,370.76
Less: Transfer to General reserve on account of redemption	(50,437.31)	-	-	-	-
Less: Transfer to statement of profit and loss on account of redemption	-	(39,655.38)	(15,267.47)	(9,933.65)	(8,215.35)
Closing balance	21,658.85	62,889.61	78,834.65	62,791.26	41,335.44
Stock option outstanding					
Employee stock option outstanding	-	31.14	31.14	114.75	114.75
Less : Deferred employee compensation outstanding	-	-	(4.28)	(49.19)	(104.51)
Closing balance	-	31.14	26.86	65.56	10.24
General reserve					
Opening Balance	115,253.63	102,653.63	90,653.63	78,153.63	65,153.63
Add: Transfer from surplus in the statement of profit and loss	15,700.00	12,600.00	12,000.00	12,500.00	13,000.00
Add: Transfer from debenture redemption reserve	50,437.31	-	-	-	-
Closing balance	181,390.94	115,253.63	102,653.63	90,653.63	78,153.63
Other reserves - Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934					
Opening Balance	234,055.44	208,855.44	184,855.44	159,855.44	132,055.44
Add: Transfer from surplus in the statement of profit and loss	31,400.00	25,200.00	24,000.00	25,000.00	27,800.00
Closing balance	265,455.44	234,055.44	208,855.44	184,855.44	159,855.44

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note 2 - Reserves and surplus (contd.)	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Surplus in statement of profit and loss					
Opening Balance	514,641.46	420,855.84	381,893.98	365,341.05	300,083.21
Depreciation charged off from retained profit as per Schedule II to The Companies Act, 2013	-	-	-	(163.95)	-
Deferred Tax expenses on above	-	-	-	52.81	-
Add: Profit for the current year	157,340.17	126,563.41	118,361.82	102,844.45	135,793.73
Add: Gain on disposal of share in subsidiary	(1,665.43)	-	-	-	-
Less: Appropriations					
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(31,400.00)	(25,200.00)	(24,000.00)	(25,000.00)	(27,800.00)
Transfer to Capital reserve	(1,338.87)	-	-	-	-
Transfer to general reserve	(15,700.00)	(12,600.00)	(12,000.00)	(12,500.00)	(13,000.00)
Transfer to debenture redemption reserve	(9,206.55)	15,945.04	(16,043.39)	(21,455.82)	(11,155.41)
Interim dividend	(11,344.14)	(9,075.31)	(9,075.31)	(9,075.31)	(6,806.48)
Tax on interim dividend	(2,309.40)	(1,847.52)	(1,897.02)	(1,814.51)	(1,156.34)
Proposed final dividend	-	-	(13,612.96)	(13,612.96)	(9,075.31)
Final dividend	(13,612.96)	-	-	-	-
Tax on proposed dividend	-	-	(2,771.28)	(2,721.78)	(1,542.35)
Tax on dividend	(2,771.28)	-	-	-	-
Total appropriations	**(87,683.20)**	**(32,777.79)**	**(79,399.96)**	**(86,180.38)**	**(70,535.89)**
Net surplus statement of profit and loss	**582,633.00**	**514,641.46**	**420,855.84**	**381,893.98**	**365,341.05**
Total	**1,236,108.34**	**1,110,502.52**	**994,857.66**	**903,891.11**	**828,327.04**

(Rs. in lacs)

Note- 3 - Long-term borrowings - non-current portion	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Subordinated debts (unsecured)					
- Bonds	65,342.30	112,389.15	120,513.64	124,201.17	129,966.30
- Debentures	302,379.00	198,820.00	209,673.76	227,103.29	281,707.01
Redeemable non-convertible debentures					
Secured	1,920,152.15	1,420,223.18	1,057,917.41	1,419,090.97	894,321.70
Less: Unamortised discount	(73.22)	-	(0.08)	(27.92)	(145.65)
	1,920,078.93	1,420,223.18	1,057,917.33	1,419,063.05	894,176.05
Unsecured	-	-	-	-	2,150.00
Less: Unamortised discount	-	-	-	-	-
	-	-	-	-	2,150.00

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 3 - Long-term borrowings - non-current portion (contd.)	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Senior secured notes	251,000.00	135,000.00	-	-	-
Term loans from banks					
Unsecured	-	-	10,000.00	10,000.00	10,000.00
Secured	776,228.02	823,545.81	938,402.76	965,952.38	820,077.97
Deposits (unsecured)					
- From public	520,871.35	517,231.40	574,663.98	464,915.65	189,508.94
- From corporates	8,585.41	4,048.57	7,398.34	5,158.22	2,901.51
Term loans from financial institutions / corporates					
Secured	192,750.00	158,333.33	108,000.00	68,900.00	65,700.00
Loans and advances from related parties [Refer Annexure VI Note 7]					
Subordinated debts (unsecured) - Bonds					
from Associate	144.29	-	-	-	-
from Relative of key management personnel	-	0.80	0.80	0.80	0.80
from Enterprises having significant influence over the Company	208.53	262.80	287.67	213.22	-
Subordinated debts (unsecured) - Debentures					
from Relative of key management personnel	-	-	-	0.30	0.30
from Enterprises having significant influence over the Company	-	-	23.47	26.72	-
Redeemable non-convertible debentures (Secured)					
from Key management personnel	-	-	-	3.00	3.00
from Relative of key management personnel	-	1.70	2.20	11.89	14.33
from Enterprises having significant influence over the Company	-	-	-	5.00	-
Deposits from public (Unsecured)					
from Relative of key management personnel	4.30	4.51	4.79	3.61	2.09
	4,037,592.13	**3,369,861.25**	**3,026,888.74**	**3,285,558.30**	**2,396,208.30**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Long-term borrowings - current maturities	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Subordinated debts (unsecured)					
- Bonds	46,957.00	8,042.52	3,508.89	5,523.82	29,941.72
- Debentures	39,341.00	28,353.76	17,929.53	60,577.00	20,500.00
Redeemable non-convertible debentures					
Secured	513,410.88	414,542.93	554,685.49	399,866.53	458,217.08
Less: Unamortised discount	(44.98)	(0.08)	(27.67)	(117.73)	(1,194.02)
	513,365.90	414,542.85	554,657.82	399,748.80	457,023.06
Unsecured	-	-	-	2,150.00	79,580.00
Less: Unamortised discount	-	-	-	-	(110.08)
	-	-	-	2,150.00	79,469.92
Term loans from banks					
Unsecured	-	10,000.00	12,000.00	10,000.00	-
Secured	568,985.47	595,885.87	755,728.36	506,868.17	463,713.06
Deposits (unsecured)					
- From public	268,239.35	317,590.65	176,863.90	63,781.99	37,460.71
- From corporates	12,294.07	8,541.10	20,763.57	2,150.40	551.05
Term loans from financial institutions / corporates					
Secured	77,333.33	59,666.67	77,566.67	37,800.00	38,800.00
Loans and advances from related parties [Refer Annexure VI Note 7]					
Subordinated debts (unsecured) - Bonds					
from Associate	102.62	-	-	-	-
from Relative of key management personnel	0.80	-	-	-	-
from Enterprises having significant influence over the Company	54.27	24.87	25.55	28.09	-
Subordinated debts (unsecured) - Debentures					
from Relative of key management personnel	-	-	0.30	-	-
from Enterprises having significant influence over the Company	-	23.47	3.25	-	-
Redeemable non-convertible debentures (Secured)					
from key management personnel	-	-	3.00	-	-
from Relative of key management personnel	1.10	0.50	9.75	2.44	1.39
from Enterprises having significant influence over the Company	-	-	5.00	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Long-term borrowings - current maturities (contd.)	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Deposits from public (Unsecured) from Relative of key management personnel	2.83	1.96	2.09	-	-
	1,526,677.74	**1,442,674.22**	**1,619,067.68**	**1,088,630.71**	**1,127,460.91**
Amount disclosed under the head other current liabilities [Refer Annexure IV Note 7]	**(1,526,677.74)**	**(1,442,674.22)**	**(1,619,067.68)**	**(1,088,630.71)**	**(1,127,460.91)**

A) Subordinated debt –unsecured

I. Subordinated debt -unsecured – Bonds

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

Terms of repayment as on March 31, 2018

Long term borrowing **(Rs. in lacs)**

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

€ includes Rs. 510.51 lacs issued to related parties.

Terms of repayment as on March 31, 2017

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12% €**	**>=12% <14%**	**Total**
36-48 months €	-	34,238.00	-	**34,238.00**
24-36 months €	-	31,365.52	-	**31,365.52**
12-24 months €	5.40	47,043.83	-	**47,049.23**
Total	**5.40**	**112,647.35**	**-**	**112,652.75**
Current maturity				
Upto 12 months €	1,479.73	6,587.66	-	**8,067.39**

€ includes Rs. 449.08 lacs issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10% €	**>=10% <12% €**	**>=12% <14%**	**Total**
48-60 months €	-	34,247.99	-	**34,247.99**
36-48 months €	-	31,421.52	-	**31,421.52**
24-36 months €	5.40	47,058.41	-	**47,063.81**
12-24 months €	1,479.73	6,589.06	-	**8,068.79**
Total	**1,485.13**	**119,316.98**	**-**	**120,802.11**
Current maturity				
Upto 12 months €	46.99	3,487.45	-	**3,534.44**

€ includes Rs. 392.66 lacs issued to related parties.

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10% €	**>=10% <12% €**	**>=12% <14%**	**Total**
Over 60 months €	-	34,263.46	-	**34,263.46**
48-60 months €	-	31,431.66	-	**31,431.66**
36-48 months €	5.40	47,109.29	-	**47,114.69**
24-36 months €	1,481.88	6,589.06	-	**8,070.94**
12-24 months €	46.99	3,487.45	-	**3,534.44**
Total	**1,534.27**	**122,880.92**	**-**	**124,415.19**
Current maturity				
Upto 12 months €	-	5,551.41	0.50	**5,551.91**

€ includes Rs. 242.11 lacs issued to related parties.

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12% €**	**>=12% <14%**	**Total**
Over 60 months	-	65,695.12	-	**65,695.12**
48-60 months €	5.40	47,109.29	-	**47,114.69**
36-48 months	1,481.88	6,589.06	-	**8,070.94**
24-36 months	46.99	3,487.45	-	**3,534.44**
12-24 months	-	5,551.41	0.50	**5,551.91**
Total	**1,534.27**	**128,432.33**	**0.50**	**129,967.10**
Current maturity				
Upto 12 months	-	8,038.37	21,903.35	**29,941.72**

€ includes Rs. 0.08 lacs issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Subordinated debts (unsecured) - Bonds (Non-current)	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Privately placed	65,695.12	112,652.75	120,802.11	124,415.19	129,967.10
Total Subordinated debts (unsecured) - Bonds	**65,695.12**	**112,652.75**	**120,802.11**	**124,415.19**	**129,967.10**
Less: issued to related parties	352.82	263.60	288.47	214.02	0.80
Issued to other than related parties	**65,342.30**	**112,389.15**	**120,513.64**	**124,201.17**	**129,966.30**

(Rs. in lacs)

Subordinated debts (unsecured) - Bonds (Current maturity)	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Privately placed	47,114.69	8,067.39	3,534.44	5,551.91	29,941.72
Total Subordinated debts (unsecured) - Bonds	**47,114.69**	**8,067.39**	**3,534.44**	**5,551.91**	**29,941.72**
Less: issued to related parties	157.69	24.87	25.55	28.09	-
Issued to other than related parties	**46,957.00**	**8,042.52**	**3,508.89**	**5,523.82**	**29,941.72**

II. Subordinated debt -unsecured – Debentures

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

Terms of repayment as on March 31, 2018

Long term borrowing **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2017

Long term borrowing **(Rs. in lacs)**

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

Current maturity

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
48-60 months	-	7,300.00	-	**7,300.00**
36-48 months	-	6,469.00	-	**6,469.00**
24-36 months	-	-	4,541.00	**4,541.00**
Total	**-**	**13,769.00**	**4,541.00**	**18,310.00**
Current maturity				
Upto 12 months	-	5,000.00	-	**5,000.00**

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	7,300.00	-	**7,300.00**
48-60 months	-	6,469.00	-	**6,469.00**
36-48 months	-	-	4,541.00	**4,541.00**
12-24 months	-	5,000.00	-	**5,000.00**
Total	**-**	**18,769.00**	**4,541.00**	**23,310.00**
Current maturity				
Upto 12 months	-	25,577.00	-	**25,577.00**

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	13,769.00	-	**13,769.00**
48-60 months	-	-	4,541.00	**4,541.00**
24-36 months	-	5,000.00	-	**5,000.00**
12-24 months	-	25,577.00	-	**25,577.00**
Total	**-**	**44,346.00**	**4,541.00**	**48,887.00**
Current maturity				
Upto 12 months	-	15,000.00	5,500.00	**20,500.00**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

Terms of repayment as on March 31, 2018

Long term borrowing **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2017

Long term borrowing **(Rs. in lacs)**

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

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	71,210.00	5,000.00	**76,210.00**
48-60 months	-	45,000.00	-	**45,000.00**
36-48 months	-	7,000.00	-	**7,000.00**
24-36 months	2,500.00	25,630.00	6,670.00	**34,800.00**
12-24 months	-	25,500.00	-	**25,500.00**
Total	**2,500.00**	**174,340.00**	**11,670.00**	**188,510.00**
Current maturity				
Upto 12 months	-	5,000.00	2,500.00	**7,500.00**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	115,710.00	5,000.00	**120,710.00**
48-60 months	-	7,000.00	-	**7,000.00**
36-48 months	2,500.00	25,630.00	6,670.00	**34,800.00**
24-36 months	-	25,500.00	-	**25,500.00**
12-24 months	-	5,000.00	2,500.00	**7,500.00**
Total	**2,500.00**	**178,840.00**	**14,170.00**	**195,510.00**

Current maturity

Upto 12 months	-	35,000.00	-	**35,000.00**

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**			
	<10%	**>=10% <12%**	**>=12% <14%**	**Total**
Over 60 months	-	116,710.00	5,000.00	**121,710.00**
48-60 months	2,500.00	25,630.00	6,670.00	**34,800.00**
36-48 months	-	25,500.00	-	**25,500.00**
24-36 months	-	5,000.00	2,500.00	**7,500.00**
12-24 months	-	35,000.00	-	**35,000.00**
Total	**2,500.00**	**207,840.00**	**14,170.00**	**224,510.00**

Current maturity

Outstanding as at March 31, 2014: Rs. Nil.

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

Long term borrowing

(Rs. in lacs)

Option Detail	**Rate of interest**	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 €**	**As at March 31, 2015 €**	**As at March 31, 2014 €**	**Redeemable at par on**
Option -IV	10.41%	-	-	91.00	91.00	91.00	June 1, 2017
	10.81%	-	-	-	1,687.00	1,687.00	March 1, 2017
	11.25%	-	-	-	3,746.08	3,746.08	December 1, 2016
Option -V	10.25%	-	-	110.30	110.30	110.30	June 1, 2017
	10.75%	-	-	204.32	204.32	204.32	June 1, 2017
	11.00%	-	-	2,471.61	2,471.61	2,471.61	June 1, 2017
Total		**0.00**	**0.00**	**2,877.23**	**8,310.31**	**8,310.31**	

€ includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 23.47 lacs, March 31, 2015: Rs. 27.02 lacs and March 31, 2014: Rs. 0.30 lacs) issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Current maturity

(Rs. in lacs)

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 €	As at March 31, 2015	As at March 31, 2014	Redeemable at par on
Option -IV	10.40%	-	91.00	-	-	-	June 1, 2017
	10.81%	-	-	1,687.00	-	-	March 1, 2017
	11.25%	-	-	3,746.08	-	-	December 1, 2016
Option -V	10.25%	-	110.30	-	-	-	June 1, 2017
	10.75%	-	204.32	-	-	-	June 1, 2017
	11.00%	-	2,471.61	-	-	-	June 1, 2017
Total		**0.00**	**2,877.23**	**5,433.08**	**-**	**-**	

€ includes Rs. Nil (March 31, 2017: Rs. 23.47 lacs, March 31, 2016: Rs. 3.55 lacs, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil) issued to related parties.

(Rs. in lacs)

Subordinated debts (unsecured) - Debentures (Non-current portion)	As at March 31,				
	2018	2017	2016	2015	2014
Privately placed (i+ii)	302,379.00	198,820.00	206,820.00	218,820.00	273,397.00
Public issue (iii)	-	-	2,877.23	8,310.31	8,310.31
Total Subordinated debts (unsecured) - Debentures	**302,379.00**	**198,820.00**	**209,697.23**	**227,130.31**	**281,707.31**
Less: issued to related parties	-	-	23.47	27.02	0.30
Issued to other than related parties	**302,379.00**	**198,820.00**	**209,673.76**	**227,103.29**	**281,707.01**

(Rs. in lacs)

	As at March 31,				
Subordinated debts (unsecured) - Debentures (Current maturity)	**2018**	**2017**	**2016**	**2015**	**2014**
Privately placed (i+ii)	39,341.00	25,500.00	12,500.00	60,577.00	20,500.00
Public issue (iii)	-	2,877.23	5,433.08	-	-
Total Subordinated debts (unsecured) - Debentures	**39,341.00**	**28,377.23**	**17,933.08**	**60,577.00**	**20,500.00**
Less: issued to related parties	-	23.47	3.55	-	-
Issued to other than related parties	**39,341.00**	**28,353.76**	**17,929.53**	**60,577.00**	**20,500.00**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

B) Non-convertible debenture –secured

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

Terms of repayment as on March 31, 2018

Long term borrowing

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

Current maturity **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**				
	< 10%	**>= 10% < 12%**	**>= 12% < 14%**	**>= 14% < 16%**	**Total ***
upto 12 months	-	1,965.08	-	-	**1,965.08**

Terms of repayment as on March 31, 2017

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**				
	< 10%	**>= 10% < 12%**	**>= 12% < 14%**	**>= 14% < 16%**	**Total ***
12-24 months	-	1,965.83	-	-	**1,965.83**
Total	**-**	**1,965.83**	**-**	**-**	**1,965.83**
Current maturity					
upto 12 months	-	9,277.07	939.52	-	**10,216.59**

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**				
	< 10%	**>= 10% < 12% €**	**>= 12% < 14%**	**>= 14% < 16%**	**Total ***
24-36 months	-	1,965.83	-	-	**1,965.83**
12-24 months	-	9,278.37	939.52	-	**10,217.89**
Total	**-**	**11,244.20**	**939.52**	**-**	**12,183.72**
Current maturity					
Upto 12 months €	1.84	47,004.19	719.40	0.88	**47,726.31**

€ includes Rs. 1.84 lacs issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12% €	>= 12% < 14%	>= 14% < 16%	Total *
36-48 months	-	1,967.83	-	-	**1,967.83**
24-36 months	-	9,279.12	939.52	-	**10,218.64**
12-24 months €	1.84	47,141.27	719.40	0.88	**47,863.39**
Total	**1.84**	**58,388.22**	**1,658.92**	**0.88**	**60,049.86**
Current maturity					
Upto 12 months €	2,576.83	136,882.22	-	792.60	**140,251.65**

€ includes Rs. 4.22 lacs issued to related parties.

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12% €	>= 12% < 14%	>= 14% < 16%	Total *
48-60 months	-	1,978.33	-	-	**1,978.33**
36-48 months	-	9,385.75	939.52	-	**10,325.27**
24-36 months €	1.84	47,445.47	719.40	0.88	**48,167.59**
12-24 months €	2,584.05	137,415.90	-	792.92	**140,792.87**
Total	**2,585.89**	**196,225.45**	**1,658.92**	**793.80**	**201,264.06**
Current maturity					
Upto 12 months €	8,736.18	100,014.14	6.40	311.80	**109,068.52**

€ includes Rs. 5.33 lacs issued to related parties.

Nature of Security

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

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

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

Terms of repayment as on March 31, 2018
Long term borrowing (gross of unamortised discount on debenture of Rs. 73.22 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%*^¥	**>= 10% < 12% ^**	**>= 12% < 14%**	**>= 14% < 16%**	**Total**
over 60 months	96,710.00	136,720.00	-	-	**233,430.00**
48-60 months	150,650.00	-	-	-	**150,650.00**
36-48 months^	437,290.00	13,000.00	-	-	**450,290.00**
24-36 months^¥	210,500.00	102,500.00	-	-	**313,000.00**
12-24 months*^¥	701,000.00	-	-	-	**701,000.00**
Total	**1,596,150.00**	**252,220.00**	**-**	**-**	**1,848,370.00**

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

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

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

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%¥^	**>= 10% < 12%^**	**>= 12% < 14%**	**>= 14% < 16%**	**Total**
upto 12 months ¥^	438,700.00	37,800.00			**476,500.00**

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

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2017

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

(Rs. in lacs)

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10% *^¥	>= 10% < 12% ^	>= 12% < 14%	>= 14% < 16%	Total
Over 60 months	93,210.00	136,720.00	-	-	**229,930.00**
48-60 months^	239,600.00	13,000.00	-	-	**252,600.00**
36-48 months ¥^	57,500.00	102,500.00	-	-	**160,000.00**
24-36 months *^	397,500.00	-	-	-	**397,500.00**
12-24 months^	233,700.00	37,800.00	-	-	**271,500.00**
Total	**1,021,510.00**	**290,020.00**	**-**	**-**	**1,311,530.00**

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

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

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

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

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%¥^*	>= 10% < 12%^	>= 12% < 14%^	>= 14% < 16%	Total
Upto 12 months* ¥^	116,130.00	97,000.00	500.00	-	**213,630.00**

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

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

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2016

Long term borrowing (gross of unamortised discount on debenture of Rs. 0.08 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%	>= 10% < 12% ^	>= 12% < 14%	>= 14% < 16%	Total
Over 60 months	116,460.00	136,720.00	-	-	**253,180.00**
48-60 months	19,000.00	102,500.00	-	-	**121,500.00**
36-48 months	158,000.00	-	-	-	**158,000.00**
24-36 months	46,200.00	37,800.00	-	-	**84,000.00**
12-24 months^	34,130.00	97,000.00	500.00	-	**131,630.00**
Total	**373,790.00**	**374,020.00**	**500.00**	**-**	**748,310.00**

^NCD amounting to Rs. 1,000.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Current maturity (gross of unamortised discount on debenture of Rs. 27.67 lacs) **(Rs. in lacs)**

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%¥	>= 10% < 12%*^¥	>= 12% < 14%	>= 14% < 16%	Total
upto 12 months^¥	196,500.00	165,805.00	-	-	**362,305.00**

* Includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCD amounting to Rs. 680.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.60%	625.00	August 12, 2016
2	9.85%	20,000.00	July 20, 2016
Total		**20,625.00**	

Terms of repayment as on March 31, 2015

Long term borrowing (gross of unamortised discount on debenture of Rs. 27.92 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				Total
	< 10%^	>= 10% < 12% *^¥	>= 12% < 14%^	>= 14% < 16%	
over 60 months	139,460.00	239,220.00	-	-	**378,680.00**
48-60 months	17,000.00	168,500.00	-	-	**185,500.00**
36-48 months^	16,400.00	27,400.00	-	-	**43,800.00**
24-36 months^	31,400.00	97,000.00	500.00	-	**128,900.00**
12-24 months*^¥	131,500.00	135,805.00	-	-	**267,305.00**
Total	**335,760.00**	**667,925.00**	**500.00**	**-**	**1,004,185.00**

* includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCD amounting to Rs. 43,300.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

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Notes forming part of reformatted consolidated statement of assets and liabilities

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.60%	625.00	August 12, 2016
Total		**625.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 117.73 lacs) **(Rs. in lacs)**

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%¥	**>= 10% < 12%^¥**	**>= 12% < 14%**	**>= 14% < 16%**	**Total**
upto 12 months^¥	54,500.00	75,100.00	-	-	**129,600.00**

^NCD amounting to Rs. 2,450.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	9.90%	20,000.00	July 20, 2015
2	10.95%	30,000.00	September 25, 2015
3	9.35%	20,000.00	June 22, 2015
Total		**70,000.00**	

Terms of repayment as on March 31, 2014

Long term borrowing (gross of unamortised discount on debenture of Rs. 145.65 lacs)

(Rs. in lacs)

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%^	**>= 10% < 12% *^¥**	**>= 12% < 14%**	**>= 14% < 16%**	**Total**
over 60 months	5,960.00	120,920.00	-	-	**126,880.00**
48-60 months	1,500.00	17,500.00	-	-	**19,000.00**
36-48 months^	3,800.00	76,000.00	-	-	**79,800.00**
24-36 months*^¥	7,750.00	123,805.00	-	-	**131,555.00**
12-24 months^	6,600.00	43,800.00	-	-	**50,400.00**
Total	**25,610.00**	**382,025.00**	**-**	**-**	**407,635.00**

* includes 2 NCDs of Rs. 625.00 lacs each partly paid to the extent of Rs. 50,000/-

^NCDs amounting to Rs. 4,700.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

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Notes forming part of reformatted consolidated statement of assets and liabilities

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.60%	625.00	August 12, 2016
Total		**625.00**	

Current maturity (gross of unamortised discount on debenture of Rs. 1,194.02 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the balance sheet)	Rate of interest				
	< 10%^¥	**>= 10% < 12%*^¥**	**>= 12% < 14%**	**>= 14% < 16%**	**Total**
upto 12 months*^¥	67,110.00	246,365.00	-	-	**313,475.00**

* includes 1 NCD of Rs. 625.00 lacs partly paid to the extent of Rs. 50,000/-

^NCDs amounting to Rs. 22,350.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.50%	625.00	August 13, 2014
2	10.00%	15,000.00	August 6, 2014
3	10.30%	20,000.00	July 20, 2014
4	9.35%	15,000.00	June 23, 2014
5	9.35%	5,000.00	June 23, 2014
6	9.75%	2,500.00	April 25, 2014
Total		**58,125.00**	

Nature of security

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

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

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

Terms of repayment as on March 31, 2018

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

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

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

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

Terms of repayment as on March 31, 2017

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

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

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Notes forming part of reformatted consolidated statement of assets and liabilities

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

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	Total
Upto 12 months*	-	1,200.00	-	-	**1,200.00**

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

Terms of repayment as on March 31, 2016

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

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	Total
12-24 months*	-	1,200.00	-	-	**1,200.00**
Total	**-**	**1,200.00**	**-**	**-**	**1,200.00**

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

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

Outstanding as at March 31, 2016 : Rs. Nil.

Terms of repayment as on March 31, 2015

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

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	Total
24-36 months*	-	1,200.00	-	-	**1,200.00**
Total	**-**	**1,200.00**	**-**	**-**	**1,200.00**

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

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

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	Total
Upto 12 months*	-	1,000.00	-	-	**1,000.00**

*Partly paid to the extent of Rs. 1,000,000/-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2014

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

Outstanding as at March 31, 2014 : Rs. Nil.

Current maturity **(Rs. in lacs)**

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	Total
upto 12 months*	-	1,600.00	-	-	**1,600.00**

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

Nature of security

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

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

iv) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each -(2009)

Terms of repayment

Long term borrowing

Outstanding as at March 31, 2018: Rs. Nil, March 31, 2017 : Rs. Nil, March 31, 2016 : Rs. Nil, March 31, 2015 : Rs. Nil and March 31, 2014 : Rs. Nil.

Terms of repayment

Current maturity **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014*	Redeemable at par on	Put and Call option
Option -I	11.00%	-	-	-	-	1,484.62	August 26, 2014	-
	11.25%	-	-	-	-	260.36	August 26, 2014	-
Option -II	11.25%	-	-	-	-	1,123.20	August 26, 2014	-
	11.50%	-	-	-	-	351.72	August 26, 2014	-
Option -III	11.03% *	-	-	-	-	7,508.65	August 26, 2014	-
Option -IV	11.00%	-	-	-	-	999.10	August 26, 2014	-
Total		**-**	**-**	**-**	**-**	**11,727.65**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil, March 31, 2014: Rs. 0.20 lacs)

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Nature of Security

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

The funds raised from the public issue of 9,999,996 secured NCD aggregating to Rs. 99,999.96 lacs have been utilised, after meeting the expenditure of and related to the public issue, for various financing activities of the Company including lending, investments and repayment of borrowings.

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

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

The Company has bought back NCDs of Rs. 4,215.23 lacs on 12-March-2010 and Rs. 3,000.00 lacs on 27-March-2012, Rs. 23,505.26 lacs on 28-March-2012 and as per the terms of the issue Rs. 46,923.16 lacs and Rs. 6,439.79 lacs were redeemed on 26-August-2012 and 26-August-2013 respectively.

Put options were exercised for option III and IV on 26-August-2013 and Rs. 2,913.86 lacs and Rs. 1,275.02 lacs respectively were paid on 1-October-2013 in compliance with the terms of issue.

The Company has redeemed non-convertible debenture of Rs. 11,727.65 lacs on 26-August-2014 as per the terms of the issue.

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

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	-	-	-	-	1,424.68	June 1, 2015	-
	9.50%	-	-	-	-	3,918.55	June 1, 2015	-
	9.75%	-	-	-	-	1,160.60	June 1, 2015	-
	10.00%	-	-	-	-	231.60	June 1, 2015	-
Option –II	9.50%	-	-	278.58	-	897.03	June 1, 2017	June 1, 2015
	10.00%	-	-	453.23	-	832.20	June 1, 2017	June 1, 2015
	10.25%	-	-	3,157.85	-	3,802.59	June 1, 2017	June 1, 2015
	10.50%	-	-	571.77	-	722.54	June 1, 2017	June 1, 2015
Option –III	9.75%	-	-	-	-	808.45	June 1, 2015	-
	10.25%	-	-	-	-	785.68	June 1, 2015	-
	10.50%	-	-	-	-	1,756.76	June 1, 2015	-
	10.75%	-	-	-	-	385.28	June 1, 2015	-
Total		**-**	**-**	**4,461.43**	**-**	**16,725.96**		

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Current maturity

Terms of repayment **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	-	-	-	1,424.68	-	June 1, 2015	-
	9.50%	-	-	-	3,918.31	-	June 1, 2015	-
	9.75%	-	-	-	1,160.23	-	June 1, 2015	-
	10.00%	-	-	-	210.37	-	June 1, 2015	-
Option –II	9.50%	-	278.58	-	897.03	-	June 1, 2017	June 2, 2015
	10.00%	-	453.23	-	785.25	-	June 1, 2017	June 2, 2015
	10.25%	-	3,190.88	-	3,799.51	-	June 1, 2017	June 2, 2015
	10.50%	-	538.74	-	672.17	-	June 1, 2017	June 2, 2015
Option –III	9.75%	-	-	-	807.77	1,616.90	June 1, 2015	-
	10.25%	-	-	-	782.70	1,571.36	June 1, 2015	-
	10.50%	-	-	-	1,779.74	3,513.52	June 1, 2015	-
	10.75%	-	-	-	359.56	770.56	June 1, 2015	-
Total		**-**	**4,461.43**	**-**	**16,597.32**	**7,472.34**		

Nature of Security

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

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

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

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

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

Put options were exercised for option I on 1-June-2013 and Rs. 9,109.04 lacs were paid on 05-July-2013 in compliance with the terms of issue.

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

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

vi) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2011)

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014*	Redeemable at par on	Put and Call option
Option -I	11.60% *	-	-	-	-	53,470.83	July 11, 2016	July 12, 2015
	11.35%	-	-	-	-	24,313.78	July 11, 2016	July 12, 2015
	11.10%	-	-	-	-	7,340.36	July 11, 2016	July 12, 2015
Total		**-**	**-**	**-**	**-**	**85,124.97**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil, March 31, 2014: Rs. 0.06 lacs)

Current maturity **(Rs. in lacs)**

Option Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.60% *	-	-	52,241.36	53,467.20	-	July 11, 2016	July 12, 2015
	11.35%	-	-	23,254.35	24,304.40	-	July 11, 2016	July 12, 2015
	11.10%	-	-	7,264.68	7,324.64	-	July 11, 2016	July 12, 2015
Option –II	11.35% *	-	-	-	-	3,462.05	July 11, 2014	-
	11.10%	-	-	-	-	3,173.19	July 11, 2014	-
	11.00%	-	-	-	-	8,239.72	July 11, 2014	-
Total		**-**	**-**	**82,760.39**	**85,096.24**	**14,874.96**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 0.06 lacs, March 31, 2015: Rs. 0.06 lacs, March 31, 2014: Rs. 0.08 lacs)

Nature of Security

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

The Company has utilised the entire sum of Rs. 99,999.93 lacs raised from public issue (net off expenses) towards asset financing activities as per the objects stated in the prospectus for the issue.

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

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

The Company has bought back non-convertible debentures of Rs. 28.73 lacs on 28-October-2014 .

The Company has redeemed non-convertible debenture of Rs 14,874.96 lacs on 11-July-2014 as per the terms of the issue.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series –I	11.15%	-	-	-	-	8,569.28	August 9, 2015	-
	10.25%	-	-	-	-	14,894.88	August 9, 2015	-
Series –II*	11.40% *	-	-	13,382.08	13,349.04	13,423.10	August 9, 2017	-
	10.50%	-	-	12,812.18	12,845.22	12,788.11	August 9, 2017	-
Series –III	11.15%	-	-	-	-	3,725.06	August 9, 2015	-
	10.25%	-	-	-	-	161.04	August 9, 2015	-
Series –IV*	11.40% *	-	-	6,288.04	6,251.50	6,315.11	August 9, 2017	-
	10.50%	-	-	139.09	175.63	123.42	August 9, 2017	-
Total		-	-	**32,621.39**	**32,621.39**	**60,000.00**		

* includes Rs. Nil (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 0.50 lacs, March 31, 2015: Rs. 0.50 lacs, March 31, 2014: Rs. 0.50 lacs)

Current maturity **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series -I	11.15%	-	-	-	8,572.90	-	August 9, 2015	-
	10.25%	-	-	-	14,871.99	-	August 9, 2015	-
Series –II	11.40%	-	13,393.84	-			August 9, 2017	-
	10.50%	-	12,800.42	-			August 9, 2017	-
Series –III	11.15%	-	-	-	3,731.19	-	August 9, 2015	-
	10.25%	-	-	-	147.68	-	August 9, 2015	-
Series –IV	11.40%	-	6,329.07	-			August 9, 2017	-
	10.50%	-	98.06	-			August 9, 2017	-
Total		-	**32,621.39**	**-**	**27,323.76**	**-**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil, March 31, 2014: Rs. Nil) issued to related parties .

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Nature of Security

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

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

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

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

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

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

Terms of repayment

Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017*	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Series -I*	10.90% *	-	-	-	12,850.81	12,829.17	August 1, 2016	-
	9.65%	-	-	-	13,542.26	13,568.20	August 1, 2016	-
Series –II*	11.15% *	-	-	11,558.97	11,561.58	11,586.22	July 31, 2017	-
	9.80%	-	-	3,381.06	3,378.46	3,356.06	July 31, 2017	-
	11.15%	-	11,549.21	11,558.97	11,561.58	11,586.22	July 31, 2018	-
	9.80%	-	3,390.83	3,381.07	3,378.46	3,356.07	July 31, 2018	-
Series –III	10.63%	-	5,812.11	5,822.11	5,801.02	5,797.30	July 31, 2018	-
	9.40%	-	84.91	74.91	96.00	104.42	July 31, 2018	-
Series –IV*	10.90% *	-	-	-	6,044.39	6,075.57	August 1, 2016	-
	9.65%	-	-	-	72.64	43.60	August 1, 2016	-
Series –V	11.15%	-	-	2,597.72	2,631.70	2,637.50	July 31, 2017	-
	9.80%	-	-	43.63	9.66	5.61	July 31, 2017	-
	11.15%	-	2,619.12	2,597.72	2,631.70	2,637.50	July 31, 2018	-
	9.80%	-	22.23	43.64	9.64	5.60	July 31, 2018	-
Total		-	**23,478.41**	**41,059.80**	**73,569.90**	**73,589.04**		

* includes Rs. Nil (March 31, 2017: Rs. 1.20 lacs, March 31, 2016: Rs. 1.20 lacs, March 31, 2015: Rs. 10.75 lacs and March 31, 2014: Rs. 10.75 lacs) issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Current maturity

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017*	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Series -I*	10.90%*	-	-	12,819.78	-	-	August 1, 2016	-
	9.65%	-	-	13,573.29	-	-	August 1, 2016	-
Series –II*	11.15%	-	11,549.21	-	-	-	July 31, 2017	-
	9.80%	-	3,390.83	-	-	-	July 31, 2017	-
	11.15%	11,565.05	-	-	-	-	July 31, 2018	-
	9.80%	3,374.99	-	-	-	-	July 31, 2018	-
Series –III	10.63%	5,823.40	-	-	-	-	July 31, 2018	-
	9.40%	73.62	-	-	-	-	July 31, 2018	-
Series –IV *	10.90% *	-	-	6,067.30	-	-	August 1, 2016	-
	9.65%	-	-	49.73	-	-	August 1, 2016	-
Series –V	11.15%	-	2,619.12	-	-	-	July 31, 2017	-
	9.80%	-	22.23	-	-	-	July 31, 2017	-
	11.15%	2,634.62	-	-	-	-	July 31, 2018	-
	9.80%	6.74	-	-	-	-	July 31, 2018	-
Total		**23,478.41**	**17,581.39**	**32,510.10**	**-**	**-**		

* includes Rs. 0.60 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 9.55 lacs, March 31, 2015: Rs. Nil, March 31, 2014: Rs. Nil) issued to related parties.

Nature of Security

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

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

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

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

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

Terms of repayment
Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017*	As at March 31, 2016*	As at March 31, 2015*	As at March 31, 2014*	Redeemable at par on	Put and Call option
Series -I*	11.25% *	-	-	-	7,745.00	7,762.63	October 24, 2016	-
	10.75%	-	-	-	19,390.84	19,373.21	October 24, 2016	-
Series –II *	11.50% *	-	3,165.95	3,165.18	3,167.15	3,164.51	October 24, 2018	-
	10.75%	-	7,487.57	7,488.34	7,486.37	7,489.01	October 24, 2018	-
Series –III	11.75%	4,695.64	4,695.64	4,703.56	4,710.54	4,734.26	October 24, 2020	-
	10.75%	3,061.91	3,061.91	3,053.99	3,047.01	3,023.29	October 24, 2020	-
Series –IV	11.25%	-	-	-	2,250.99	2,253.65	October 24, 2016	-
	10.75%	-	-	-	14.61	11.95	October 24, 2016	-
Series –V	11.50%	-	806.75	806.60	809.92	809.97	October 24, 2018	-
	10.75%	-	8.22	8.37	5.05	5.00	October 24, 2018	-
Series –VI	11.75%	1,347.84	1,347.84	1,349.17	1,348.34	1,370.42	October 24, 2020	-
	10.75%	24.68	24.68	23.35	24.18	2.10	October 24, 2020	-
Total		**9,130.07**	**20,598.56**	**20,598.56**	**50,000.00**	**50,000.00**		

* includes Rs. Nil (March 31, 2017: Rs. 0.50 lacs, March 31, 2016: Rs. 0.50 lacs, March 31, 2015: Rs. 1.80 lacs and March 31, 2014: Rs. 1.80 lacs) issued to related parties .

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Current maturity

Series detail	Rate of interest	As at March 31, 2018 *	As at March 31, 2017	As at March 31, 2016*	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series - I *	11.25% *	-	-	7,749.14	-	-	October 24, 2016	-
	10.75% *	-	-	19,386.70	-	-	October 24, 2016	-
Series - II *	11.50% *	3,181.74	-	-	-	-	October 24, 2018	-
	10.75%	7,471.78	-	-	-	-	October 24, 2018	-
Series –IV	11.25%	-	-	2,250.16	-	-	October 24, 2016	-
	10.75%	-	-	15.44	-	-	October 24, 2016	-
Series –V	11.50%	802.55	-	-	-	-	October 24, 2018	-
	10.75%	12.42	-	-	-	-	October 24, 2018	-
Total		**11,468.49**	**-**	**29,401.44**	**-**	**-**		

* includes Rs. 0.50 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. 6.3 lacs, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil) issued to related parties .

Nature of Security

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

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

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

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

Terms of repayment
Long term borrowing **(Rs. in lacs)**

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series I	9.85%	-	-	111,397.42	111,578.53	-	July 15, 2017	-
	11.00%	-	-	6,980.86	6,571.96	-	July 15, 2017	-
	11.25%	-	-	7,514.40	7,742.19	-	July 15, 2017	-
Series II	10.00%	33,141.05	33,150.36	33,235.44	33,145.30	-	July 15, 2019	-
	11.25%	3,463.73	3,328.32	3,175.43	3,138.76	-	July 15, 2019	-
	11.50%	1,806.25	1,932.35	2,000.16	2,126.97	-	July 15, 2019	-
Series III	10.15%	5,343.24	5,333.34	5,334.05	5,588.00	-	July 15, 2021	-
	11.50%	6,085.86	5,834.06	5,765.62	5,327.02	-	July 15, 2021	-
	11.75%	2,177.77	2,439.47	2,507.20	2,691.85	-	July 15, 2021	-
Series IV	9.57%	20.33	31.42	45.42	51.76	-	July 15, 2019	-
	10.71%	1,706.96	1,619.62	1,512.84	1,427.85	-	July 15, 2019	-
	10.94%	1,056.35	1,132.60	1,225.38	1,304.03	-	July 15, 2019	-
Series V	9.71%	9.39	3.45	2.51	2.17	-	July 15, 2021	-
	10.94%	2,528.16	2,422.77	2,158.80	2,090.82	-	July 15, 2021	-
	11.17%	981.11	1,092.44	1,357.35	1,425.67	-	July 15, 2021	-
Series VI	9.85%	-	-	5,007.91	5,018.55	-	July 15, 2017	-
	11.00%	-	-	2,899.34	2,803.29	-	July 15, 2017	-
	11.25%	-	-	1,032.70	1,118.11	-	July 15, 2017	-
Series VII	10.00%	14.72	2.71	6.05	4.55	-	July 15, 2019	-
	11.25%	1,083.14	1,067.94	1,048.43	1,023.08	-	July 15, 2019	-
	11.50%	422.37	449.58	465.75	492.60	-	July 15, 2019	-
Series VIII	10.15%	31.86	25.25	33.57	33.17	-	July 15, 2021	-
	11.50%	2,025.80	1,971.58	1,947.07	1,893.46	-	July 15, 2021	-
	11.75%	753.99	814.82	831.01	885.02	-	July 15, 2021	-
Total		**62,652.08**	**62,652.08**	**197,484.71**	**197,484.71**	**-**		

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Current maturity

Series detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series I	9.85%	-	111,396.77	-	-	-	July 15, 2017	-
	11.00%	-	7,215.46	-	-	-	July 15, 2017	-
	11.25%	-	7,280.45	-	-	-	July 15, 2017	-
Series - VI	9.85%	-	5,506.59	-	-	-	July 15, 2019	-
	11.00%	-	2,466.85	-	-	-	July 15, 2019	-
	11.25%	-	966.51	-	-	-	July 15, 2019	-
Total		**-**	**134,832.63**	**-**	**-**	**-**		

Nature of Security

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

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

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

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

(Rs. in lacs)

Total non-convertible debentures-secured (Non-current)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Privately placed (i+ii+iii)	1,848,370.00	1,313,495.83	761,693.72	1,065,434.86	608,899.06
Public issue (iv+v+vi+vii+viii+ix+x)	71,782.15	106,729.05	296,225.89	353,676.00	285,439.97
Total non-convertible debentures	**1,920,152.15**	**1,420,224.88**	**1,057,919.61**	**1,419,110.86**	**894,339.03**
Less: issued to related parties	-	1.70	2.20	19.89	17.33
Net	**1,920,152.15**	**1,420,223.18**	**1,057,917.41**	**1,419,090.97**	**894,321.70**

(Rs. in lacs)

Total non-convertible debentures-secured (Current maturity)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Privately placed (i+ii+iii)	478,465.08	225,046.59	410,031.31	270,851.65	424,143.52
Public issue (iv+v+vi+vii+viii+ix+x)	34,946.90	189,496.84	144,671.93	129,017.32	34,074.95
Total non-convertible debentures	**513,411.98**	**414,543.43**	**554,703.24**	**399,868.97**	**458,218.47**
Less: issued to related parties	1.10	0.50	17.75	2.44	1.39
Net	**513,410.88**	**414,542.93**	**554,685.49**	**399,866.53**	**458,217.08**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

C) Redeemable non-convertible debentures- unsecured

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

Terms of repayment as on March 31, 2018
Long term borrowing
Outstanding as at March 31, 2018 : Rs. Nil.

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

Terms of repayment as on March 31, 2017
Long term borrowing
Outstanding as at March 31, 2017 : Rs. Nil.

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

Terms of repayment as on March 31, 2016
Long term borrowing
Outstanding as at March 31, 2016 : Rs. Nil.

Current maturity
Outstanding as at March 31, 2016 : Rs. Nil.

Terms of repayment as on March 31, 2015
Long term borrowing
Outstanding as at March 31, 2015 : Rs. Nil.

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

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	<10%^	**>=10% <12%^**	**Total**
upto 12 months^	-	2,150.00	**2,150.00**
Total	**-**	**2,150.00**	**2,150.00**

^NCDs amounting to Rs. 2,150.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Terms of repayment as on March 31, 2014
Long term borrowing (gross of unamortised discount on debenture of Rs. Nil)

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	<10%^	**>=10% <12%^**	**Total**
12-24 months^	-	2,150.00	**2,150.00**
Total	**-**	**2,150.00**	**2,150.00**

^NCDs amounting to Rs. 2,150.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Current maturity (gross of unamortised discount on debenture of Rs. 110.08 lacs)

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%^¥	>=10% <12%^¥	Total
Upto 12 months^¥	22,750.00	56,830.00	**79,580.00**
Total	**22,750.00**	**56,830.00**	**79,580.00**

^NCDs amounting to Rs. 23,170.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.07%	25,000.00	April 30, 2014
Total		**25,000.00**	

D) Senior secured notes

Senior secured notes of Rs. 10,000,000/- each
Terms of repayment
Long-term borrowing

(Rs. in lacs)

Detail	Rate of interest	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	Redeemable at par on
Senior secured notes	8.10%	84,000.00	-	-	June 8, 2023
Senior secured notes	7.90%	32,000.00	-	-	March 12, 2021
Senior secured notes	8.25%	135,000.00	135,000.00	-	February 18, 2020
Total		**251,000.00**	**135,000.00**	**-**	

Outstanding as at March 31, 2015, March 31, 2014 : Rs. Nil.

During the year, the Company issued senior secured notes in offshore market (notes) aggregating to INR 116,000 lacs consisting of INR 84,000 lacs 8.10% notes due 2023 and INR 32,000 lacs 7.90% notes due 2021 payable in US dollars under INR 500,000 lacs Medium Term Note Programme. The notes issued by the Company are listed on Singapore Stock Exchange (SGX- ST).
The Company has utilised the entire sum of borrowing raised from Senior secured notes towards asset financing activities as per the objects stated in the prospectus for the issue.

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

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

Current maturity

Outstanding as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 : Rs. Nil.

Nature of security

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

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

E) Term loan from bank- unsecured

As at March 31, 2018
Terms of repayment
Outstanding as at March 31, 2018 : Rs. Nil.

As at March 31, 2017
Terms of repayment **(Rs. in lacs)**

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

As at March 31, 2016
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
12-24 months	13.45%	Bullet	10,000.00	-
upto 12 months	9.60%	Bullet	-	12,000.00
Total			**10,000.00**	**12,000.00**

As at March 31, 2015
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	14.00%	Bullet		
24-36 months	14.00%	Bullet	10,000.00	-
upto 12 months	10.00%	Bullet	-	10,000.00
Total			**10,000.00**	**10,000.00**

As at March 31, 2014
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	14.00%	Bullet	10,000.00	-
Upto 12 months	10.00%	Bullet	-	-
Total			**10,000.00**	**-**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

F) Term loans from banks –secured

As at March 31, 2018
Terms of repayment
Long term borrowing **(Rs. in lacs)**

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

Loans are classified in respective time buckets based on option date.

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2017
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	8.60% to 9.50%	12 to 20 installments of quarterly and specific frequency	262,371.54	59,875.00
36-48 months	8.10% to 9.95%	15 to 20 installments of quarterly frequency	279,909.74	104,416.67
24-36 months	8.40% to 10.05%	6 to 36 installments of monthly, quarterly, half-yearly and specific frequency	144,256.16	84,225.00
12-24 months	2.59% to 10.65%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	137,008.37	191,429.00
upto 12 months	8.15% to 10.35%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	155,940.20
Total			**823,545.81**	**595,885.87**

Loans are classified in respective time buckets based on option date.

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

As at March 31, 2016
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	9.40% to 9.95%	16 to 20 installments of quarterly frequency	361,106.87	96,187.50
36-48 months	9.45% to 10.25%	16 to 20 installments of quarterly frequency	190,066.72	70,225.00
24-36 months	9.25% to 10.65%	3 to 48 installments of monthly, quarterly, half -yearly and yearly frequency	285,536.33	175,512.33
12-24 months	9.34% to 10.60%	1 to 48 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	101,692.84	131,893.67
upto 12 months	9.20% to 11.00%	1 to 60 installments of bullet, monthly, quarterly, half-yearly, yearly and specific frequency	-	281,909.86
Total			**938,402.76**	**755,728.36**

Loans are classified in respective time buckets based on option date.

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2015
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion #	Current maturities #
48-60 months	10.35% to 10.75%	16 to 20 installments of quarterly frequency	207,061.63	49,812.50
36-48 months	10.10% to 11.75%	1 to 48 installments of monthly, quarterly and half-yearly frequency	331,103.92	98,625.00
24-36 months	10.25% to 11.75%	1 to 48 installments of monthly, quarterly, half-yearly, yearly and specific frequency	216,488.60	127,668.67
12-24 months	9.85% to 11.75%	1 to 60 installments of bullet, monthly, quarterly, half-yearly and specific frequency	211,298.23	147,614.29
upto 12 months (* refer security details)	9.00% to 12.25%	1 to 60 installments of monthly, quarterly, half-yearly and yearly frequency	-	83,147.71
Total			**965,952.38**	**506,868.17**

Loans are classified in respective time buckets based on option date.

(Rs. in lacs)

Nature of security	As at March 31, 2015
a) * includes secured by hypothecation of vehicles for own use	0.44
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,472,820.11
Total	**1,472,820.55**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

As at March 31, 2014
Terms of repayment
Long term borrowing **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	10.25% to 11.75%	10 to 48 installments of monthly, quarterly and half yearly frequency	133,988.69	34,500.00
36-48 months	10.25% to 11.75%	5 to 48 installments of monthly, quarterly, half yearly and yearly frequency	322,582.86	121,668.67
24-36 months	10.00% to 11.75%	1 to 60 installments of bullet, monthly, quarterly, half yearly and yearly frequency	280,099.49	150,130.96
12-24 months (* refer security details)	9.00% to 12.25%	1 to 60 installments of bullet, monthly, quarterly and half yearly frequency	83,406.93	74,369.34
Upto 12 months	9.75% to 12.75%	1 to 48 installments of bullet, monthly and quarterly frequency	-	83,044.09
Total			**820,077.97**	**463,713.06**

(Rs. in lacs)

Nature of security	As at March 31, 2014
a) * includes secured by hypothecation of vehicles for own use	2.91
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,283,788.12
Total	**1,283,791.03**

G) Deposits from public- unsecured - [Refer Annexure VI Note 6]

Terms of repayment as on March 31, 2018
Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	< 10% €	**>= 10% < 12%**	**Total**
48-60 months €	88,915.77	-	**88,915.77**
36-48 months €	72,392.40	-	**72,392.40**
24-36 months €	189,453.98	-	**189,453.98**
12-24 months €	146,601.21	23,512.29	**170,113.50**
Total	**497,363.36**	**23,512.29**	**520,875.65**
Current maturity			
Upto 12 months €	**255,478.75**	**12,763.43**	**268,242.18**

€ includes Rs. 7.13 lacs issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2017

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	< 10% €	**>= 10% < 12% €**	**Total**
48-60 months €	65,550.35	-	**65,550.35**
36-48 months €	58,806.65	-	**58,806.65**
24-36 months €	133,919.38	23,689.74	**157,609.12**
12-24 months €	222,523.88	12,745.91	**235,269.79**
Total	**480,800.26**	**36,435.65**	**517,235.91**
Current maturity			
Upto 12 months €	**64,474.49**	**253,118.12**	**317,592.61**

€ includes Rs. 6.47 lacs issued to related parties.

Terms of repayment as on March 31, 2016

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	< 10% €	**>= 10% < 12% €**	**Total**
48-60 months	36,763.33	-	**36,763.33**
36-48 months	8,220.08	24,012.53	**32,232.61**
24-36 months €	204,554.94	12,815.20	**217,370.14**
12-24 months €	31,918.55	256,384.14	**288,302.69**
Total	**281,456.90**	**293,211.87**	**574,668.77**
Current maturity			
Upto 12 months	**43,245.42**	**133,620.57**	**176,865.99**

€ includes Rs. 6.88 lacs issued to related parties.

Terms of repayment as on March 31, 2015

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	< 10%	**>= 10% < 12% €**	**Total**
48-60 months	5,133.39	23,983.59	**29,116.98**
36-48 months	305.36	12,897.04	**13,202.40**
24-36 months €	18,701.02	258,685.82	**277,386.84**
12-24 months €	9,718.23	135,494.81	**145,213.04**
Total	**33,858.00**	**431,061.26**	**464,919.26**
Current maturity			
Upto 12 months	**36,678.28**	**27,103.71**	**63,781.99**

€ includes Rs. 3.61 lacs issued to related parties.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2014

Long term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	< 10%	**>= 10% < 12% €**	**Total**
48-60 months	-	9,013.49	**9,013.49**
36-48 months	-	5,956.24	**5,956.24**
24-36 months €	0.02	133,374.60	**133,374.62**
12-24 months	13,673.22	27,493.46	**41,166.68**
Total	**13,673.24**	**175,837.79**	**189,511.03**
Current maturity			
Upto 12 months	**19,282.14**	**18,178.57**	**37,460.71**

€ includes Rs. 2.09 lacs issued to related parties.

(Rs.in lacs)

Deposits from public-unsecured (Non -current)	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
Total Deposits from public-unsecured	520,875.65	517,235.91	574,668.77	464,919.26	189,511.03
Less: issued to related parties	4.30	4.51	4.79	3.61	2.09
Net	**520,871.35**	**517,231.40**	**574,663.98**	**464,915.65**	**189,508.94**

(Rs.in lacs)

Deposit from public-Unsecured (Current maturity)	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
Total Fixed deposits	268,242.18	317,592.61	176,865.99	63,781.99	37,460.71
Less: issued to related parties	2.83	1.96	2.09	-	-
Net	**268,239.35**	**317,590.65**	**176,863.90**	**63,781.99**	**37,460.71**

H) Deposits from corporates – unsecured

Terms of repayment as on March 31, 2018

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		**Total**
	< 10%	**>= 10% < 12%**	
48-60 months	502.61	-	**502.61**
36-48 months	447.40	-	**447.40**
24-36 months	3,504.41	-	**3,504.41**
12-24 months	4,101.99	29.00	**4,130.99**
Total	**8,556.41**	**29.00**	**8,585.41**
Current maturity			
Upto 12 months	**12,229.73**	**64.34**	**12,294.07**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2017

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	386.75	-	**386.75**
36-48 months	430.00	-	**430.00**
24-36 months	491.45	29.00	**520.45**
12-24 months	2,649.67	61.70	**2,711.37**
Total	**3,957.87**	**90.70**	**4,048.57**
Current maturity			
Upto 12 months	**5,133.16**	**3,407.94**	**8,541.10**

Terms of repayment as on March 31, 2016

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	383.00	-	**383.00**
36-48 months	4.00	33.80	**37.80**
24-36 months	2,295.62	61.70	**2,357.32**
12-24 months	1,192.27	3,427.95	**4,620.21**
Total	**3,874.89**	**3,523.45**	**7,398.34**
Current maturity			
Upto 12 months	**20,065.64**	**697.93**	**20,763.57**

Terms of repayment as on March 31, 2015

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	3.00	33.80	**36.80**
36-48 months	-	61.70	**61.70**
24-36 months	687.00	3,488.65	**4,175.65**
12-24 months	156.14	727.93	**884.07**
Total	**846.14**	**4,312.08**	**5,158.22**
Current maturity			
Upto 12 months	**1,033.40**	**1,117.00**	**2,150.40**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2014

Long-term borrowing **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	< 10%	>= 10% < 12%	
48-60 months	-	61.70	**61.70**
36-48 months	-	11.89	**11.89**
24-36 months	-	750.49	**750.49**
12-24 months	652.43	1,425.00	**2,077.43**
Total	**652.43**	**2,249.08**	**2,901.51**
Current maturity			
Upto 12 months	**220.48**	**330.57**	**551.05**

(Rs.in lacs)

Deposits from corporates – unsecured - (Non -current)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total Deposits from corporates - unsecured	8,585.41	4,048.57	7,398.34	5,158.22	2,901.51
Less: issued to related parties	-	-	-	-	-
Net	**8,585.41**	**4,048.57**	**7,398.34**	**5,158.22**	**2,901.51**

(Rs.in lacs)

Deposits from corporates - unsecured- (Current)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Deposits from corporates - unsecured	12,294.07	8,541.10	20,763.57	2,150.40	551.05
Less: issued to related parties	-	-	-	-	-
Net	**12,294.07**	**8,541.10**	**20,763.57**	**2,150.40**	**551.05**

I) Term loan from financial institution/corporates –secured

As at March 31, 2018

Long term borrowing

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	8.25% to 8.85%	11 to 20 installments of quarterly and specific frequency	111,250.00	47,000.00
24-36 months	8.75% to 9.25%	1 to 20 installments of bullet and quarterly frequency	77,000.00	16,000.00
12-24 months	9.25%	20 installments of quarterly frequency	4,500.00	6,000.00
upto 12 months	10.50%	6 installments of half-yearly frequency	-	8,333.33
Total			**192,750.00**	**77,333.33**

Nature of security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

As at March 31, 2017
Long term borrowing
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
Over 60 months	8.60% to 8.85%	11 to 20 installments of quarterly and specific frequency	46,500.00	13,500.00
36-48 months	9.50%	20 installments of quarterly frequency	43,000.00	16,000.00
24-36 months	9.10% to 9.50%	1 to 20 installments of bullet and quarterly frequency	60,500.00	6,000.00
12-24 months	10.50%	6 installments of half-yearly frequency	8,333.33	16,666.67
upto 12 months	9.50%	20 installments of specific frequency	-	7,500.00
Total			**158,333.33**	**59,666.67**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2016
Long term borrowing
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	9.70%	20 installments of quarterly frequency	59,000.00	16,000.00
36-48 months	9.70%	20 installments of quarterly frequency	16,500.00	6,000.00
24-36 months	10.50%	6 installments of half-yearly frequency	25,000.00	16,666.67
12-24 months	9.70%	20 installments of specific frequency	7,500.00	10,000.00
upto 12 months	9.70% to 10.00%	1 to 12 installments of bullet and specific frequency	-	28,900.00
Total			**108,000.00**	**77,566.67**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

As at March 31, 2015
Long term borrowing
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
48-60 months	10.00%	20 installments of quarterly frequency	22,500.00	6,000.00
24-36 months	10.00%	20 installments of specific frequency	17,500.00	10,000.00
12-24 months	10.00%	1 to 12 installments of bullet and specific frequency	28,900.00	16,800.00
upto 12 months	10.00%	11 installments of specific frequency	-	5,000.00
Total			**68,900.00**	**37,800.00**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

As at March 31, 2014
Long term borrowing
Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	11.10%	20 installments of quarterly frequency	27,500.00	10,000.00
24-36 months	10.50%	11 installments of quarterly frequency	33,200.00	16,800.00
12-24 months	11.00%	10 installments of quarterly frequency	5,000.00	12,000.00
Total			**65,700.00**	**38,800.00**

Nature of security
Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Total long term borrowings - non-current portion **(Rs. in lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured borrowings	3,140,056.95	2,537,104.02	2,104,322.29	2,453,935.32	1,779,971.35
Unsecured borrowings	897,535.18	832,757.23	922,566.45	831,622.98	616,236.95
Total long term borrowings - non current portion	**4,037,592.13**	**3,369,861.25**	**3,026,888.74**	**3,285,558.30**	**2,396,208.30**

Total long term borrowings - current maturities **(Rs. in lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured borrowings	1,159,685.80	1,070,095.89	1,387,970.60	944,419.41	959,537.51
Unsecured borrowings	366,991.94	372,578.33	231,097.08	144,211.30	167,923.40
Total long term borrowings - current maturities	**1,526,677.74**	**1,442,674.22**	**1,619,067.68**	**1,088,630.71**	**1,127,460.91**

(Rs. in lacs)

Note- 4 - Other Long term liabilities	As at March 31,				
	2018	2017	2016	2015	2014
Interest accrued but not due on loans	63,679.45	66,114.90	69,417.78	57,257.61	48,907.46
Unrealised gain on securitisation@	80,867.52	49,131.34	30,657.73	24,387.06	35,842.13
Payable on account of securitisation/assignment	3,240.75	8,674.69	775.29	19,151.36	-
Payable on account of forward contracts	-	752.68	-	-	-
Retention and others	15,471.86	15,065.25	16,271.38	15,517.51	12,232.25
Other liabilities	55.84	776.38	1752.07	1,967.17	1,202.54
	163,315.42	**140,515.24**	**118,874.25**	**118,280.71**	**98,184.38**

@ Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.

(Rs. in lacs)

Note- 5 - Long term provisions	As at March 31,				
	2018	2017	2016	2015	2014
For others					
For non-performing assets [Refer Annexure VI Note 14]	519,957.80	374,944.43	272,654.14	179,756.30	117,444.39
For diminution in fair value of restructured loans	4,566.77	-	-	-	-
For contingent provision on standard assets [Refer Annexure VI Note 14]	19,930.36	14,449.40	11,617.54	7,442.11	5,485.89
For credit loss on securitisation	-	-	-	-	7,370.36
	544,454.93	**389,393.83**	**284,271.68**	**187,198.41**	**130,300.64**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 6 - Short term borrowings	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Secured					
Term loan from banks	232,384.55	157,346.93	102,625.00	236,344.91	194,799.86
Redeemable non-convertible debentures	5,000.00	75,000.00	25,000.00	-	43,400.00
Term Loan From Financial institutions / corporates	10,000.00	-	-	-	10,000.00
Loans repayable on demand - secured					
Cash credit	68,206.70	247,076.82	201,419.38	26,918.00	51,101.46
Working capital demand loan from banks	-	-	-	12,500.00	22,500.00
Unsecured					
Inter corporate deposits from associate [Refer Annexure VI Note 15]	2,835.00	-	-	-	-
Term loans from banks (unsecured)	-	16,000.00	4,000.00	12,000.00	2,200.00
Term loan from financial institutions	-	-	-	7,500.00	-
Commercial papers from other than banks	455,500.00	-	-	-	16,000.00
Less: Unamortised discount	(6,280.29)	-	-	-	(623.41)
	449,219.71	-	-	-	15,376.59
	767,645.96	**495,423.75**	**333,044.38**	**295,262.91**	**339,377.91**

A) Non-convertible debenture (NCD) –secured

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

Terms of repayment as on March 31, 2018 **(Rs. in lacs)**

Redeemable at par (from the date of the Balance Sheet)	**Rate of interest**		
	<=10% *	**>=10% <12%¥**	**Total**
	Amount	**Amount**	**Amount**
Upto 12 months *	5,000.00	-	**5,000.00**

* Includes 1 NCD of Rs. 5,000.00 lacs partly paid to the extent of Rs. 50,000/-

Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	**Rate of interest**	**Amount**	**Put/Call option date**
1	8.10%	5,000.00	May 30, 2018
Total		**5,000.00**	

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment as on March 31, 2017

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	< =10%	Total
	Amount	Amount
Upto 12 months	75,000.00	**75,000.00**

Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	8.06%	50,000.00	November 1, 2017
2	8.11%	25,000.00	March 29, 2018
Total		**75,000.00**	

Terms of repayment as on March 31, 2016

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	<=10%	Total
	Amount	Amount
Upto 12 months	25,000.00	**25,000.00**

Terms of repayment as on March 31, 2015

Outstanding as at March 31, 2015 : Rs. Nil.

Terms of repayment as on March 31, 2014

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	< 10%	>=10% <12%¥	Total
	Amount	Amount	Amount
Upto 12 months	-	42,400.00	**42,400.00**

¥ Out of the above NCDs having put/call option are as under

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/Call option date
1	10.95%	30,000.00	September 26, 2014
2	10.72%	7,500.00	September 24, 2014
3	10.72%	2,500.00	September 24, 2014
Total		**40,000.00**	

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

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

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

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

Terms of repayment as on March 31, 2015
Outstanding as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 : Rs. Nil.

Terms of repayment as on March 31, 2014

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	>= 10% < 12%*¥	Total
Upto 12 months	**1,000.00**	**1,000.00**

***Partly paid to the extent of Rs. 1,00,000/-**

¥ Out of the above NCDs having put/call option are as under

Sr No	Rate of interest	Amount	Put/Call option date
1	10.50%	1,000.00	August 19, 2014

B) Term loans from bank –secured

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
upto 12 months	3.16% to 9.07%	1 to 16 installments of bullet, quarterly and half yearly frequency	232,384.55
Total			**232,384.55**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	8.15% to 9.52%	1 to 16 installments of bullet, monthly and quarterly frequency	157,346.93
Total			**157,346.93**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2016
upto 12 months	9.30% to 9.80%	1 to 16 installments of bullet and quarterly frequency	102,625.00
Total			**102,625.00**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015
upto 12 months	9.75% to 11.00%	1 to 20 installments of bullet and quarterly frequency	236,344.91
Total			**236,344.91**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.00 % to 11.25%	Bullet	194,799.86
Total			**194,799.86**

Nature of Security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans

C) Term loans from financial institution/Corporates –secured

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	8.75%	Bullet	10,000.00
Total			**10,000.00**

Outstanding as at March 31, 2017, March 31, 2016, March 31, 2015 : Rs. Nil.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.25%	Bullet	10,000.00
Total			**10,000.00**

Nature of Security

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

D) Cash credit from bank

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Rate of interest	8.10% to 11.65%	8.60% to 11.95%	9.55% to 12.55%	9.90% to 12.25%	10.50% to 15.50%
Secured by hypothecation of specific assets covered under hypothecation loan agreements	68,206.70	247,076.82	201,419.38	26,918.00	51,101.46
Total	**68,206.70**	**247,076.82**	**201,419.38**	**26,918.00**	**51,101.46**

E) Working capital demand loan from banks (secured)

(Rs. in lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured by hypothecation of specific assets covered under hypothecation loan agreements	-	-	-	12,500.00	22,500.00
Total	**-**	**-**	**-**	**12,500.00**	**22,500.00**

F) Commercial paper from other than banks (net of unamortised discount)

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	7.86 % to 8.12 %	Bullet	449,219.71
Total			**449,219.71**

Note

The amount of commercial paper is disclosed at net value. The amount of unamortised discount on commercial paper is Rs. 6,280.29 lacs.

Outstanding as at March 31, 2017, March 31, 2016, March 31, 2015 : Rs. Nil.

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.20 % to 10.35 %	Bullet	15,376.59
Total			**15,376.59**

Note

The amount of commercial paper is disclosed at net value. The amount of unamortised discount on commercial paper is Rs. 623.41 lacs.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

G) Inter corporate deposits from associate

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Upto 12 months	9.50%	Bullet	2,835.00
Total			**2,835.00**

Outstanding as at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 : Rs. Nil.

H) Term loans from bank –unsecured

Terms of repayment

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

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2017
upto 12 months	9.00%	Bullet	16,000.00
Total			**16,000.00**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2016
upto 12 months	9.60%	Bullet	4,000.00
Total			**4,000.00**

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015 #
upto 12 months	10.00%	Bullet	12,000.00
Total			**12,000.00**

Loan is classified in time buckets based on option date.

Terms of repayment **(Rs. in lacs)**

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	9.75%	Bullet	2,200.00
Total			**2,200.00**

(Rs. in lacs)

Total short-term borrowings	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured borrowings (A+B+C+E+F+G)	315,591.25	479,423.75	329,044.38	275,762.91	321,801.32
Unsecured borrowings(D+H)	452,054.71	16,000.00	4,000.00	19,500.00	17,576.59
Total short-term borrowings (A+B+C+E+F+G+D+H)	**767,645.96**	**495,423.75**	**333,044.38**	**295,262.91**	**339,377.91**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note- 7 - Other current liabilities	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Creditors other than Micro and small enterprises					
- for fixed assets	-	0.86	1.82	3.68	1.55
Current maturities of long term debts [Refer Annexure IV Note 3]	1,526,677.74	1,442,674.22	1,619,067.68	1,088,630.71	1,127,460.91
Interest accrued but not due on loans	154,433.75	141,528.24	106,312.92	103,004.74	103,501.11
Investor Education and Protection Fund shall be credited by the following amounts (as and when due) #					
- Unclaimed dividend	1,310.11	1,083.21	923.26	821.59	773.97
- Unclaimed matured deposits and interest accrued thereon	20,737.92	15,530.53	6,553.91	3,718.52	4,496.26
- Unclaimed matured debentures and interest accrued thereon	3,539.22	5,755.28	9,327.74	5,566.28	6,324.62
- Unclaimed matured subordinate debts and interest accrued thereon	1,928.31	1,140.75	2,028.85	1,855.92	6,295.16
Temporary credit balance in bank accounts	10,550.58	8,137.03	4,097.72	3,436.05	4,103.99
Statutory dues payable	4,291.65	3,736.39	3,227.83	2,613.32	2,245.24
Unrealised gain on Securitisation*	112,828.97	88432.02	66307.82	50,009.19	78,270.16
Payable on account of securitisation/assignment	146,243.68	121,897.70	76,014.26	59,638.56	-
Insurance premium payable	2,029.92	3,277.16	1,997.07	1,013.31	789.44
Advance from customers	3,040.06	3,262.35	2,036.21	1,045.29	424.83
Payable to Dealers	3,820.36	1,601.93	-	242.36	287.79
Income received in advance	1,167.57	678.44	422.62	-	-
Payable on account of forward contracts	1,681.39	553.49	-	-	-
Creditors for capital expenditure	925.53	117.45	198.89	274.85	128.96
Retention and others	9,171.25	11,606.30	9,623.46	5,682.31	7,157.05
Other liabilities (including Bonus payable)	7,253.79	7,391.13	46,022.46	19,432.83	28,968.48
	2,011,631.80	**1,858,404.48**	**1,954,164.52**	**1,346,989.51**	**1,371,229.52**

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

* Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note- 8 - Short term provisions	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
For employee benefits					
For gratuity [Refer Annexure VI Note 2]	-	65.49	228.26	37.52	54.91
For leave encashment and availment	2,322.00	2,106.75	2,161.46	1,859.85	1,736.79
For others					
For standard assets provision for restructured loans	64.94	-	-	-	-
For contingent provision on standard assets [Refer Annexure VI Note 14]	9,353.83	6,858.03	6,015.51	5,200.46	4,390.41
Service tax- contested	8,793.99	8,793.99	8,793.99	8,793.99	8,793.99
For value added tax	1,112.59	1,092.88	1,096.15	988.00	412.34
For income tax [net of advance tax Rs. 4,47,970.42 lacs (March 31, 2017: Rs. 362,038.61 lacs, March 31, 2016: Rs. 293,968.34 lacs, March 31, 2015: Rs. 225,492.60 lacs and March 31, 2014: Rs. 167,466.56 lacs)]	21,541.16	21,692.80	17,059.83	7,889.06	4,566.31
Proposed dividend	-	-	13,612.96	13,612.96	9,075.31
Corporate dividend tax	-	-	2,771.28	2,721.78	1,542.35
	43,188.51	**40,609.94**	**51,739.44**	**41,103.62**	**30,572.41**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Note- 9 - Fixed assets

(Rs in lacs)

Particulars	Property, plant and equipment (at cost)								Intangible Assets		
	Land - freehold	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvement	Total Tangible fixed assets	Trade marks	Computer software	Total Intangible assets
Gross Block											
As at April 01, 2013	**11.27**	**526.03**	**6,242.73**	**224.28**	**1,685.30**	**85.91**	**5,985.22**	**14,760.74**	**4.64**	**1,284.90**	**1,289.54**
Additions	4,449.52	-	2,923.06	92.82	753.08	0.10	3,433.08	**11,651.66**	-	95.77	**95.77**
Deletions	-	138.48	276.77	12.77	116.28	4.22	481.83	**1,030.35**	-	-	**-**
Adjustment *	-	254.20	54.19	-	58.33	-	(734.89)	**(368.17)**	-	-	**-**
As at March 31, 2014	**4,460.79**	**641.75**	**8,943.21**	**304.33**	**2,380.43**	**81.79**	**8,201.58**	**25,013.88**	**4.64**	**1,380.67**	**1,385.31**
Additions		28.04	1,386.26	566.15	525.52	24.64	1,924.26	**4,454.87**	-	68.23	**68.23**
Deletions	-	-	322.84	71.37	133.04	5.69	616.45	**1,149.39**	-	-	**-**
Adjustment *	-	-	(1,556.36)	1,556.36	-	-	-	**-**	-	-	**-**
As at March 31, 2015	**4,460.79**	**669.79**	**8,450.27**	**2,355.47**	**2,772.91**	**100.74**	**9,509.39**	**28,319.36**	**4.64**	**1,448.90**	**1,453.54**
Additions	**-**	1.14	1,108.56	413.71	403.69	38.26	1,582.45	**3,547.81**	-	106.92	106.92
Deletions	**-**	2.13	496.40	47.15	76.04	16.30	300.25	**938.27**	-	-	-
Adjustment *	**-**	-	(25.61)	25.61	-	-	-	**-**	-	-	-
As at March 31, 2016	**4,460.79**	**668.80**	**9,036.82**	**2,747.64**	**3,100.56**	**122.70**	**10,791.59**	**30,928.90**	**4.64**	**1,555.82**	**1,560.46**
Additions	13.30	**-**	610.07	200.80	271.72	6.32	557.94	**1,660.15**	-	110.61	110.61
Deletions	-	**-**	404.92	53.85	54.09	1.39	312.73	**826.98**	-	-	-
Adjustment *	-	**-**	0.87	-	0.81	-	(1.68)	**-**	-	-	-
As at March 31, 2017	**4,474.09**	**668.80**	**9,242.84**	**2,894.59**	**3,319.00**	**127.63**	**11,035.12**	**31,762.07**	**4.64**	**1,666.43**	**1,671.07**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Note- 9 - Fixed assets

(Rs in lacs)

	Property, plant and equipment (at cost)								Intangible Assets		
	Land - freehold	**Buildings**	**Plant and equipment**	**Office equipment**	**Furniture and fixtures**	**Vehicles**	**Leasehold improvement**	**Total Tangible fixed assets**	**Trade marks**	**Computer software**	**Total Intangible assets**
Additions	-	0.76	2,334.84	760.51	768.60	-	3,420.84	**7,285.55**	-	103.46	**103.46**
Deletions	-	3.21	639.79	56.23	40.74	5.04	275.99	**1,021.00**	-	-	-
Adjustment	-	-	-	0.17	-	-	(0.17)	-	-	-	-
Transferred from investment property	-	110.84	-	-	-	-	-	**110.84**	-	-	-
Transferred to investment property	-	(187.35)	-	-	-	-	-	**(187.35)**	-	-	-
On account of sale of investment in Subsidiary	(4,458.67)	(258.83)	(428.67)	(68.38)	(136.36)	(3.64)	(364.30)	**(5,718.85)**	(4.64)	(189.30)	**(193.94)**
As at March 31, 2018	**15.42**	**331.01**	**10,509.22**	**3,530.66**	**3,910.50**	**118.95**	**13,815.50**	**32,231.26**	-	**1,580.59**	**1,580.59**
Depreciation											
As at April 01, 2013	-	**127.84**	**2,855.38**	**119.55**	**940.47**	**69.13**	**3,726.52**	**7,838.89**	**1.20**	**987.93**	**989.13**
Charge for the year	-	8.82	1,226.66	44.02	522.84	5.28	1,288.80	**3,096.42**	0.46	179.20	**179.66**
Deletions	-	41.48	219.09	8.29	85.41	4.01	461.55	**819.83**	-	-	-
Adjustment *	-	-	-	-	-	-	(368.17)	**(368.17)**	-	-	-
As at March 31, 2014	-	**95.18**	**3,862.95**	**155.28**	**1,377.90**	**70.40**	**4,185.60**	**9,747.31**	**1.66**	**1,167.13**	**1,168.79**
Charge from Retained Earnings	-	-	**56.09**	**107.85**	-	-	-	**163.94**			-
Charge for the year	-	11.22	1,831.84	433.17	401.52	3.65	1,496.40	**4,177.80**	0.46	135.00	**135.46**
Deletions	-	-	276.40	62.08	108.29	5.41	593.95	**1,046.13**	-	-	-
Adjustment *	-	-	(320.95)	320.95	-	-	-	-	-	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Note- 9 - Fixed assets

(Rs in lacs)

	Property, plant and equipment (at cost)								Intangible Assets		
	Land - freehold	**Buildings**	**Plant and equipment**	**Office equipment**	**Furniture and fixtures**	**Vehicles**	**Leasehold improvement**	**Total tangible fixed assets**	**Trade marks**	**Computer software**	**Total intangible assets**
As at March 31, 2015	-	**106.40**	**5,153.53**	**955.17**	**1,671.13**	**68.64**	**5,088.05**	**13,042.92**	**2.12**	**1,302.13**	**1,304.25**
Charge for the year	-	12.73	1,351.59	428.35	184.80	5.95	1,679.72	**3,663.14**	0.46	97.32	**97.78**
Deletions	-	2.13	442.43	39.63	58.60	13.24	273.94	**829.97**	-	-	-
Adjustment *	-	-	(8.64)	8.64	-	-	-	-	-	-	-
As at March 31, 2016	-	**117.00**	**6,054.05**	**1,352.53**	**1,797.33**	**61.35**	**6,493.83**	**15,876.09**	**2.58**	**1,399.45**	**1,402.03**
Charge for the year	-	11.39	1,046.62	475.56	208.76	8.00	1,642.07	**3,392.40**	0.47	92.24	**92.71**
Deletions	-	-	369.64	42.98	45.67	1.32	293.26	**752.87**	-	-	-
Adjustment *	-	-	0.28	0.36	0.71	-	(1.35)	-	-	-	-
As at March 31, 2017	-	**128.39**	**6,731.31**	**1,785.47**	**1,961.13**	**68.03**	**7,841.29**	**18,515.62**	**3.05**	**1,491.69**	**1,494.74**
Charge for the year	-	9.49	1,094.05	518.38	239.61	7.92	1,718.80	**3,588.25**	0.39	91.33	**91.72**
Deletions	-	1.00	578.12	45.66	34.24	4.79	252.89	**916.70**	-	-	-
Adjustment*	-	-	-	0.17	-	-	(0.17)	-	-	-	-
Transferred from investment property	-	14.37	-	-	-	-	-	**14.37**	-	-	-
Transferred to investment property	-	(68.36)	-	-	-	-	-	**(68.36)**	-	-	-
On account of sale of investment in Subsidiary	-	(20.08)	(311.57)	(42.22)	(83.31)	(3.45)	(263.05)	**(723.68)**	(3.44)	(176.21)	**(179.65)**
As at March 31, 2018	**-**	**62.81**	**6,935.67**	**2,216.14**	**2,083.19**	**67.71**	**9,043.98**	**20,409.50**	**-**	**1,406.81**	**1,406.81**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

Note- 9 - Fixed assets

(Rs in lacs)

	Property, plant and equipment (at cost)								Intangible Assets		
	Land - freehold	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvement	Total Tangible fixed assets	Trade marks	Computer software	Total Intangible assets
Net Block											
As at March 31, 2014	**4,460.79**	**546.57**	**5,080.26**	**149.05**	**1,002.53**	**11.39**	**4,015.98**	**15,266.57**	**2.98**	**213.54**	**216.52**
As at March 31, 2015	**4,460.79**	**563.39**	**3,296.74**	**1,400.30**	**1,101.78**	**32.10**	**4,421.34**	**15,276.44**	**2.52**	**146.77**	**149.29**
As at March 31, 2016	**4,460.79**	**551.80**	**2,982.77**	**1,395.11**	**1,303.23**	**61.35**	**4,297.76**	**15,052.81**	**2.06**	**156.37**	**158.43**
As at March 31, 2017	**4,474.09**	**540.41**	**2,511.53**	**1,109.12**	**1,357.87**	**59.60**	**3,193.83**	**13,246.45**	**1.59**	**174.74**	**176.33**
As at March 31, 2018	**15.42**	**268.20**	**3,573.55**	**1,314.52**	**1,827.31**	**51.24**	**4,771.52**	**11,821.76**	**(0.00)**	**173.78**	**173.78**

*** Adjustment is on account of regrouping of fixed assets**

(Rs. in lacs)

Depreciation and amortisation	**Year ended**				
Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
on tangible assets	3,588.25	3,392.40	3,663.14	4,177.80	3,096.42
on intangible assets	91.72	92.71	97.78	135.46	179.66
on investment property (Refer Annexure IV Note 10)	3.46	2.24	2.24	2.23	2.33
Total	**3,683.43**	**3,487.35**	**3,763.16**	**4,315.49**	**3,278.41**

Net Block **(Rs. in lacs)**

Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
on tangible assets	11,821.76	13,246.45	15,052.81	15,276.44	15,266.57
on intangible assets	173.78	176.33	158.43	149.29	216.52
Total	**11,995.54**	**13,422.78**	**15,211.24**	**15,425.73**	**15,483.09**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

	Note- 10 - Non-current investments	**Face value (Rs.)**	**As at March 31, 2018**		**As at March 31, 2017**		**As at March 31, 2016**		**As at March 31, 2015**		**As at March 31, 2014**	
			Quantity	**Amount**	**Quantity**	**Amount**	**Quantity**	**Amount**	**Quantity**	**Amount**	**Quantity**	**Amount**
	Investment property (at cost less accumulated depreciation)											
	Investment property given on operating lease [including cost of land - Rs. 69.75 lacs (March 31, 2017: Rs. 69.75 lacs, March 31, 2016: Rs. 69.75 lacs, March 31, 2015: Rs. 69.75 lacs and March 31, 2014: Rs. 69.75 lacs)]			288.17		211.66		211.66	-	211.66		211.66
	Less: accumulated depreciation			78.35		20.91		18.67	-	16.43		14.19
	Net Block			**209.82**		**190.75**		**192.99**		**195.23**		**197.47**
A.	**Non trade (valued at cost unless stated otherwise):**											
	Shares : Fully paid up											
	a) Unquoted- equity shares											
	Investment in Associate Company [Refer Annexure VI Note 15]											
	Shriram Automall India Limited											
	Cost of investment (including Rs. 1,338.87 lacs of Capital Reserve arising on consolidation)	10	13,369,565	2,675.83	-	-	-	-	-	-	-	-
	Add: - Share of post acquisition profit of associate			228.52	-	-	-	-	-	-	-	-
				2,904.35	-	-	-	-	-	-	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Investment in other companies											
State Industrial Investment Corporation of Maharashtra Limited	10	50,000.00	40.00	50,000.00	40.00	50,000.00	40.00	50,000.00	40.00	50,000.00	40.00
Credential Finance Limited [At cost less provision for other than temporary diminution in value of Rs. 25 Lacs (March 31, 2017: Rs. 25 Lacs, March 31, 2016: Rs. 25 Lacs, March 31, 2015: Rs. 25 Lacs March 31, 2014: Rs. 25 Lacs,)	10	25,000.00	-	25,000.00	-	25,000.00	-	25,000.00	-	25,000.00	-
The Zoroastrian Co-operative Bank Limited	25	100.00	0.03	100.00	0.03	100.00	0.03	100.00	0.03	-	-
Freight Commerce Solutions Private Limited [At cost less provision for other than temporary diminution in value of Rs. 700.24 lacs (March 31, 2017: Rs. 0.37 Lacs, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil)]	10	66,984.00		3,705.00	-	3,705.00	0.37	3,705.00	0.37	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

	Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
	Shriram Seva Sankalp Foundation	10	18,000.00	1.80	18,000.00	1.80	18,000.00	1.80	18,000.00	1.80	-	-
B.	**Government securities** [Refer Annexure VI note 6]											
	Quoted:											
	6.13% GOI Loan 2028	100	176,000.00	177.05	176,000.00	177.16	176,000.00	177.26	176,000.00	177.36	176,000.00	177.47
	6.35% GOI Loan 2020	100	2,500,000.00	2,465.09	2,500,000.00	2,445.24	2,500,000.00	2,425.39	2,500,000.00	2,405.49	2,500,000.00	2,385.64
	6.49% GOI Loan 2015	100	-	-	-	-	-	-	-	-	500,000.00	495.73
	6.90% GOI Loan 2019	100	5,000,000.00	4,949.88	5,000,000.00	4,910.87	5,000,000.00	4,871.87	5,000,000.00	4,832.76	5,000,000.00	4,793.75
	7.02% GOI Loan 2016	100	-	-	-	-	-	-	400,000.00	398.27	400,000.00	397.02
	7.73% GOI Loan 2034	100	9,500,000.00	10,101.34	9,500,000.00	10,137.28	-	-	-	-	-	-
	7.80% GOI Loan 2020	100	2,500,000.00	2,498.39	2,500,000.00	2,497.62	2,500,000.00	2,496.84	2,500,000.00	2,496.07	2,500,000.00	2,495.30
	7.88% GOI Loan 2030	100	28,700,000.00	28,724.63	28,700,000.00	28,726.69	22,200,000.00	22,111.98	-	-	-	-
	8.13% GOI Loan 2022	100	2,500,000.00	2,501.22	2,500,000.00	2,501.49	2,500,000.00	2,501.76	2,500,000.00	2,502.04	2,500,000.00	2,502.31
	8.20% GOI Loan 2025	100	8,000,000.00	8,080.74	8,000,000.00	8,091.51	8,000,000.00	8,102.29	-	-	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
8.24% GOI Loan 2027	100	500,000.00	498.12	500,000.00	497.91	500,000.00	497.70	500,000.00	497.49	500,000.00	497.28
8.26% GOI Loan 2027	100	-	-	-	-	-	-	-	-	2,500,000.00	2,454.90
8.26% GOI Loan 2027	100	7,500,000.00	7,405.27	7,500,000.00	7,395.14	7,500,000.00	7,385.00	7,500,000.00	7,374.83	5,000,000.00	4,909.80
8.97% GOI Loan 2030	100	2,500,000.00	2,627.97	2,500,000.00	2,638.05	2,500,000.00	2,648.14	2,500,000.00	2,658.25	2,500,000.00	2,668.33
8.33% GOI Loan 2026	100	7,500,000.00	7,493.06	7,500,000.00	7,492.22	7,500,000.00	7,491.38	2,500,000.00	2,345.07	2,500,000.00	2,331.34
8.28% GOI loan 2027	100	15,000,000.00	14,456.53	15,000,000.00	14,399.22	15,000,000.00	14,341.91	7,500,000.00	7,019.13	5,000,000.00	6,980.61
8.15% GOI Loan 2026	100	10,000,000.00	10,066.67	10,000,000.00	10,074.37	10,000,000.00	10,082.07	-	-	-	-
8.28% GOI Loan 2027	100	-	-	-	-	-	-	7,500,000.00	7,265.31	-	-
8.83% GOI Loan 2023	100	10,000,000.00	10,050.98	10,000,000.00	10,059.99	10,000,000.00	10,069.00	10,000,000.00	10,078.04	-	-
7.16% GOI Loan 2023	100	12,500,000.00	12,102.45	12,500,000.00	12,025.10	12,500,000.00	11,947.76	12,500,000.00	11,917.43	-	-
8.33% GOI Loan 2026	100							5,000,000.00	5,145.47	-	-
8.60% GOI Loan 2028	100	7,500,000.00	7,897.67	7,500,000.00	7,936.73	7,500,000.00	7,975.80	7,500,000.00	8,220.41	-	-
8.24% GOI Loan 2033	100	3,500,000.00	3,875.39	3,500,000.00	3,933.06	-	-	-	-	-	-
7.61% GOI Loan 2030	100	5,000,000.00	5,126.26	5,000,000.00	5,276.20	-	-	-	-	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

	Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
C.	**Unquoted - investment in subordinate debts**											
	Yes Bank Limited	1,000,000	500.00	5,000.00	500.00	5,000.00	500.00	5,000.00	500.00	5,000.00	500.00	5,000.00
	Shriram City Union Finance Limited	1,000	-	-	7,259.00	78.88	2,920.00	34.18	-	-	-	-
D.	**Unquoted - investment in venture capital fund**											
	ICICI Investment Management Company Limited	10,000	5,519	65.09	5,519	65.09	16,556.38	1,655.64	16,556.38	1,655.64	14,530.40	1,453.04

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

	Note- 10 - Non-current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
			Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
E.	**Unquoted: Investment in mutual fund**											
	Shriram Equity & Debt Opportunities Fund Direct - Growth	10.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
				149,519.80		**146,792.40**		**122,251.16**		**82,426.49**		**39,979.99**
	Cost of acquisition of Quoted investments			141,098.71		141,215.85		115,126.15		75,533.42		33,289.48
	Market value of Quoted investments			143,242.80		147,662.58		117,783.14		78,023.63		29,642.13
	Cost of acquisition of Unquoted investments			8,936.51		5,411.17		6,957.39		6,722.84		6,518.04
	Aggregate Provision for diminution in value of investments			725.24		25.37		25.00		25.00		25.00

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note-11 Deferred tax assets (net)	As at March 31,				
	2018	2017	2016	2015	2014
Deferred tax asset					
Impact of difference between written down value of PPE as per books of accounts and the Income Tax Act, 1961	2,046.74	1,780.45	1,454.68	1,122.49	586.52
Disallowance under section 43B of the Income Tax Act, 1961	4,470.31	4,003.58	4,073.62	3,767.79	4,271.30
Provision for credit loss on securitisation	25,460.81	23,017.97	19,497.03	17,509.87	18,240.09
Provision for upgraded restructured assets	22.69	-	-	-	-
Contingent provision for standard assets	10,233.06	7,374.07	6,102.45	4,081.61	3,356.95
Others	678.35	376.82	335.26	305.10	281.59
Gross deferred tax assets (A)	**42,911.96**	**36,552.89**	**31,463.04**	**26,786.86**	**26,736.45**
Deferred tax liability					
Public Issue expenses for Non-convertible debentures	9.54	204.09	575.90	1,008.53	1,180.65
Others	5.85	-	-	-	-
Gross deferred tax liability (B)	**15.39**	**204.09**	**575.90**	**1,008.53**	**1,180.65**
Net deferred tax assets (A-B)	**42,896.57**	**36,348.80**	**30,887.14**	**25,778.33**	**25,555.80**

(Rs in lacs)

Note- 12 - Long term loans and advances	As at March 31,				
	2018	2017	2016	2015	2014
Unsecured, considered good					
Capital advances	234.71	172.86	237.74	246.60	280.62
Security deposits	3,349.08	2,525.44	3,047.08	2,842.25	2,942.71
Secured, considered good					
Hypothecation loans	4,902,611.18	4,067,633.77	3,800,745.73	2,888,862.86	2,118,667.78
Retained interest on securitisation	47,930.94	36,677.33	28,365.13	24,011.94	41,178.54
Other loans	147.39	153.27	280.89	48,625.79	10.19
Securtisation Deferred Consideration Receivable*	80,867.52	49,131.34	30,657.73	24,387.06	37,139.46

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note- 12 - Long term loans and advances	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Unsecured loans	27,178.63	18,934.21	38,122.56	8,730.59	13,169.34
Advance - hypothecation loans	-	-	-	1,119.60	1,007.45
Other loans and advances -unsecured, considered good					
Advances recoverable in cash or in kind or for value to be received	206.40	487.59	4,198.69	2,753.55	3,444.33
Taxes paid under protest	6,385.31	5,985.73	3,282.74	2,691.62	2,221.51
Prepaid expenses	274.66	110.77	100.00	77.96	155.26
Advance income tax [net of provision for income tax Rs. 235,687.55 lacs (March 31, 2017: Rs. 236,191.09 lacs, March 31, 2016: Rs. 236,191.09 lacs, March 31, 2015: Rs. 249,131.37 lacs and March 31, 2014: Rs. 247,798.82 lacs)]	8,405.89	8,547.34	8,547.34	9,868.27	9,548.62
Doubtful					
Secured hypothecation loans	712,943.35	513,127.72	367,627.98	225,869.97	143,709.36
Other loans	-	-	-	-	350.64
Unsecured loan	24,452.48	27,413.04	19,199.82	10,692.98	5,452.50
Advances recoverable in cash or in kind or for value to be received	191.84	274.39	196.04	36.03	36.14
Security deposits	51.65	28.43	-	-	-
	5,815,231.03	**4,731,203.23**	**4,301,326.73**	**3,248,125.45**	**2,377,092.95**

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised/assigned deals.

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note- 13 -Other non-current assets	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Fixed deposits with Banks (Refer Annexure IV Note 16)	-	-	0.25	290.80	0.50
Margin money deposit with banks (Refer Annexure IV Note 16)	253.22	7,150.08	340.03	6,727.97	6,374.05
Interest accrued on investments	-	3.39	1.23	-	-
Interest accrued on fixed deposits with banks	17.81	73.44	40.98	58.14	372.08
Public issue expenses for non convertible debentures	-	27.29	589.71	1,664.06	1,957.42
Issue expenses for equity shares	-	264.03	416.81	569.59	738.45
	271.03	**7,518.23**	**1,389.01**	**9,310.56**	**9,442.50**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
1 Current portion of long term investments (valued at cost unless otherwise mentioned)											
a) Quoted: Government securities [Refer Annexure VI note 6]											
6.49% GOI Loan 2015 This security is redeemable on June 8, 2015 at par	100.00	-	-	-	-	-	-	500,000	499.32	-	-
7.02% GOI Loan 2016	100.00	-	-	-	-	400,000	399.52	-	-	-	-
b) Unquoted: Investment in subordinated debt											
Shriram City Union Finance Limited	1,000.00	-	-	265	4.28	100	1.00	-	-	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
2 Current investments (At lower of cost and fair value)											
a) Quoted- Investments in non-convertible debentures											
Dewan Housing Fin Corp Ltd	1,000.00	-	-	5,000	5,220.97	-	-	-	-	-	-
a) Unquoted- Investments in certificate of deposits in banks											
Allahabad Bank		-	-	-	-	-	-	-	-	20,000	19,587.42
Andhra Bank		-	-	-	-	-	-	10,000	9,817.48	30,000	29,458.76
Bank of Baroda		-	-	-	-	-	-	-	-	2,500	2,452.54
Bank of Maharashtra		-	-	-	-	-	-	25,000	24,562.73	-	-
Central Bank of India		-	-	-	-	-	-	-	-	10,000	9,896.90
Corporation Bank		-	-	-	-	-	-	30,000	29,386.23	-	-
Industrial Development Bank of India Limited		-	-	-	-	-	-	-	-	25,000	24,556.87

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 14 - Current investments	Face value (Rs.)	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Indusind Bank Limited		-	-	-	-	-	-	-	-	10,000	9,797.95
Jammu & Kashmir Bank		-	-	-	-	-	-	25,000	24,540.55	-	-
Oriental Bank of Commerce		-	-	-	-	-	-	35,000	34,422.50	-	-
Punjab & Sindh Bank		-	-	-	-	-	-	30,000	29,416.65	-	-
State Bank of Bikaner & Jaipur		-	-	-	-	-	-	25,000	24,496.16	-	-
South Indian Bank		-	-	-	-	-	-	-	-	30,000	29,330.27
Syndicate Bank		-	-	-	-	-	-	25,000	24,568.65	20,000	19,670.98
UCO Bank		-	-	-	-	-	-	20,000	19,581.86	30,000	29,301.33
Union Bank of India		-	-	-	-	-	-	-	-	20,000	19,670.98
Vijaya Bank		-	-	-	-	-	-	-	-	10,000	9,820.93
Quoted: Investment in mutual fund											
DWS Insta Cash Plus Fund - Direct Plan - Growth (sold during the year 2017-18)	10.00	-	-	-	-	-	-	-	-	840	1.40

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs. in lacs)

Note- 14 - Current investments	**Face value (Rs.)**	**As at March 31, 2018**		**As at March 31, 2017**		**As at March 31, 2016**		**As at March 31, 2015**		**As at March 31, 2014**	
		Quantity	**Amount**	**Quantity**	**Amount**	**Quantity**	**Amount**	**Quantity**	**Amount**	**Quantity**	**Amount**
Unquoted: Investment in mutual fund											
Kotak Liquid Scheme Plan A - Direct Plan - Growth	10.00	-	-	-	-	325,651	10,000.00	-	-	-	-
Axis Liquid Fund - Direct Growth (sold during the year 2016-17)	1,000.00	-	-	-	-	77,414	1,298.67	-	-	-	-
Total			**-**		**5,225.25**		**11,699.19**		**221,292.13**		**203,546.33**
Cost of acquisition of Quoted investments			-		5,220.97		399.52		499.32		1.40
Market value of Quoted investments			-		5,314.19		399.53		498.04		1.40
Cost of acquisition of Unquoted investments			-		4.28		11,299.67		220,792.81		203,544.93
Aggregate Provision for diminution in value of investments			-		-		-		-		16.81

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note 15 -Trade receivables	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Outstanding for a period exceeding six months from the date they are due for payment	-	-	-	-	-
Others	-	867.85	1009.48	298.86	190.67
	-	**867.85**	**1,009.48**	**298.86**	**190.67**

(Rs in lacs)

Note- 16 - Cash and bank balances	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Balances with scheduled banks in:					
Current accounts	92,946.60	102,155.05	59,765.26	166,700.86	185,452.85
Unpaid dividend accounts	1,310.11	1,083.21	923.26	821.59	773.96
Deposits with original maturity of less than three months	5,584.51	-	5,036.28	166,515.00	260,596.00
Cheques on hand	2,542.76	3,175.11	4,698.24	7,576.72	4,197.25
Cash on hand	7,996.25	7,910.29	10,124.16	10,990.89	13,608.57
Call Money (CBLO)	-	-	-	-	69,882.53
Other bank balances					
Deposits with original maturity for more than 12 months @	9.02	300.25	10.63	300.02	290.80
Deposits with original maturity for more than 3 months but less than 12 months	37,410.11	152,520.31	30,296.87	6,588.28	31,878.40
Margin money deposit #	216,204.78	184,537.01	126,040.61	123,643.29	151,537.87
	364,004.14	**451,681.23**	**236,895.31**	**483,136.65**	**718,218.23**

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note- 16 - Cash and bank balances	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Less: Non-current portion of other bank balances (Refer Annexure IV Note 13)	**253.22**	**7,150.08**	**340.28**	**7,018.77**	**6,374.55**
	363,750.92	**444,531.15**	**236,555.03**	**476,117.88**	**711,843.68**
@ Includes deposits pledged with VAT authorities.	-	0.71	0.71	1.64	1.64
# Includes deposits pledged with Banks as margin for credit enhancement	212,778.18	182,678.72	124,055.99	115,097.11	139,935.51
# Includes deposits pledged with Banks as margin for guarantees	2,860.16	1,275.92	1,527.60	8,106.35	11,194.65
# Includes deposits pledged as lien against loans taken and to VAT Authorities	566.44	582.38	457.02	439.84	405.57

(Rs in lacs)

Note- 17 - Short term loans and advances#	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Security deposits	752.69	1,250.23	794.25	722.56	852.07
Secured, considered good					
Hypothecation loans	2,172,080.30	1,829,435.86	1,847,547.58	1,947,908.15	1,605,633.52
Retained interest on securitisation	36,192.47	36,520.69	37,830.80	33,466.27	40,768.00
Other loans	260.04	434.22	78.89	16,503.67	30.05
Securtisation deferred consideration receivable*	112,828.97	88,432.02	66,307.82	50,009.19	79,937.37
Unsecured, considered good					
Unsecured loans^	125,037.46	87,635.98	111,822.99	73,807.56	103,295.32
Debtors on securitisation	-	-	-	-	34.09
Advance - hypothecation loans	2,580.81	1,519.09	2,410.94	-	-
Advance recoverable from associate company [Refer Annexure VI note 15]	12.31	-	-	-	-

Annexure IV

Notes forming part of reformatted consolidated statement of assets and liabilities

(Rs in lacs)

Note- 17 - Short term loans and advances#	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Other loans and advances - unsecured, considered good					
Other receivables	1,292.06	411.42	334.90	290.77	301.46
Advances recoverable in cash or in kind or for value to be received	2,548.19	2,258.58	4,721.65	3,857.01	8,065.34
Taxes paid under protest	-	-	257.22	-	-
Service tax credit (input) receivable	-	4,378.16	2,858.91	3,261.89	2,319.19
Goods & service tax credit (input) receivable	4,637.59	-	-	-	-
Prepaid expenses	544.21	476.11	559.85	502.41	854.57
	2,458,767.10	**2,052,752.36**	**2,075,525.80**	**2,130,329.48**	**1,842,090.98**
^ Advance given to the Company in which a director is interested	Nil	Nil	0.60	Nil	Nil

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised/assigned deals.

 # Includes current maturities of long term loans and advances

(Rs in lacs)

Note- 18 - Other current assets	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Unsecured, considered good					
Interest accrued on investments	2,518.43	2,348.09	2,031.82	1,578.11	1,029.29
Interest accrued on fixed deposits with banks	3,433.83	2,843.62	1,799.29	3,221.27	5,302.78
Plan asset – gratuity [Refer Annexure VI Note 2]	193.17	-	6.17	1.29	0.13
Public issue expenses for non-convertible debentures	27.29	562.42	1,074.35	1,303.09	1,516.10
Issue expenses for equity shares	-	152.78	152.77	152.77	152.77
	6,172.72	**5,906.91**	**5,064.40**	**6,256.53**	**8,001.07**

Annexure V

Notes forming part of reformatted consolidated statement of profit and loss

(Rs in lacs)

Note- 19 - Revenue from operations	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Interest income on:-					
- loan portfolio and related charges	1,070,138.86	958,396.40	923,123.19	773,833.99	636,330.98
- direct assignment	1,899.81	10,950.06	15,470.00	21,132.89	85,372.36
- securitisation including interest on pass through certificates*	114,597.73	84,370.04	53,224.28	55,827.62	48,304.69
- Margin money on securitisation/ assignments	11,623.09	9,377.02	8,466.80	10,971.17	13,354.78
- deposits with banks	931.87	913.50	2,288.03	1,728.06	6,421.88
- long- term investments	11,938.48	10,883.60	8,095.82	4,675.73	2,725.87
- current investments	96.82	17.44	321.37	867.55	2,864.01
- loan to employees					-
Other financial services					
- Income from commission services- life insurance	522.80	913.39	1,557.83	667.20	110.40
- Income from commission services- general insurance	3,959.11	3,541.31	3,261.41	3,233.41	1,380.15
- Income from commission services- others	2,884.48	2,124.44	1,371.18	1,513.51	2,126.87
- Reversal of provision for credit loss on securitization	-	-	-	2,148.31	11,475.54
- Income from Portfolio Management Services	-	-	-	1.68	85.67
- Bad debt recovery	1,205.09	618.00	870.08	594.08	490.57
- Profit on sale of current investments (net)	398.55	831.95	11,028.08	34,050.05	29,363.67
- Profit on sale of long term investments (net)	-	0.11	-	-	-
- Profit on sale of investment in associate	-	-	-	-	0.06
Facilitation fees	7,520.12	7,334.20	6,780.73	6,452.13	7,193.92
	1,227,716.81	**1,090,271.46**	**1,035,858.80**	**917,697.38**	**847,601.42**

* Includes Rs. Nil (March 31, 2017: Rs. 571.71 lacs, March 31, 2016: Rs. 2,832.11 lacs, March 31, 2015: Rs. 7,033.92 lacs and March 31, 2014: Rs. 16,501.23 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

Notes forming part of reformatted consolidated statement of profit and loss

(Rs in lacs)

Note- 20 - Other income	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Income from operating lease	20.90	7.20	7.12	10.14	10.14
Profit on sale of assets (net)	-	-	-	-	308.23
Dividend on long- term Investments	-	-	-	0.25	0.50
Dividend on current Investments	-	-	-	2.19	-
Miscellaneous income	422.07	168.41	331.08	251.71	98.40
Interest on tax refund	5,796.67	-	-	-	-
	6,239.64	**175.61**	**338.20**	**264.29**	**417.27**

(Rs in lacs)

Note- 21 - Employee benefits expense	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Salaries, other allowances and bonus	67,930.17	52,891.94	56,981.59	45,083.79	43,421.72
Gratuity expenses [Refer Annexure VI Note 2]	683.62	660.57	704.30	725.50	232.72
Contribution to provident and other funds	4,619.00	3,403.36	3,465.73	2,986.91	2,268.13
Expense on Employee Stock Option Scheme	-	-	-	55.33	10.24
Staff welfare expenses	1,434.53	1,337.44	1,197.61	1,550.83	1,205.76
	74,667.32	**58,293.31**	**62,349.23**	**50,402.36**	47,138.57

Annexure V

Notes forming part of reformatted consolidated statement of profit and loss

(Rs in lacs)

Note- 22 - Finance cost	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Interest expense					
Debentures	194,815.64	176,235.11	179,322.04	177,916.28	164,929.90
Senior secured notes *	12,194.74	1,908.70	-	-	-
Subordinated debts	40,120.36	40,430.12	43,647.53	50,057.08	52,049.20
Public deposits	79,931.01	85,193.73	69,459.62	41,326.09	18,274.64
Corporate deposits	346.53	506.21	506.62	277.90	129.59
Loans from banks	151,496.30	175,042.28	185,256.81	166,626.43	142,940.52
Loans from institutions and others	23,153.25	17,684.32	15,248.50	11,626.42	9,784.34
Commercial paper	15,064.11	7,691.49	866.28	1,315.63	2,434.30
Income tax	6,070.75	-	-	-	-
Other borrowing costs					
Professional charges - resource mobilisation	7,790.48	7,672.05	3,709.84	9,557.88	9,661.93
Processing charges on loans	629.23	338.95	604.99	910.17	1,262.40
Brokerage	4,826.34	4,792.93	5,867.05	6,088.93	12,270.88
Sourcing fees	-	-	-	-	716.59
Service charges	-	-	-	-	4,299.56
Amortisation of NCD Public issue expenses	562.42	1,074.35	1,303.09	1,761.70	1,467.06
	537,001.16	**518,570.24**	**505,792.37**	**467,464.51**	**420,220.91**

*Interest expense on Senior secured notes includes withholding tax of Rs. 525.63 lacs (March 31, 2017: Rs. Nil, March 31, 2016: Rs. Nil, March 31, 2015: Rs. Nil and March 31, 2014: Rs. Nil)

Annexure V

Notes forming part of reformatted consolidated statement of profit and loss

(Rs in lacs)

Note- 23 - Provisions & Write offs	For the year ended March 31,				
	2018	2017	2016	2015	2014
Provision for non performing assets [Refer Annexure VI Note 14]	145,092.18	106,479.02	90,446.24	60,954.86	34,890.07
Provision for diminution in fair value of assets for restructured loans	4,566.77	-	-	-	-
Provision for restructured performing assets	64.94	-	-	-	-
Contingent provision for standard assets [Refer Annexure VI Note 14]	7,976.76	3,674.37	4,990.48	2,766.27	1,359.49
Provision for credit loss on securitisation	6,351.21	10,173.79	4,821.98	-	-
Provision for diminution in value of investments*	699.87	0.37	-	-	16.81
Bad debts written off	147,459.59	124,104.50	110,420.78	97,501.26	85,054.49
	312,211.32	**244,432.05**	**210,679.48**	**161,222.39**	**121,320.86**

(Rs in lacs)

Note- 24 - Other Expenses	For the year ended March 31,				
	2018	2017	2016	2015	2014
Rent	9,776.27	8,910.43	8,346.60	7,750.80	7,418.61
Lease Rent for Parking Yards	263.25	345.01	323.07	182.89	124.71
Electricity expenses	1,755.88	1,547.26	1,440.13	1,257.77	996.96
DSA Commission	-	-	-	51.10	200.44
Repairs & maintenance					
- Plant & machinery	0.36	14.59	37.74	-	-
- Buildings		-	-	24.25	11.41
- Others	5,002.68	4,888.88	5,035.24	4,450.10	3,803.15
Rates & taxes	228.57	173.05	126.06	50.93	190.80
Printing & stationery	1,701.38	967.54	1,485.84	1,543.70	1,551.89
Travelling & conveyance	13,250.46	11,916.92	13,191.95	12,152.07	11,780.87
Advertisement	86.80	47.20	156.72	328.57	175.92
Registration and Filing Fees	-	-	-	2.69	2.71
Brokerage	-	-	-	2.25	1.92
Business Promotion	4,045.56	3,679.83	5,972.77	8,816.10	2,577.08
Outsourcing expenses	3,622.16	4,067.03	3,428.12	2,602.43	2,726.36
Buyer / Seller Facilitation fees expenses	690.02	757.70	789.80	819.58	884.07
Royalty	13,617.91	11,030.10	10,096.80	6,249.24	2,561.58

Annexure V

Notes forming part of reformatted consolidated statement of profit and loss

(Rs in lacs)

Note- 25 - Other Expenses	For the year ended March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Directors' sitting fees	50.35	57.36	42.56	13.81	33.60
Insurance	237.43	129.45	89.09	59.25	54.72
Communication expenses	4,912.03	4,427.25	4,680.83	4,472.86	4,315.33
Payment to auditor [Refer Annexure VI Note 11]					
As Auditor:					
- Audit fees	92.93	163.22	163.55	160.40	145.57
- Tax audit fees	11.21	12.68	11.15	10.93	9.90
- Out of pocket	0.91	8.86	8.39	8.46	5.78
In any other manner:				-	-
- Certification	3.27	15.04	52.02	3.09	4.59
Bank charges	4,265.42	3,324.70	2,981.59	3,106.81	3,091.07
Processing charges on securitization	-	-	-	-	5.31
Professional charges on securitization	2,490.51	2,391.89	2,162.18	3,170.41	5,709.05
Legal & professional charges	4,485.08	3,154.18	3,519.14	3,762.89	3,022.27
Loss on sale of fixed assets (net)	31.38	27.18	35.36	38.74	1.30
Issue expenses for equity shares	416.81	152.78	152.78	152.78	152.78
Data center management service	-	-	-	146.53	146.53
Security Charges	41.71	135.32	78.97	18.77	291.55
Service charges paid	4,130.13	5,162.04	5,016.04	4,528.64	3,937.95
CSR expenses [Refer Annexure VI Note 13]	1,881.50	1,194.65	1,863.73	691.82	613.20
Miscellaneous expenses	4,984.09	3,157.00	3,396.71	2,970.71	2,464.64
	82,076.06	**71,859.14**	**74,684.92**	**69,601.37**	**59,013.62**

Shriram Transport Finance Company Limited

Annexure VI

Notes forming part of the Reformatted consolidated Financial Statement

For the Financial year 2017-18

1 Basis of preparation

The consolidated financial statements relates to M/s. Shriram Transport Finance Company Limited (the " Company") and its subsidiary and associate company (together hereinafter referred to as "Group").The financial statements have been prepared under the historical cost convention on an accrual basis in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standards) Amendment Rules, 2016. The financial statements of the Company comply with the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The assets and liabilities have been classified as current and non-current based on a twelve month operating cycle. The accounting policies have been consistently applied by the Group and are consistent with those used in the previous year. These financial statements are presented in Indian rupees and rounded off to nearest lacs unless otherwise stated.

2 Basis of consolidation

(i) The financial statements of the subsidiary/associate company used in the consolidation are drawn up to the same reporting date as of the Company i.e. year ended March 31, 2018 and are prepared based on the accounting policies consistent with those used by the Company.

(ii) The financial statements of the Group have been prepared in accordance with the AS 21- 'Consolidated Financial Statements' notified under the provision of the Companies Act, 2013 (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and other generally accepted accounting principles in India.

(iii) The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Company and its subsidiary company has been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions have been fully eliminated except where losses are realised.

b) The excess of cost to the Company of its investments in the subsidiary company over its share of equity of the subsidiary company, at the dates on which the investments in the subsidiary company is made, is recognised as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary company as on the date of investment is in excess of cost of investment of the Company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

c) The difference between the proceeds from disposal of investment in subsidiary and the carrying amount of its assets and liabilities as of the date of disposal is recognised in the Statement of Reformatted Consolidated Profit and Loss as profit or loss on disposal of subsidiary.

d) Minority interest, if any, in the net assets of consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary company and further movements in their share in the equity, subsequent to the dates of investments as stated above.

e) Investment made by the Company in an associate company is accounted under the equity method, in accordance with the Accounting Standard 23 on "Accounting for investment in associates in Consolidated Financial Statements" (AS 23).

(iv) The subsidiary/associate company considered in the consolidated financial statements are as below (refer note 15):

Name of the subsidiary/associate company	Country of incorporation	Share of ownership interest as at March 31, 2018	Share of ownership interest as at March 31, 2017
Shriram Automall India Limited (SAMIL) (Subsidiary upto February 6, 2018, Associate w.e.f. February 07, 2018 #)	India	44.56%	100.00%

Consolidated results of SAMIL, which includes its wholly owned subsidiary, Adroit Inspection Services Private Limited, incorporated in India, has been accounted under equity method after February 7, 2018.

2.1 Significant accounting policies

(a) Use of estimates

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

(b) Property, plant and equipment

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

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

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

(c) Depreciation

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

(d) Intangible assets and amortisation

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

Particulars	Useful life
Computer software	3 years
Trade marks	10 years

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

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

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

(e) Impairment of assets

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

	After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
	A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. The reversal of impairment is recognised in Statement of Profit and Loss, unless the same is carried at revalued amount and treated as revaluation reserve.
(f)	**Investments**
	On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as 'current investments'. All other investments are classified as 'long term investments'. 'Long term investments' are carried at acquisition /amortised cost. A provision is made for diminution other than temporary on an individual basis. 'Current Investments' are carried at the lower of cost or fair value on an individual basis. Profit or loss on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment. Any premium or discount on acquisition is amortised over the remaining maturity of the security on constant yield to maturity basis. Such amortisation of premium/discount is adjusted against interest income from investments. The book value of the investment is reduced to the extent of amount amortised during the relevant accounting year. Investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life as prescribed as per the Schedule II of the Companies Act, 2013.
(g)	**Loans**
	Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the Balance Sheet date as reduced by the amounts received and loans securitised
(h)	**Securitisation/direct assignment**
	The Company enters into arrangements for sale of loan receivables through direct assignment/securitisation. The said assets are derecognised upon transfer of significant risks and rewards to the purchaser and on meeting the true sale criteria.
(i)	**Provisioning/write off of assets**
	The Company assesses all loans and receivables for their recoverability and makes provision for Non-performing assets (NPA)/restructured assets as considered necessary based on past experience, emerging trends and estimates, subject to the minimum provision required as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Master Direction") as and when amended. NPA loans where underlying asset has been repossessed are provided in full. Provision on standard assets is made as per RBI Master Direction. Delinquencies on assets securitised/assigned are provided for based on management estimates.
(j)	**Foreign currency transactions**
	- Initial recognition Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. *- Conversion* Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

	- Exchange Differences
	Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. *- Forward contracts* The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.
(k)	**Revenue/income recognition**
	Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. ***Income from financing activities*** - Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. All other charges relating to financing activities are recognised on accrual basis. - Income recognised and remaining unrealised after installments become overdue for 90 days or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised. - Additional finance charges/additional interest are treated to accrue only on realisation, due to uncertainty of realisation and are accounted accordingly. - Income from application and processing fees, including recovery of documentation charges are recognised upfront at the inception of the contract. - Subvention income is recognised as income over the tenor of the loan agreements. For the agreements foreclosed/transferred through assignment, balance of subvention income is recognised as income at the time of such foreclosure/transfer through assignment. ***Income from securitisation*** - Interest spread under par structure of securitisation/direct assignment of loan receivables is recognised on realisation over the tenure of the 'securities issued by SPV' /agreements. - Loss (if any)/expenditure in relation to securitisation/direct assignment is recognised upfront. ***Income from investments*** - Interest income on fixed deposits/margin money, call money (Collateralised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated debts, non-convertible debentures, government securities, inter-corporate deposits and treasury bills are recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Discount, if any, on government and other securities acquired as long-term investments is recognised on a time proportion basis over the tenure of the securities. - Dividend income on investments is recognised as income when right to receive payment is established by the date of Balance Sheet. - Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognised at the time of actual sale/redemption. ***Income from any other activities*** - Income from services are recognised as per the terms of the contract on accrual basis. - Income from guarantee commission is recognised on a time proportion basis taking into account the amount outstanding and the commission rate applicable.

(l)	**Employee benefits**
	Short term employee benefit All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service. **Post-employment employee benefits** *Defined Contribution schemes* All the employees of the Company are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. *Defined Benefit schemes* The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date. The Company fully contributes all ascertained liabilities to The Trustees - Shriram Transport Finance Company Limited Employees Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the IRDA approved Insurance Companies. The Company recognises the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with AS-15 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise. **Other long term employee benefits** Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss. The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.
(m)	**Leases**
	Where the Company is the lessee: Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. **Where the Company is the lessor:**

	Assets given on operating leases are included in Investment property. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation incurred in earning rental income are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.
(n)	**Taxation**
	Income-tax expense comprises current tax, deferred tax charge or credit and minimum alternate tax (MAT). **Current tax** Current income-tax is measured at the amount expected to be paid to the tax authorities after considering tax allowances, deductions and exemptions determined in accordance with Income Tax Act, 1961 and the prevailing tax laws. The tax rate and laws used to compute the amount are those which are enacted at the reporting date. **Minimum alternate tax** Minimum alternate tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal tax during the specified period. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Group and the asset can be measured reliably, and reviewed at each reporting date. **Deferred tax** Deferred tax liability or asset is recognised for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognised only if there is a virtual certainty of realisation of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realised. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.
(o)	**Segment reporting policies**
	Identification of segments: The Group's operating businesses are organised and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different services and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate. **Unallocated items:** Unallocated items include income, expenses, assets and liabilities which are not allocated to any reportable business segment. **Segment policies:** The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.
(p)	**Provisions and contingencies**
	A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates

	A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
(q)	**Earnings per share**
	Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES). PES are those shares which will convert into equity shares at a later stage. Profit/loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity shares.
(r)	**Borrowing cost**
	Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs to the extent related/attributable to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalised along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Statement of Profit and Loss in the period they occur.
(s)	**Cash and cash equivalents**
	Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.
(t)	**Employee stock compensation costs**
	In accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the Group measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.
(u)	**Debenture issue expenses**
	Public issue expenses, other than the brokerage, incurred on issue of debentures are charged off on a straight-line basis over the weighted average tenor of underlying debentures. The brokerage incurred on issue of debentures is treated as expenditure in the year in which it is incurred. Expenses incurred for private placement of debentures, are charged to Statement of Profit and Loss in the year in which they are incurred.

Significant accounting policies upto March 31, 2017:

1		**Basis of preparation**
		For the financial year ended March 31, 2017, 2016 and 2015, the consolidated financial statements relates to M/s. Shriram Transport Finance Company Limited (the Company) and its subsidiary company. The Company and its subsidiary company constitute the Group. For the financial year ended March 31, 2014, the consolidated financial statements relates to M/s. Shriram Transport Finance Company Limited (the Company), its subsidiary company and associate (upto June 18, 2013). The Company, its subsidiary company and associate (upto June 18, 2013) constitute the Group. The financial statements have been prepared in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standards) Amendment Rules, 2016 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Group and are consistent with those used in the previous year except for the change in accounting policy explained below. The complete financial statements have been prepared along with all disclosures.
2		**Basis of consolidation**
	(i)	The financial statements of the subsidiary company and associate (upto June 18, 2013) used in the consolidation are drawn up to the same reporting date as of the Company i.e. year ended March 31 and are prepared based on the accounting policies consistent with those used by the Company.
	(ii)	The financial statements of the Group have been prepared in accordance with the AS 21- 'Consolidated Financial Statements' notified under the provision of the Companies Act, 2013 (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and other generally accepted accounting principles in India.
	(iii)	The consolidated financial statements have been prepared on the following basis :
	1	The financial statements of the Company and its subsidiary company has been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions have been fully eliminated except where losses are realised.
	2	The excess of cost to the Company of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the date on which the investments in the subsidiary companies are made, is recognised as "Goodwill" being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Company, it is recognised as "Capital Reserve" and shown under the head "Reserve and Surplus", in the consolidated financial statements. (for the financial year ended March 31, 2014)
	3	The excess of cost to the Company of its investments in the subsidiary company over its share of equity of the subsidiary company, at the dates on which the investments in the subsidiary company is made, is recognised as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary company as on the date of investment is in excess of cost of investment of the Company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.
	4	Minority interest, if any, in the net assets of consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary company and further movements in their share in the equity, subsequent to the dates of investments as stated above.

(iv) The following subsidiary company is considered in the consolidated financial statements:

Sr. No.	Name of the subsidiary company	Country of incorporation	Share of ownership interest as at			
			March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1	Shriram Automall India Limited (SAMIL) (w.e.f. February 11, 2010)	India	100%	100%	100%	100%
2	Shriram Equipment Finance Company Limited (Subsidiary w.e.f. December 15, 2009 till March 31, 2015) (amalgamated w.e.f. April 01, 2015)	India	-	-	100%	100%

As the amount involved in transactions with Shriram Insurance Broking Company Limited are not material, the financial effects have not been considered in the financial statements for FY 2014 & 2015.

2.1 Significant accounting policies

(a) Change in accounting policy

Accounting for proposed dividend

As per the requirements of pre-revised AS 4, the Company used to create a liability for dividend proposed/declared after the Balance Sheet date if dividend related to periods covered by the financial statements. Going forward, as per AS 4(R), the Company cannot create provision for dividend proposed/declared after the Balance Sheet date unless a statute requires otherwise. Rather, Company will need to disclose the same in notes to the financial statements. Accordingly, the Company has disclosed dividend proposed by board of directors after the Balance Sheet date in the notes.

Had the Company continued with creation of provision for proposed dividend, its surplus in the Statement of Profit and Loss would have been lower by Rs. 16,384.24 lacs and current provision would have been higher by Rs. 16,384.24 lacs (including dividend distribution tax of Rs. 2,771.28 lacs).

(b) Current/non-current classification of assets/liabilities

The Group has classified all its assets/liabilities into current/non-current portion based on the time frame of 12 months from the date of the financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/liabilities are classified as non-current.

(c) Use of estimates

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

(d) Fixed assets, depreciation/amortisation and impairment

Property, plant and equipment for the year ended March 31, 2017/Tangible fixed assets upto the year ended March 31, 2016

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on property, plant and equipment for the year ended March 31, 2017 /Tangible fixed assets upto the year ended March 31, 2016

Depreciation on property, plant and equipment is provided on Straight Line Method ('SLM') using the rates arrived at based on the useful lives estimated by the management. The Group has used the following useful life to provide depreciation on its fixed assets:

Particulars	**Useful life as prescribed by Schedule II of the Companies Act, 2013**	**Useful life estimated by Group**
Building	60 years	60 years
Building - fence	5 years	5 years
Carpeted road	10 years	10 years
Plant and machinery	15 years	15 years
Electrical equipment	10 years	10 years
Generator	10 years	10 years
Furniture and fixture	10 years	10 years
Air conditioner	5 years	5 years
Electronic equipment	5 years	5 years
Office equipment	5 years	5 years
Refrigerator	5 years	5 years
Motor car	8 years	8 years
Vehicles	10 years	10 years
Server and networking	6 years	6 years
Computer	3 years	3 years

Leasehold improvement is amortised on SLM over the lease term subject to a maximum of 60 months.

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

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost . Following initial recognition intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Amortisation is provided on Straight Line Method ('SLM'), which reflect the management's estimate of the useful life of the intangible asset.

Particulars	Rates (SLM)
Computer software	33.33%
Trade marks	10.00%

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

Impairment of fixed assets

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

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

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

(e) Investments

Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

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

(f) Provisioning/Write-off of assets

Non-performing loans are written off/provided for, as per management estimates, subject to the minimum provision required as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as and when amended. Delinquencies on assets securitised/assigned are provided for based on management estimates.

Provision on standard assets is made as per Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as and when amended.

Pursuant to Reserve Bank India (RBI) notification no. DNBR 011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from 150 days to 120 days and increased provision on standard assets from 0.30% to 0.35%. Had the Company continued to use the earlier policy of classification of NPA and provision for standard asset, provisions and write-offs for and year ended March 31, 2017 would have been lower by Rs. 36,867.13 lacs, income from operations for the same period would have been higher by Rs. 1,769.38 lacs and profit before tax for the same period would have been higher by Rs. 38,636.51 lacs (net of tax Rs. 25,265.19 lacs).

(g) Loans

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

(h) Leases

Where the Company is the lessor

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

Where the Company is the lessee

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

(i) Foreign currency translation

Initial recognition

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

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

All exchange differences are dealt with including differences arising on translation settlement of monetary items in the Statement of Profit and Loss.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability

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

(j) Revenue recognition

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

i. Income from financing activities is recognised on the basis of internal rate of return on time proportion basis. All other charges relating to financing activities are recognised on accrual basis.

ii. Subvention income is recognised as income over the tenor of the loan agreements. For the agreements foreclosed/transferred through assignment, balance of subvention income is recognised as income at the time of such foreclosure/transfer through assignment.

iii. Income recognised and remaining unrealised after installments become overdue for following days or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised.

For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
120 days or more	Five months or more	Six months or more	Six months or more

iv. Additional finance charges/additional interest are treated to accrue only on realisation, due to uncertainty of realisation and are accounted accordingly.

	v.	Income apportioned on securitisation/direct assignment of loan receivables arising under premium structure is recognised over the tenure of securities issued by SPV/agreements. Interest spread under par structure of securitisation/direct assignment of loan receivables is recognised on realisation over the tenure of the 'securities issued by SPV' /agreements. Loss, if any/expenditure for securitisation/direct assignment is recognised upfront.
	vi.	Interest income on fixed deposits/margin money, call money (Collaterised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated debts, non-convertible debentures, government securities, inter-corporate deposits and treasury bills is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Discount, if any, on government and other securities acquired as long-term investments is recognised on a time proportion basis over the tenure of the securities.
	vii.	Dividend is recognised as income when right to receive payment is established by the date of Balance Sheet.
	viii.	Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognised at the time of actual sale/redemption.
	ix.	Income from services (for eg. facilitation fees) is recognised as per the terms of contracts on accrual basis.
	x.	Income from operating lease is recognised as rentals, as accrued on straight line basis over the period of the lease.
(k)		**Retirement and other employee benefits**
		Provident fund Retirement benefit in the form of provident fund is a defined contribution scheme. All the employees of the Group are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employee and the Group contribute monthly at a stipulated rate. The Group has no liability for future provident fund benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. **Gratuity** The Group provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation at each Balance Sheet Date using the Projected Unit Credit Method. The Group fully contributes all ascertained liabilities to The Trustees- Shriram Transport Finance Company Limited Employees Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the IRDA approved Insurance Companies. The group recognises the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with AS-15 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise. **Leave encashment** Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the Projected Unit Credit Method at the reporting date. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

	The Group presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.
(l)	**Income tax**
	Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. The un-recognised deferred tax assets are re-assessed by the Group at each Balance Sheet date and are recognised to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying cost of the deferred tax assets are reviewed at each Balance Sheet date. The Group writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.
	Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the group will pay normal income tax during the specified period i.e the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for credit available in respect of MAT under the Income tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT credit entitlement". The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.
(m)	**Segment reporting policies**
	Identification of segments: The Group's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate. **Unallocated items:** Unallocated items include income, expenses, assets and liabilities which are not allocated to any reportable business segment. **Segment policies :** The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.
(n)	**Earnings per share**
	Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

		For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
(o)	**Provisions**	
		A provision is recognised when the Group has a present obligation as a result of past event; it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
(p)	**Cash and cash equivalents**	
		Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, cheques on hand, remittances in transit and short term investments with an original maturity of three months or less.
(q)	**Equity shares and debentures issue expenses**	
		Expenses incurred on issue of equity shares are charged to Statement of Profit and Loss on a straight line basis over a period of 10 years. Public issue expenses, other than the brokerage, incurred on issue of debentures are charged off on a straight line basis over the weighted average tenor of underlying debentures. The brokerage incurred on issue of debentures is treated as expenditure in the year in which it is incurred. Expenses incurred for private placement of debentures, are charged to Statement of Profit and Loss in the year in which they are incurred.
(r)	**Borrowing costs**	
		Borrowing cost includes interest and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Ancillary and other borrowing costs are charged to Statement of Profit and Loss in the year in which they are incurred.
(s)	**Employee stock compensation costs**	
		In accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the Group measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.
(t)	**Contingent liabilities**	
		A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

Shriram Transport Finance Company Limited

Annexure VI

Notes forming part of the Reformatted consolidated Financial Statement

1. Earnings per share

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Net Profit after tax as per statement of profit and loss (Rs. in lacs) **(A)**	155,674.74	126,563.41	118,361.82	102,844.45	135,793.73
Weighted average number of equity shares for calculating Basic EPS (in lacs) **(B)**	2,268.83	2,268.83	2,268.83	2,268.83	2,268.76
Weighted average number of equity shares for calculating Diluted EPS (in lacs) **(C)**	2,268.83	2,268.83	2,268.83	2,268.83	2,268.76
Basic earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) **(A) / (B)**	68.61	55.78	52.17	45.33	59.85
Diluted earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) **(A) / (C)**	68.61	55.78	52.17	45.33	59.85

2. Gratuity and other post-employment benefit plans:

The Group has defined benefit gratuity plan. Every employee who has completed five years or more of service is eligible for a gratuity on separation at 15 days basic salary (last drawn salary) for each completed year of service. The scheme is funded with the insurance companies in the form of qualifying insurance policy.

The group has funded amounts [Rs. In lacs] as given in below table :-

FY 2017-18	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14
520.46	267.54	235.39	372.43	2022.67

As required by revised AS 15 'Employee Benefits' issued under Companies (Accounts) Rules, 2014, as amended, the following disclosures have been made:

Statement of Profit and Loss

Net employee benefit expense (recognized in statement of Profit and Loss)

(Rs. in Lacs)

Particulars	Gratuity				
	For the year March 31, 2018	For the year March 31, 2017	For the year March 31, 2016	For the year March 31, 2015	For the year March 31, 2014
Current service cost	407.94	400.28	387.34	352.87	348.84
Interest cost on benefit obligation	254.70	275.93	215.29	199.16	154.23
Expected return on plan assets	(252.26)	(239.10)	(213.46)	(180.42)	Nil
Net actuarial (gain) / loss recognised in the year/period	198.17	185.64	328.71	(30.84)	(270.36)
Past service cost	46.89	Nil	Nil	Nil	Nil
Net benefit expense*	**655.44**	**622.74**	**717.88**	**340.77**	**232.71**
Actual return on plan assets	329.11	264.50	256.62	239.79	51.10

Gratuity expenses as appearing in 'Employee Benefit Expenses' and as appearing above have following reconciliation items.

(Rs. in Lacs)

Particulars	Gratuity				
	For the year March 31, 2018	For the year March 31, 2017	For the year March 31, 2016	For the year March 31, 2015	For the year March 31, 2014
Gratuity expenses as per Employee benefit expense	683.62	660.57	704.30	725.50	232.72
Benefit obligation	(15.49)	(37.65)	Nil	Nil	Nil
Short provision for relieved employee	Nil	(0.17)	Nil	Nil	Nil
Gratuity transferred from other company	Nil	Nil	13.60	Nil	Nil
Net benefit expense as above	**655.44**	**622.74**	**717.88**	**340.77**	**232.71**

Gratuity expenses as per note 21 of Statement of Reformatted Consolidated Profit and Loss is net off benefit obligation of Rs. 15.49 lacs (March 31, 2017 - Rs. 37.65 lacs) on account of gratuity transferred from other company and short provision of relieved employees of Rs. Nil (March 31, 2017: Rs. 0.17 lacs).

Gratuity expense as per Note 21 of Statement of Reformatted Consolidated Profit and Loss for the year ended March 31, 2015 includes gratuity paid to trust on account of relieved employees Rs. 362.91 lacs, gratuity provision on account of relieved employees Rs. 13.29 lacs and gratuity transferred to/from other companies Rs. 8.53 lacs.

Balance sheet

Benefit asset/(liability)

(Rs. in Lacs)

Particulars	**Gratuity**				
	For the year March 31, 2018	**For the year March 31, 2017**	**For the year March 31, 2016**	**For the year March 31, 2015**	**For the year March 31, 2014**
Present value of defined benefit obligation	4,130.32	3,761.17	3,683.62	2,709.10	2,128.54
Fair value of plan assets	4,323.49	3,705.99	3,178.01	2,685.99	2,073.77
Surplus/(Deficit)	193.17	(55.20)	(505.61)	(23.11)	(54.77)
Less: Unrecognised past service cost	Nil	Nil	Nil	Nil	Nil
Plan asset / (liability)*	**193.17**	**(55.20)**	**(505.61)**	**(23.11)**	**(54.77)**

*Gratuity liability for the year ended March 31, 2017 disclosed under Annexure IV Note 5 Long term provisions, Note 8 Short term provisions and Note 18 Other current assets. is after netting off amount paid to trust on account of relieved/transferred employees Rs. 10.29 lacs (March 31, 2016: Rs. 271.76 lacs) lacs and gratuity transferred to other company Rs. Nil (March 31, 2016: Rs. 11.76 lacs).

Gratuity liability for the year ended March 31, 2015 disclosed under Annexure IV Note 8 Short term provisions includes gratuity provision on account of relieved employees Rs. 13.29 lacs and Rs. 0.16 lacs fund with insurance company.

Changes in the present value of the defined benefit obligation are as follows:

(Rs. in Lacs)

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Opening defined benefit obligation	3,761.16	3,683.62	2,709.10	2,128.54	1,927.94
Interest cost	254.70	275.93	215.29	199.16	154.23
Current service cost	407.94	400.28	387.34	352.87	348.84
Past Service Cost - Vested benefit incurred during the period	46.89	Nil	Nil	Nil	Nil
Liability transferred in/acquisitions	15.49	Nil	Nil	Nil	Nil
Benefits paid	(397.44)	(809.70)	Nil	Nil	(83.22)
On account of sale of Subsidiary	(233.44)	Nil	Nil	Nil	Nil
Actuarial (gains) / losses on obligation	275.02	211.04	371.89	28.53	(219.25)
Closing defined benefit obligation	**4,130.32**	**3,761.16**	**3,683.62**	**2,709.10**	**2,128.54**

Changes in the fair value of the plan assets are as follows:

(Rs. in Lacs)

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Opening fair value of plan assets	3,705.99	3,178.01	2,685.99	2,073.77	Nil
Expected return	252.26	239.10	213.46	180.42	Nil

Contributions by employer	897.89	1,073.17	235.39	372.43	2,022.67
Benefits paid	(397.44)	(809.70)	Nil	Nil	Nil
On account of sale of Subsidiary	(212.06)	Nil	Nil	Nil	Nil
Actuarial gains /(losses)	76.85	25.40	43.17	59.37	51.10
Closing fair value of plan assets	**4,323.49**	**3,705.99**	**3,178.01**	**2,685.99**	**2,073.77**

For the year ended March 31, 2018
The Group's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards gratuity is Rs. 278.80 lacs (March 31, 2017: Rs. 489.47 lacs).
For the year ended March 31, 2017
The Group's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards gratuity is Rs. 489.47 lacs (March 31, 2016: Rs. 936.09 lacs).
For the year ended March 31, 2016
The Group expects to contribute Rs.936.09 lacs to gratuity in the next year.
For the year ended March 31, 2015
The Group expects to contribute Rs. 410.45 lacs to gratuity in the next year.
For the year ended March 31, 2014
The Group did not contribute any amount to gratuity in 2012-13 as the scheme was unfunded.
The Group expects to contribute Rs. 407.63 lacs to gratuity in the next year.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
	%	%	%	%	%
Investments with insurer	100	100	100	100	100

The principal assumptions used in determining gratuity obligations for the Group's plan are shown below:

Particulars	**Gratuity**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Discount Rate	7.80%	7.22%	7.80%	7.95%	9.36%
Expected rate of return on assets	7.80%	7.22%	7.80%	7.95%	8.70%
Increase in compensation cost	5.00%	5.00%	5.00%	5.00%	5.00%
Employee Turnover*	7.50% and 20.00%	7.50% and 20.00%	7.50% and 20.00%	5% and 15%	5% and 10%

The estimates of future salary increases, considered in actuarial valuation, are on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
*7.5% (upto March 31, 2015: 5%) in case of employees with service period of more than 5 years and 20% (upto March 31 2015: 15% and upto March 31 2014: 10%) for all other employees.
For the year ended March 31, 2014
The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for the Current and previous four years are as follows:

(Rs. in Lacs)

Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Defined benefit obligation	**4,130.32**	**3,761.16**	**3,683.62**	**2,709.10**	**2,128.54**
Plan assets	4,323.49	3,705.99	3,178.01	2,685.99	2,073.77

Surplus / (deficit)	**193.17**	**(55.20)**	**(505.61)**	**(23.11)**	**(54.77)**
Experience adjustments on plan liabilities	454.92	49.00	200.11	(271.95)	58.31
Experience adjustments on plan assets	76.85	25.40	43.17	59.37	51.10

3. Segments

The Group has two reportable segment viz. providing finance to commercial vehicles, other loans (financing activities) and facilitating the buyers/sellers to sell their vehicles (facilitation service division) which have been identified in line with the Accounting Standard 17 on Segment Reporting, taking into the account organisational structure as well as differential risk and return of these segments. Each of the above activity is restricted to a common single geographical segment. Hence, no disclosure on geographic segment is warranted.

Year ended March 31, 2018 [Refer Annexure VI Note 15] **(Rs. in lacs)**

Particulars	**Financing activities**	**Facilitation service division #**	**Total**
Segment revenue	12,20,165.70	7,774.19	**12,27,939.89**
Less: Inter segment revenue	-	223.08	**223.08**
Total revenue	12,20,165.70	7,551.11	**12,27,716.81**
Segment results	2,16,528.33	1,549.08	**2,18,077.41**
Less: Interest on unallocated reconciling items			**0.39**
Add: Unallocated items [includes exceptional item of Rs. 12,309.12 lacs]			**18,549.26**
Profit before tax			**2,36,626.28**
Less: Income taxes			**81,180.06**
Profit after tax			**1,55,446.22**
Add: Share of profit of associate			**228.52**
Profit after taxes and share of profit of associate			**1,55,674.74**
Other information:			
Segment assets	87,97,302.25	-	**87,97,302.25**
Unallocated corporate assets			**51,302.46**
Total assets			**88,48,604.71**
Segment liabilities	75,68,264.04	-	**75,68,264.04**
Unallocated corporate liabilities			**21,541.16**
Total liabilities			**75,89,805.20**
Capital expenditure	7,340.83	48.18	**7,389.01**
Depreciation and amortisation	3,613.40	70.03	**3,683.43**
Other non-cash expenditure	3,14,200.34	31.29	**3,14,231.63**

Facilitation service division represented by the subsidiary company, in which the controlling stake has been sold off during the year ended, hence not consolidated. Consequently assets and liabilities are disclosed as Nil as on March 31, 2018.

Year ended March 31, 2017 **(Rs. in lacs)**

Particulars	Financing activities	Facilitation service division	Total
Segment revenue	10,82,874.44	7,637.72	**10,90,512.16**
Less Inter segment revenue	-	240.70	**240.70**
Total revenue	10,82,874.44	7,397.02	**10,90,271.46**
Segment results	1,93,058.38	575.00	**1,93,633.38**
Less: Interest on unallocated reconciling items			**4.01**
Add: Unallocated items			**175.61**
Profit before tax			**1,93,804.98**
Less: Income taxes			**67,241.57**
Profit after tax			**1,26,563.41**
Add: Share of profit of associate			**-**
Profit after taxes and share of profit of associate			**1,26,563.41**
Other information:			
Segment assets	73,96,671.65	3,000.17	**73,99,671.82**
Unallocated corporate assets			**44,896.14**
Total assets			**744,4,567.96**
Segment liabilities	62,85,744.33	3,937.64	**62,89,681.97**
Unallocated corporate liabilities			**21,692.80**
Total liabilities			**63,11,374.77**
Capital expenditure	1,733.61	37.15	**1,770.76**
Depreciation and amortisation	3,390.78	96.57	**3,487.35**
Other non cash expenditure	2,46,689.42	630.18	**2,47,319.60**

Year ended March 31, 2016

(Rs. in lacs)

Particulars	Financing activities	Facilitation service division	Total
Segment revenue	1,029,306.36	6,890.64	**1,036,197.00**
Segment results (Profit before tax and after interest on financing segment)	178,497.99	434.99	**178,932.98**
Less: Unallocated reconciling items	-	5.14	**5.14**
Net profit before tax			**1,78,927.84**
Less: Income Taxes			**60,566.02**
Net profit after tax			**1,18,361.82**
Add: Share of profit of associate			**-**
Net profit after taxes and share of profit of associate			**1,18,361.82**
Other information:			
Segment assets	6,751,778.70	7,899.87	**6,759,678.57**
Unallocated corporate assets	39,176.16	258.32	39,434.48
Total assets	**6,790,954.86**	**8,158.19**	**6,799,113.05**
Segment liabilities	5,763,918.76	2,819.76	**5,766,738.52**
Unallocated corporate liabilities	16,918.04	141.79	**17,059.83**

Total Liabilities	**5,780,836.80**	**2,961.55**	**5,783,798.35**
Capital expenditure	3,589.97	64.76	**3,654.73**
Depreciation	3,630.61	132.55	**3,763.16**
Other non cash expenditure	2,13,858.26	196.31	**2,14,054.57**

Year ended March 31, 2015 **(Rs. in lacs)**

Particulars	**Financing activities**	**Facilitation Service division**	**Total**
Segment revenue	911,446.33	6,515.34	**917,961.67**
Segment results (Profit before tax and after interest on financing segment)	164,620.71	350.12	**164,970.83**
Less: Unallocated reconciling items	-	15.28	**15.28**
Net profit before tax			**164,955.55**
Less: Income Taxes			**62,111.10**
Net profit after tax			**102,844.45**
Add: Share of profit of associate			**-**
Net profit after taxes and share of profit of associate			**102,844.45**
Other information:			
Segment assets	6,173,653.10	6,061.74	**6,179,714.84**
Unallocated corporate assets	35,504.46	142.14	**35,646.60**
Total assets	**6,209,157.56**	**6,203.88**	**6,215,361.44**
Segment liabilities	5,277,531.46	3,359.14	**5,280,890.60**
Unallocated corporate liabilities	7,747.27	141.79	**7,889.06**
Total Liabilities	**5,285,278.73**	**3,500.93**	**5,288,779.66**
Capital expenditure	4,398.56	124.54	**4,523.10**
Depreciation	4,108.61	206.88	**4,315.49**
Other non-cash expenditure	165,966.55	48.86	**166,015.41**

Year ended March 31, 2014

The Group has three reportable segments viz. Providing finance to commercial vehicles, other loans (Financing activities), Trading of Used Commercial vehicles (Trading Division) and Facilitating the buyers / sellers to sell their vehicles (Service Division) which have been identified in line with the Accounting Standard 17 on Segment Reporting, taking into the account organizational Structure as well as differential risks and returns of these segments. Each of the above activities is restricted to a common single geographical segment. Hence, no disclosure on geographic segment is warranted.

(Rs in Lacs)

Particulars	**Financing activities**	**Facilitation Service Division**	**Total**
Segment revenue	840,812.93	7,205.76	**848,018.69**
Segment results (Profit before tax and after interest on financing segment)	196,471.75	578.68	**197,050.43**
Less: Unallocated reconciling items	-	4.11	**4.11**
Net profit before tax			**197,046.32**
Less: Income Taxes			**61,252.59**
Net profit after tax			**135,793.73**
Add: Share of profit of associate			**-**
Net profit after taxes and share of profit of			**135,793.73**

associate			
Other information:			
Segment assets	5,191,433.63	6,689.01	**5,198,122.64**
Unallocated corporate assets	34,979.95	124.47	**35,104.42**
Total assets	**5,226,413.58**	**6,813.48**	**5,233,227.06**
Segment liabilities	4,374,560.34	3,082.70	**4,377,643.04**
Unallocated corporate liabilities	4,543.15	23.16	**4,566.31**
Total Liabilities	**4,379,103.49**	**3,105.86**	**4,382,209.35**
Capital expenditure	7,228.25	4,519.18	**11,747.43**
Depreciation	2,955.83	322.58	**3,278.41**
Other non cash expenditure	126,071.06	396.01	**126,467.07**

4. Employee Stock Option Plan

Employee Stock Option Plan-STFC		
	Series III	**Series VI**
Date of grant	09-Oct-06	13-May-09
Date of Board/committee Approval	06-Sep-06	13-May-09
Date of Shareholder's approval	13-Oct-05	13-Oct-05
Number of options granted	9,10,000	50,000
Method of Settlement (Cash/Equity)	Equity	Equity
Graded vesting period		
After 1 year of grant date	10% of options granted	10% of options granted
After 2 years of grant date	20% of options granted	20% of options granted
After 3 years of grant date	30% of options granted	30% of options granted
After 4 years of grant date	40% of options granted	40% of options granted
Exercisable period	10 years from vesting date	10 years from vesting date
Vesting Conditions	On achievement of predetermined targets.	

The Series wise details have been summarized below:

	2014	**2014**
	Series III	**Series VI**
	Number of Shares	**Number of Shares**
Outstanding at the beginning of the period (Number of Shares)	4,000	14,800
Add: Granted during the period (Number of Shares)	-	0
Less: Forfeited during the period (Number of Shares)	-	0
Less: Exercised during the period (Number of Shares)	4,000	14,800

Less: Expired during the period (Number of Shares)	-	-
Outstanding at the end of the period (Number of Shares)	-	-
Exercisable at the end of the period (Number of Shares)	-	-
Weighted average remaining contractual life (in years)	-	-
Weighted average fair value of options granted	74.85	201.45
Weighted Average Exercise Price(Rs.)	35.00	35.00

Stock Option Granted

Series III :

The weighted average fair value of stock options granted was Rs. 74.85. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2006	**2007**	**2008**	**2009**
Weighted average share price (Rs.)	111.25	111.25	111.25	111.25
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	31.85	31.85	31.85	31.85
Historical Volatility (%)	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	3.00	3.00	3.00	3.00
Average risk-free interest rate (%)	6.96	7.10	7.26	7.40
Expected dividend rate (%)	2.52	2.52	2.52	2.52

Series VI :

The weighted average fair value of stock options granted was Rs. 201.45. The Black Scholes model has been used for computing the weighted average fair value of options considering the following inputs:

	2009	**2010**	**2011**	**2012**
Weighted average share price (Rs.)	245.25	245.25	245.25	245.25
Exercise Price (Rs.)	35.00	35.00	35.00	35.00
Expected Volatility (%)	64.80	64.80	64.80	64.80
Historical Volatility (%)	NA	NA	NA	NA
Life of the options granted (Vesting and exercise period) in years	1.50	2.50	3.50	4.50
Expected dividends per annum (Rs.)	5.00	5.00	5.00	5.00
Average risk-free interest rate (%)	4.03	4.68	5.20	5.64
Expected dividend rate (%)	1.96	1.96	1.96	1.96

Employee Stock Option Plan- SAMIL & SEFCL		
	Series I(SAMIL)	**Series I(SEFCL)**
Date of grant	28-Jan-2014	28-Jan-2014
Date of Board/committee Approval	06-May-2013	28-Jan-2014
Date of Shareholder's approval	11-Nov-2013	11-Nov-2013
Number of options granted	1,00,000	1,70,000
Method of Settlement (Cash/Equity)	Equity	Equity
Graded vesting period		
After 1 year of grant date	20% of options granted	20% of options granted
After 2 years of grant date	30% of options granted	30% of options granted
After 3 years of grant date	50% of options granted	50% of options granted
Exercisable period	10 years from vesting date	10 years from vesting date
Vesting Conditions	On achievement of pre-determined targets	On achievement of pre-determined targets

Shriram Automall (India) Limited

	2017	**2016**	**2015**	**2014**
	Series I(SAMIL)	**Series I(SAMIL)**	**Series I(SAMIL)**	**Series I(SAMIL)**
	Number of Shares	**Number of Shares**	**Number of Shares**	**Number of Shares**
Outstanding at the beginning of the period (Number of Shares)	1,00,000	1,00,000	1,00,000	1,00,000
Add: Granted during the period (Number of Shares)	-	-	-	-
Less: Forfeited during the period (Number of Shares)	-	-	-	-
Less: Exercised during the period (Number of Shares)	-	-	-	-
Less: Expired during the period (Number of Shares)	-	-	-	-
Outstanding at the end of the period (Number of Shares)	1,00,000	1,00,000	- 1,00,000	1,00,000
Exercisable at the end of the period (Number of Shares)	-	-	-	-
Weighted average remaining contractual life (in years)	3.84	4.84	5.84	6.84
Weighted average fair value of options granted	27.40	27.40	27.40	34.31

Shriram Equipment Finance Company Limited

	2015	2014
	Series I(SEFCL)	Series I(SEFCL)
	Number of Shares	Number of Shares
Outstanding at the beginning of the period (Number of Shares)	1,70,000	
Add: Granted during the period (Number of Shares)	-	1,70,000
Less: Forfeited during the period (Number of Shares)	-	-
Less: Exercised during the period (Number of Shares)	-	-
Less: Expired during the period (Number of Shares)	-	-
Outstanding at the end of the period (Number of Shares)	1,70,000	1,70,000
Exercisable at the end of the period (Number of Shares)	1,70,000	1,70,000
Weighted average remaining contractual life (in years)	5.87	6.87
Weighted average fair value of options granted	7.78	51.29

Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position:

	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total compensation cost pertaining to employee share-based payment plan (entirely equity settled)	4.28	9.07	55.33	11.14
Liability for employee stock options outstanding as at year end	31.14	31.14	114.75	114.75
Deferred compensation cost	-	4.28	49.19	104.51

Since the enterprise used the intrinsic value method the impact on the reported net profit and earnings per share by applying the fair value based method is as follows:

In March 2005, ICAI has issued a guidance note on "Accounting for Employees Share Based Payments" applicable to employee based share plan the grant date in respect of which falls on or after April 1, 2005. The said guidance note requires that the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note, the impact on the reported net profit and earnings per share would be as follows:

	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit as reported (Rs. in lacs)	1,55,674.74	1,26,563.41	1,18,361.82	1,02,844.45	1,35,793.73
Add: Employee stock compensation under intrinsic value method (Rs. in lacs)	-	4.28	9.07	55.33	11.14
Less: Employee stock compensation under fair value method (Rs. in lacs)	-	3.81	8.08	19.39	12.21
Proforma profit (Rs. in lacs)	1,55,674.74	1,26,563.88	1,18,362.81	1,02,880.39	1,35,792.66
Earnings per share					
Basic (Rs.)					
- As reported	68.61	55.78	52.17	45.33	59.85
- Proforma	68.61	55.78	52.17	45.33	59.85
Diluted (Rs.)					
- As reported	68.61	55.78	52.17	45.33	59.85
- Proforma	68.61	55.78	52.17	45.33	59.85
Nominal Value	Rs. 10.00	Rs. 10.00	Rs. 10.00	Rs. 10.00	Rs. 10.00

5. Leases

Assets taken on lease

The Group has taken various office premises, furniture and fixtures, computers and plant and machinery under operating lease. The lease payments are recognized in the statement of profit & loss. Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. There are no restrictions imposed by lease arrangements. There are no sub leases.

(Rs. in Lacs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
The lease payments recognized in the statement of profit & loss	9776.27	8,910.43	8,346.60	7750.80	7,418.61
Period of non-cancellable operating lease agreements	11 to 180 months	11 to 180 months	11 to 180 months	6 to 144 months	6 to 144 months

The future minimum lease payments in respect of non-cancellable operating lease as at the balance sheet date are summarized below :

(Rs. in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Minimum Lease Payments:					
Not later than one year	3105.81	2,482.34	3,222.16	2,102.27	1,015.27
Later than one year but not later than five years	9835.17	5,300.09	6,570.19	4,053.62	1,623.74
Later than five years	3372.07	2,280.51	3,331.56	1,838.92	453.84

In case of assets given on lease

The Company has given office premises under operating lease. The income from operating lease recognised in the Statement of Profit and Loss are Rs. 20.90 lacs (March 31, 2017: Rs. 7.20 lacs). Agreements provide for cancellation by either party or contain clause for escalation and renewal of agreements. The non-cancellable operating lease agreement is for a period of 108 months.

The future minimum lease payments in respect of non-cancellable operating lease as at the Balance Sheet date are summarised below :

(Rs. in lacs)

Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Minimum lease payments:		
Not later than one year	14.66	-
Later than one year but not later than five years	64.12	-
Later than five years	8.43	-

6. In accordance with the Reserve Bank of India circular no.RBI/2006-07/ 225 DNBS (PD) C.C No. 87/03.02.004/2006-07 dated January 4, 2007, the Company has created a floating charge on the statutory liquid assets comprising of investment in Government Securities in favour of trustees representing the public deposit holders of the Company.

(Rs. in Lacs)

Circular Reference	**Master Direction – NBFC Acceptance of Public Deposits (Reserve Bank) Directions, 2016 Dated August 25, 2016**		**RBI/2006-07/ 225 DNBS (PD) C.C No. 87/03.02.004/2006-07 dated January 4, 2007**		
Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
The amount for which floating charge was created	140,376.00	140,376.00	116,276.00	76,576.00	34,076.00

7. Related Parties Disclosure

						(Rs. in Lacs)
	Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**
	Related party where control exists	Nil	Nil	Nil	Nil	Nil
	Other related parties					
	Enterprises having significant influence over the company	Shriram Capital Limited Shriram Ownership Trust Shriram Financial Ventures (Chennai) Private Limited Piramal Enterprises Limited Newbridge India Investments II Limited (Upto May 10, 2013)				
	Enterprises over which Key Management personnel has significant influence	Nil	Nil	Nil	Shriram Seva Sankalp Foundation (from March 13, 2015	Nil
	Associates	Shriram Automall India Limited (SAMIL) (from February 07, 2018)	Nil	Nil	Nil	Shriram Asset Management Company Limited (upto June 18, 2013)

Related parties as per AS 18 with whom transactions have taken place during the year	
Key Management Personnel	Mr. Umesh Revankar, Managing Director & CEO (till April 29, 2016 and from October 26, 2016 onwards)
	Mr. Jasmit Singh Gujral, Managing Director & CEO (from April 30, 2016 to October 25, 2016)
Relatives of Key Management Personnel	Mrs. Suchita U. Revankar (spouse of Managing Director)
	Master Shirish U. Revankar (son of Managing Director)
	Mr. Shreyas U. Revankar (son of Managing Director)
	Mrs. Geeta G. Revankar (mother of Managing Director)
	Mr. Anil G. Revankar (brother of Managing Director)

(Rs. In lacs)

Particulars	**Enterprises having significant influence over the company**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**

Payments/Expenses					
Royalty paid to Shriram Ownership Trust @	12,500.42	10,241.75	9,417.28	5,889.27	2,416.12
Data Sourcing Fees paid to Shriram Ownership Trust	-	-	-	-	674.89
Service charges paid to Shriram Capital Limited @	3,800.00	4,790.76	4,676.69	4,265.06	3,708.75
Service charges paid to Shriram Ownership Trust @	-	-	-	-	4,049.31
Equity dividend paid Ω					
- Shriram Capital Limited	6,509.03	5,910.32	5,910.32	4,728.25	4,104.08
- Piramal Enterprises Limited	2,486.00	2,260.00	2,260.00	-	-
Non-convertible debenture matured Ω					
- Shriram Capital Limited	-	5.00	-	-	-
Subordinated debt matured Ω					
- Shriram Capital Limited	48.34	28.80	28.09	-	-
Interest on subordinated debt					
- Shriram Capital Limited	39.52	42.51	42.16	12.03	-
Interest on non-convertible debenture					
- Shriram Capital Limited	-	0.30	0.54	0.54	-
Rent paid @					
- Shriram Capital Limited	99.63	328.71	202.47	89.80	19.35
Other administrative expenses @					
- Shriram Capital Limited	85.78	182.96	94.57	31.89	5.11
Refund of security deposit	100.41	-	-	-	-
Purchase of Fixed asset	568.34	-	-	-	-
Reimbursement of Petty cash	8.90	-	-	-	-
Receipts/Income					
Recovery of common sharing expenses					
- Shriram Capital Limited	1.42	2.39	-	-	-
Recovery of rent and electricity					
- Shriram Capital Limited	31.54	30.16	26.03	13.44	11.32

Particulars	Enterprises having significant influence	Particulars	Enterprises having significant influence	Particulars	Enterprises having significant influence

	over the company		over the company		over the company
	March 31, 2018		**March 31, 2018**		**March 31, 2018**
Balance outstanding at the year end					
Share capital					
- Shriram Capital Limited	5,917.30	5,917.30	5,910.32	5,910.32	5,910.32
- Piramal Enterprises Limited	2,260.00	2,260.00	2,260.00	-	-
Non-convertible debenture					
- Shriram Capital Limited	-	-	5.00	5.00	-
Rent receivable from Shriram Capital Limited	2.71	2.68	2.17	4.12	0.78
Rent payable to Shriram Capital Limited	-	-	42.14	-	-
Outstanding expenses					
- Shriram Capital Limited	1,026.23	1,404.60	283.42	13.69	3.65
- Shriram Ownership Trust	3,724.70	2,229.63	1,184.10	294.88	230.95
Subordinated debt					
- Shriram Capital Limited	262.80	311.14	339.94	268.03	-
Interest payable on subordinated debt					
- Shriram Capital Limited	91.71	79.11	65.57	25.24	-
Expenses recoverable from Shriram Capital Limited	0.12	0.10	-	-	-

(Rs. In lacs)

Particulars	**Associate**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Interest on subordinated debt					
- Shriram Automall India Limited	5.23	-	-	-	-
- Shriram Asset Management Company Limited	-	-	-	-	17.50
Interest on non-convertible debenture	-	-	-	-	
- Shriram Asset Management Company Limited	-	-	-	-	0.12
Rent paid @					
- Shriram Automall India Limited	85.28	-	-	-	-
- Shriram Asset Management Company Limited	-	-	-	-	0.39
Business mobilisation expenses paid to Shriram Automall India Limited@	78.98	-	-	-	-
Other administrative expenses @					

- Shriram Automall India Limited	7.45	-	-	-	-
Interest paid on inter-corporate deposit	35.35	-	-	-	-
Inter-corporate deposit repaid to Shriram Automall India Limited	360.00	-	-	-	-
Receipts/Income					
Recovery of common sharing expenses					
- Shriram Automall India Limited	6.02	-	-	-	-
Recovery of rent and electricity					
- Shriram Automall India Limited	36.38	-	-	-	-
- Shriram Asset Management Company Limited	-	-	-	-	1.16
Recovery of other administrative expenses					
- Shriram Automall India Limited	17.80	-	-	-	-
Unsecured loan and advances repaid by µ					
- Shriram Automall India Limited	14.93	-	-	-	-
Balance outstanding at the year end					
Investment in equity shares					
- Shriram Automall India Limited	1,336.96	-	-	-	-
Unsecured loan and advances recoverable					
- Shriram Automall India Limited	12.31	-	-	-	-
Subordinated debt					
- Shriram Automall India Limited	246.91	-	-	-	-
Interest payable on subordinated debt					
- Shriram Automall India Limited	39.67	-	-	-	-
Inter-corporate deposit received	2,835.00	-	-	-	-
Interest payable on inter-corporate deposit	50.28	-	-	-	-

(Rs. In lacs)

Particulars	**Key management personnel**				
	March 31, 2018	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**

Payments/Expenses					
Employee benefits for key management personnel					
- Mr. Umesh Revankar	59.26	40.51	52.45	48.15	65.28
- Mr. Jasmit Singh Gujral	-	46.85	-	-	-
Equity dividend paid Ω	-	-	3.57	2.95	3.13
- Mr. Umesh Revankar	-	0.03	0.39	0.35	0.22
Balance outstanding at the year end					
Share capital	-	-	1.85	1.85	5.52
Non-convertible debenture	-	-	3.00	3.00	3.00
Interest payable on non-convertible debenture	-	-	0.96	0.57	0.22

(Rs. In lacs)

	Relative of Key Management Personnel				
Particulars	**March-18**	**March-17**	**March-16**	**March-15**	**March-14**
Payments/Expenses					
Equity Dividend Paid Ω	0.02	0.01	0.01	-	-
Non-convertible Debenture Matured Ω	1.10	1.89	2.38	1.39	2.01
Fixed Deposit Matured Ω	1.96	0.74	-	-	1.02
Subordinated Debt Matured Ω	-	0.30	-	-	-
Interest on Fixed Deposit	5.15	0.19	0.54	0.32	0.15
Interest on Subordinate Debt	0.13	0.07	0.16	0.14	0.07
Interest on Non-convertible Debenture	0.19	0.32	1.59	1.76	1.64
Receipts/Income					
Non-convertible Debenture µ	-	-	-	-	3.29
Fixed Deposit µ	2.62	1.68	3.27	1.52	2.09
Subordinate Debts µ	-	-	-	-	0.80
Balance Outstanding at the year end					
Share Capital	0.02	0.02	0.02	-	-
Non-convertible Debenture					

	1.10	2.56	11.95	14.33	15.72
Interest payable on Non-convertible Debenture	0.12	0.15	0.92	1.31	1.19
Fixed Deposit	7.56	6.47	6.88	3.61	2.09
Interest payable on Fixed Deposit	1.13	0.91	1.00	0.44	0.12
Subordinated debt	0.80	0.80	1.10	1.10	1.10
Interest payable on subordinated debt	0.46	0.34	0.48	0.32	0.18

Ω Denotes payments

µ Denotes receipts

@ Income /expenses are presented excluding service tax/Goods and services tax

8. Contingent Liabilities not provided for

(Rs. in Lacs)

		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
a.	In respect of Income tax demands where the Company has filed appeal various authorities	7,516.72	15,105.47	14,285.88	17,494.75	52,678.52
b	VAT demand where the company has filed appeal before various authorities	12,775.93	11,112.10	8,019.55	4,944.18	2,621.14
c.	Demand in respect of Service tax including interest	31,131.75	12,882.57	12,833.93	12,833.93	12,824.07
d.	Guarantees and Counter Guarantees given for securitisation/insurance/lease	221,391.36	1,63,921.07	1,53,509.05	120,098.42	237,803.49

Future cash outflows in respect of (a), (b), (c) above are determinable only on receipt of judgements /decisions pending with various forums/authorities. The Company is of the opinion that above demands are not sustainable and expects to succeed in its appeals. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

Disputed income tax demands are on account of royalty, disallowance of ESOP expenses, 14A, derivatives, interest as per assessment orders, etc.

The company has received show-cause notice demanding service tax on services rendered towards provision of collection of receivables and liquidity facilities in respect of securitization/direct assignments for the period 2008-09 to 2014-15, the same contested by the company. SAMIL has received show cause notice demanding service tax on income from refurbishment of vehicles for the periods April 2011 upto June 2012 amounting to Rs. 39.28 lacs, irregular availment of input tax credit amounting to Rs. 25.80 lacs for the period April 2011 to March 2015, service tax on reimbursement expenses received amounting to Rs. 4.83 lacs for the period April 2013 to May 2014 and the same is contested by SAMIL. SAMIL has provided for service tax demands on refurbishment income and reimbursement of expenses including interest thereon. The Management of SAMIL believes that the ultimate outcome of this proceeding will not have a material effect on SAMIL's financial position and results of operations. Proportionate share of the Company on account of above show cause notices amounts to Rs. 31.15 lacs.

(Rs. in Lacs)

	Commitments not provided for	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
a.	Estimated amount of contracts remaining to be executed on capital account #	598.44	492.24	424.36	543.03	194.11
b.	Uncalled amount in investment in ICICI Investment Management Company Limited	-	747.02	809.83	809.83	1,046.96
c	Commitments related to loans sanctioned but undrawn	12,485.78	846.72	1,056.07	847.46	-

includes proportionate share in Contingent Liabilities and commitments of associate as of March 31, 2018.

9. Disclosures Relating to Securitisation

The information on securitisation of the Company as an originator in respect of outstanding amount of securitised assets is given below.

(Rs. in Lacs)

Sr. No.	Particulars	As at March 31,				
		2018	2017	2016	2015	2014
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	68	51	35	44	48
2	Total amount of securitised assets as per books of the SPVs sponsored	1,557,117.75	1,288,049.92	964,926.71	916,559.38	1,226,692.65
3	Total amount of exposures retained by the NBFC to comply with MRR as on the date of Balance Sheet					
	a) Off - Balance Sheet exposures					
	First loss	984.73	-	-	282.25	751.25
	Others	-	-	-	-	-
	b) On - Balance Sheet exposures					
	First loss	158,790.60	114,952.94	93,086.83	97,512.02	80,349.45
	Others	83,360.85	68,213.22	47,721.45	44,761.53	56,347.80
4	Amount of exposures to securitisation transactions other than MRR					
	a) Off – Balance sheet exposures					
	i) Exposure to own securitisations					
	First Loss	-	-	-	-	-
	Loss	124,085.10	71,921.05	76,122.94	100,438.85	96,464.92
	ii) Exposure to third party securitisations					
	First Loss					
	others					
	b) On- Balance Sheet					

	exposures					
	i) Exposure to own securitisation					
	First Loss	-	-	-	376.37	11,664.54
	others	53,987.58	67,725.77	30,969.18	17,208.72	27,307.99
	ii) Exposure to third party securitisation					
	First Loss	-	-	-	-	-
	others	-	-	-	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under par structure is given below:

(Rs. in Lacs)

Sr. No.	Particulars	As at March 31,				
		2018	**2017**	**2016**	**2015**	**2014**
1	No. of transactions assigned by the Company	24	24	25	16	55
2	Total amount outstanding	6,193.18	41,424.24	166,539.92	116,735.73	423,228.38
3	Total amount of exposures retained by the company to comply with MRR as on the date of Balance Sheet					
	a) Off - Balance Sheet exposures					
	First loss	-	-	-	-	-
	Others	-	-	-	-	-
	b) On - Balance Sheet exposures					
	First loss	-	-	-	-	-
	Others	762.56	4,984.80	18,474.88	12,716.68	23,841.58
4	Amount of exposures to assigned transaction other than MRR					
	a) Off – Balance sheet exposures					
	i) Exposure to own securitisations					
	First Loss	-	-	407.00	1,359.00	26,909.41
	Loss	-	-	271.00	3,083.00	97,287.54
	ii) Exposure to third party securitisations					
	First Loss					
	others					
	b) On- Balance Sheet exposures					
	i) Exposure to own securitisations					
	First Loss	-	-	-	-	19,737.27
	others	-	-	-	-	575.61
	ii) Exposure to third party securitisations					
	First Loss	-	-	-	-	-

	others	-	-	-	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under premium structure is given below:

(Rs. in Lacs)

Sr. No.	Particulars	As at March 31,				
		2018	2017	2016	2015	2014
1	No. of transactions assigned by the Company	-	-	-	-	6
2	Total amount outstanding	-	-	-	-	4,358.10
3	Total amount of exposures retained by the company to comply with MRR as on the date of Balance Sheet					
	a) Off - Balance Sheet exposures					
	First loss	-	-	-	-	-
	Others	-	-	-	-	-
	b) On - Balance Sheet exposures					
	First loss	-	-	-	-	-
	Others	-	-	-	-	-
4	Amount of exposures to assigned transaction other than MRR					
	a) Off – Balance sheet exposures					
	i) Exposure to own securitisations					
	First Loss	-	-	-	-	4,222.20
	Loss	-	-	-	-	1,831.00
	ii) Exposure to third party securitisations					
	First Loss	-	-	-	-	-
	others	-	-	-	-	-
	b) On- Balance Sheet exposures					
	i) Exposure to own securitisations					
	First Loss	-	-	-	-	1,754.36
	others	-	-	-	-	303.45
	ii) Exposure to third party securitisations					
	First Loss	-	-	-	-	-
	others	-	-	-	-	-

10 Based on the intimation received by the Group, some of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, the disclosures relating to amounts unpaid as at the year ended together with interest paid /payable are furnished below:

(Rs. in Lacs)

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**
The principal amount remaining unpaid to supplier as at the end of the year	-	-	-	-	-
The interest due thereon remaining unpaid to supplier as the end of the year	-	-	-	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointment day during the year	-	-	-	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-	-	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-	-	-	-

11 In addition to the auditors' remuneration shown in operating and other expenses, the Group has also incurred auditors' remuneration in connection with audit and related statutory services to be performed by auditors in connection with issue of securities.

(Rs. in Lacs)

	Particulars	**For the year ended March 31,**				
		2018	**2017**	**2016**	**2015**	**2014**
	Type of security	**Senior secured notes**	**Senior secured notes**	**-**	**Public issue of NCD**	**Public issue of NCD**
	Presentation under	**Professional charges resource mobilisation Note**	**Professional charges resource mobilisation Note**	**-**	**Other assets Note**	**Other assets Note**
	Total Expenses incurred	26.16	126.37	-	60.61	120.62
	Out of pocket expenses included in above	-	2.45	-	1.06	1.52

12	**Expenditure in foreign currency (accrual basis)**					**(Rs. in Lacs)**
	Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**
	Computer Software	-	-	14.24	-	7.33
	Resource Mobilisation	1,721.21	1,351.05	27.18	-	-
	Membership fees	0.16	0.17	0.10	0.16	-
	Advertisement	-	-	20.20	-	-
	Listing fees	12.24	16.77	-	-	-
	Rating fees	-	-	-	-	43.90
	Computer charges	-	-	-	1.94	-
	Total	**1,733.61**	**1,367.99**	**61.72**	**2.10**	**51.23**

13 Details of CSR Expenses **(Rs in Lacs)**

	Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
a)	**Gross Amount required to be spent by the Group during the year**	3,699.14	3,654.40	3,815.28	4,059.92
b)	**Amount Spent during the year**				
	- On purposes other than construction/acquisition of any asset				
	Paid in cash	1,881.50	1,194.65	1,863.73	691.82
	Yet to be paid				
	Total	1,881.50	1,194.65	1,863.73	691.82

14.	During the year pursuant to Reserve Bank India (RBI) notification no. DNBR 011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from 120 days to 90 days and increased contingent provision on standard assets from 0.35% to 0.40% and applied the revised norms in the last quarter of the year. Had the Company continued to use the earlier policy of classification of NPA and contingent provision on standard assets, provisions and write offs for the year ended March 31, 2018 would have been lower by Rs. 72,156.19 lacs, revenue from operations for the same period would have been higher by Rs. 2,717.25 lacs and profit before tax for the same period would have been higher by Rs. 74,873.44 lacs (net of tax Rs. 48,961.24 lacs).

15.	During the year ended March 31, 2018, the Company has sold the controlling stake in its wholly owned subsidiary, Shriram Automall India Limited (SAMIL) to the extent of 16,630,435 equity shares (representing 55.44% of paid-up capital) @ Rs. 94.03 per share for a total consideration of Rs.15,637.60 lacs to MXC Solutions India Private Limited (MXC). Consequently, SAMIL has ceased to be a subsidiary and has been treated as an associate of the Company from February 7, 2018 for purpose of the consolidated financial statement. Profit arising on the sale of SAMIL shares amounting to Rs 12,309.12 lacs has been disclosed as Exceptional Items in the Statement of Reformatted Consolidated Profit and Loss.

16. Movement in provisions

(Rs. in lacs)

Particular	As at March 31, 2017	Additional provision made during the year	Utilisation/reversal during the year	As at March 31, 2018
Provision for service tax-contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	1,092.88	19.71	-	1,112.59

(Rs. in lacs)

Particular	As at March 31, 2016	Additional provision made during the year	Utilisation/reversal during the year	As at March 31, 2017
Provision for service tax-contested	8,793.99	-	-	8,793.99
Provision for value added tax-contested	1,096.15	137.92	141.19	1,092.88

Particular	As at March 31, 2015	Additional provision made during the year	Utilisation/reversal during the year	As at March 31, 2016
Provision for service tax-contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	988.00	108.15	-	1,096.15

(Rs. in lacs)

Particular	As at March 31, 2014	Additional provision made during the year	Utilisation/reversal during the year	As at March 31, 2015
Provision for service tax-contested	8,793.99	-	-	8,793.99
Provision for value added tax-contested	412.34	575.66	-	988.00

(Rs. in lacs)

Particular	As at March 31, 2014	Additional provision made during the year	Utilisation/reversal during the year	As at March 31, 2015
Provision for service tax-contested	8,793.99	-	-	8,793.99
Provision for value added tax- contested	412.34	-	-	412.34

The above provisions relate to disputed tax demands in relation to VAT and Service tax. Due to the very nature of such provisions and the litigations involved, it is not possible to estimate the timing/ uncertainties relating to their outflows.

17. Details of Net Assets taken over and transfer to Capital reserve is as under:

Pursuant to the scheme of amalgamation ('the Scheme') of erstwhile Shriram Equipment Finance Company Limited (SEFCL) with the Company under Sections 391 to 394 of the Companies Act, 1956 sanctioned by Hon'ble High Court of Madras on March 31, 2016 entire business and all assets and liabilities of Shriram Equipment Finance Company Limited were transferred and vested in the Company effective from April 1, 2015. Accordingly the Scheme has been given effect to in these financial statements.

SEFCL was non-banking finance Company 'NBFC' engaged in business of equipment financing.

The amalgamation has been accounted for under the "Pooling of Interest" method as prescribed by the Accounting Standard 14 "Accounting for Amalgamations" notified under the Companies (Accounts) Rules, 2014. Accordingly, the accounting treatment has been given as under:-

(i) The assets and liabilities as at April 1, 2015 were incorporated in the financial statement of the Company at its book value

(ii) Debit balance in the Statement of Profit and Loss of SEFCL as at April 1, 2015 amounting to Rs. 3,503.89 lacs was adjusted in "Surplus in Statement of Profit and Loss".

(iii) Credit balance in the Statutory Reserve pursuant to section 45-IC of the RBI Act, 1934 of SEFCL as at April 1, 2015 amounting to Rs. 4,655.65 lacs was adjusted in "Statutory Reserve pursuant to section 45- IC of the RBI Act, 1934".

(iv) SEFCL been wholly owned subsidiary, the entire share capital i.e. 10,000,000 Equity Shares of Rs.10/- each fully paid & 25,000,000 0.01% Preference Share of Rs. 100/- each in Shriram Equipment Finance Company Limited, held as investment by the Company stands cancelled.

18. The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as provided in the Table below:-

(Rs. in lacs)

Particulars	**SBNs**	**Other denomination notes**	**Total**
Closing cash in hand as on 08.11.2016	**10,000.79**	**234.17**	**10,234.96**
(+) Permitted receipts	**-**	35,535.26	**35,535.26**
(-) Permitted payments	**-**	1,813.40	**1,813.40**
(-) Amount deposited in Banks	10,000.79	32,341.19	**42,341.98**
Closing cash in hand as on 30.12.2016	**-**	**1,614.84**	**1,614.84**

In the ordinary course of business, loan borrowers and customers of the Group have directly deposited cash as part of their loan repayments/dues in the collection bank accounts of the Company with various banks, aggregating to Rs. 60,729.41 lacs during the period November 9, 2016 to December 30, 2016 the denomination wise details of which are currently not available with the Company and hence not included in the above table.

Explanation : For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 8, 2016.

19.	**Previous year's comparatives**
	Previous year's figures have been regrouped / rearranged, wherever considered necessary, to conform with current year's presentation.

As per our report of even date

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

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

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

Anup Mundhra
Partner
Membership No. 061083

Sangeeta Gupta
Partner
Membership No. 064225

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Mumbai
Date:

Shriram Transport Finance Company Limited

Annexure VII

Accounting ratio

Sr No	Particular	For the year ended March 31,				
		2018	**2017**	**2016**	**2015**	**2014**
	Number of equity shares at the beginning of the year	226,882,736	226,882,736	226,882,736	226,882,736	226,863,936
	Number of equity Shares at the end of the year	226,882,736	226,882,736	226,882,736	226,882,736	226,882,736
	Weighted average number of shares Rs. 10/-each	226,882,736	226,882,736	226,882,736	226,882,736	226,873,336
	Dilutive effect on weighted average number of shares	-	-	-	-	-
	Net Profit after tax available for equity shares (Rs. in lacs)	155,674.74	126,563.41	118,361.82	102,844.45	135,793.73
	Shareholders Fund at the end of the year (Rs. in lacs)*	1,258,799.01	1,133,193.19	1,017,548.33	926,581.78	851,017.71
	Average Shareholders Fund during the year (Opening + Closing)/2 (Rs. in lacs)	1,195,996.10	1,075,370.76	972,065.06	888,799.74	792,402.44
A	Basic Earnings Per Share (EPS) Rs.	68.61	55.78	52.17	45.33	59.85
B	Dilutive Earnings Per Share (EPS) Rs.	68.61	55.78	52.17	45.33	59.85
	Return on Shareholders Fund (%)					
C	Considering Shareholders Fund at the end of the year	12.37%	11.17%	11.63%	11.10%	15.96%
D	Considering Average Shareholders Fund during the year	13.02%	11.77%	12.18%	11.57%	17.14%
E	Net Asset value Per Share Rs.	554.82	499.46	448.49	408.40	375.09
	Borrowings (Rs. in lacs)	6,331,915.83	5,307,959.22	4,979,000.80	4,669,451.92	3,863,047.12
F	Debt Equity Ratio	5.03	4.69	4.90	5.06	4.56

Shriram Transport Finance Company Limited

Annexure VII

Accounting ratio

Notes :

A	Basic Earning Per Share (EPS) Rs.	Net Profit Shareholder to Equity Shareholder / Weighted Average Number equity shares outstanding during the year
B	Dilutive Earning Per Share (EPS) Rs.	Net Profit available to Equity Shareholders / Weighted average number of diluted equity shares outstanding during the year
C	Return on Shareholders Fund considering shareholders Fund at the end of the year (%)	Net Profit After Tax / Shareholder's Fund at the end of the year
D	Return on Shareholders Fund considering average Shareholders Fund during the year (%)	Net Profit After Tax / Average Shareholder Fund during the year
E	Net Asset value of shares	Shareholder's Fund at the end of the year / Number of equity shares outstanding at the end of the year
F	Debt Equity	Long Term Borrowings+Short Term Borrowings+Current maturities of Long Term Borrowings / Shareholder's Fund at the end of the year- Miscellaneous expenditure (to the extent not written off or adjusted)

* Shareholder's fund = Share Capital + Reserve and surplus

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

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

Shriram Transport Finance Company Limited

Annexure VIII

Capitalisation statement

The debt equity ratio prior to this Issue is based on a total outstanding consolidated debt of Rs. 6,331,915.83 lacs and shareholder funds (net of Miscellaneous expenditure to the extent not written off or adjusted) amounting to Rs. 1,258,771.72lacs as on March 31, 2018. The debt equity ratio post the Issue (assuming subscription of Rs. 5,00,000.00 lacs) is 5.43 times, based on a total outstanding debt of Rs. 6,831,915.83 lacs and shareholders fund (net of Miscellaneous expenditure to the extent not written off or adjusted) of Rs. 1,258,771.72 lacs as on March 31, 2018.

(**Rs. in lacs)**

Particulars	Prior to the Issue	Post the Issue*
Secured loans as on March 31, 2018 #	4,615,334.00	5,115,334.00
Unsecured loans as on March 31, 2018 #	1,716,581.83	1,716,581.83
Total Debt	6,331,915.83	6,831,915.83
Share capital as on March 31, 2018	22,690.67	22,690.67
Reserves as on March 31, 2018	1,236,108.34	1,236,108.34
Total Shareholders Fund	1,258,799.01	1,258,799.01
Less: Miscellaneous expenditure (to the extent not written off or adjusted) as on March 31, 2018	27.29	27.29
Total	1,258,771.72	1,258,771.72
Debt Equity Ratio (Number of times) $	5.03	5.43

includes Long-term borrowings, Short-term borrowings and Current maturities of long term debts

$$\$ \text{ Debt Equity} = \frac{\text{Long Term Borrowings+Short Term Borrowings+Current maturities of Long Term Borrowings}}{\text{Shareholders Fund- Miscellaneous expenditure (to the extent not written off or adjusted)}}$$

* The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of Rs. 5,00,000.00 lacs from the Issue, as on March 31, 2018 and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

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

Umesh Revankar
Managing Director & CEO
DIN: 00141189

Parag Sharma
Executive Director & CFO

Vivek M. Achwal
Company Secretary

Mumbai
Date:

Mumbai
Date:

DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

Details of Secured Borrowings:

Our Company's secured borrowings (gross of unamortised discount of ₹ 118.20 lakhs) as on March 31, 2018 amount to ₹ 46,15,452.20 lakhs on a standalone basis. The details of the borrowings are set out below:

Term Loans from Banks:**

(₹ in lakhs)

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
1	South Indian Bank	March 28, 2014	10,000.00	615.12	June 27, 2018	16 Quarterly Installments starting after a holiday period of 3 months	If closed from own sources after 2 years- NIL, before 2 years 1% of prepaid amount and taken over by other bank 2% of prepaid amount
2	Vijaya Bank	June 26, 2014	10,000.00	601.20	July 1, 2018	16 Quarterly Installments	--
3	Canara Bank	September 29, 2014	25,000.00	3,125.00	September 29, 2018	16 Quarterly Installments	2% p.a. of the amount prepaid
4	Oriental Bank of Commerce	September 30, 2013	40,000.00	3,949.78	September 29, 2018	20 Quarterly Installments	1% p.a., in case Company repays, interest not applicable
5	Indian Bank	September 30, 2013	25,000.00	2,456.92	September 29, 2018	10 Half Yearly Installments	NA
6	Bank of Baroda	March 28. 2014	50,000.00	9,997.94	March 27, 2019	20 Quarterly Installments	NA
7	State Bank of India	March 28. 2014	50,000.00	5,000.00	June 27, 2018	48 Monthly Installments After 3 Months Moratorium (45 Installments for 10 crores and 3 Installments for 16.67 crores)	2% of prepaid amount
8	Karnataka Bank	June 12, 2014	12,500.00	3,125.00	June 11, 2019	20 Quarterly Installments	NA
9	Indian Overseas Bank	June 30, 2014	10,000.00	623.17	June 29, 2018	16 Quarterly Installments	NA
10	Federal Bank	August 19. 2014	7,500.00	2,812.50	August 19, 2019	16 Quarterly Installments With 1 Year Moratorium Period	NA
11	Canara Bank	September 25, 2014	50,000.00	6,250.00	September 25, 2018	16 Quarterly Installments	2% p.a Prepayment charges
12	Punjab And Sind Bank	September 29, 2014	10,000.00	2,999.55	September 29. 2019	20 Quarterly Installments	1% p.a of the prepaid amount
13	Indian Bank	September 29, 2014	50,000.00	6,251.14	September 29, 2018	16 Quarterly Installments	NA
14	Industrial Development Bank of India	September 29, 2014	50,000.00	6,250.00	October 1, 2018	16 Quarterly Installments	1% premium in case prepayment without approval of bank
15	HDFC Bank	September 30, 2014	30,000.00	3,750.00	September 30, 2018	16 Quarterly Installments	NA

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
16	Andhra Bank	December 12, 2014	30,000.00	3,954.89	September 30, 2018	15 Quarterly Installments	2% on outstanding preclosure charges
17	Karnataka Bank	December 29, 2014	5,000.00	937.50	December 29, 2018	16 Quarterly Installments	NA
18	Syndicate Bank	December 30, 2014	50,000.00	9,374.95	December 30, 2018	16 Quarterly Installments	In case prepaid within 1 year, penalty @ 2% thereafter @ 1%
19	Bank of India	December 31, 2014	30,000.00	10,500.00	December 31, 2019	20 Quarterly Installments	NA
20	State Bank of Hyderabad	December 31, 2014	7,500.00	2,623.23	December 31, 2019	20 Quarterly Installments	2% of prepaid amount
21	Oriental Bank of Commerce	December 31, 2014	25,000.00	8,744.72	December 31, 2019	20 Quarterly Installments	NA
22	Bank of Maharashtra	December 31, 2014	50,000.00	17,494.45	December 31, 2019	20 Quarterly Installments	NA
23	State Bank of India	February 18, 2015	25,000.00	9,375.00	August 18, 2019	16 Quarterly Installments Commencing after the Moratorium Period of 6 months from the date of disbursement	2% of prepaid amount
24	Axis Bank	February 18, 2015	25,000.00	5,000.00	August 18, 2018	10 Quarterly Installments Commencing from 15th month from the Date of Disbursement	Applicable but as per terms and conditions of the bank
25	Axis Bank	February 25, 2015	50,000.00	10,000.00	August 25, 2018	10 Quarterly Installments Commencing from 15th month from the Date of Disbursement	Applicable but as per terms and conditions of the bank
26	Bank of Baroda	March 26, 2015	30,000.00	11,987.86	March 26, 2020	20 Quarterly Installments	NA
27	Dena Bank	March 30, 2015	25,000.00	9,897.49	March 30, 2020	20 Quarterly Installments	NA
28	State Bank of India	March 31, 2015	10,000.00	3,750.00	September 30, 2019	16 Quarterly Installments Commencing after the Moratorium Period of 6 months from the Date of Disbursement	2% of prepaid amount
29	Punjab and Sind Bank	March 31, 2015	20,000.00	7,999.88	March 31, 2020	20 Quarterly Installments	NA
30	United Bank of India	March 31, 2015	15,000.00	3,750.00	March 31, 2019	16 Quarterly Installments	NA
31	State Bank of Travancore	June 11, 2015	15,000.00	4,686.98	May 30, 2019	16 Quarterly Installments	NA
32	Vijaya Bank	June 18, 2015	25,000.00	14,062.50	June 18, 2020	16 Quarterly Installments	NA

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
						Commencing after a Moratorium Period of 12 Months	
33	Hongkong and Shanghai Banking Corporation Limited	June 19, 2015	36,000.00	3,000.00	June 19, 2018	36 Monthly Installments	Applicable but as per terms and conditions of the bank
34	State Bank of Mauritius	June 29, 2015	2,000.00	200.00	June 29, 2018	10 Quarterly Installments Starting after a Moratorium Period of 6 months	NA
35	Indian Overseas Bank	August 21, 2015	35,000.00	13,128.47	August 21, 2019	16 Quarterly Installments	NA
36	Oriental Bank of Commerce	September 16, 2015	32,500.00	16,249.71	September 16, 2020	20 Quarterly Installments	2% of outstanding amount
37	Central Bank of India	September 22, 2015	30,000.00	9,996.18	September 22, 2018	3 Yearly Installments	Waived at the time of reset to pay within 30 days otherwise 1% of prepaid amount
38	Bank of Maharashtra	September 28, 2015	50,000.00	24,996.70	September 28, 2020	20 Quarterly Installments	NA
39	Syndicate Bank	September 29, 2015	30,000.00	15,000.00	September 29, 2020	20 Quarterly Installments	2% of prepaid amount within minimum period, 1% beyond minimum period
40	Bank of India	September 30, 2015	30,000.00	15,000.00	September 30, 2020	20 Quarterly Installments	Applicable but as per terms and conditions of the bank
41	Bank of Baroda	October 19, 2015	50,000.00	27,487.24	October 19, 2020	20 Quarterly Installments	NA
42	State Bank of Patiala	December 23, 2015	20,000.00	10,978.62	December 23, 2020	20 Quarterly Installments	2% of prepaid amount
43	Syndicate Bank	29-Dec-15	20,000.00	11,000.00	December 29, 2020	20 Quarterly Installments	2 % of prepaid amount within Minimum Period, 1% beyond minimum period
44	State Bank of Hyderabad	December 30, 2015	20,000.00	10,994.70	December 30, 2020	20 Quarterly Installments	2% of prepaid amount
45	State Bank of India	December 31, 2015	50,000.00	27,500.00	December 31, 2020	20 Quarterly Installments	2% of prepaid amount
46	State Bank of Bikaner and Jaipur	December 31, 2015	20,000.00	10,997.42	December 31, 2020	20 Quarterly Installments	NA
47	Punjab and Sind Bank	December 31, 2015	20,000.00	11,000.58	December 31, 2020	20 Quarterly Installments	1% p.a
48	Federal Bank	December 31, 2015	15,000.00	3,741.00	December 31, 2018	36 Monthly Installments (35 Installments of 4.17 crores and 1 Installment of 4.05 crores)	NA

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
49	Dena Bank	December 31, 2015	20,000.00	10,980.57	December 31, 2020	20 Quarterly Installments	NA
50	HDFC Bank	February 29, 2016	15,000.00	7,500.00	February 29, 2020	16 Quarterly Instalments	No prepayment charges in case call option
51	Woori Bank	February 29, 2016	5,500.00	2,016.67	February 28, 2019	30 Monthly Installments Starting After 6 Months Moratorium	Applicable but as per terms and conditions of the bank
52	Dena Bank	March 18, 2016	50,000.00	29,951.60	March 18, 2021	20 Quarterly Installments	NA
53	Punjab and Sind Bank	March 28, 2016	30,000.00	18,001.27	March 28, 2021	20 Quarterly Installments	NA
54	HDFC Bank	March 28, 2016	10,000.00	5,000.00	March 28, 2020	16 Quarterly Installments	No prepayment charges in case call option
55	The Zoroastrian Cooperative Bank Limited	March 29, 2016	400.00	200.02	March 29, 2020	16 Quarterly Installments	2% on outstanding balance
56	State Bank of Travancore	March 31, 2016	15,000.00	8,999.01	March 31, 2021	20 Quarterly Installments	NA
57	Punjab National Bank	March 31, 2016	50,000.00	16,246.82	February 28, 2019	12 Quarterly Installments (11 Installments of 4200 and 1 Installment of 3800)	2% of outstanding amount
58	Axis Bank	June 3, 2016	30,000.00	21,000.00	December 3, 2019	10 Quarterly Installments, Commencing from 15th Month from the Date of Disbursement	Applicable but as per terms and conditions of the bank
59	HDFC Bank	June 14, 2016	10,000.00	5,625.00	June 14, 2020	16 Quarterly Installments	No prepayment charges in case call option
60	Karnataka Bank	June 23, 2016	15,000.00	15,000.00	June 23, 2020	12 Quarterly Installments after Initial Holiday Period of 24 Months	NA
61	ICICI Bank Limited	June 30, 2016	15,000.00	7,500.00	June 30, 2019	10 Quarterly Installments Commencing after 6 Months Moratorium	1% prepayment premium
62	Kotak Mahindra Bank	August 23, 2016	12,000.00	4,500.00	August 23, 2018	3 Installments	NA
63	HDFC Bank	August 31, 2016	25,000.00	15,625.00	August 31, 2020	16 Quarterly Installments	No prepayment charges in case call option
64	Syndicate Bank	September 15, 2016	50,000.00	35,000.00	September 15, 2021	20 Quarterly Installments	1% p.a on amount prepaid
65	Andhra Bank	September 29, 2016	25,000.00	16,658.65	September 29, 2020	15 Quarterly Installments	NA

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
						Commencing after a Moratorium Period of one Quarter from the Date of Disbursement	
66	Industrial Development Bank of India	September 30, 2016	30,000.00	26,250.00	September 30, 2021	16 Quarterly Installments Commencing After 1 Year Moratorium	1% premium in case prepayment without approval
67	Bank of India	September 30, 2016	50,000.00	35,000.00	September 30, 2021	20 Quarterly Installments	Applicable but as per terms and conditions of the bank
68	ICICI Bank Limited	September 30, 2016	5,000.00	3,000.00	September 29, 2019	10 Quarterly Installments 1st Installment Due on Last Day of 9thMonth From the Date of Disbursement	1% on prepaid amount
69	Indian Bank	November 30, 2016	50,000.00	37,495.25	November 30, 2021	20 Quarterly Installments Starting from Date of Disbursement	NA
70	Barclays Bank	December 29, 2016	30,000.00	11,250.00	December 28, 2018	8 Quarterly Installments	NA
71	Federal Bank	December 30, 2016	3,500.00	2,041.67	December 30, 2019	36 Monthly Installments	2% of amount prepaid
72	Kotak Mahindra Bank	December 31, 2016	5,000.00	2,916.67	December 31, 2019	36 Monthly Installments	NA
73	South Indian Bank	December 31, 2016	5,000.00	3,750.35	December 31, 2021	20 Quarterly Installments	0.5% p.a on the amount prepaid
74	HDFC Bank	January 31, 2017	10,000.00	7,500.00	January 31, 2021	16 Quarterly Installments	No prepayment charges in case call option
75	HDFC Bank	February 28, 2017	10,000.00	7,500.00	February 28, 2021	16 Quarterly Instalments	No prepayment charges in case call option
76	Karnataka Bank	March 21, 2017	10,000.00	8,000.00	March 21, 2022	20 Quarterly Installments	2% on outstanding balance
77	Union Bank of India	March 27, 2017	50,000.00	39,999.59	March 27, 2022	20 Quarterly Installments	1% prepayment charges
78	Bank of India	March 30, 2017	50,000.00	40,000.00	March 31, 2022	20 Quarterly Installments	NA
79	Punjab And Sind Bank	March 31, 2017	25,000.00	19,999.98	March 31, 2022	20 Quarterly Installments	Applicable but as per terms and conditions of the bank
80	Citi Bank	March 31, 2017	12,833.37	12,878.73	April 3, 2018	Bullet - 03/04/2018	NA
81	Hongkong and Shanghai Banking Corporation Limited	April 28, 2017	25,000.00	25,000.00	April 28, 2018	Bullet 28/04/2018	Applicable but as per terms and conditions of the bank
82	HDFC Bank	March 31, 2017	15,000.00	12,187.50	31-May-21	16 Quarterly Installments	No prepayment charges in case call option
83	Abudhabi Bank	June 9, 2017	5,400.00	4,500.00	June 9, 2020	6 Half Yearly Installments	2% of amount prepaid

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
84	ICICI Bank Limited	June 30, 2017	20,000.00	18,000.00	June 30, 2020	10 Quarterly Installments	1% on principal amount
85	ICICI Bank Limited	June 30, 2017	5,000.00	4,500.00	June 30, 2020	10 Quarterly Installments	1% on principal amount
86	Firstrand Bank Ltd	July 14, 2017	4,300.00	4,300.00	June 14, 2018	Bullet repayment	NA
87	Mizuho Bank Ltd	July 24, 2017	10,000.00	10,000.00	July 24, 2018	Bullet repayment	NA
88	Mizuho Bank Ltd	July 21, 2017	20,000.00	20,000.00	July 23, 2018	Bullet repayment	NA
89	Kotak Mahindra Bank	July 31, 2017	6,000.00	4,666.67	July 31, 2020	36 Monthly Installments	NA
90	Hongkong And Shanghai Banking Corp Ltd	August 4, 2017	15,000.00	15,000.00	August 4, 2018	Bullet repayment	Applicable but as per terms and conditions of the bank
91	Union Bank of India	August 29, 2017	50,000.00	44,998.89	August 29, 2022	20 Quarterly Instalments Commencing of Rs. 25 Crore Each	NA
92	Bank of India	September 22, 2017	20,000.00	18,000.00	September 22, 2022	20 Quarterly Installments	NA
93	Citi Bank	September 28, 2017	10,000.00	10,000.00	September 27, 2018	Bullet repayment	NA
94	Bank of Tokyo	September 28, 2017	18,000.00	18,000.00	September 28, 2018	Bullet repayment	NA
95	HDFC Bank	September 28, 2017	5,000.00	4,375.00	September 28, 2021	16 Quarterly Installments	No prepayment charges in case call option
96	Punjab and Sind Bank	September 28, 2017	24,000.00	21,600.51	September 28, 2022	20 Quarterly Installments	NA
97	ICICI Bank Limited	September 27, 2017	6,000.00	5,400.00	September 27, 2019	7 Quarterly Installments - 6 Quarters Of 6cores Each and Last Quarter Of 24 crores	1% prepayment Premium
98	ICICI Bank Limited	September 28, 2017	7,500.00	7,500.00	September 28, 2018	Bullet repayment	1% prepayment Premium
99	Ratnakar Bank	October 30, 2017	10,000.00	10,000.00	October 30, 2018	Bullet repayment	2% of prepayment amount
100	Syndicate Bank	November 13, 2017	16,000.00	15,200.00	November 13, 2022	20 Quarterly Installments	2 % up to one year, thereafter no prepayment charges
101	Deutsche Bank	November 14, 2017	5,000.00	5,000.00	November 14, 2019	Bullet repayment	NA
102	Deutsche Bank	November 15, 2017	5,000.00	5,000.00	November 15, 2019	Bullet repayment	NA
103	Deutsche Bank	November 16, 2017	5,000.00	5,000.00	November 16, 2019	Bullet repayment	NA
104	Deutsche Bank	November 17, 2017	5,000.00	5,000.00	November 17, 2019	Bullet repayment	NA
105	Deutsche Bank	November 20, 2017	5,000.00	5,000.00	November 20, 2019	Bullet repayment	NA
106	Deutsche Bank	November 21, 2017	5,000.00	5,000.00	November 21, 2019	Bullet repayment	NA
107	Shinhan Bank	November 27, 2017	5,000.00	5,000.00	November 27, 2019	10 Quarterly Installments	NA

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
						Commencing From 1 Sept 2018	
108	Ratnakar Bank	November 28, 2017	10,000.00	10,000.00	November 28, 2018	Bullet repayment	No prepayment allowed up to June 30, 2018, there after 2% of prepayment amount without 30 days prior notice
109	Indian Bank	November 14, 20174-Nov-17	30,000.00	28,499.84	November 14, 2022	20 Quarterly Installments	NA
110	Hongkong and Shanghai Banking Corporation Limited	December 27, 2017	40,000.00	40,000.00	December 27, 2018	Bullet repayment	Applicable but as per terms and conditions of the bank
111	Bank of Baroda	December 29, 2017	60,000.00	56,985.61	December 29, 2022	20 Quarterly Installments	NA
112	Vijaya Bank	December 29, 2017	20,000.00	18,666.22	September 29, 2021	15 Quarterly Installments	NA
113	Syndicate Bank	December 19, 2017	26,000.00	24,700.00	November 13, 2022	20 Quarterly Installments	2 % up to 1 year, thereafter no prepayment charges
114	Syndicate Bank	December 27, 2017	8,000.00	7,600.00	December 29, 2022	20 Quarterly Installments	2 % up to 1 year, thereafter no prepayment charges
115	Barclays Bank	December 21, 2017	20,000.00	20,000.00	December 21, 2018	Bullet repayment	Applicable
116	Kotak Mahindra Bank	December 8, 2017	8,500.00	7,791.67	December 8, 2020	36 Monthly Installments	2% on outstanding amount
117	Quatar National Bank	January 2, 2018	4,500.00	4,500.00	January 2, 2021	6 Half Yearly Installments	NA
118	Citi Bank	January 25, 2018	31,825.00	32,522.05	January 25, 2019	Bullet repayment	NA
119	United Bank of India	January 17, 2018	30,000.00	30,000.00	January 17, 2023	20 Quarterly Installments	NA
120	Union Bank of India	January 29, 2018	50,000.00	49,999.84	January 29, 2023	20 Quarterly Installments	1% on outstanding amount
121	The Zoroastrian Cooperative Bank Limited	January 24, 2018	1,000.00	1,000.00	January 24, 2022	16 Quarterly Installments	2% on outstanding amount
122	Deutsche Bank	February 16, 2018	5,000.00	5,000.00	February 16, 2020	Bullet repayment	NA
123	Deutsche Bank	February 20, 2018	5,000.00	5,000.00	February 20, 2020	Bullet repayment	NA
124	Deutsche Bank	February 22, 2018	5,000.00	5,000.00	February 22, 2020	Bullet repayment	NA
125	Deutsche Bank	February 23, 2018	5,000.00	5,000.00	February 23, 2020	Bullet repayment	NA
126	Kotak Mahindra Bank	March 28, 2018	17,000.00	17,000.00	April 28, 2019	Bullet repayment	2% on outstanding amount
127	IDFC Bank Limited	March 31, 2018	15,000.00	15,000.00	March 31, 2020	7 Quarterly Installments	No Prepayment up to 6 months

Sr. No.	Lender's Name	Date of disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule	Pre-payment penalty, if any
						After a Moratorium of 6 months from the Date of Disbursement	
	Total		**27,71,258.37**	**15,73,098.04**			

(₹ in lakhs)

Security	As at March 31, 2018
***secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans*	1,573,098.04
Total	**1,573,098.04**

Term Loans from Others:**

(₹ in lakhs)

Sr. No.	Lender's Name	Date of Disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity Date	Repayment schedule	Pre-payment penalty, if any
1	SIDBI	December 2, 2014	30,000.00	10,500.00	December 10, 2019	20 Quarterly Installments	NA
2	SIDBI	August 19, 2015	50,000.00	25,000.00	August 10, 2020	20 Quarterly Installments	NA
3	NABARD	September 8,2015	50,000.00	8,333.33	July 31, 2018	6 Half Yearly Installments	2.5% prepayment penalty
4	SIDBI	January 18, 2016	30,000.00	18,000.00	January 10, 2021	20 Quarterly Installments	NA
5	NABARD	March 17, 2017	30,000.00	21,000.00	July 31, 2022	11 Half Yearly Installments (6 Installments of 45 crores Each, then 5 Installments of Rs 6 crores each, 1st Installment Starting from July 31, 2017	2.5% prepayment penalty
6	SIDBI	March 31, 2017	30,000.00	25,500.00	April 10, 2022	20 Quarterly Installments	NA
7	NABARD	August 9, 2017	70,000.00	59,500.00	January 31, 2023	11 Half Yearly Installments (6 Installments of Rs 105 crores Then 5 Installments of Rs 14crores)	2.5% prepayment penalty
8	Micro Units Development Refinance Agency Limited	October 17, 2017	25,000.00	23,750.00	October 10, 2022	20 Quarterly Installments	NA
9	SIDBI	October 10, 2017	30,000.00	28,500.00	October 10, 2022	20 Quarterly Installments	NA
10	JP Morgan Securities India Private Limited	March 28, 2018	50,000.00	50,000.00	March 26, 2021	Bullet repayment	Applicable
11	Citicorp Finance India Ltd	March 28, 2018	10,000.00	10,000.00	March 28, 2019	Bullet repayment	2 % on outstanding amount
	Total		**4,05,000.00**	**2,80,083.33**			

***Security:**Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.*

Working Capital Demand Loans from Banks:**

(₹ in lakhs)

Sr. No.	Lender's Name	Date of Disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Maturity date	Repayment schedule
1	State Bank of Mauritius	December 29, 2017	4,500.00	4,500.00	April 19, 2018	Bullet repayment
	Total		**4,500.00**	**4,500.00**		

***Security:**Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans.*

Cash Credit from Banks (Utilised):**

(₹ in lakhs)

Sr. No.	Particulars	Date of Disbursement	Amount Sanctioned	Amount outstanding as on March 31, 2018	Repayment Schedule
1	Allahabad Bank	January 31, 2013	20,000.00	18,024.68	Repayable on Demand, Annual Renewal
2	Andhra Bank	March 20, 2014	15,000.00	83.00	Repayable on Demand, Annual Renewal
3	Axis Bank	January 16, 2014	45,000.00	157.53	Repayable on Demand, Annual Renewal
4	Bank of America	October 31, 2007	5,350.00	27.99	Repayable on Demand, Annual Renewal
5	Bank of Baroda	October 15, 2012	10,000.00	36.63	Repayable on Demand, Annual Renewal
6	Bank of India	March 14, 2014	70,000.00	2.87	Repayable on Demand, Annual Renewal
7	Bank of Maharashtra	August 14, 2013	2,5,00.00	8.85	Repayable on Demand, Annual Renewal
8	Canara Bank	September 17, 2013	7,500.00	6,414.67	Repayable on Demand, Annual Renewal
9	Central Bank of India	March 12, 2014	20,000.00	114.43	Repayable on Demand, Annual Renewal
10	Dena Bank	June 26, 2013	17,500.00	81.88	Repayable on Demand, Annual Renewal
11	Hongkong And Shanghai Banking Corp Ltd	April 16, 2013	4,000.00	127.04	Repayable on Demand, Annual Renewal
12	Indian Overseas Bank	December 13, 2013	30,000.00	184.76	Repayable on Demand, Annual Renewal
13	Orient Bank of Commerce	September 25, 2012	20,000.00	117.28	Repayable on Demand, Annual Renewal
14	Punjab National Bank	June 29, 2013	25,000.00	168.33	Repayable on Demand, Annual Renewal
15	State Bank of India	February 17, 2014	50,000.00	4,718.27	Repayable on Demand, Annual Renewal
16	Syndicate Bank	June 27, 2012	20,000.00	49.78	Repayable on Demand, Annual Renewal
17	UCO Bank	June 27, 2013	15,000.00	45.07	Repayable on Demand, Annual Renewal
18	Union Bank of India	February 21, 2013	40,000.00	30,317.97	Repayable on Demand, Annual Renewal
19	Vijaya Bank	May 30, 2013	10,000.00	7,525.65	Repayable on Demand, Annual Renewal
	Total		**4,26,850.00**	**68206.70**	

***Security:**Secured by hypothecation of specific assets covered under hypothecation loan agreements.*

Cash Credit from Banks (Unutilised):**

(₹ in lakhs)

Sr. No.	Particulars	Date of Sanction	Amount Sanctioned as on March 31, 2018
1	IndusInd Bank	March 5, 2014	41,400,.00

2	State Bank of Travancore	November 12, 2013	5,000.00
3	Ratnakar Bank	November 13, 2013	4,000.00
4	Kotak Mahindra Bank	March 4, 2013	25,000.00
5	Standard Chartered Bank	December 27, 2012	25,000.00
6	Yes Bank	January 7, 2014	30,000.00
7	HDFC Bank	March 20, 2009	12,000.00
8	United Bank of India	December 24, 2012	15,000.00
9	ICICI Bank Limited	March 28, 2013	15,000.00
10	United Overseas Bank	November 16, 2015	11,000.00
	Total		**1,83,400.00**

***Security:Secured by hypothecation of specific assets covered under hypothecation loan agreements.*

Our Company has issued secured redeemable non convertible debenture of face value of ₹ 1,000,000 each on a private placement basis of which ₹ 2,329,870 lakhs (gross of unamortised discount of ₹ 118.20 lakhs) is outstanding as on March 31, 2018, the details of which are set forth below**:

Maturity date represents actual redemption date or the date of call/put option, whichever is earlier.

(₹ in lakhs)

Sr. No.	Description	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on March 31, 2018	Redemption/ Maturity Date
1	T SCA 042	1,826	CARE AA+	9.60%	June 27, 2013	500.00	June 27, 2018
2	T SCR 043	3,652	CRISIL AA	9.60%	July 5, 2013	5,000.00	July 5, 2023
3	T SCACR 044	3,652	CRISIL AA & CARE AA+	9.60%	July 15, 2013	960.00	July 15, 2023
4	T SCA045	1,826	CARE AA+	10.70%	August 6, 2013	2,000.00	August 6, 2018
5	T SCR046	1,918	CRISIL AA	10.70%	August 12, 2013	2,500.00	November 12, 2018
6	AUG S001	3,652	CARE AA+	10.50%	August 14, 2013	1,500.00	August 14, 2023
7	P SCR002	2,557	CRISIL AA	10.75%	August 21, 2013	1,00,000.00	August 21, 2020
8	P SCA 003	1,826	CARE AA+	10.80%	September 13, 2013	7,500.00	September 13, 2018
9	P SCA 004	1,826	CARE AA+	10.80%	September 17, 2013	3,500.00	September 17, 2018
10	C12 NEW OPT II	3,652	CARE AA+	10.60%	September 14, 2011	12,500.00	September 13, 2021
11	T SCA 041	1,826	CARE AA+	9.55%	June 25, 2013	1,000.00	June 25, 2018
12	P SCACR001	3,652	CRISIL AA & CARE AA+	10.50%	August 14,2013	2,970.00	August 14, 2023
13	AUG D 002	2,557	CARE AA+	10.60%	September 13, 2013	500.00	September 13, 2020
14	AUG S002 OPTION II	3,652	CARE AA+	10.75%	December 13, 2013	4,600.00	December 13, 2023
15	AUG D 001	3,652	CRISIL AA & CARE AA+	10.50%	August 27, 2013	1,850.00	August 27, 2023
16	AUG D 003	3,652	CRISIL AA & CARE AA+	10.75%	September 30, 2013	1,000.00	September 30, 2023
17	AUG D 004	3,652	CARE AA+	10.75%	September 30, 2013	1,500.00	September 30, 2023
18	AUG D 005	3,652	CARE AA+	10.75%	October 9, 2013	1,000.00	October 9, 2023
19	AUG S002 OPTION I	1,826	CARE AA+	10.75%	December 13, 2013	2,000.00	December 13, 2018
20	AUG S003	3,652	CARE AA+	10.75%	December 30, 2013	1,000.00	December 30, 2023
21	P SCA 011	2,557	CARE AA+	10.50%	March 28, 2014	2,000.00	March 28, 2021
22	P SCA 012	3,653	CARE AA+	10.60%	March 28, 2014	2,000.00	March 28, 2024
23	AUG D 006	3,653	CRISIL AA & CARE	10.60%	March 28, 2014	1,000.00	March 28, 2024

Sr. No.	Description	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on March 31, 2018	Redemption/ Maturity Date
			AA+				
24	PPD 14-15 A1	1,824	IND AA+	9.75%	July 21, 2014	50,000.00	July 19, 2019
25	PPD 14-15 A2	1,826	IND AA+	9.75%	August 5,2014	50,000.00	August 5, 2019
26	PPD 14-15 A3	1,826	IND AA+	9.75%	August 28, 2014	25,000.00	August 28, 2019
27	PPD 14-15 A4	1,826	IND AA+	9.75%	September 12, 2014	12,500.00	September 12, 2019
28	PPD 14-15 A6	3,653	IND AA+ & CARE AA+	10.25%	September 18, 2014	30,000.00	September 18, 2024
29	PPD 14-15 A7	1,826	IND AA+	9.75%	September 19, 2014	5,000.00	September 19, 2019
30	PPD 14-15 A8	2,557	IND AA+ & CARE AA+	9.85%	September 19, 2014	5,000.00	September 19, 2021
31	PPD 14-15 A9	2,557	IND AA+	9.85%	September 19, 2014	2,500.00	September 19, 2021
32	PPD 14-15 A10	3,653	IND AA+	10.00%	September 19, 2014	2,500.00	September 19, 2024
33	PPD 14-15 B1	3,653	IND AA+ & CARE AA+	10.25%	October 10, 2014	47,500.00	October 10, 2024
34	PPD 14-15 B3	3,653	IND AA+	10.10%	October 31, 2104	2,500.00	October 31, 2024
35	PPD 14-15 B5 OPT III	1,247	IND AA+	9.55%	November 11, 2014	5,000.00	April 11, 2018
36	PPD 14-15 B5 OPT IV	1,308	IND AA+	9.55%	November 11, 2014	5,000.00	June 11, 2018
37	PPD 14-15 B6	3,653	AA+ & CARE	10.00%	November 13, 2014	35,800.00	November 13, 2024
38	PPD 14-15 C2	3,653	IND AA+ & CARE AA+	9.90%	November 28, 2014	10,000.00	November 28, 2024
39	PPD 14-15 C4	3,653	CARE AA+	9.80%	November 28, 2014	5,000.00	November 28, 2024
40	PPD 14-15 C3	1,826	IND AA+ & CARE AA+	9.95%	November 28, 2014	7,500.00	November 28, 2019
41	PPD 14-15 C10	2,557	IND AA+	9.65%	January 5, 2015	50,000.00	January 5, 2022
42	PPD 14-15 C11	1,824	CARE AA+	9.35%	January 19, 2015	1,500.00	January 17, 2020
43	PPD 14-15 C13	1,826	IND AA+	9.15%	February 4, 2015	3,000.00	February 4, 2020
44	PPD 14-15 C14	1,241	IND AA+	10.37%	February 24, 2015	4,500.00	July 19, 2018
45	PPD 14-15 C18	1,151	IND AA+	10.26%	March 2, 2015	3,100.00	April 26, 2018
46	PPD 14-15 C19	1,135	IND AA+	10.17%	March 2, 2015	700.00	April 10, 2018
47	PPD 14-15 C21	1,101	IND AA+	10.01%	March 30, 2015	1,600.00	April 4, 2018
48	SERIES PPD 14-15 C 25	1,096	IND AA+	9.00%	April 20, 2015	1,000.00	April 20, 2018
49	SERIES PPD 14-15 C 24	1,426	IND AA+ & CARE AA+	9.15%	April 17, 2015	30,000.00	March 13, 2019
50	SERIES PPD 14-15_C26	1,107	IND AA+	9.66%	August 17, 2015	1,700.00	August 28, 2018
51	PPD 14-15 C 27	1,827	CRISIL AA + IND AA	8.80%	December 4, 2015	1,500.00	December 4, 2020
52	PPD 14-15 C 28	1,214	IND AA+	9.66%	December 14, 2015	3,500.00	April 11, 2019
53	PPD 14-15 C 29	1,095	CRISIL AA + IND AA	8.75%	December 22, 2015	1,000.00	December 21, 2018
54	PPD 14-15 C 30	1,095	CRISIL AA + IND AA	9.10%	March 15, 2016	1,000.00	March 15, 2019
55	PPD 14-15 C 31	1,826	CRISIL AA + IND AA	9.25%	March 18, 2016	10,000.00	March 18, 2021
56	PPD 14-15 C 31 OPT 2	3,652	CRISIL AA + IND AA	9.30%	March 18, 2016	10,000.00	March 18, 2026

Sr. No.	Description	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on March 31, 2018	Redemption/ Maturity Date
57	PPD 14-15 C 34	1,826	CRISIL AA + IND AA	9.25%	March 29, 2016	7,500.00	March 29, 2021
58	PPD 14-15 C 34 OPTION 2	3,650	CRISIL AA + IND AA	9.30%	March 29, 2016	14,500.00	March 27, 2026
59	PPD15-16 C35	1,826	CRISIL AA + IND AA	9.15%	April 13, 2016	51,600.00	April 13, 2021
60	PPD 15-16 C35 2	3,652	CRISIL AA + IND AA	9.22%	April 13, 2016	17,900.00	April 13, 2026
61	PPD 15-16 C36	3,652	CRISIL AA + IND AA	9.20%	April 22, 2016	2,600.00	April 22, 2026
62	PPD 15-16 C 37	1,826	CRISIL AA + IND AA	9.05%	April 29, 2016	1,500.00	April 29, 2021
63	PPD15-16 C38	2,556	CRISIL AA + IND AA	9.05%	May 25, 2016	5,000.00	May 25, 2023
64	PPD15-16 C40	2,556	CRISIL AA + IND AA	9.05%	June 9, 2016	1,250.00	June 9, 2023
65	PPD 15-16 C41	1,826	CRISIL AA + IND AA	10.66%	June 10, 2016	500.00	June 10, 2021
66	PPD 15-16 C39	1,096	CRISIL AA + IND AA	8.85%	June 9, 2016	2,000.00	June 10, 2019
67	PPD 15-16 C42	1,826	CRISIL AA + IND AA	9.05%	June 30, 2016	8,500.00	June 30, 2021
68	PPD16-17 D OPT 1	1,095	CRISIL AA + IND AA	9.00%	July 5, 2016	8,000.00	July 5, 2019
69	PPD 16-17 OPT 2	1,126	CRISIL AA + IND AA	9.00%	July 5, 2016	8,500.00	August 5, 2019
70	PPD 16-17 SCR 01	1,796	CRISIL AA +	8.30%	July 5, 2016	66,000.00	June 5, 2021
71	PPD 16-17 D-04	2,556	CRISIL AA + IND AA	9.05%	July 19, 2016	7,500.00	July 19, 2023
72	PPD 16-17 D-03	1,095	CRISIL AA +	8.61%	July 15, 2016	70,000.00	July 15, 2019
73	PPD 16-17 D-06	1,151	CRISIL AA +	9.65%	July 26, 2016	1,500.00	September 20, 2019
74	PPD 16-17 D-07	1,149	CRISIL AA +	9.65%	July 28, 2016	1,000.00	September 20, 2019
75	PPD 16-17 D-08 -1	761	CRISIL AA +	8.74%	July 29, 2016	22,500.00	August 29, 2018
76	PPD 16-17 D-08-2	792	CRISIL AA +	8.73%	July 29, 2016	22,500.00	September 29, 2018
77	PPD 16-17 D-08-3	1,095	CRISIL AA +	8.80%	July 29, 2016	37,500.00	July 29, 2019
78	PPD 16-17 D9-2	1,365	CRISIL AA +	8.82%	August 1, 2016	5,000.00	April 27, 2020
79	PPD 16-17 D10	1,095	CRISIL AA +	8.80%	August 2, 2016	10,000.00	August 2, 2019
80	PPD 16-17 D11	1,826	CRISIL AA + IND AA	8.85%	August 3, 2016	45,000.00	August 3, 2021
81	PPD 16-17 D12-1	669	CRISIL AA +	8.72%	August 5, 2016	22,500.00	June 5, 2018
82	PPD 16-17 D12-2	699	CRISIL AA +	8.74%	August 5, 2016	22,500.00	July 5, 2018
83	PPD 16-17 D12-3	729	CRISIL AA +	8.75%	August 5, 2016	22,500.00	August 4, 2018
84	PPD 16-17 D13	3,652	CRISIL AA + IND AA	8.87%	August 8, 2016	11,000.00	August 8, 2026
85	PPD 16-17 D14	1,826	CRISIL AA + IND AA	8.50%	August 16, 2016	2,500.00	August 16, 2021
86	PPD 16-17 D15	1,095	CRISIL AA +	8.50%	August 19, 2016	15,000.00	August 19, 2019
87	PPD 16-17 D16	1,065	CRISIL AA +	9.20%	August 22, 2016	2,500.00	July 23, 2019

Sr. No.	Description	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on March 31, 2018	Redemption/ Maturity Date
88	PPD 16-17 D17	1,826	CRISIL AA + IND AA	8.45%	August 30, 2016	2,000.00	August 30, 2021
89	PPD 16-17 D18	1,093	CRISIL AA +	9.06%	September 14, 2016	7,000.00	September 12, 2019
90	PPD 16-17 D19	1,093	CRISIL AA +	8.25%	September 22, 2016	13,000.00	September 20, 2019
91	PPD 16-17 D20-1	1,095	CRISIL AA +	8.15%	30-Sep-2016	1,000.00	September 30, 2019
92	PPD 16-17 D20-11	910	CRISIL AA +	8.11%	September 30, 2016	10,000.00	March 29, 2019
93	PPD 16-17 D20-III	1,092	CRISIL AA +	8.25%	September 30, 2016	30,000.00	September 27, 2019
94	PPD 16-17 D-21	1,095	CRISIL AA +	7.92%	November 25, 2016	17,500.00	November 25, 2019
95	SEFC 110 CRS	3,653	CARE AA+	9.90%	February 27, 2015	11,000.00	February 27, 2025
96	SEFCL M-04	1,147	CARE AA+	10.37%	March 4, 2015	1,800.00	April 24, 2018
97	SERIES M 07	1,130	CARE AA+	10.17%	March 23, 2015	1,500.00	April 26, 2018
98	SERIES M-08	1,101	CARE AA+	10.17%	March 30, 2015	1,600.00	April 4, 2018
99	SERIES M12	1,098	CARE AA+	10.13%	April 7, 2015	3,000.00	April 9, 2018
100	SERIES M13	1,109	CARE AA+	10.14%	April 7, 2015	2,500.00	April 20, 2018
101	SEREIS M 14 25 CRS	3,653	CARE AA+	9.90%	April 16, 2015	2,500.00	April 16, 2025
102	PPD 16-17 D-22-1	1,095	CRISIL AA +	8.00%	February 27, 2017	4,000.00	February 27, 2020
103	PPD 16-17 D-22-2	1,144	CRISIL AA +	8.70%	February 27, 2017	10,000.00	April 16, 2020
104	SCB 16-17 PP-01	1,826	CRISIL AA +	8.10%	March 23, 2017	30,000.00	March 23, 2022
105	PPD 16-17-D23	1,096	CRISIL AA + IND AA	8.10%	March 24, 2017	1,000.00	March 24, 2020
106	PPD 16-17 E-01	459	IND AA+	7.97%	March 27, 2017	50,000.00	June 29, 2018
107	PPD 16-17 E-02-4	457	IND AA+	7.95%	March 29, 2017	10,000.00	June 29, 2018
108	PPD 16-17 E-02-1	1,094	IND AA+	8.06%	March 29, 2017	10,000.00	March 27, 2020
109	PPD 16-17 E-02-03	1,094	IND AA+	8.10%	March 29, 2017	25,000.00	March 27, 2020
110	PPD 16-17 E-03-01	1,156	IND AA+	8.10%	March 30, 2017	12,500.00	May 29, 2020
111	PPD 16-17 E-03-02	1,096	IND AA+	8.10%	March 30, 2017	25,000.00	March 30, 2020
112	PPD 16-17 E-03-03	1,826	CRISIL AA + IND AA	8.15%	March 30, 2017	500.00	March 30, 2022
113	PPD 16-17 E-04-01	727	CRISIL AA +	8.31%	March 31, 2017	5,000.00	March 28, 2019
114	PPD 16-17 E-04-02	1,826	CRISIL AA + IND AA	8.15%	March 31, 2017	4,500.00	March 31, 2022
115	PPD 17-18 E-05	1,096	CRISIL AA +	7.95%	March 29, 2017	500.00	May 29, 2020
116	PPD 17-18-E-07-01	730	IND AA+	7.95%	June 12, 2017	25,000.00	June 12, 2019
117	PPD 17-18-E-07-02	548	IND AA+	7.85%	June 12, 2017	30,000.00	June 12, 2018
118	PPD 17-18-E-08-01	730	CRISIL AA +	7.95%	June 13, 2017	50,000.00	June 13, 2019
119	PPD 17-18-E-08-02	1,095	CRISIL AA +	8.00%	June 13, 2017	46,500.00	June 13, 2020
120	PPD 17-18-E-09	728	IND AA+	7.92%	June 16, 2017	10,000.00	June 11, 2019
121	PPD 17-18-E-06-01	728	IND AA+	8.25%	June 9, 2017	10,000.00	June 9, 2019
122	PPD 17-18-E-06-02	1,096	IND AA+	8.65%	June 9, 2017	25,000.00	June 9, 2019
123	PPD-17-18-E-10	1,096	CRISIL AA +	8.43%	June 23, 2017	5,000.00	June 23, 2020
124	PPD-17-18-E-11-01	1,095	CRISIL AA +	7.84%	June 27, 2017	3,500.00	June 26, 2020

Sr. No.	Description	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on March 31, 2018	Redemption/ Maturity Date
125	PPD-17-18-E-11-02	1,095	CRISIL AA +	8.46%	June 27, 2017	1,000.00	June 26, 2020
126	PPD-17-18-E-012	549	CRISIL AA +	7.60%	July 17, 2017	30,000.00	January 17, 2019
127	PPD-17-18-E-13-01	1,826	CRISIL AA +	9.31%	July 18, 2017	75,000.00	July 18, 2022
128	PPD-17-18-E-13-02	759	CRISIL AA +	7.71%	July 18, 2017	23,000.00	August 16, 2019
129	PPD-17-18-E-14	1,094	CRISIL AA +	7.80%	July 19, 2017	23,000.00	July 17, 2020
130	PPD-17-18-E-15	1,123	CRISIL AA +	8.44%	July 24, 2017	12,500.00	August 20, 2020
131	PPD-17-18-F-01	1,462	CRISIL AA +	8.84%	July 25, 2017	55,000.00	July 26, 2021
132	SCB 17-18 FP1 01	1,188	CRISIL AA +	7.64%	August 10, 2017	36,000.00	November 10, 2020
133	PPD-17-18-F-02	1,826	CRISIL AA + IND AA	7.73%	August 22, 2017	2,500.00	August 22, 2022
134	PPD-17-18 F-02	1,826	CRISIL AA + IND AA	7.73%	August 22, 2017	20,000.00	August 22, 2022
135	PPD-17-18 F-02	1,826	CRISIL AA + IND AA	7.73%	August 22, 2017	5,000.00	August 22, 2022
136	PPD-17-18 F-03	1,459	CRISIL AA +	7.60%	September 19, 2017	5,000.00	September 17, 2021
137	PPD-17-18-F-04	1,096	CRISIL AA +	7.73%	November 13, 2017	8,000.00	November 13, 2020
138	PPD-17-18-F-05	1,826	CRISIL AA + IND AA	8.00%	November 30, 2017	7,000.00	November 30, 2022
139	PPD-17-18-F-06	729	CRISIL AA +	7.90%	December 21, 2017	50,000.00	December 20, 2019
140	PPD-17-18-F-07	1,196	CRISIL AA +	8.93%	December 29, 2017	23,000.00	April 8, 2021
141	PPD-17-18-F-07-02	1,096	CRISIL AA +	7.73%	November 13, 2017	17,000.00	November 13, 2020
142	PPD 17-18-F-08	448	CRISIL AA +	8.10%	March 1, 2018	5,000.00	May 23, 2019
143	PPD-17-18-F-09	451	CRISIL AA +	8.00%	March 6, 2018	2,500.00	May 31, 2019
144	PPD 17-18-F-10	454	CRISIL AA +	8.20%	March 13, 2018	500.00	June 10, 2019
145	PPD 17-18-F-11	1,141	CRISIL AA +	9.34%	March 16, 2018	8,700.00	April 30, 2021
146	PPD-17-18-F-12	545	CRISIL AA +	8.15%	March 20, 2018	4,500.00	September 16, 2019
147	PPD-17-18-F-13	1,157	CRISIL AA +	8.55%	March 21, 2018	18,500.00	May 21, 2021
148	PPD 17-18-F-15-03	2,618	IND AA+	8.72%	March 26, 2018	1,000.00	May 26, 2025
149	PPD-17-18-F-15-04	640	CRISIL AA +	8.40%	March 26, 2018	25,000.00	December 26, 2019
150	PPD-17-18-F-14-01	727	CRISIL AA +	7.95%	March 22, 2018	5,000.00	March 18, 2020
151	PPD 17-18-F-14-03	1,826	CRISIL AA + IND AA	8.72%	March 22, 2018	23,000.00	March 22, 2023
152	PPD 17-18-F-14-04	1,111	CRISIL AA +	9.31%	March 22, 2018	10,000.00	April 6, 2021
153	PPD-17-18-F-14-02	726	CRISIL AA +	8.00%	March 22, 2018	2,500.00	March 17, 2020
154	PPD 17-18 F-15-01	546	CRISIL AA +	8.10%	March 26, 2018	4,500.00	September 23, 2019
155	PPD-17-18-F-16-01	1,161	CRISIL AA +	9.37%	March 27, 2018	52,500.00	May 31, 2021
156	PPD-17-18-F-16-02	731	IND AA+	8.45%	March 27, 2018	56,000.00	March 27, 2020

Sr. No.	Description	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on March 31, 2018	Redemption/ Maturity Date
157	PPD 17-18-F-16-03	1,826	CRISIL AA + IND AA	8.72%	March 27, 2018	92,000.00	March 27, 2023
158	PPD-17-18-F-13-01	1,157	CRISIL AA +	8.55%	March 21, 2018	24,990.00	May 21, 2021
159	PPD-17-18-F-14-03-01	1,826	CRISIL AA + IND AA	8.72%	March 22, 2018	1,150.00	March 22, 2023
160	PPD-17-18-F-15-01	2,618	CRISIL AA + IND AA	8.72%	March 26, 2018	2,500.00	May 26, 2025

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

Our Company has issued secured redeemable non convertible debentures of face value of ₹ 1,000 each through public issue (2013–I, 2013-II, 2014) of which ₹ 106,729.01 lakhs is outstanding as on March 31, 2018, the details of which are set forth below*:

Credit Rating: CRISIL AA/Stable, CARE AA+

(in ₹ lakhs)

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	No. of NCD holders as on March 31, 2018	Amount outstanding as on March 31, 2018	Maturity Date
1	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(July 2013) Series -II	August 1, 2013	INE721A07FV5	60 months	11.15%	23,11,368	11,556.84	July 31, 2018
2	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(July 2013) Series -II	August 1, 2013	INE721A07FV5	60 months	9.80%	6,76,638	3,383.19	July 31, 2018
3	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(July 2013) Series -III	August 1, 2013	INE721A07FW3	60 months	10..63%	5,82,104	5,821.04	July 31, 2018
4	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(July 2013) Series -III	August 1, 2013	INE721A07FW3	60 months	9.40%	7,598	75.98	July 31, 2018
5	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(July 2013) Series -V	August 1, 2013	INE721A07FY9	60 months	11.15%	5,26,214	2,631.07	July 31, 2018
6	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(July 2013) Series –V	August 1, 2013	INE721A07FY9	60 months	9.80%	2,056	10.28	July 31, 2018
7	Public issue of Redeemable Non-convertible Debentures of Rs.	October 24, 2013	INE721A07GS9	60 months	11.50%	3,16,615	3,166.15	October 24, 2018

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	No. of NCD holders as on March 31, 2018	Amount outstanding as on March 31, 2018	Maturity Date
	1,000 each-(OCT 2013) Series -II							
8	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -II	October 24, 2013	INE721A07GS9	60 months	10.75%	7,48,735	7,487.35	October 24, 2018
9	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -III	October 24, 2013	INE721A07GT7	84 months	11.75%	4,71,126	4,711.26	October 24, 2020
10	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -III	October 24, 2013	INE721A07GT7	84 months	10.75%	3,04,629	3,046.29	October 24, 2020
11	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -V	October 24, 2013	INE721A07GV3	60 months	11.5	80,997	809.97	October 24, 2018
12	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -V	October 24, 2013	INE721A07GV3	60 months	10.75%	500	5.00	October 24, 2018
13	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -VI	October 24, 2013	INE721A07GW1	84 months	11.75%	1,35,284	1,352.84	October 23, 2020
14	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(OCT 2013) Series -VI	October 24, 2013	INE721A07GW1	84 months	10.75%	1,968	19.68	October 24, 2020
15	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -II	July 15, 2014	INE721A07HI8	60 months	11.50%	2,07,890	2,078.90	July 15, 2019
16	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -II	July 15, 2014	INE721A07HI8	60 months	11.25%	3,15,480	3,154.80	July 15, 2019
17	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -II	July 15, 2014	INE721A07HI8	60 months	10.00%	33,17,732	33,177.32	July 15, 2019

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	No. of NCD holders as on March 31, 2018	Amount outstanding as on March 31, 2018	Maturity Date
18	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -III	July 15, 2014	INE721A07HJ6	84 months	11.75%	2,59,464	2,594.64	July 15, 2021
19	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -III	July 15, 2014	INE721A07HJ6	84 months	11.50%	5,43,587	5,435.87	July 15, 2021
20	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -III	July 15, 2014	INE721A07HJ6	84 months	10.15%	5,57,636	5,576.36	July 15, 2021
21	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -IV	July 15, 2014	INE721A07HK4	60 months	10.94%	1,26,188	1,261.88	July 15, 2019
22	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -IV	July 15, 2014	INE721A07HK4	60 months	10.71%	1,47,465	1,474.65	July 15, 2019
23	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -IV	July 15, 2014	INE721A07HK4	60 months	9.57%	4,711	47.11	July 15, 2019
24	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -V	July 15, 2014	INE721A07HL2	84 months	11.17%	1,38,716	1,387.16	July 15, 2021
25	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -V	July 15, 2014	INE721A07HL2	84 months	10.94%	2,13,030	2,130.30	July 15, 2021
26	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -V	July 15, 2014	INE721A07HL2	84 months	9.71%	120	1.20	July 15, 2021
27	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -VII	July 15, 2014	INE721A07HN8	60 months	11.50%	48,025	480.25	July 15, 2019
28	Public issue of Redeemable Non-	July 15, 2014	INE721A07HN8	60 months	11.25%	1,02,263	1,022.63	July 15, 2019

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	No. of NCD holders as on March 31, 2018	Amount outstanding as on March 31, 2018	Maturity Date
	convertible Debentures of Rs. 1,000 each-(2014) Series -VII							
29	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -VII	July 15, 2014	INE721A07HN8	60 months	10.00%	1,735	17.35	July 15, 2019
30	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -VIII	July 15, 2014	INE721A07HO6	84 months	11.75%	85,933	859.33	July 15, 2021
31	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -VIII	July 15, 2014	INE721A07HO6	84 months	11.50%	1,91,971	1,919.71	July 15, 2021
32	Public issue of Redeemable Non-convertible Debentures of Rs. 1,000 each-(2014) Series -VIII	July 15, 2014	INE721A07HO6	84 months	10.15%	3,261	32.61	July 15, 2021
					Total	**1,24,31,039**	**1,06,729.01**	

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

Our Company has issued secured redeemable non convertible debenture of face value of ₹ 1,000 each on a private placement basis of which ₹ 1,965.08 lakhs is outstanding as on March 31, 2018, the details of which are set forth below*:

(₹ in lakhs)

Particulars	Tenor/ Period of Maturity	Credit Rating	Coupon	Amount outstanding as on March 31, 2018	Repayment Schedule
Retail Debentures	60 months	Unrated	10.25% to 10.71%	1,965.08	Redeemable at par over a period 12 to 60 months
Total				1,965.08	

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

Details of Unsecured Borrowings:

Our Company's unsecured borrowings (gross of unamortized discount of ₹ 6,280.29 lakhs) as on March 31, 2018 amount to ₹ 1,722,862.12 lakhs. The details of the individual borrowings are set out below:

Subordinated Debts:

Our Company has issued subordinated debts of face value of ₹ 1,00,000 & 10,00,000 each on a private placement basis of which ₹ 18,310.00 lakhs and 3,23,410.00 lakhs is outstanding as on 31 March 18, the details of which are set forth below:

(₹ in lakhs)

Sr. No	Number of Subordinated Debt Holders	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon (per annum)	Amount outstanding as on March 31, 2018	Redemption Month
1.	D9	3,652	FITCH FAA 3500	12.00%	5,000.00	August 4, 2018
2.	D3	3,652	CARE-AA300 & FITCH AA500	13.00%	1,500.00	November 7, 2018
3.	K4	2,370	CRISIL-AA & CARE AA	11.45%	5,000.00	June 29, 2018
4.	L02	3,652	CARE AA+	10.85%	6,500.00	July 20, 2022
5.	L04	2,038	CARE AA+	10.60%	1,000.00	July 31, 2018
6.	L05	2,038	CARE AA+	10.60%	1,500.00	August 30, 2018
7.	D24A	3,652	CARE-AA600 & FITCH AA650	10.25%	469.00	December 31, 2019
8.	L07	3,652	CARE AA+	10.65%	2,500.00	January 30, 2023
9.	F1	3,653	CARE-AA500 & FITCH AA400	11.00%	2,500.00	April 19, 2020
10.	E4	3,653	CARE-AA500 & FITCH AA 400	10.75%	4,800.00	May 3, 2020
11.	F7A	3,653	CRISIL-AA200 & CARE AA200	10.60%	2,500.00	June 4, 2020
12.	J1	5,479	CRISIL-AA 500 & CARE AA416	11.00%	2,920.00	August 30, 2025
13.	F2	3,653	CARE-AA500 & FITCH AA400	10.90%	5,000.00	April 19, 2020
14.	F3	3,653	CARE-AA500	11.00%	20,000.00	April 20, 2020
15.	K1A	6,575	CRISIL-AA 500 & CARE AA416	11.05%	2,500.00	October 15, 2028
16.	F5	3,653	CRISIL-AA200 & CARE AA200	10.75%	5,000.00	May 28, 2020
17.	J4	3,653	CRISIL-AA 416 & CARE AA 141	11.50%	2,500.00	March 31, 2021
18.	L03	3,652	CARE AA+	10.65%	7,000.00	December 31, 2022
19.	L06	2,038	CARE AA+ & CRISIL AA	10.60%	1,230.00	August 30, 2018
20.	L08	3,652	CARE AA+ & CRISIL AA	10.65%	270.00	January 30, 2023
21.	R03	3,652	CARE AA+ & CRISIL AA	10.65%	3,300.00	March 7, 2023
22.	R04	3,652	CRISIL AA	10.65%	250.00	March 8, 2023
23.	R05	3,652	CRISIL AA	10.65%	150.00	March 13, 2023
24.	U02	2,040	CARE AA+ & CRISIL AA	10.50%	1,000.00	October 28, 2018
25.	R09	2,557	CARE AA+	10.40%	5,000.00	May 16, 2020
26.	R02	3,652	CARE AA+	10.65%	1,200.00	March 7, 2023
27.	RO1	1,918	CARE AA+	10.60%	5,500.00	June 7, 2018
28.	J2	5,479	CRISIL-AA 500 & CARE AA416	11.00%	2,500.00	September 9, 2025
29.	SD STFC-03	3,650	CRISIL AA	10.25%	2,000.00	May 19, 2023
30.	Series V 12-02	1,926	CARE AA+	10.30%	2,000.00	April 5, 2019
31.	SD STFC-04	5,479	CARE AA+ & CRISIL AA	10.00%	1,500.00	May 29, 2028
32.	Series V 07-03	3,652	CARE AA+	11.00%	2,500.00	October 4, 2023
33.	SD STFC-05	2,039	CARE AA+	9.90%	2,500.00	December 28, 2018
34.	Series V 07-02	1,918	CARE AA+	10.25%	2,500.00	October 15, 2018
35.	Series V 07-	3,652	CRISIL AA	10.25%	2,500.00	July 5, 2023

Sr. No	Number of Subordinated Debt Holders	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon (per annum)	Amount outstanding as on March 31, 2018	Redemption Month
	01					
36.	SD STFC-06	3,652	CARE AA+ & CRISIL AA	10.15%	5,000.00	June 24, 2023
37.	SD STFC-07	3,652	CARE AA+	10.10%	2,500.00	June 28, 2023
38.	R06	3,652	CARE AA+ & CRISIL AA	10.65%	70.00	March 28, 2023
39.	U01	2,040	CARE AA+	10.50%	5,500.00	October 28, 2018
40.	U03	3,652	CARE AA+ & CRISIL AA	10.65%	3,500.00	March 28, 2023
41.	R07	3,652	CARE AA+	10.65%	2,000.00	May 2, 2023
42.	R08	3,652	CARE AA+ & CRISIL AA	10.65%	2,350.00	May 2, 2023
43.	SD STFC-02	3,652	CARE AA+ & CRISIL AA	10.25%	1,000.00	May 20, 2023
44.	D11	3,652	CARE-AA300 & FITCH AA500	13.00%	41.00	December 29, 2018
45.	D22A	3,652	CARE-AA600 & FITCH AA650	10.35%	2,900.00	October 31, 2019
46.	D23A	3,650	CARE-AA600 & FITCH AA650	10.35%	2,100.00	November 22, 2019
47.	E6	3,653	CARE-AA500 & FITCH AA 400	10.50%	2,500.00	May 10, 2020
48.	L01	3,651	CARE AA+	10.75%	5,000.00	June 10, 2022
49.	Series V 12-01	1,916	CARE AA+	10.67%	2,400.00	March 10, 2019
50.	D28A	3,652	CARE-AA600 & FITCH AA650	10.25%	900.00	January 29, 2020
51.	SD STFC-01	2,557	CARE AA+	10.40%	2,500.00	May 20, 2020
52.	D29	3,652	FITCH AA650	10.25%	100.00	February 15, 2020
53.	D1	3,652	CARE-AA300 & FITCH AA500	13.00%	3,000.00	November 5, 2018
54.	Series SUB 14-15-01	2,010	CARE AA+	10.65%	5,000.00	January 28, 2020
55.	PPD_2015 16	2,922	CRISIL-AA & CARE AA	10.10%	6,700.00	September 30, 2023
56.	PPD_2016 17 1 OPT I	2,737	AA + INDIA RATING & CRISIL	8.50%	4,000.00	May 30, 2024
57.	PPD_2016 17 1 OPT II	3,652	AA + INDIA RATING & CRISIL	8.50%	6,000.00	December 1, 2026
58.	PPD_2016 17 2	3,652	AA + INDIA RATING & CRISIL	8.50%	7,500.00	December 29, 2026
59.	INE468M08 029	3,652	CRISIL AA	12.20%	2,500.00	December 22, 2021
60.	INE468M08 078	3,651	CARE AA+ & CRISIL AA	10.20%	2,500.00	June 24, 2023
61.	INE468M08 086	3,651	CARE AA+	10.15%	2,000.00	June 27, 2023
62.	INE468M08 052	2,372	CARE AA+ & CRISIL AA	12.15%	1,670.00	July 18, 2018
63.	INE468M08 045	3,652	CARE AA+ & CRISIL AA	12.20%	2,500.00	January 12, 2022
64.	INE468M08	3,652	CRISIL AA	10.60%	1,000.00	August 11, 2014

Sr. No	Number of Subordinated Debt Holders	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon (per annum)	Amount outstanding as on March 31, 2018	Redemption Month
	102					
65.	SUB-17-18-01	3,650	INDIA AA+ & CRISIL AA	8.20%	10,000.00	October 15, 2027
66.	SUB-17-18-02	3,650	INDIA AA+ & CRISIL AA	8.20%	10,000.00	October 15, 2027
67.	SUB-17-18-03	3,650	INDIA AA+ & CRISIL AA	8.20%	3,500.00	October 15, 2027
68.	SUB-17-18-04	3,650	INDIA AA+ & CRISIL AA	8.20%	1,000.00	October 15, 2027
69.	SUB-17-18-05	3,650	INDIA AA+ & CRISIL AA	8.20%	1,500.00	October 15, 2027
70.	SUB-17-18-06	3,650	INDIA AA+ & CRISIL AA	8.20%	1,400.00	October 15, 2027
71.	SUB-17-18-06-01	3,650	INDIA AA+ & CRISIL AA	8.20%	500.00	October 15, 2027
72.	SUB-17-18-06-02	3,650	INDIA AA+ & CRISIL AA	8.20%	1,000.00	October 15, 2027
73.	SUB-17-18-07	3,650	INDIA AA+ & CRISIL AA	8.20%	500.00	October 15, 2027
74.	SUB-17-18-02	3,653	INDIA AA+ & CRISIL AA	9.00%	10,000.00	March 23, 2028
75.	SUB-17-08-02-02	2,588	INDIA AA+ & CRISIL AA	8.95%	4,000.00	April 28, 2025
76.	SUB-17-08-02-01	3,653	INDIA AA+ & CRISIL AA	9.00%	99,500.00	March 28, 2028
	Total				**3,41,720.00**	

Our Company has issued subordinated debts of face value of ₹ 1,000 each on a private placement basis of which ₹ 1,12,809.81 lakhs is outstanding as on March 31, 2018, the details of which are set forth below:

(₹ in lakhs)

Particulars	Number of Holders	Tenor/ Period of Maturity (Days)	Credit Rating	Coupon (per annum)	Amount outstanding as on March 31, 2018	Redemption Schedule
Subordinated Debts - Retail Investors	88,530	61 to 88 months	Unrated	9.50% to 11.21%	1,12,809.81	Redeemable at par over a period 61 to 88 month
Total					**1,12,809.81**	

Fixed Deposits:

(₹ in lakhs)

Particulars	Amount outstanding as on March 31, 2018	Maturity Date
Fixed Deposits - Retail Investors	809,997.31	Redeemable at par over a period 12 to 60 month
Total	809,997.31	

Commercial Paper:

Our Company has issued unsecured commercial paper of face value of ₹ 5,00,000 each on a private placement basis of which ₹ 4,55,500.00 lakhs (gross of unamortised discount of ₹ 6,280.29 lakhs) is outstanding as on March 31, 2018, the details of which are set forth below:

(₹ in lakhs)

Sr. No.	Particulars	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on March 31, 2018	Repayment Terms
1.	CP-2017-18-34	February 28, 2018	20,000.00	May 29, 2018	Bullet repayment
2.	CP-2017-18-35	March 1, 2018	95,000.00	May 30, 2018	Bullet repayment
3.	CP-2017-18-36	March 6, 2018	47,500.00	June 4, 2018	Bullet repayment
4.	CP-2017-18-37	March 13, 2018	9,500.00	June 11, 2018	Bullet repayment
5.	CP-2017-18-38	March 20, 2018	70,500.00	May 18, 2018	Bullet repayment
6.	CP-2017-18-39	March 22, 2018	47,500.00	June 20, 2018	Bullet repayment
7.	CP-2017-18-40	March 22, 2018	45,000.00	June 21, 2018	Bullet repayment
8.	CP-2017-18-41	March 22, 2018	50,000.00	June 21, 2018	Bullet repayment
9.	CP-2017-18-42	March 26, 2018	70,500.00	May 25, 2018	Bullet repayment
	Total		**4,55,500.00**		

Inter Corporate Deposits from Associate-Unsecured:

(₹ in lakhs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2018
Up to 12 months	9.50%	Bullet frequency	2,835.00
Total			**2,835.00**

Senior Secured Notes (Rupee Denominated Bonds issued overseas)

Our Company issued Senior Secured Notes aggregating ₹ 2,51,000 lakhs payable in U.S. Dollars which are listed on the Singapore Exchange Securities Trading Limited.

(₹ in lakhs)

ISIN	Tenor/ Period of Maturity	Coupon (per annum)	Units	Amount outstanding as on March 31, 2018	Start Date	Redemption/ Maturity Date
XS1549374475	36 months	8.25%	1,350	135,000.00	January 18, 2017	February 18, 2020
XS1789364418	63 months	8.10%	840	84,000.00	March 8, 2018	March 8, 2023
XS1789617484	36 months	7.90%	320	32,000.00	March 8, 2018	March 8, 2021
Total			**2,510.00**	**251,000.00**		

A portion of our funding requirements is met through short-term funding sources, being, bank loans, working capital demand loans, cash credit, short term loans and commercial papers. Further, a large portion of our loan assets mature over a medium term, while comparatively some of our liabilities in connection with the credit facilities obtained by us are for a relatively shorter periods of time. Consequently, our inability to obtain additional credit facilities or renew our existing credit facilities, in a timely manner or at all, may lead to mismatches between

our assets and liabilities.

Based on the structural liquidity position of our Company as on March 31, 2018 as per the RBI norms, our Company has positive asset liability mismatch of ₹ 6,15,022 lakhs over a period of six months till September 30, 2018 based on our submission dated June 8, 2018 to RBI.

Corporate Guarantee

On June 30, 2015, our Company executed a deed of guarantee in favour of a debenture trustee in connection with 6500 unsecured redeemable non-convertible debentures (debentures) of face value of ₹ 10 lakhs each aggregating to ₹ 65,000 lakhs issued by a public limited company. As per the terms and conditions of the issue, the debenture holders are entitled to receive the redemption amount of ₹ 13,76,892.59 per debenture on June 29, 2018 (voluntary redemption date) and ₹ 15,31,345.64 per debenture on June 28, 2019 (final redemption date/maturity date). If the said public limited company fails to deposit into specified account the redemption amount of debentures for the purpose of payment to the debenture holders on the redemption amount deposit date on the voluntary redemption of debentures or early redemption of debentures sought by any debenture holder or on final redemption date/ maturity date, our Company in its capacity as guarantor of the debt under the said deed of guarantee shall be required to deposit the redemption amount/ shortfall into specified account on the respective redemption amount deposit date(s) as per the terms and conditions of the issue of debenture.

Restrictive Covenants under our Financing Arrangements:

Some of the corporate actions for which our Company requires the prior written consent of lenders include the following:

1. to declare and/ or pay dividend to any of its shareholders whether equity or preference, during any financial year unless our Company has paid to the lender the dues payable by our Company in that year;

2. to undertake or permit any merger, amalgamation or compromise with its shareholders, creditors or effect any scheme of amalgamation or reconstruction;

3. to create or permit any charges or lien on any mortgaged properties;

4. to amend its MOA and AOA or alter its capital structure; and

5. to make any major investments by way of deposits, loans, share capital, etc. in any manner.

Servicing behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities.

As on the date of this Draft Shelf Prospectus, our Company has not defaulted/ delayed in the 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.

Further, there are no outstanding borrowings taken/ debt securities issued where taken/ issued (i) for consideration other than cash, whether in whole or in part, (ii) at a premium or discount, or (iii) in pursuance of an option as on March 31, 2018.

MATERIAL DEVELOPMENTS

There have been no material developments since March 31, 2018 and there have arisen no circumstances that materially or adversely affect the operations, or financial condition or profitability or credit quality of our Company or the value of its assets or its ability to pay its liabilities with the next 12 months except as stated in the section titled *"Financial Information*" beginning on page 121.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND INDAS

The Reformatted Financial Statements of the Issuer included in this Draft Shelf Prospectus are presented in accordance with Indian GAAP, which differs from Indian Accounting Standards ("**Ind AS**") in certain respects. The Ministry of Corporate Affairs ("**MCA**"), in its press release dated January 18, 2016, issued a roadmap for implementation of Ind AS converged with IFRS for non-banking financial companies, scheduled 50 commercial banks, insurers, and insurance companies, which was subsequently confirmed by the RBI through its circular dated February 11, 2016. The notification further explains that NBFCs having a net worth of ₹ 50,000 lakh or more as of March 31, 2016, shall comply with Ind AS for accounting periods beginning on or after April 1, 2018, with comparatives for the periods ending on March 31, 2018. Therefore, the Issuer would be subject to this notification.

"*Summary of Significant Differences among Indian GAAP and Ind AS*", does not present all differences between Indian GAAP and Ind AS which are relevant to the Issuer. Consequently, there can be no assurance that those are the only differences in the accounting principles that could have a significant impact on the financial information included in this Draft Shelf Prospectus. Furthermore, the Issuer has made no attempt to identify or quantify the impact of these differences or any future differences between Indian GAAP and Ind AS which may result from prospective changes in accounting standards. The Issuer has not considered matters of Indian GAAP presentation and disclosures, which also differ from Ind AS. In making an investment decision, investors must rely upon their own examination of the Issuer's business, the terms of the offerings and the financial information included in this Draft Shelf Prospectus. Potential investors should consult with their own professional advisors for a more thorough understanding of the differences between Indian GAAP and Ind AS and how those differences might affect the financial information included in this Draft Shelf Prospectus. The Issuer cannot assure that it has completed a comprehensive analysis of the effect of Ind AS on future financial information or that the application of Ind AS will not result in a materially adverse effect on the Issuer's future financial information.

Summary of Significant Differences among Indian GAAP and Ind AS:

Sr.No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
1.	Presentation of Financial Statements	Other Comprehensive Income: There is no concept of 'Other Comprehensive Income' under Indian GAAP.	<u>Other Comprehensive Income:</u> Ind AS 1 introduces the concept of other Comprehensive Income ("**OCI**"). Other comprehensive income comprises items of income and expense (including reclassification adjustments) that are not recognized in profit or loss as required or permitted by other Ind AS.
		<u>Extraordinary items:</u> Under Indian GAAP, extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.	<u>Extraordinary items:</u> Under Ind AS, presentation of any items of income or expense as extraordinary is prohibited.
		<u>Change in Accounting Policies:</u> Indian GAAP requires changes in accounting policies to be presented in the financial statements on a prospective basis (unless transitional provisions, if any, of an	<u>Change in Accounting Policies:</u> Ind AS requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the

Sr.No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		accounting standard require otherwise) together with a disclosure of the impact of the same, if material. If a change in the accounting policy has no material effect on the financial statements for the current period but is expected to have a material effect in the later periods, the same should be appropriately disclosed.	earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.
2.	Deferred Taxes	Under Indian GAAP, the Company determines deferred tax to be recognized in the financial statements with reference to the income statement approach i.e. with reference to the timing differences between profit offered for income taxes and profit as per the financial statements.	As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/ liabilities and their respective tax base. Using the balance sheet approach, there could be additional deferred tax charge/ income on account of all Ind AS opening balance sheet adjustments.
3.	Property, plant and Equipment depreciation and residual value – reviewing	Under Indian GAAP, the Company currently provides depreciation on straight line method over the useful lives of the assets estimated by the Management.	Ind AS 16 mandates reviewing the method of depreciation, estimated useful life and estimated residual value of an asset at least once in a year. The effect of any change in the estimated useful and residualvalue shall be taken prospectively. Ind AS 101 allows current carrying value under Indian GAAP for items of property, plant and equipment to be carried forward as the cost under Ind AS.
4.	Accounting for Employee benefits	Currently, all actuarial gains and losses are recognized immediately in the statement of profit and loss.	Under Ind AS 19, the change in liability is split into changes arising out of service, interest cost and re measurements and the change in asset is split between interest income and re measurements. Changes due to service cost and net interest cost/ income need to be recognized in the income statement and the changes arising out of re-measurements are to be recognized directly in OCI.
5.	Accounting for Investments in Subsidiaries/ Associates/ JV in separate Financial Statements	Accounting for investments in subsidiaries/ Associates/JV is governed by Accounting Standard 13 depending on the classification of the investment as current or long term.	Accounting for investments in Subsidiaries / Associates / JV is governed by Ind AS 27 which gives an option to account the same at cost or in accordance with Ind AS 109.

Sr.No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
6.	Consolidated Financial Statements	Under Indian GAAP the consolidation is driven by the reporting entity's control over its investees namely subsidiaries, associates and joint ventures. Control is: (a) the ownership, directly or indirectly through subsidiary(ies), of more than one-half of the voting power of an entity; or (b) control of the composition of the board of directors in the case of a company or of the composition of the corresponding governing body in case of any other entity so as to obtain economic benefits from its activities. Therefore, a mere ownership of more than 50 per cent of equity shares is sufficient to constitute control under Indian GAAP, whereas this is not necessarily so under Ind AS.	Control is based on whether an investor has: (a) power over the investee; (b) exposure, or rights, to variable return from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amounts of the returns.
7.	Consolidation - Exclusion of subsidiaries, associates and joint ventures	Excluded from consolidation, equity accounting or proportionate consolidation if the subsidiary/ investment/ interest in joint venture was acquired with intent to dispose of in the near future (which, ordinarily means not more than 12 months, unless a longer period can be justified based on facts and circumstances of the case) or if it operates under severe long-term restrictions which significantly impair its ability to transfer funds to the parent/ investor/ venturer.	Consolidated financial statements include all subsidiaries and equity accounted associates and joint ventures. No exemption for "temporary control", "different lines of business" or "subsidiary/ associate/ joint venture that operates under severe long- term funds transfer restrictions" except when the investment is determined as held for sale in accordance with Ind AS.
8.	Consolidation - Joint Ventures	Under Indian GAAP, Proportionate consolidation method is applied when the entity prepares consolidated financial statements.	The equity method, as described in Ind AS 28 is applied when the entity prepares consolidated financial statements.
9.	Provisions, contingent liabilities and contingent assets	Under Indian GAAP, provisions are recognised only under a legal obligation. Also, discounting of provisions to present value is not permitted	Under IND AS, provisions are recognised for legal as well as constructive obligations. IND AS requires discounting the provisions to present value, if the effect of time value of money is material
10.	Share based payments	Under Indian GAAP, company has an option to account for share based payments on the basis of intrinsic value or fair value. The company followed the intrinsic value method and gave a disclosure for the fair valuation.	Under Ind AS, the share based payments have to be mandatorily accounted basis the fair value and the same has to be recorded in the Statement of Profit or Loss over the vesting period. The fair valuation of the unvested options as on the transition date have to be adjusted against retained earnings
11.	The pooling of	Amalgamations in the nature of purchase	All business combinations, other than

Sr.No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
	interests and purchase method	are accounted for by recording the identifiable assets and liabilities of the acquiree either at the fair values or at book values. Amalgamations in the nature of merger are accounted under the pooling of interests method.	those between entities under common control, are accounted for using the purchase method. An acquirer is identified for all business combinations, which is the entity that obtains control of the other combining entity. Business combination transactions between entities under common control should be accounted for using the 'pooling of interests' method.
12.	Presentation and classification of Financial Instruments and subsequent measurement	Currently, under Indian GAAP, the financial assets and financial liabilities are recognised at the transaction value. The Company classifies all its financial assets and liabilities as short term or long term. Long term investments are carried at cost less any permanent diminution in the value of such investments determined on a specific identification basis. Current investments are carried at lower of cost and fair value. Financial liabilities are carried at their transaction values. Disclosures under Indian GAAP are limited. Currently under Indian GAAP, loan processing fees and/or fees of similar nature are recognized upfront in the Statement of Profit and Loss.	Ind AS 109 requires all financial assets and financial liabilities to be recognised on initial recognition at fair value. Financial assets have to be either classified as measured at amortized cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss (FVTPL) or recognized in other comprehensive income (FVOCI). Financial assets include equity and debts investments, security receipts, interest free deposits, loans, trade receivables etc. Assets classified at amortized cost and FVOCI and the related revenue (including processing fees and fees of similar nature) net of related costs have to be measured using the Effective Interest Rate (EIR) method. There are two measurement categories for financial liabilities - FVTPL and amortized cost. Liabilities classified at amortized cost and the related expenses (processing cost & fees) have to be measured using the Effective Interest Rate (EIR) method. Fair value adjustment on transition shall be adjusted against opening retained earnings on the date of transition. Disclosures under Ind AS are extensive.
13.	Financial Instruments - Impairment	Under Indian GAAP, the Company assesses the provision for doubtful debts at each reporting period, which in practice, is based on relevant information like past experience, financial position of the debtor, cash flows of the debtor, guidelines issued by the regulator etc.	The impairment model in Ind AS is based on expected credit losses and it applies equally to debt instruments measured at amortized cost or FVOCI, lease receivables, contract assets within the scope of Ind AS 109 and certain written loan commitments and financial guarantee contracts.

SECTION VI- ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The following are the details of the principal terms and conditions of the Issue. This section should be read in conjunction with, and is qualified in its entirety by, the further details in the sections titled "*Terms of the Issue*" on page 453 and "*Issue Procedure*" on page 468.

Common Terms and Conditions of the NCDs:

Issuer	Shriram Transport Finance Company Limited
Type of instrument/ Name of the security/ Seniority	Secured Redeemable Non-Convertible Debentures
Nature of the instrument	Secured Redeemable Non-Convertible Debenture
Mode of the issue	Public issue
Lead Managers	Axis Bank Limited, A.K. Capital Services Limited, Edelweiss Financial Services Limited, JM Financial Limited and Trust Investment Advisors Private Limited
Debenture Trustee	Catalyst Trusteeship Limited
Depositories	NSDL and CDSL
Registrar	Integrated Registry Management Services Private Limited
Base Issue	As specified in the relevant Tranche Prospectus for each Tranche Issue
Option to retain Oversubscription Amount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Eligible investors	Please refer to the chapter titled "*Issue Procedure – Who can apply?*" on page 469
Objects of the Issue	Please refer to the chapter titled "*Objects of the Issue*" on page 63
Details of utilization of the proceeds	Please refer to the chapter titled "*Objects of the Issue*" on page 63
Interest rate for each category of investors	As specified in the relevant Tranche Prospectus for each Tranche Issue
Step up/ Step down interest rates	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest type	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest reset process	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issuance mode of the instrument	Physical and demat*
Frequency of interest payment	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest Payment Date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Day count basis	Actual/ Actual
Interest on application money	As specified in the relevant Tranche Prospectus for each Tranche Issue
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws
Tenor	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption Date/ Maturity Date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption Amount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption premium/ discount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Face value	₹ 1,000 per NCD
Issue Price (in ₹)	₹ 1,000 per NCD

Discount at which security is issued and the effective yield as a result of such discount.	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put option date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put option price	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call option date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call option price	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put notification time.	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call notification time	As specified in the relevant Tranche Prospectus for each Tranche Issue
Minimum Application size and in multiples of NCD thereafter	As specified in the relevant Tranche Prospectus for each Tranche Issue
Market Lot/ Trading Lot	One NCD
Pay-in date	Application Date. The entire Application Amount is payable on Application.
Credit ratings	The NCDs proposed to be issued under this Issue have been rated 'CRISIL AA+/Stable' by CRISIL for an amount of up to ₹ 5,00,000 lakhs vide its letter dated June 8, 2018 and 'IND AA+: Outlook Stable' by India Ratings and Research for an amount of up to ₹ 5,00,000 lakhs vide its letter dated June 8, 2018. The rating of the NCDs by CRISIL and India Ratings and Research indicate that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk.
Listing	The NCDs are proposed to be listed on BSE and the NSE. The NCDs shall be listed within 12 Working Days from the date of Issue Closure.
Issue size	As specified in the respective Tranche Prospectus
Modes of payment	Please refer to the chapter titled ***"****Issue Procedure – Terms of Payment*" on page 484.
Trading mode of the instrument	In dematerialised form only
Issue opening date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issue closing date**	As specified in the relevant Tranche Prospectus for each Tranche Issue
Record date	15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus. or as may be otherwise specified by the Stock Exchanges. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the stock exchanges shall be considered as Record Date.
Security and Asset Cover	The principal amount of the NCDs to be issued in terms of the Draft Shelf Prospectus together with all interest due on the outstanding NCDs in respect thereof shall be secured by way of exclusive and/or pari passu charge in favour of the Debenture Trustee on specific present and/or future receivables/assets of our Company as may be decided mutually by our Company and the Debenture Trustee. Our Company will create appropriate security (by way of mortgage/ hypothecation) in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs (along with the interest due thereon). For further details please refer to the section titled "***Terms of the Issue – Security***" on page no. 453
Transaction/ Issue documents	This Draft Shelf Prospectus, the Shelf Prospectus, the Tranche Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed and other documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Managers and/or other intermediaries for the purpose of this Issue including but not limited to the Issue Agreement, Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Escrow Agreement, the Registrar

	Agreement, the Agreement with the Lead Managers and the Consortium Agreement. For further details, please refer to "*Material Contracts and Documents for Inspection*" on page 523.
Conditions precedent to disbursement	Other than the conditions specified in the Debt Regulations, there are no conditions precedents to disbursement.
Conditions subsequent to disbursement	Other than the conditions specified in the Debt Regulations, there are no conditions subsequent to disbursement.
Events of default / cross default	Please refer to the chapter titled "*Terms of the Issue – Events of Default*" on page 454
Deemed date of Allotment	The date on which the Board of Directors/or the Debt Issuance Committee approves the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors/ or the Debt Issuance Committee thereof and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the Debenture Holders from the Deemed Date of Allotment
Roles and responsibilities of the Debenture Trustee	Please refer to the chapter titled "*Terms of the Issue – Trustees for the NCD Holders*" on page 454
Governing law and jurisdiction	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in Mumbai, India, respectively
Working day convention	If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. In case the Redemption Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment

** In terms of Regulation 4(2)(d) of the Debt Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. However, in terms of section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will fulfil such request. However, trading in NCDs shall be compulsorily in dematerialized form. By a letter dated June 7, 2018 our Company has requested Securities and Exchange Board of India to grant an exemption to our Company and issue the NCDs to the Investors in physical form.*

******* *The subscription list shall remain open for subscription on Working Days from 10:00 a.m. to 5.00 p.m. (Indian Standard Time) with an option for early closure or extension by such period, as may be decided by the Board or the Debt Issuance Committee. In the event of such early closure of or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a leading daily national newspaper on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges.*

SPECIFIC TERMS AND CONDITIONS IN CONNECTION WITH EACH SERIES OF NCDs:

As specified in the relevant Tranche Prospectus.

Terms of payment

The entire face value per NCDs is payable on application (except in case of ASBA Applicants). In case of ASBA Applicants, the entire amount of face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser number of NCDs than applied for, our Company

shall refund the amount paid on application to the Applicant, in accordance with the terms of the respective Tranche Prospectus.

Participation by any of the above-mentioned Investor classes in this Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account (in case of Applicants applying for Allotment of the NCDs in dematerialized form) held in joint names. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue. For further details, please refer to the chapter titled "*Issue Procedure*" on page 468.

TERMS OF THE ISSUE

GENERAL TERMS OF THE ISSUE

Authority for the Issue

This Issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on April 27, 2018. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' *vide* their resolution passed by postal ballot on June 6, 2018.

Principal Terms & Conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the Debt Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the Tranche Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/BSE/NSE, RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of NCDs

The NCDs would constitute direct and secured obligations of ours and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of first charge on the identified immovable property and the specified future loan receivables of our Company. The claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements.

Debenture Redemption Reserve

Section 71 (4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Third Amendment Rules, 2016, dated July 19, 2016, further states that 'the adequacy' of DRR for NBFCs registered with the RBI under Section 45-lA of the RBI (Amendment) Act, 1997 shall be 25% of the value of outstanding debentures issued through a public issue as per the Debt Regulations. Accordingly, our Company is required to create a DRR of 25% of the value of the NCDs, outstanding as on date, issued through the Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. The Rules further mandate that every company required to maintain DRR shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during year ending on the 31st day of March of that year.

Face Value

The face value of each NCD shall be ₹1,000.

Security

The principal amount of the NCDs to be issued in terms of the Shelf Prospectus and respective Tranche Prospectus(es) together with all interest due on the NCDs in respect thereof shall be secured by way of first charge in favour of the Debenture Trustee on an identified immovable property and specific future receivables of our

Company as may be decided mutually by our Company and the Debenture Trustee. Our Company will create appropriate security in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs (along with the interest due thereon), which shall be free from any encumbrances.

Our Company intends to enter into an indenture/deed with the Debenture Trustee, ('**Debenture Trust Deed**'), the terms of which will govern the powers, authorities and obligations of the Debenture Trustee. Our Company proposes to complete the execution of the Debenture Trust Deed within one month of the closure of the Issue and shall utilize the funds only after the stipulated security has been created.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the NCD Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on NCDs on the rate specified in the relevant Tranche Prospectus(es), the respective Tranche Prospectus(es) and in the Debenture Trust Deed. The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value.

Trustees for the NCD Holders

We have appointed Catalyst Trusteeship Limited to act as the Debenture Trustee for the NCD Holders in terms of Regulation 4(4) of the Debt Regulations and Section 71 (5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee will execute a Debenture Trust Deed, inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD 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 NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us pro tanto to the NCD Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Events of Default:

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular Series of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice inter alia if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed:

1. Default is committed in payment of the principal amount of the NCDs on the due date(s); and
2. Default is committed in payment of any interest on the NCDs on the due date(s).

NCD Holder not a Shareholder

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent of the right to receive the annual reports of our Company and such other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the Debt Listing Agreement and the Securities and Exchange Board of India (Listing Obligations and Disclosure Obligations) Regulations, 2015.

Rights of NCD Holders

Some of the significant rights available to the NCD Holders are as follows:

1. The NCDs shall not, except as provided in the Act, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company's members/shareholders including, without limitation, the right to attend and/or vote at any general meeting of our Company's members/shareholders. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the concerned registered NCD Holders for their consideration. In terms of

Section 136 (1) of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.

2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.

3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered NCD Holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.

4. The NCDs are subject to the provisions of the Debt Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of the Shelf Prospectus, the respective Tranche Prospectus(es), the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.

5. A register of NCD Holders holding NCDs in physical form ("**Register of NCD Holders**") will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of NCD Holders as on the Record Date. For the NCDs issued in dematerialized form, the Depositories shall also maintain the up to date record of holders of the NCDs in dematerialized Form. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCD in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD holders for this purpose.

6. Subject to compliance with RBI requirements, NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing at least 21 days prior notice for such roll over and in accordance with the Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the NCD Holders are merely indicative. The final rights of the NCD Holders will be as per the terms of the Shelf Prospectus, the respective Tranche Prospectus(es) and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee.

Nomination facility to NCD Holder

In accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Rule 19**") and the Companies Act, 2013, the sole NCD holder, or first NCD Holder, along with other joint NCD Holders' (being individual(s)), may nominate, in the **Form No. SH.13,** any one person in whom, in the event of the death of Applicant the NCDs Allotted, if any, will vest. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in **Form No.SH.13** any person as nominee. A nominee entitled to the NCDs by reason of the death of the original holder(s), will, in accordance with Rule 19 and Section 56 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the NCDs. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in **Form No. SH.14**, any person to become entitled to NCDs in the event of the holder's death during minority. A nomination will stand rescinded on a sale/transfer/alienation of NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office, Corporate Office or with the Registrar to the Issue.

NCD Holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the NCD Holder(s). The signature can be provided in the

Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Rule 19, any person who becomes a nominee by virtue of the Rule 19, will on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of NCDs; or
- to make such transfer of the NCDs, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For all NCDs held in the dematerialized form, nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant in connection with NCDs held in the dematerialized form.

Applicants who have opted for allotment of NCDs in the physical form and/or persons holding NCDs in the physical form should provide required details in connection with their nominee to our Company and inform our Company in connection with NCDs held in the physical form.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Mumbai, India.

Application in the Issue

Applicants shall have the option to apply for all Series NCDs in the physical form (in terms of Section 8(1) of the Depositories Act) or in the dematerialized form through a valid Application Form filled in by the Applicant along with attachment, as applicable.

In terms of Regulation 4(2)(d) of the Debt Regulations, our Company will make public issue of the NCDs in the dematerialised form. However, in terms of Section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will fulfil such request. However, trading of the NCDs on stock exchange/s shall be compulsorily in dematerialized form.

Form and Denomination

In case of NCDs held in physical form, a single certificate will be issued to the NCD Holder for the aggregate amount ("**Consolidated NCD Certificate**") for each type of NCDs. A successful Applicant can also request for the issue of NCDs certificates in the denomination of 1 (one) NCD at any time post allotment of the NCDs ("**Market Lot**").

In respect of Consolidated NCD Certificates, we will, only upon receipt of a request from the NCD Holder, split such Consolidated NCD Certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

Transfer/Transmission of NCD(s)

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the Companies Act, 2013 shall apply, *mutatis mutandis* (to the extent applicable to debentures) to the NCD(s) as well. In respect of the NCDs held in physical form, a suitable instrument of transfer as may be prescribed by the Issuer may be used for the same. The NCDs 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 transfer or transferee and any other 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, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar.

Please refer to "- *Interest/ Premium*" on page 459 for the implications on the interest applicable to NCDs held by Individual Investors on the Record Date and NCDs held by Non Individual Investors on the Record Date.

For NCDs held in electronic form:

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. In case the transferee does not have a DP account, the seller can re-materialise the NCDs and thereby convert his dematerialized holding into physical holding. Thereafter the NCDs can be transferred in the manner as stated above.

In case the buyer of the NCDs in physical form wants to hold the NCDs in dematerialized form, he can choose to dematerialize the securities through his DP.

Title

In case of:

- the NCDs held in the dematerialized form, the person for the time being appearing in the record of beneficial owners maintained by the Depository; and

- the NCD held in physical form, the person for the time being appearing in the Register of NCD Holders as NCD Holder,

shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificate issued in respect of the NCDs and no person will be liable for so treating the NCD Holder.

No transfer of title of a NCD will be valid unless and until entered on the Register of NCD Holders or the register and index of NCD Holders maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or Maturity Amount, as the case may be, will be paid to the person, whose name appears first in the Register of NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the Companies Act shall apply, mutatis mutandis (to the extent applicable) to the NCD (s) as well.

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, the Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of the Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.

2. Proof that the non-resident Indian is an Indian national or is of Indian origin.

3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Procedure for Re-materialization of NCDs

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. **Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to the Company and the DP. No proposal for rematerialization of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialization.**

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any requirements of the RBI and/or as provided in our Articles of Association. For details on our Articles of Association please refer to the chapter titled "*Summary of Key Provisions of Articles of Association*" on page 521.

Period of Subscription

ISSUE PROGRAMME	
ISSUE OPENS ON	As specified in Tranche Prospectus
ISSUE CLOSES ON	As specified in Tranche Prospectus

Applications Forms for the Issue will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, during the Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (i) by the Lead Managers, Consortium Members, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, at the centers mentioned in Application Form through the non-ASBA mode or, (ii) in case of ASBA Applications, (a) directly by the Designated Branches of the SCSBs or (b) by the centers of the Lead Managers, Consortium Members, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, only at the Selected Cities. On the Issue Closing Date Application Forms will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. or such extended time as may be permitted by the Stock Exchanges.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m (Indian Standard Time) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Managers, Consortium Members, sub-brokers or Trading Members of the Stock Exchanges are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under the Issue will be on a date priority basis in accordance with SEBI Circular dated October 29, 2013.

Interest/Premium

As specified in the relevant Tranche Prospectus.

Basis of payment of Interest

The Tenor, Coupon Rate / Yield and Redemption Amount applicable for each Series of NCDs shall be determined at the time of Allotment of NCDs. NCDs once allotted under any particular Series of NCDs shall continue to bear the applicable Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment irrespective of the category of NCD Holder on any record date, and such tenor, coupon/yield and redemption amount as at the time of original allotment will not be impacted by trading of any series of NCDs between the categories of persons or entities in the secondary market.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Investors. In such cases, interest, on the interest payment date, would be directly credited to the account of those Investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Refer to the paragraph on *"Manner of Payment of Interest / Refund / Redemption Amounts"* at page 461.

Taxation

Any tax exemption certificate/document must be lodged at the office of the Registrar at least 7(seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialized form.

However, in case of NCDs held in physical form, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor (in case of resident Individuals and HUFs), if such interest does not exceed ₹5,000 in any financial year. If interest exceeds the prescribed limit of ₹5,000 on account of interest on the NCDs, then the tax will be deducted at applicable rate. However in case of NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all Applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all Applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted to our Company quoting the name of the sole/ first NCD Holder, NCD folio number and the distinctive number(s) of the NCD held, prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original from Assessing Officer for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Mumbai or Chennai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest would be paid on the next working day. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Subject to the terms and conditions in connection with computation of applicable interest on the Record Date as stated on page 7, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft Shelf Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest

which may have accrued on the NCDs.

Day Count Convention:

Interest shall be computed on actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Effect of holidays on payments

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

Illustration for guidance in respect of the day count convention and effect of holidays on payments.

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 will be a disclosed in the relevant Tranche Prospectus.

Interest on Application Amount

Interest on application amounts received which are used towards allotment of NCDs:

Our Company shall pay interest on application amount to successful applicants, at the rate as specified in the relevant Tranche Prospectus(es) and applicable to the relevant NCD (as per the Category of the Investor), allotted to the Applicants, other than to ASBA Applicants, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to any Applicants to whom NCDs are allotted pursuant Issue from the date of realization of the cheque(s)/demand draft(s) up to one day prior to the Deemed Date of Allotment. In the event that such date of realization of the cheque(s)/ demand draft(s) is not ascertainable in terms of banking records, we shall pay interest on Application Amounts on the amount Allotted from three Working Days from the date of upload of each Application on the electronic Application platform of the NSE and the BSE up to one day prior to the Deemed Date of Allotment.

Our Company may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Applicants. Alternatively, the interest warrant will be dispatched along with the Letter(s) of Allotment/NCD Certificates at the sole risk of the Applicant, to the sole/first Applicant**.**

TDS on Interest on Application Amount

Interest on Application Amount is subject to deduction of income tax (including TDS) under the provisions of the Income Tax Act or any other statutory modification or re-enactment thereof, as applicable. Tax exemption certificate/declaration of non-deduction of tax at source on interest on Application Amount, if any, should be submitted along with the Application Form.

Interest on application amounts received which are liable to be refunded:

Our Company shall pay interest on application amount on all valid applications which are liable to be refunded to the Applicants, other than to ASBA Applicants, in accordance with the provisions of the Debt Regulations and/or the Companies Act, 2013, or other applicable statutory and/or regulatory requirements, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, after the date of realization of the cheque(s)/demand draft(s) or 3 (three) days after the date of receipt of the application (being the date of upload of each Application on the electronic Application platform of the Stock Exchanges) whichever is later up to one day prior to the Deemed Date of Allotment, at the rate as specified in the relevant Tranche Prospectus(es). Such interest shall be paid along with the monies liable to be refunded. Interest warrant will be dispatched / credited (in case of electronic payment) along with the Letter(s) of Refund at the sole risk of the Applicant, to the sole/first Applicant.

In the event our Company does not receive a minimum subscription as specified in the Tranche Prospectus(es) on the date of closure of the Issue, our Company shall pay interest on application amount which is liable to be refunded to the Applicants, other than to ASBA Applicants, in accordance with the provisions of the Debt Regulations and/or the Companies Act, 2013, or other applicable statutory and/or regulatory requirements, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended.

Provided that, notwithstanding anything contained hereinabove, our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, (b) applications which are withdrawn by the Applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. Please refer to "*Rejection of Application"* at page 489.

Maturity and Redemption

As specified in the relevant Tranche Prospectus.

Put / Call Option

As specified in the relevant Tranche Prospectus(es).

Application Size

As specified in the relevant Tranche Prospectus(es).

Applicants can apply for any or all types of NCDs offered hereunder (any/all Series) using the same Application Form.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Terms of Payment

The entire issue price of ₹1,000 per NCD is payable on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall refund the excess amount paid on application to the Applicant in accordance with the terms of this Draft Shelf Prospectus. For further details please refer to the paragraph on "*Interest on Application Amount*" on page 460.

Manner of Payment of Interest / Refund / Redemption Amounts

The manner of payment of interest / refund / redemption in connection with the NCDs is set out below:

For NCDs held in physical form:

The bank details will be obtained from the Application Form or from the copy of the cancelled cheque or such other documentary proof as may have been annexed to the Application Form by the Applicant for payment of interest / refund / redemption as the case may be. In case of NCDs held in physical form on account of re-materialization and/or subsequent transfer post-allotment, the bank details will be obtained from the documents submitted to the Company along with the rematerialisation request. *Please refer to "Procedure for Re-materialization of NCDs" on page 458 for further details.*

For NCDs applied / held in electronic form:

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to the Applicant at the Applicant's sole risk, and the Lead Managers, our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

1. **Direct Credit:** Investors having their bank account with the Refund Banks, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

2. **NACH:** National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. **RTGS:** Applicants having a bank account with a participating bank and whose interest payment / refund / redemption amount exceeds ₹2 lakhs, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment / refund / redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrars to the Issue at least 7 (seven) days before the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment / refund / redemption shall be made through NECS subject to availability of complete bank account details for the same as stated above.

4. **NEFT:** Payment of interest / refund / redemption shall be undertaken through NEFT wherever the Applicants' bank has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to a Magnetic Ink Character Recognition ("**MICR**"), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the de-mat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/refund/redemption will be made to the Applicants through this method.

5. **Registered Post/Speed Post:** For all other Applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through Speed Post/ Registered Post only to Applicants that have provided details of a registered address in India. Refunds may be made by cheques, pay orders, or demand drafts drawn on the relevant Refund Bank and payable at par at places where Applications are received. All cheques, pay orders, or demand drafts as the case may be, shall be sent by registered/speed post at the Investor's sole risk. Bank charges, if any, for cashing such cheques, pay orders, or demand drafts at other centres will be payable by the Applicant.

Refunds for Applicants other than ASBA Applicants

Within 12 Working Days of the Issue Closing Date, the Registrar to the Issue will dispatch refund orders/issue instructions for electronic refund, as applicable, of all amounts payable to unsuccessful Applicants (other than ASBA Applicants) and also any excess amount paid on Application, after adjusting for allocation/Allotment of NCDs. In case of Applicants who have applied for Allotment of NCDs in dematerialized form, the Registrar to the Issue will obtain from the Depositories the Applicant's bank account details, including the MICR code, on the basis of the DP ID and Client ID provided by the Applicant in their Application Forms, for making refunds. In case of Applicants who have applied for Allotment of NCDs in physical form, the bank details will be extracted from the Application Form or the copy of the cancelled cheque. For Applicants who receive refunds through ECS, direct credit, RTGS or NEFT, the refund instructions will be issued to the clearing system within 12 Working Days of the Issue Closing Date. A suitable communication will be dispatched to the Applicants receiving refunds through these modes, giving details of the amount and expected date of electronic credit of refund. Such communication will be mailed to the addresses (in India) of Applicants, as per Demographic Details received from the Depositories or the address details provided in the Application Form, in case of Applicants who have applied for Allotment of NCDs in physical form. The Demographic Details or the address details provided in the

Application Form would be used for mailing of the physical refund orders, as applicable. Investors who have applied for NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of their Depository Participant. Failure to do so could result in delays in credit of refund to the investors at their sole risk and neither the Lead Managers nor our Company shall have any responsibility and undertake any liability for such delays on part of the investors**.**

Printing of Bank Particulars on Interest Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either on account of rematerialisation or transfer, the investors are advised to submit their bank account details with our Company / Registrar at least seven (seven) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCD as available in the records of our Company. Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

Loan against NCDs

Pursuant to RBI Circular dated June 27, 2013, our Company, being an NBFC, is not permitted to extend any loans against the security of its NCDs.

Buy Back of NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buyback of NCDs, upon such terms and conditions as may be decided by our Company.

Our Company may from time to time invite the NCD Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

Procedure for Redemption by NCD Holders

The procedure for redemption is set out below:

NCDs held in physical form:

No action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificate(s)) be surrendered for redemption on maturity and should be sent by the NCD Holder(s) by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holder(s) may be requested to surrender the NCD certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see the para "*Payment on Redemption*" given below.

NCDs held in electronic form:

No action is required on the part of NCD Holder(s) at the time of redemption of NCDs.

Payment on Redemption

The manner of payment of redemption is set out below:

NCDs held in physical form:

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificate(s), duly discharged by the sole holder / all the joint-holders (signed on the reverse of the NCD certificate(s). Dispatch of cheques/pay order, etc. in respect of such payment will be made on the Redemption Date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the Redemption Date to those NCD Holders whose names stand in the Register of NCD Holders maintained by us/Registrar to the Issue on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least 7 (seven) days prior to the Record Date. In case the transfer documents are not lodged with us at least 7 (seven) days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrars.

Our liability to holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

NCDs held in electronic form:

On the redemption date, redemption proceeds would be paid by cheque /pay order / electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

Issue of Duplicate NCD Certificate(s)

If any NCD certificate(s) is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Right to Reissue NCD(s)

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCD(s), we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or reissue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such NCDs either by reselling or reissuing the same

NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

Sharing of Information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee shall be published in one English language newspaper having wide circulation and one regional language daily newspaper in Chennai and/or will be sent by post/ courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

Issue of Duplicate NCD Certificate(s)

If any NCD certificate(s) is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Future Borrowings

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, pari passu or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013"

Pre-closure

Our Company, in consultation with the Lead Managers reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription or as may be specified in the relevant Tranche Prospectus(es). Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Issue Closing Date for the relevant Tranche Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.

Minimum Subscription

In terms of the Debt Regulations, an issuer undertaking a public issue of debt securities may disclose the minimum amount of subscription that it proposes to raise through the issue. Our Company shall disclose the minimum subscription for each Tranche Issue in the relevant Tranche Prospectus(es).

Utilisation of Application Amount

The sum received in respect of the Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

Utilisation of Issue Proceeds

(a) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account with a scheduled commercial bank as referred to in sub-section (3) of section 40 of the Companies Act, 2013.

(b) We shall utilize the Issue proceeds only upon execution of the documents for creation of security as stated in this Draft Shelf Prospectus, Shelf Prospectus, Tranche Prospectus and on receipt of the minimum subscription and receipt of listing and trading approval from Stock Exchange(s).

(c) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property or in the purchase of any business or in the purchase of an interest in any business.

(d) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;

(e) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.

Filing of the Shelf Prospectus and Tranche Prospectus(es) with the RoC

A copy of the Shelf Prospectus and relevant Tranche Prospectus(es) will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed in Schedule IV of Debt Regulations in compliance with the Regulation 8(1) of Debt Regulations. Material updates, if any, between the date of filing of the Shelf Prospectus with ROC and the date of release of this statutory advertisement will be included in the statutory advertisement.

Listing

The NCDs offered through this Draft Shelf Prospectus are proposed to be listed on the BSE and the NSE. Our Company has obtained an 'in-principle' approval for the Issue from the BSE vide their letter dated [●] and from NSE vide their letter dated [●]. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchanges are taken within 12 Working Days of the Issue Closing Date. For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Series, such Series(s) of NCDs shall not be listed. If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Shelf Prospectus.

Guarantee/Letter of Comfort

The Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Monitoring & Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the Debt Regulations. Our Board shall monitor the utilization of the proceeds of the Issue. For the relevant quarters commencing from the financial year ending March 31, 2018, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

Lien

Our Company will have the right of set-off and lien, present as well as future on the moneys due and payable to the NCD Holder, to the extent of all outstanding dues, if any by the NCD Holder to our Company.

Lien on Pledge of NCDs

Subject to applicable laws, our Company, at its discretion, may note a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the NCD Holder against pledge of such NCDs as part of the funding.

ISSUE PROCEDURE

This chapter applies to all Applicants. ASBA Applicants should note that the ASBA process involves application procedures which may be different from the procedures applicable to Applicants who apply for NCDs through any of the other channels, and accordingly should carefully read the provisions applicable to ASBA Applications hereunder. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the Designated Branches of the SCSBs.

ASBA Applicants should note that they may submit their ASBA Applications to the Members of Consortium, or Trading Members of the Stock Exchanges only in the Specified Cities or directly to the Designated Branches of the SCSBs. Applicants other than ASBA Applicants are required to submit their Applications to the Lead Manager, or Trading Members of the Stock Exchanges at the centres mentioned in the Application Form. For further information, please refer to "- Submission of Completed Application Forms" on page 486.

Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Draft Shelf Prospectus.

*Please note that this section has been prepared based on the circular no. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI ("**Debt Application Circular**"). The procedure mentioned in this section is subject to the Stock Exchanges putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Applications made through the Direct Online Application Mechanism and the online payment gateways to be offered by Stock Exchanges and accordingly is subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or SEBI. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Issue.*

Specific attention is drawn to the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of the 2012 SEBI Circular to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application.

PLEASE NOTE THAT ALL TRADING MEMBERS OF THE STOCK EXCHANGES WHO WISH TO COLLECT AND UPLOAD APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGES AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THIS DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS, THE ISSUE OPENING DATE AND THE ISSUE CLOSING DATE.

THE LEAD MANAGERS, THE CONSORTIUM MEMBERS AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGES SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS REGISTERED WITH SUCH STOCK EXCHANGE.

For purposes of the Issue, the term "Working Day" shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closure to listing of the securities, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India.

The information below is given for the benefit of the investors. Our Company and the Members of Consortium are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Shelf Prospectus.

PROCEDURE FOR APPLICATION

Availability of the Abridged Prospectus and Application Forms

Please note that there is a single Application Form for ASBA Applicants as well as Non-ASBA Applicants who are Persons Resident in India.

Physical copies of the abridged Shelf Prospectus containing the salient features of the Shelf Prospectus, the respective Tranche Prospectus together with Application Forms may be obtained from:

(a) Our Company's Registered Office and Corporate Office;
(b) Offices of the Lead Managers/Consortium Members;
(c) Trading Members; and
(d) Designated Branches of the SCSBs.

Electronic Application Forms may be available for download on the websites of the Stock Exchanges and on the websites of the SCSBs that permit submission of ASBA Applications electronically. A unique application number ("**UAN**") will be generated for every Application Form downloaded from the websites of the Stock Exchange. Our Company may also provide Application Forms for being downloaded and filled at such websites as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

Trading Members of the Stock Exchanges can download Application Forms from the websites of the Stock Exchange. Further, Application Forms will be provided to Trading Members of the Stock Exchanges at their request.

On a request being made by any Applicant before the Issue Closing Date, physical copies of this Draft Shelf Prospectus, the Shelf Prospectus, the respective Tranche Prospectus and Application Form can be obtained from our Company's Registered and Corporate Office, as well as offices of the Members of Consortium. Electronic copies of this Draft Shelf Prospectus, the Shelf Prospectus and relevant Tranche Prospectus will be available on the websites of the Lead Managers, the Stock Exchange, SEBI and the SCSBs.

Who can apply?

The following categories of persons are eligible to apply in the Issue:

Category I	**Category II**	**Category III**	**Category IV**
Institutional Investors	**Non Institutional Investors**	**High Net-worth Individual, ("HNIs"), Investors**	**Retail Individual Investors**
• Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs; • Provident funds, pension funds with a minimum corpus of ₹2,500 lakhs, superannuation funds and gratuity funds, which are authorized to invest in the NCDs;	• Companies within the meaning of section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Co-operative banks and regional rural banks • Public/private charitable/ religious trusts which are	• Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lakhs across all series of NCDs in Issue	• Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lakhs across all series of NCDs in Issue

Category I	Category II	Category III	Category IV
Institutional Investors	**Non Institutional Investors**	**High Net-worth Individual, ("HNIs"), Investors**	**Retail Individual Investors**
• Mutual Funds registered with SEBI • Venture Capital Funds/ Alternative Investment Fund registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹50,000 lakhs as per the last audited financial statements; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;	authorised to invest in the NCDs; • Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons.		

Please note that it is clarified that Persons Resident outside India shall not be entitled to participate in the Issue and any applications from such persons are liable to be rejected.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/ consents/ approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.

The Members of Consortium and their respective associates and affiliates are permitted to subscribe in the Issue.

Who are not eligible to apply for NCDs?

The following categories of persons, and entities, shall not be eligible to participate in the Issue and any Applications from such persons and entities are liable to be rejected:

(a) Minors without a guardian name*(A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and

the guardian);

(b) Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;

(c) Persons resident outside India and other foreign entities;

(d) Foreign Institutional Investors;

(e) Foreign Portfolio Investors;

(f) Foreign Venture Capital Investors

(g) Qualified Foreign Investors;

(h) Overseas Corporate Bodies; and

(i) Persons ineligible to contract under applicable statutory/regulatory requirements.

**Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872*

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship). In case of such Applications, the Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange.

The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/held directly or indirectly to the extent of at least 60% by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in the Issue.

Please refer to "***Rejection of Applications***" on page 489 for information on rejection of Applications.

Modes of Making Applications

Applicants may use any of the following facilities for making Applications:

(a) ASBA Applications through the Members of Consortium, or the Trading Members of the Stock Exchanges only in the Specified Cities (namely, Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat) ("**Syndicate ASBA**"). For further details, please refer to "***Submission of ASBA Applications***" on page 475;

(b) ASBA Applications through the Designated Branches of the SCSBs. For further details, please refer to "***Submission of ASBA Applications***" on page 475;

(c) Non-ASBA Applications through the Members of Consortium or the Trading Members of the Stock Exchanges at the centres mentioned in Application Form. For further details, please refer to "***Submission of Non-ASBA Applications***" on page 476; and

(d) Non-ASBA Applications for Allotment in physical form through the Members of Consortium, Consortium Members, sub-brokers or the Trading Members of the Stock Exchanges at the centres mentioned in Application Form. For further details, please refer to "- ***Submission of Non-ASBA Applications for Allotment of the NCDs in Physical Form***" on page 483.

APPLICATIONS FOR ALLOTMENT OF NCDs

Details for Applications by certain categories of Applicants including documents to be submitted are summarized below.

Applications by Mutual Funds

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2016/35 dated February 15, 2016 ("**SEBI Circular 2016**"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 25.0% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector towards HFCs is reduced from 10.0% of net assets value to 5.0% of net assets value and single issuer limit is reduced to 10.0% of net assets value (extendable to 12% of net assets value, after trustee approval). The SEBI Circular 2016 also introduces group level limits for debt schemes and the ceiling be fixed at 20.0% of net assets value extendable to 25.0% of net assets value after trustee approval.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which Application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. The Applications must be also accompanied by certified true copies of (i) SEBI Registration Certificate and trust deed (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Application by Systemically Important Non- Banking Financial Companies

Systemically Important Non- Banking Financial Company, a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor**.

Application by Commercial Banks, Co-operative Banks and Regional Rural Banks

Commercial Banks, Co-operative banks and Regional Rural Banks can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application by Insurance Companies

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorized signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.**

Application by Indian Alternative Investment Funds

Applications made by Alternative Investment Funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") for Allotment of the NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements

applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment

In case of Applications made by Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or **regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Public Financial Institutions or Statutory Corporations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) Board Resolution authorising investments; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) Specimen signature of authorized person; (vi) certified copy of the registered instrument for creation of such fund/trust; and (vii) Tax Exemption certificate issued by Income Tax Authorities, if exempt from Tax. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Applications by National Investment Fund

The application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Indian Scientific and/or industrial research organizations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)

The Application must be accompanied by certified true copies of: (i) Partnership Deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions; (iv) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants who are HNI Investors or Retail Individual Investors, a certified copy of the power of attorney must be submitted with the Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company, the Lead Managers may deem fit.**

Brokers having online demat account portals may also provide a facility of submitting the Application Forms (ASBA as well as non-ASBA Applications) online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his/ her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

APPLICATIONS FOR ALLOTMENT OF NCDs IN THE PHYSICAL AND DEMATERIALIZED FORM

Application for allotment in the physical form

Submission of Non-ASBA Applications for Allotment of the NCDs in physical form

Applicants can also apply for Allotment of the NCDs in physical form by submitting duly filled in Application Forms to the Members of Consortium, Consortium Members, sub-brokers or the Trading Members of the Stock Exchange, with the accompanying account payee cheques or demand drafts representing the full Application Amount and KYC documents as specified under "***Applications for Allotment of NCDs***" and "***Additional instructions for Applicants seeking Allotment of NCDs in physical form***" on page 471 and page 483, respectively. The Lead Managers, Consortium Members, sub-brokers and the Trading Members of the Stock Exchanges shall, on submission of the Application Forms to them, verify and check the KYC documents submitted by such Applicants and upload details of the Application on the online platforms of the Stock Exchanges, following which they shall acknowledge the uploading of the Application Form by stamping the acknowledgment slip with the date and time and returning it to the Applicant.

On uploading of the Application details, the Lead Managers, Consortium Members, sub-brokers and Trading Members of the Stock Exchanges will submit the Application Forms, with the cheque/demand draft to the Escrow Collection Bank(s) along with the KYC documents, which will realise the cheque/demand draft, and send the Application Form and the KYC documents to the Registrar to the Issue, who shall check the KYC documents submitted and match Application details as received from the online platforms of Stock Exchanges with the Application Amount details received from the Escrow Collection Bank(s) for reconciliation of funds received from the Escrow Collection Bank(s). In case of discrepancies between the two databases, the details received from the online platforms of Stock Exchanges will prevail, except in relation to discrepancies between Application Amounts. Lead Managers, Consortium Members and the Trading Members of the Stock Exchanges are requested to note that all Applicants are required to be banked with only the designated branches of Escrow Collection Bank(s). On Allotment, the Registrar to the Issue will dispatch NCD certificates/Allotment Advice to the successful Applicants to their addresses as provided in the Application Form. **If the KYC documents of an Applicant are not in order, the Registrar to the Issue will withhold the dispatch of NCD certificates pending receipt of complete KYC documents from such Applicant. In such circumstances, successful Applicants should provide complete KYC documents to the Registrar to the Issue at the earliest. In such an event, any delay by the Applicant to provide complete KYC documents to the Registrar to the Issue will be at the Applicant's sole risk and neither our Company, the Registrar to the Issue, the Escrow Collection Bank(s), nor the Lead Managers and/or the Consortium Members will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest on the Application Amounts for such period during which the NCD certificates are withheld by the Registrar to the Issue. Further, our Company will not be liable for any delays in payment of interest on the NCDs Allotted to such Applicants and will not be liable to compensate such Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay in payment of interest on the NCDs.**

For instructions pertaining to completing Application Form please refer to "- ***General Instructions***" and "***Additional Instructions for Applicants seeking allotment of NCDs in physical form***" on pages 477 and 483, respectively.

Applications for allotment in the dematerialized form

Submission of ASBA Applications

Applicants can also apply for NCDs using the ASBA facility. ASBA Applications can be submitted through either of the following modes:

(a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of ASBA Application in physical mode, the ASBA Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the ASBA Application, prior to uploading such ASBA Application into the electronic system of the Stock Exchange. **If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchange.** If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the ASBA Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application. In case of Application in the electronic mode, the ASBA Applicant shall submit the ASBA Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly registering such ASBA Applications.

(b) Physically through the Members of Consortium, or Trading Members of the Stock Exchanges only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat), i.e. Syndicate ASBA. Kindly note that ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available

at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

Upon receipt of the Application Form by the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, an acknowledgement shall be issued by giving the counter foil of the Application Form to the ASBA Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchanges and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Specified City, named by such SCSB to accept such ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). Upon receipt of the ASBA Application, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the ASBA Form. **If sufficient funds are not available in the ASBA Account, the relevant ASBA Application is liable to be rejected.** If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be.

ASBA Applicants must note that:

(a) Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Members of Consortium and Trading Members of the Stock Exchanges at the Specified Cities; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the Issue Opening Date. Application Forms will also be provided to the Trading Members of the Stock Exchanges at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the Tranche Prospectus is made available on their websites.

(b) The Designated Branches of the SCSBs shall accept ASBA Applications directly from ASBA Applicants only during the Issue Period. The SCSB shall not accept any ASBA Applications directly from ASBA Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, in case of Syndicate ASBA, the relevant branches of the SCSBs at Specified Cities can accept ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, after the closing time of acceptance of Applications on the Issue Closing Date. For further information on the Issue programme, please refer to "***General Information – Issue Programme***" on page 43.

(c) In case of Applications through Syndicate ASBA, the physical Application Form shall bear the stamp of the Members of Consortium or Trading Members of the Stock Exchange, as the case maybe, if not, the same shall be rejected. **Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.**

Please note that ASBA Applicants can make an Application for Allotment of NCDs in the dematerialized form only.

Submission of Non-ASBA Applications

Applicants must use the specified Application Form, which will be serially numbered, bearing the stamp of the relevant Lead Manager or Trading Member of the Stock Exchange, as the case maybe, from whom such Application Form is obtained. Such Application Form must be submitted to the relevant Lead Manager, Consortium Members or Trading Member of the Stock Exchange, as the case maybe, at the centers mentioned in the Application Form along with the cheque or bank draft for the Application Amount, before the closure of the Issue Period. **Applicants must use only CTS compliant instruments and refrain from using NON-CTS 2010 instruments for the payment of the Application Amount.** The Stock Exchanges may also provide Application Forms for being downloaded and filled. Accordingly, the investors may download Application Forms and submit the completed Application Forms together with cheques/ demand drafts to the Lead Manager, Consortium Members or Trading Member of the Stock Exchanges at the centers mentioned in the Application Form. On submission of the complete Application Form, the relevant Lead Manager, Consortium Members or Trading Member of the Stock Exchange, as the case maybe, will upload the Application Form on the electronic system provided by the Stock Exchange, and once an Application Form has been uploaded, issue an acknowledgement

of such upload by stamping the acknowledgement slip attached to the Application Form with the relevant date and time and return the same to the Applicant. Thereafter, the Application Form together with the cheque or bank draft shall be forwarded to the Escrow Collection Banks for realization and further processing.

The duly stamped acknowledgment slip will serve as a duplicate Application Form for the records of the Applicant. The Applicant must preserve the acknowledgment slip and provide the same in connection with:

1. any cancellation/ withdrawal of their Application;

2. queries in connection with allotment and/ or refund(s) of NCDs; and/or

3. all investor grievances/ complaints in connection with the Issue.

All cheques / bank drafts accompanying the Applications made by eligible Applicants should be crossed "A/c Payee only" and must be made payable to "[●]".

The Members of the Syndicate/ Trading Members of the Stock Exchanges, upon receipt of the Non-ASBA Applications, shall upload all the details of the Applications on the online platform of the Stock Exchanges. The Members of the Syndicate/ Trading Members of the Stock Exchanges shall thereafter submit the physical Application Form along with the cheque/ bank draft to the Escrow Collection Banks. The Members of the Syndicate/ Trading Members of the Stock Exchanges are requested to note that all Applications are required to be banked with only the designated branches of Escrow Collection Banks.

INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM

General Instructions

A. General instructions for completing the Application Form

- Applications must be made in prescribed Application Form only;
- Application Forms must be completed in block letters in English, as per the instructions contained in this Draft Shelf Prospectus, the Shelf Prospectus, the abridged Tranche Prospectus and the Application Form.
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialized form) and Applications should be made by Karta in case the Applicant is an HUF. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.
- Applicants applying for Allotment in dematerialised form must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchanges by SCSBs, the Members of the Syndicate at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs of the same series or across different series. Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
- If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- No separate receipts will be issued for the money payable on the submission of the Application Form. However, the Members of Consortium, Trading Members of the Stock Exchanges or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Lead Manager, Trading Member of the Stock Exchanges or the Designated Branch of the SCSBs, as the case may be.
- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form.
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form.
- All Applicants are required to tick the relevant box of the "Mode of Application" in the Application Form choosing either ASBA or Non-ASBA mechanism.
- ASBA Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected
- KYC Documents to be submitted by Applicants who do not have a Demat account and are applying for NCDs in the Physical Form

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment.

Applicants should note that neither the Members of Consortium, Trading Member of the Stock Exchange, Escrow Collection Banks nor Designated Branches, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.

Our Company would allot the series of NCDs, as specified in the relevant Tranche Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.

B. Applicant's Beneficiary Account and Bank Account Details

Applicants applying for Allotment in dematerialized form must mention their DP ID and Client ID in the Application Form, and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form for Allotment in dematerialized form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form for Allotment in dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchange, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, bank account details for printing on refund orders/sending refunds through electronic mode, Magnetic Ink Character Recognition ("**MICR**") Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, NACH, NEFT and RTGS), if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing

on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in dispatch/credit of refunds to Applicants and delivery of Allotment Advice at the Applicants' sole risk, and neither our Company, the Members of Consortium, Trading Members of the Stock Exchange, Escrow Collection Bank(s), SCSBs, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders, or for refunds through electronic transfer of funds, as applicable. Allotment Advice and physical refund orders (as applicable) would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant (other than ASBA Applicants) in the Application Form would be used only to ensure dispatch of refund orders.

Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Members of Consortium, Trading Members of the Stock Exchange, Escrow Collection Banks, SCSBs, Registrar to the Issue nor the Stock Exchanges shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in this Draft Shelf Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of refund orders/ Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used. By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to the Issue will be made into the accounts of such Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.

C. Permanent Account Number (PAN)

The Applicant should mention his or her Permanent Account Number (PAN) allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. **Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.**

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN Field i.e. either Sikkim category or exempt category.

D. Joint Applications

Applications may be made in single or joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person

whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

E. **Additional/ Multiple Applications**

An Applicant is allowed to make one or more Applications for the NCDs for the same or other series of NCDs, subject to a minimum application size of ₹ [●] and in multiples of ₹ [●] thereafter as specified in the relevant Tranche Prospectus. **Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected.** However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹ [●] lakhs shall be deemed such individual Applicant to be a HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the basis of allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

Do's and Don'ts

Applicants are advised to take note of the following while filling and submitting the Application Form:

Do's

1. Check if you are eligible to apply as per the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the relevant Tranche Prospectus and applicable law;
2. Read all the instructions carefully and complete the Application Form in the prescribed form;
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue.
4. Ensure that the DP ID and Client ID are correct and beneficiary account is activated for Allotment of NCDs in dematerialized form. The requirement for providing Depository Participant details shall be mandatory for all Applicants.
5. Ensure that the Application Forms are submitted at the Collection Centres provided in the Application Forms, bearing the stamp of a member of the Consortium or Trading Members of the Stock Exchange, as the case may be, for Applications other than ASBA Applications.
6. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
7. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the NSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes.
8. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
9. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange, match with the DP ID, Client ID and PAN available in the Depository database;
10. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;

11. Ensure that the Applications are submitted to the Members of Consortium, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please refer to "***General Information – Issue Programme***" on page 43.
12. Ensure that the Demographic Details including PAN are updated, true and correct in all respects;
13. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek allotment of NCDs pursuant to the Issue;
14. **Permanent Account Number:** Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
15. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;
16. Applicants (other than ASBA Applicants) are requested to write their names and Application serial number on the reverse of the instruments by which the payments are made;
17. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form;
18. Tick the series of NCDs in the Application Form that you wish to apply for; and
19. Submit KYC documents in case you are applying for physical allotment.

The Reserve Bank of India has issued standard operating procedure in terms of paragraph 2(a) of RBI circular number DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and non-CTS 2010 instruments in the three CTS grid locations.

SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011 stipulating the time between closure of the Issue and listing at 12 Working Days. In order to enable compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non-CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond 6 Working Days from the date of the closure of the Issue to avoid any delay in the timelines mentioned in the aforesaid SEBI Circular.

Don'ts:

1. Do not apply for lower than the minimum application size;
2. Do not pay the Application Amount in cash, by money order or by postal order or by stock invest;
3. Do not send Application Forms by post; instead submit the same to the Members of Consortium, sub-brokers, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be;
4. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
5. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
6. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
7. Do not submit the Application Forms without the full Application Amount;
8. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;

9. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
10. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
11. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
12. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by Persons Resident Outside India, NRI (inter-alia including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA);
13. Applicants other than ASBA Applicants should not submit the Application Form directly to the Escrow Collection Banks/ Bankers to the Issue, and the same will be rejected in such cases; and
14. Do not make an application of the NCD on multiple copies taken of a single form.

Additional Instructions Specific to ASBA Applicants

Do's:

1. Before submitting the physical Application Form with the Member of the Syndicate at the Syndicate ASBA Application Locations ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that centre;
2. Ensure that you tick the ASBA option in the Application Form and give the correct details of your ASBA Account including bank account number/ bank name and branch;
3. For ASBA Applicants applying through Syndicate ASBA, ensure that your Application Form is submitted to the Members of the Syndicate at the Syndicate ASBA Application Locations or the Trading Members and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to the Issuer, the Registrar;
4. For ASBA Applicants applying through the SCSBs, ensure that your Application Form is submitted at a Designated Branch of the SCSB where the ASBA Account is maintained, and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to the Issuer, the Registrar or the Members of the Syndicate or Trading Members;
5. Ensure that the Application Form is signed by the ASBA Account holder in case the ASBA Applicant is not the account holder;
6. Ensure that you have mentioned the correct ASBA Account number in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch, or to the Members of the Syndicate at the Syndicate ASBA Application Locations, or to the Trading Members, as the case may be;
8. Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form;
9. Ensure that you receive an acknowledgement from the Designated Branch or the concerned member of the Syndicate, or the Trading Member, as the case may be, for the submission of the Application Form; and
10. In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Don'ts:

1. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted under the ASBA process;
2. Do not submit the Application Form to the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, at a location other than the Specified Cities.

3. Do not send your physical Application Form by post. Instead submit the same to a Designated Branch or the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities; and

4. Do not submit more than five Application Forms per ASBA Account.

Kindly note that ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that Specified City for the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit such Application Forms (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes)).

Please refer to "*Rejection of Applications*" on page 489 for information on rejection of Applications.

ADDITIONAL INSTRUCTIONS FOR APPLICANTS SEEKING ALLOTMENT OF NCDS IN PHYSICAL FORM

Only Applicants who do not have a demat account as on date of the Application shall be eligible to apply for Allotment of NCDs in the physical form. Any Applicant who subscribes to the NCDs in physical form shall undertake the following steps:

Complete the Application Form in all respects, by providing all the information including PAN and Demographic Details. However, do not provide DP details in the Application Form. The requirement for providing DP details shall be mandatory only for Applicants who wish to subscribe to the NCDs in dematerialised form.

Provide the following documents with the Application Form:

(a) Self-attested copy of the PAN card (in case of a minor, the guardian shall also submit the self attested copy of his/her PAN card)

(b) Proof of identification in case of Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by Applicants residing in the State of Sikkim. Any one of the following documents shall be considered as a verifiable proof of identification:

(i) valid passport issued by the GoI; or
(ii) voter's identity card issued by the GoI; or
(iii) valid driving license issued by any transport authority of the Republic of India; or
(iv) Government ID card; or
(v) Defence ID card; or
(vi) ration card issued by the GoI
(vii) Aadhar Card, Photo PAN Card

(c) Self-attested copy of proof of residence:

Any one of the following documents shall be considered as a verifiable proof of residence:

(i) ration card issued by the GoI; or
(ii) valid driving license issued by any transport authority of the Republic of India; or
(iii) electricity bill (not older than three months); or
(iv) landline telephone bill (not older than three months); or
(v) valid passport issued by the GoI; or
(vi) voter's identity card issued by the GoI; or
(vii) passbook or latest bank statement issued by a bank operating in India; or
(viii) registered leave and license agreement or agreement for sale or rent agreement or flat maintenance bill.
(ix) AADHAAR letter, issued by Unique Identification Authority of India, GoI.

(d) Self-attested copy of a cancelled cheque of the bank account to which the amounts pertaining to payment of refunds, interest and redemption, as applicable, should be credited. In the absence of such cancelled

cheque, our Company reserves the right to reject the Application or to consider the bank details given on the Application Form at its sole discretion. In such case our Company, the Members of Consortium and the Registrar to the Issue shall not be liable for any delays/errors in payment of refund and/or interest.

The Applicant shall be responsible for providing the above information accurately. Delays or failure in credit of the payments due to inaccurate details shall be at the sole risk of the Applicants and neither the Lead Managers, the Consortium Members nor our Company shall have any responsibility and undertake any liability for the same. Applications for Allotment of the NCDs in physical form, which are not accompanied with the above stated documents, may be rejected at the sole discretion of our Company.

In relation to the issuance of the NCDs in physical form, note the following:

1. An Applicant has the option to seek Allotment of NCDs in either dematerialised or physical mode. **However, an Applicant can seek Allotment of NCDs in physical mode only if the Applicant does not have a beneficiary account. No partial Application for the NCDs shall be permitted; any such partial Application is liable to be rejected.**
2. **Any Applicant who provides Depository Participant details in the Application Form shall be Allotted the NCDs in dematerialised form only, irrespective of whether such Applicant has provided the details required for Allotment in physical form. Such Applicant shall not be Allotted NCDs in physical form.**
3. In case of NCDs issued in physical form, our Company will issue one certificate to the holders of the NCDs for the aggregate amount of the NCDs for each of the series of NCDs that are applied for (each such certificate, a "**Consolidated NCD Certificate**"). A successful Applicant can also request for the issue of NCD certificates in the denomination of 1 (one) NCD at any time post allotment of the NCDs.
4. Our Company shall dispatch the Consolidated NCD Certificate to the (Indian) address of the Applicant provided in the Application Form, within the time and in the manner stipulated under Section 113 of the Companies Act, 2013 read with our Company's Articles of Association.

All terms and conditions disclosed in relation to the NCDs held in physical form pursuant to rematerialisation shall be applicable mutatis mutandis to the NCDs issued in physical form.

The Applicant shall be responsible for providing the above information and KYC documents accurately. Delay or failure in credit of payments or receipt of Allotment Advice or NCD certificates due to inaccurate or incomplete details shall be at the sole risk of the Applicants only and the Lead Managers, the Consortium Members, our Company and the Registrar to the Issue shall have no responsibility and undertake no liability in this relation. In case of Applications for Allotment of NCDs in physical form, which are not accompanied with the aforestated documents, Allotment of NCDs in physical form may be held in abeyance by the Registrar to the Issue, pending receipt of KYC documents.

TERMS OF PAYMENT

The entire issue price for the NCDs is payable on Application only. In case of Allotment of lesser number of NCDs than the number applied, our Company shall refund the excess amount paid on Application to the Applicant (or the excess amount shall be unblocked in the ASBA Account, as the case may be).

Payment mechanism for ASBA Applicants

The ASBA Applicants shall specify the ASBA Account number in the Application Form.

For ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities, the ASBA Application will be uploaded onto the electronic system of the Stock Exchanges and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application.

For ASBA Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA

Account equal to the Application Amount specified in the ASBA Application, before entering the ASBA Application into the electronic system of the Stock Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account.

ASBA Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the ASBA Application to the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities or to the Designated Branches of the SCSBs. An ASBA Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved, and upon receipt of intimation from the Registrar, the controlling branch of the SCSB shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 12 (twelve) Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Application, as the case may be.

Escrow Mechanism for Applicants other than ASBA Applicants

Our Company shall open an Escrow Account with each of the Escrow Collection Bank(s) in whose favour the Applicants (other than ASBA Applicants) shall draw the cheque or demand draft in respect of his or her Application. Cheques or demand drafts received for the full Application Amount from Applicants would be deposited in the Escrow Account(s). All cheques/ bank drafts accompanying the Application should be crossed "A/c Payee only" for eligible Applicants must be made payable to the account details as specified in the relevant Tranche Prospectus. **Applicants must use only CTS compliant instruments and refrain from using NON-CTS 2010 instruments for the payment of the Application Amount.**

The Escrow Collection Bank(s) shall transfer the funds from the Escrow Account into the Public Issue Account(s), as per the terms of the Escrow Agreement and the Shelf Prospectus.

The Escrow Collection Banks will act in terms of this Draft Shelf Prospectus, the Shelf Prospectus, the relevant Tranche Prospectus and the Escrow Agreement. The Escrow Collection Banks, for and on behalf of the Applicants, shall maintain the monies in the Escrow Account until the Designated Date. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Applicants. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by Allotment of NCDs (other than in respect of Allotment to successful ASBA Applicants) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account(s) maintained with the Bankers to the Issue provided that our Company will have access to such funds only after receipt of minimum subscription and creation of security for the NCDs as described in relevant Tranche Prospectus, receipt of final listing and trading approval from the Stock Exchanges and execution of the Debenture Trust Deed.

The balance amount after transfer to the Public Issue Account(s) shall be transferred to the Refund Account. Payments of refund to the relevant Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement, the Shelf Prospectus and the relevant Tranche Prospectus.

The Applicants should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Lead Managers, the Escrow Collection Banks and the Registrar to the Issue to facilitate collections from the Applicants.

Each Applicant shall draw a cheque or demand draft mechanism for the entire Application Amount as per the following terms:

1. All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form.

2. The Applicants shall, with the submission of the Application Form, draw a payment instrument for the Application Amount in favour of the Escrow Accounts and submit the same along with their Application. If the payment is not made favouring the Escrow Accounts along with the Application Form, the Application is liable to be rejected by the Escrow Collection Banks. Application Forms accompanied by cash, stockinvest, money order or postal order will not be accepted.

3. The payment instruments for payment into the Escrow Account should be drawn as specified in the relevant Tranche Prospectus.

4. The monies deposited in the Escrow Accounts will be held for the benefit of the Applicants (other than ASBA Applicants) till the Designated Date.

5. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Accounts as per the terms of the Escrow Agreement into the Public Issue Account(s) with the Bankers to the Issue and the refund amount shall be transferred to the Refund Account.

6. Payments should be made by cheque or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques, post-dated cheques and cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and Applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ stockinvest/ money orders/ postal orders will not be accepted. Please note that cheques without the nine-digit Magnetic Ink Character Recognition ("**MICR**") code are liable to be rejected.

7. Applicants are advised to provide the Application Form number on the reverse of the cheque or bank draft to avoid misuse of instruments submitted with the Application Form.

8. Applicants must use only CTS compliant instruments and refrain from using NON-CTS 2010 instruments for the payment of the Application Amount**.**

Payment by cash/ stockinvest/ money order

Payment through cash/ stockinvest/ money order shall not be accepted in this Issue.

SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	**To whom the Application Form has to be submitted**
ASBA Applications	(i) If using physical Application Form, (a) to the Members of Consortium or Trading Members of the Stock Exchanges only at the Specified Cities ("**Syndicate ASBA**"), or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (ii) If using electronic Application Form, to the SCSBs, electronically through internet banking facility, if available.
Non-ASBA Applications	Consortium Members or Trading Members of the Stock Exchanges at the centres mentioned in the Application Form. Note: Applications for Allotment in physical form can be made only by using non-ASBA Applications and Applicants are not permitted to make Applications for Allotment in physical form using ASBA Applications.

No separate receipts will be issued for the Application Amount payable on submission of Application Form. However, the Members of Consortium/ Trading Members of Stock Exchanges will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants an acknowledgement slip which will serve as a duplicate Application Form for the records of the Applicant.

Syndicate ASBA Applicants must ensure that their ASBA Applications are submitted to the Members of Consortium or Trading Members of the Stock Exchanges only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat). Kindly note that ASBA

Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

For information on the Issue programme and timings for submission of Application Forms, please refer to "***General Information – Issue Programme***" on page 43.

Applicants other than ASBA Applicants are advised not to submit the Application Form directly to the Escrow Collection Banks/ Bankers to the Issue, and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.

Electronic Registration of Applications

(a) The Members of Consortium, Trading Members of the Stock Exchanges and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. **The Members of Consortium, our Company and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, or (v) any Applications accepted both uploaded and/or not uploaded by the Trading Members of the Stock Exchange.**

In case of apparent data entry error by the Members of Consortium, Trading Members of the Stock Exchange, Escrow Collection Banks or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment/rejection of Application.

(b) The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Members of Consortium, Trading Members of the Stock Exchanges and the SCSBs during the Issue Period. The Members of Consortium and Trading Members of the Stock Exchanges can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Issue Closing Date. On the Issue Closing Date, the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Issue programme, please refer to "***General Information – Issue Programme***" on page 43.

(c) At the time of registering each Application, other than ASBA Applications, the Members of Consortium, or Trading Members of the Stock Exchanges shall enter the requisite details of the Applicants in the on-line system including:

- Application Form number
- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID (not applicable to Applications for Allotment of NCDs in physical form)
- Client ID (not applicable to Applications for Allotment of NCDs in physical form)
- Series of NCDs applied for
- Number of NCDs Applied for in each series of NCD
- Price per NCD
- Application amount
- Cheque number

(d) With respect to ASBA Applications submitted directly to the SCSBs at the time of registering each Application, the Designated Branches shall enter the requisite details of the Applicants in the on-line system including:

- Application Form number
- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID
- Client ID
- Series of NCDs applied for
- Number of NCDs Applied for in each series of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Bank account number
- Application amount

(e) With respect to ASBA Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges only at the Specified Cities, at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:

- Application Form number
- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID
- Client ID
- Series of NCDs applied for
- Number of NCDs Applied for in each series of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Location of Specified City
- Application amount

(f) A system generated acknowledgement (TRS) will be given to the Applicant as a proof of the registration of each Application. **It is the Applicant's responsibility to obtain the acknowledgement from the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.**

(g) Applications can be rejected on the technical grounds listed on page 489 or if all required information is not provided or the Application Form is incomplete in any respect.

(h) The permission given by the Stock Exchanges to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Shelf Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.

(i) Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for allocation/ Allotment. The Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to

modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

REJECTION OF APPLICATIONS

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or Debt Issuance Committee reserves it's full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

(a) Applications submitted without payment of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;

(b) Applications not being signed by the sole/joint Applicant(s);

(c) Investor Category in the Application Form not being ticked;

(d) In case of Applications for Allotment in physical form, bank account details not provided in the Application Form;

(e) Application Amount paid being higher than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;

(f) Applications where a registered address in India is not provided for the Applicant;

(g) In case of partnership firms, NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However, a Limited Liability Partnership firm can apply in its own name;

(h) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, except bids by Minors (applying through the guardian) having valid demat account as per demographic details provided by the Depository Participants;

(i) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;

(j) PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;

(k) DP ID and Client ID not mentioned in the Application Form (except in case Applicant has applied for Allotment of NCDs in the physical form);

(l) GIR number furnished instead of PAN;

(m) Applications by OCBs;

(n) Applications for an amount below the minimum application size;

(o) Submission of more than five ASBA Forms per ASBA Account;

(p) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;

(q) In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;

(r) Applications accompanied by Stockinvest/ money order/ postal order/ cash;

(s) Signature of sole Applicant missing, or in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);

(t) Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.

(u) Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application

Form.

(v) ASBA Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;

(w) Application Forms submitted to the Members of Consortium, or Trading Members of the Stock Exchanges does not bear the stamp of the relevant Lead Manager or Trading Member of the Stock Exchange, as the case may be. ASBA Applications submitted directly to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the Members of Consortium, or Trading Members of the Stock Exchange, as the case may be;

(x) ASBA Applications not having details of the ASBA Account to be blocked;

(y) In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;

(z) With respect to ASBA Applications, inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;

(aa) With respect to ASBA Applications, the ASBA Account not having credit balance to meet the Application Amounts or no confirmation is received from the SCSB for blocking of funds;

(bb) SCSB making an ASBA application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;

(cc) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;

(dd) Applications where clear funds are not available in Escrow Accounts as per final certificates from Escrow Collection Banks;

(ee) Authorization to the SCSB for blocking funds in the ASBA Account not provided;

(ff) Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;

(gg) Applications by any person outside India;

(hh) Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;

(ii) Applications not uploaded on the online platform of the Stock Exchange;

(jj) Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;

(kk) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and as per the instructions in the Application Form, the Shelf Prospectus and the relevant Tranche Prospectus;

(ll) Non- ASBA Applications accompanied by more than one payment instrument;

(mm) Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;

(nn) Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;

(oo) Applications for Allotment of NCDs in dematerialised form providing an inoperative demat account number;

(pp) ASBA Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained;

(qq) ASBA Applications submitted directly to an Escrow Collecting Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;

(rr) Applications tendered to the Trading Members of the Stock Exchanges at centers other than the centers mentioned in the Application Form;

(ss) Investor Category not ticked; and/or

(tt) In case of Applicants applying for the NCDs in physical form, if the address of the Applicant is not provided in the Application Form;

(uu) Application Form accompanied with more than one cheque.

(vv) In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

(ww) Forms not uploaded on the electronic software of the Stock Exchange.

(xx) ASBA Application submitted directly to escrow banks who aren't SCSBs.

(yy) Payment made through non CTS cheques.

Kindly note that ASBA Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Members of Consortium, or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please refer to "***Information for Applicants***" on this page 491.

Information for Applicants

In case of ASBA Applications submitted to the SCSBs, in terms of the SEBI circular CIR/CFD/DIL/3/2010 dated April 22, 2010, the Registrar to the Issue will reconcile the compiled data received from the Stock Exchanges and all SCSBs and match the same with the Depository database for correctness of DP ID, Client ID and PAN. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Managers and the Registrar to the Issue, reserves the right to proceed as per the Depository records for such ASBA Applications or treat such ASBA Applications as rejected.

In case of ASBA Applicants submitted to the Members of Consortium, and Trading Members of the Stock Exchanges at the Specified Cities, the basis of allotment will be based on the Registrar's validation of the electronic details with the Depository records, and the complete reconciliation of the final certificates received from the SCSBs with the electronic details in terms of the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Managers and the Registrar to the Issue, reserves the right to proceed as per the Depository records or treat such ASBA Application as rejected.

In case of non-ASBA Applications, the basis of allotment will be based on the Registrar's validation of the electronic details with the Depository records, and the complete reconciliation of the final certificates received from the Escrow Collection Banks with the electronic details in terms of the SEBI circular CIR/CFD/DIL/3/2010 dated April 22, 2010 and the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011. The Registrar will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Managers and the Registrar to the Issue, reserves the right to proceed as per the Depository records or treat such Applications as rejected.

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

In case of Applications for a higher number of NCDs than specified for that category of Applicant, only the maximum amount permissible for such category of Applicant will be considered for Allotment.

BASIS OF ALLOTMENT

Basis of Allotment for NCDs

As specified in the relevant Tranche Prospectus.

Allocation Ratio

Allocation for each category of investors shall be specified in the relevant Tranche Prospectus.

Retention of oversubscription

As specified in the relevant Tranche Prospectus

PAYMENT OF REFUNDS

Refunds for Applicants other than ASBA Applicants

Within 12 Working Days of the Issue Closing Date, the Registrar to the Issue will dispatch refund orders/ give instructions for electronic refund, as applicable, of all amounts payable to unsuccessful Applicants (other than ASBA Applicants) and also any excess amount paid on Application, after adjusting for allocation/ Allotment of NCDs.

The Registrar to the Issue will obtain from the Depositories the Applicant's bank account details, including the MICR code, on the basis of the DP ID and Client ID provided by the Applicant in their Application Forms, for making refunds.

For Applicants who receive refunds through ECS, direct credit, RTGS or NEFT, the refund instructions will be given to the clearing system within 12 Working Days from the Issue Closing Date. A suitable communication shall be dispatched to the Applicants receiving refunds through these modes, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. Such communication will be mailed to the addresses of Applicants, as per the Demographic Details received from the Depositories.

The Demographic Details would be used for mailing of the physical refund orders, as applicable.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, for Applicants other than ASBA Applicants would be done through any of the following modes:

1. Direct Credit – Applicants having bank accounts with the Refund Bank(s), as per Demographic Details received from the Depositories, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.

2. NACH – National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. RTGS – Applicants having a bank account at any of the centres where such facility has been made available and whose refund amount exceeds ₹ 2.0 lakhs, have the option to receive refund through RTGS provided the

Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Applicant's bank which can be mapped with the RBI data to obtain the corresponding Indian Financial System Code (IFSC). Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant.

4. NEFT – Payment of refund shall be undertaken through NEFT wherever the Applicant's bank has been assigned the Indian Financial System Code (**IFSC**), which can be linked to a Magnetic Ink Character Recognition (**MICR**), if any, available to that particular bank branch. IFSC will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment of refund will be made to the Applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage, hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.

5. For all other Applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched through Speed Post or Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the relevant Refund Bank and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 12 Working Days of the Issue Closing Date.

ISSUANCE OF ALLOTMENT ADVICE

With respect to Applicants other than ASBA Applicants, our Company shall (i) ensure dispatch of Allotment Advice/ intimation within 12 Working Days of the Issue Closing Date, and (ii) give instructions for credit of NCDs to the beneficiary account with Depository Participants, for successful Applicants who have been allotted NCDs in dematerialized form, within 12 Working Days of the Issue Closing Date. The Allotment Advice for successful Applicants who have been allotted NCDs in dematerialized form will be mailed to their addresses as per the Demographic Details received from the Depositories.

With respect to the ASBA Applicants, our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants within 12 Working Days of the Issue Closing Date. The Allotment Advice for successful ASBA Applicants will be mailed to their addresses as per the Demographic Details received from the Depositories.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for commencement of trading at the Stock Exchanges where the NCDs are proposed to be listed are taken within 12 Working Days from the Issue Closing Date.

Allotment Advices shall be issued, or Application Amount shall be refunded within fifteen days from the Issue Closing Date or such lesser time as may be specified by SEBI or else the application amount shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent. per annum for the delayed period

Our Company will provide adequate funds required for dispatch of refund orders and Allotment Advice, as applicable, to the Registrar to the Issue.

OTHER INFORMATION

Withdrawal of Applications during the Issue Period

Withdrawal of ASBA Applications

ASBA Applicants can withdraw their ASBA Applications during the Issue Period by submitting a request for the

same to Consortium Member, Trading Member of the Stock Exchanges or the Designated Branch, as the case may be, through whom the ASBA Application had been placed. In case of ASBA Applications submitted to the Consortium Member, or Trading Members of the Stock Exchanges at the Specified Cities, upon receipt of the request for withdrawal from the ASBA Applicant, the relevant Consortium Member, or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn ASBA Application Form from the electronic system of the Stock Exchange. In case of ASBA Applications submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the ASBA Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn ASBA Application Form from the electronic system of the Stock Exchanges and unblocking of the funds in the ASBA Account directly.

Withdrawal of Non-ASBA Applications

Non-ASBA Applicants can withdraw their Applications during the Issue Period by submitting a request for the same to Consortium Member, or Trading Member of the Stock Exchange, as the case may be, through whom the Application had been placed. Upon receipt of the request for withdrawal from the Applicant, the relevant Consortium Member, or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn Non-ASBA Application Form from the electronic system of the Stock Exchange.

Withdrawal of Applications after the Issue Period

In case an Applicant wishes to withdraw the Application after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Revision of Applications

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE and notice No: NSE/CML/2012/0672 dated August 7, 2012 issued by NSE, cancellation of one or more orders (series) within an Application is permitted during the Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. Please note that in case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the stock exchange(s), by submitting a written request to the Consortium Member / Trading Members of the Stock Exchange/ the SCSBs, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange(s) as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Issue Closing Date. However, in order that the data so captured is accurate, the Consortium Member, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

Depository Arrangements

We have made depository arrangements with NSDL and CDSL. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the depositories.

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialized form. In this context:

(i) Tripartite agreement dated March 29, 2000 among our Company, the Registrar and CDSL and tripartite agreement dated April 30, 1999 among our Company, the Registrar and NSDL, respectively for offering

depository option to the investors.

(ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.

(iii) The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.

(iv) NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.

(v) Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to this Issue.

(vi) It may be noted that NCDs in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL.

(vii) Interest or other benefits with respect to the NCDs held in dematerialized form would be paid to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.

(viii) The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialized form only.

Please also refer to "***Instructions for filling up the Application Form - Applicant's Beneficiary Account and Bank Account Details***" on page 477.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable premium and interest for such NCDs) prior to redemption of the NCDs.

PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGES SHALL BE IN DEMATERIALIZED FORM ONLY IN MULTIPLE OF ONE NCD.

Allottees will have the option to re-materialize the NCDs Allotted under the Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, date of the Application Form, name and address of the Lead Manager, Trading Member of the Stock Exchanges or Designated Branch, as the case may be, where the Application was submitted, and cheque/ draft number and issuing bank thereof or with respect to ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB.

Applicants may contact our Compliance Officer (and Company Secretary) or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice, refunds, interest on application amount or credit of NCDs in the respective beneficiary accounts, as the case may be.

Interest in case of Delay

Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refund, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

Undertaking by the Issuer

Statement by the Board:

(a) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account

as referred to in sub-section (3) of section 40 of the Companies Act, 2013.

(b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; and

(c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.

(d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;

(e) Undertaking by our Company for execution of Debenture Trust Deed;

(f) We shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Draft Shelf Prospectus and the Shelf Prospectus, on receipt of the minimum subscription of 75% of the Base Issue (as specified in the relevant Tranche Prospectus) and receipt of listing and trading approval from the Stock Exchange;

(g) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property business, dealing in equity of listed companies or lending/investment in group companies;

(h) The allotment letter shall be issued or application money shall be refunded within 15 days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board of India, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;

(i) Details of all monies unutilised out of the previous issues made by way of public offer, if any, shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the securities or other forms of financial assets in which such unutilized monies have been invested;

(j) Details of all monies utilised out of the previous issue made by way of public offer shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilized.

Other Undertakings by our Company

Our Company undertakes that:

(a) Complaints received in respect of the Issue (except for complaints in relation to Applications submitted to Trading Members) will be attended to by our Company expeditiously and satisfactorily;

(b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding;

(c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within 12 Working Days of the Issue Closing Date;

(d) Funds required for dispatch of refund orders/Allotment Advice/NCD Certificates will be made available by our Company to the Registrar to the Issue;

(e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee on a half-yearly basis;

(f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Issue as contained in the Shelf Prospectus and the

relevant Tranche Prospectus;

(g) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report

(h) Our Company shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

Our Company will disclose the complete name and address of the Debenture Trustee in its annual report.

SECTION VII- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company and our group companies are subject to various legal proceedings from time to time, mostly arising in the ordinary course of its business. The legal proceedings are initiated by us and also by customers and other parties. These legal proceedings are primarily in the nature of (a) consumer complaints, (b) petitions pending before appellate authorities, (c) criminal complaints, (d) civil suits and (e) tax matters. We believe that the number of proceedings in which we are involved in is not unusual for a company of our size in the context of doing business in India. Except as disclosed below, there is no outstanding litigation including, suits, criminal or civil prosecutions and taxation related proceedings against our Company and group companies that would have a material adverse effect on our operations or financial position.

As on the date of this Draft Shelf Prospectus, there are no failures or defaults to meet statutory dues, institutional dues and dues towards instrument holders including holders of debentures, and fixed deposits and etc., by our Company.

For the purpose of disclosures in this Draft Shelf Prospectus, our Company has considered the following litigation as 'material; litigation:

- *all pending proceedings whether civil, arbitral, tax related litigations, or otherwise, of value exceeding more than 1% of our net worth as on March 31, 2018, i.e. more than ₹ 12,544.43 lakhs;*
- *any other outstanding legal proceeding which is likely to have a material adverse effect on the financial position, profitability and cash flows of our Company.*

Further, no outstanding litigation by or against any of our related parties identified in accordance with AS18 (notified under the Companies (Accounting Standards) Rules, 2006, as amended) in the Audited Standalone Financials for the Fiscal 2018 (other than Shriram Capital Limited (being our Promoter) and Shriram Automall India Limited (being our Associate)) for whom the material litigations have been disclosed below) have or are likely to have a material adverse effect on the financial position, profitability and cash flows of our Company, the Issue and on the Company's ability to service the NCDs.

Save as disclosed below, there are no:

1. litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoter during the last five years immediately preceding the year of the issue of this Draft Shelf Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;

2. inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of this Draft Shelf Prospectus against our Company (irrespective of whether any prosecutions were filed); fines imposed or compounding of offences done by our Company and our Subsidiaries in the last five years immediately preceding the year of this Draft Shelf Prospectus;

3. outstanding litigation involving our Company, our Promoter, Directors, group companies or any other person, whose outcome could have material adverse effect on the position of our Company; and

4. pending proceedings initiated against our Company for economic offences.

Proceedings involving our Company:

1. Our Company has filed an appeal before the Supreme Court of India (Special Leave Petition (Civil) 35142 of 2009) against an order dated November 18, 2009 passed by the Hon'ble High Court of Kerala in connection with a writ petiton filed by our Company challenging the action of Commissioner of Commercial Taxes, Kerala directing our Company to register under the provisions of the Kerala Money Lenders Act, 1958, ("**KMLA**"). The Hon'ble 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 impugned order passed by the Commissioner of Commercial Taxes, Kerala. The Supreme Court of India has admitted the aforesaid appeal and pursuant to an order dated December 16, 2009

stayed the operation of the impugned order. The aforesaid proceedings is pending hearing and final disposal.

2. Our Company has filed a writ petition, (Writ Petition No. 47108/2011) on December 15, 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 "**Impugned Statutes**"), do not apply to NBFCs and our Company in particular, (b) striking 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 September 29, 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 has vide an order dated December 16, 2011 stayed the proceedings initiated against our Company pursuant to the Impugned Statutes. The aforesaid matter is pending hearing and final disposal.

3. Our Company has filed a writ petition (7638/ 2009) before the High Court of Andhra Pradesh against the orders dated March 20, 2009 passed by the Commercial Tax Officer, Tirupati, wherein it has been alleged that our Company is liable to be assessed to tax under the Andhra Pradesh Value Added Tax Act, 2005 and the Andhra Pradesh General Sales Tax Act, 1957. Pursuant to the writ petition our Company has also challenged the notices dated March 21, 2009 issued by the Commercial Tax Officer, Andhra Pradesh proposing to levy interest and penalty. The High Court of Andhra Pradesh has vide an order dated April 15, 2009 stayed the operation of the orders passed by the Commercial Tax Officer, Tirupati subject to our Company depositing 1/3rd of the disputed tax amount within 4 weeks from the date of aforesaid order, which our Company has deposited with the Hon'ble High Court. The aforesaid petiton is pending hearing and final disposal.

4. 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 October 8, 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 Value Added Tax on Non-Banking Finance Companies and the disposition of vehicles for recovery of loans by treating NBFC as dealers as defined under Section 2 (11) of the West Bengal Value Added Tax 2003. The aforesaid matter is pending hearing and final disposal.

5. 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 the order of re-assessment dated April 28, 2017 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 pertaining to the tax period from April, 2010 and up to March, 2011 (2010-2011). The Honorable High Court of Karnataka by its order dated June 28, 2017 has granted interim relief 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% 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.

6. Our Company had on December 28, 2017 filed a writ petition (no. 45164 /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 November 8, 2017. The Honorable High Court of Judicature at Hyderabad by its order dated January 2, 2018 had 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.

7. The Office of the Commissioner of Service Tax-I, Mumbai has passed an order (Order-In-Original No. 119-121/STC-1/SKS/13-14) dated December 24, 2013 calling upon our Company levying service tax amounting to ₹62,91,19,000 under section 73(1) of the Finance Act, 1994,**("Finance Act")** along with interest under section 75 of the Finance Act, penalty aggregating to ₹62,81,48,000 under section 76 of the Finance Act and penalty aggregating to ₹30,000 under section 77 of the Finance Act, alleging, inter alia, that hire purchase finance is elligible to service tax. Our Company has filed an appeal on March 18,

2014 at the Customs, Excise and Service Tax Appellate Tribunal, Mumbai against the said order praying for, inter alia, waiver of pre-deposit of the aforementioned service tax together with the aforesaid penalties and setting aside of the impugned order. The proceedings are pending hearing and final disposal.

8. Our Company has filed various complaints and notices under section 138 of the Negotiable Instruments Act, 1881 for recovering amounts due from various entities on account of dishonouring of cheques issued by such entities.

9. Our Company is contesting several disputed income tax, service tax and VAT matters before various authorities. The contingent liabilities as per accounting standard 29 as of March 31, 2018 date in respect of such matters were ₹ 51,318.53 Lakhs.

Proceedings involving our Directors: Nil

Proceedings involving our Promoter:

(i) SCL has filed a writ petition (W.P. No. 845 of 2012) before the Hon'ble Madras High Court ("**Court**") under Article 226 of the Constitution of India praying for, inter alia, quashing the order no. D.C. No.112(2)/264/2011-12 dated November 24, 2011 passed by the Director of Income Tax (International Taxation) alleging that the amount payable by SCL to MD IN Service Private Limited ("**Non-Resident Company**") for consultancy services rendered by the latter is chargeable to income tax in India under section 9 (1) vii (b) of the Income Tax Act, 1961. SCL has also prayed for directing the Income Tax Officer (International Taxation) to issue a NIL deduction certificate as required under section 195 of the Income Tax Act, 1961 and remission of fees to the Non-Resident Company without deduction of tax at source. The Court has ordered the remission of fees as mentioned herein above. The matter is pending hearing and final disposal.

(ii) SCL has filed a writ petition (W.P. No. 4965 of 2011) before the Hon'ble Madras High Court aggrieved by the order dated September 29, 2010 passed by the Director of Income Tax (International Taxation) alleging that the fees payable by SCL to Oentoeng Suria & Partners ("**Non-Resident Indonesian Firm**") for legal consultancy services provided by the Non-Resident Indonesian Firm is chargeable to income tax in India under section 9 (1) vii (b) of the Income Tax Act, 1961. SCL has prayed for inter alia, approval for remission of fees payable by SCL to the Non-Resident Indonesian Firm without deduction of tax at source.

(iii) In the remit back assessment dated June 29, 2016, the Assessing Officer has again disallowed Sec.14A read with Rule 8D of ₹34,28,05,564 to the returned income and raised a demand of ₹6,67,80,650. SCL has filed an appeal before (CIT)(A) and it is pending. SCL has also filed a stay petition before the Assessing Officer in respect of the demand and the same is also pending.

(iv) The following appeals are pending before the Hon'ble High Court of Judicature at Madras

SR. NO	ASST YEAR	APPEAL FIELD BY	T.C.A. NO.	I.T.A. NO	ISSUE
1.	2013-2014	SCL	Admission Pending	2407 & 2502 / Mds/ 2016	Sec 14A r.w. Rule 8D
2.	2011 - 2012	SCL	Admission pending	513 / Mds / 2015	Sec 14A r.w. Rule 8D
3.	2010 - 2011	SCL	Admission pending	512 / Mds / 2015	Sec 14A r.w. Rule 8D
4.	2009 - 2010	Department	600 / 2017	M.A. 232 / Mds / 2016	Assessment under section 263
5.	2009 - 2010	Department	418 / 2015	724 / Mds / 2014	Section 263 & section 40 (a) (ia)
6.	2008 - 2009	Department	163 / 2014	640 / Mds / 2013	Section 14A
7.	2007 - 2008	Department	162 / 2014	639 / Mds / 2013	Section 14A

SR. NO	ASST YEAR	APPEAL FIELD BY	T.C.A. NO.	I.T.A. NO	ISSUE
8.	2006 - 2007	Department	346 / 2013	1014 / Mds / 2013	Sec 14A r.w. Rule 8D & Section 40(a)(ia)
9.	2005 - 2006	Department	161 / 2014	638 / Mds / 2006	Section 14A
10.	2004 - 2005	Department	940 / 2015	123 / Mds / 2011	Interest on Bank overdraft and loss on consumer durable
11.	2002 - 2003	Department	1574 / 2008	1088 /Mds / 2006	Bad Debts
12.	2002 - 2003	Department	1575 / 2008	1060 /Mds / 2006	Interest on borrowed funds
13.	1998 - 1999	Department	191 / 2005	1513 /Mds / 2010	Disallowance on brokerage earned and writ off
14.	1998 - 1999	Department	1211 / 2007	481 / 2002	Depreciation, C/f business loss can be set off against dividend income and bad debts (Department grounds served in February 2017)
15.	1998 - 1999	Department	1082 / 2007	1575 /2004	
16.	1998 - 1999	Department	1081 / 2007	480 / 2002	
17.	1997 - 1998	Department	1210 / 2007	1716 /2000	
18.	1997 - 1998	Department	1080 / 2007	1713 / 2000	
19.	1996 - 1997	Department	1209 / 2007	1212 / 1999	
20.	1996 - 1997	Department	1079 / 2007	1179 / 1999	
21.	1996 – 1997, 1997 – 1998 and 2002- 2003	SCL	Method of accounting, forman commission and forman dividend (SCL appeal)		

Compounding proceedings on behalf of erstwhile SHMPL:

Our Company received a letter dated April 26, 2013 from the Reserve Bank of India in connection with delay by Shriram Holding (Madras) Private Limited ("**SHMPL**") (which was merged with our Company vide the Merger Order) in reporting inflow of funds received from a person resident outside India for allotment of shares of SHMPL and delay in submission of Form FC-GPR with the RBI on allotment of shares in terms of paragraph 9 (1) (A) and 9 (1) (B) of Schedule 1 to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time. Pursuant to the same our Company sought compounding of the said contraventions by filing a compounding application on behalf of SHMPL. The compounding application was disposed of by RBI vide their order dated August 13, 2013 directing our Company to pay an amount of ₹ 18,70,100 which has been paid by our Company vide demand draft no. 500735 dated August 29, 2013.

Reservations/ qualifications/ adverse remarks of the auditors of our Company in the last five financial years:

Fiscal	Reservations/ qualifications/ adverse remarks/ note covered in the emphasis of matter
2014	Nil
2015	Nil
2016	Nil
2017	Auditors' report dated April 27, 2017 on the audited unconsolidated financial statements and consolidated financial statement of the Company as of and for the years ended March 31, 2017, included, a paragraph on the other matters in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014, as amended, which was modified in respect of non- availability of denomination-wise details of amounts directly deposited, including Specified Bank Notes, by the borrowers.
2018	Nil

Details of acts of material frauds committed against our Company in the last five years, if any, and if so, the action taken by our Company

There have been instances of fraud, which are inherent in the nature of the business of our Company. However, there is no material fraud committed against our Company in the last five Fiscals. The total amount involved in all acts of fraud committed against our Company in the last five Fiscals is set forth below:

	Fiscal 2018	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**
Amount *(₹ in lakhs)*	5.89	90.78	81.49	44.43	Nil
Nature of Fraud	cheating and forgery by staff	cheating and forgery by staff	cheating and forgery by staff and customers	cheating and forgery by staff and customers	NA
Corrective Actions	Our Company has started sending text messages alerts after receiving any payment and also has started sending account statement to the customer every quarter.	Our Company has increased the frequency of vehicle registration certificate verification with Government records and other documents with originals	Our Company has increased the frequency of vehicle registration certificate verification with Government records and other documents with originals	Our Company has increased the frequency of vehicle registration certificate verification with Government records and other documents with originals	NA

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

At the meeting of the Board of Directors of our Company, held on April 27, 2018, the Board approved the issue of NCDs to the public in one or more tranches, up to an amount not exceeding ₹5,00,000 lakhs. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' pursuant to the postal ballot resolution dated June 6, 2018.

Prohibition by SEBI

Our Company, persons in control of our Company and/or our Promoter have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Disclaimer clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED 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 THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, AXIS BANK LIMITED, A.K. CAPITAL SERVICES LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED, JM FINANCIAL LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, AXIS BANK LIMITED, A.K. CAPITAL SERVICES LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED, JM FINANCIAL LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [•].

*(for the purposes of due diligence certificate, term 'Prospectus' shall constitute Shelf Prospectus and Tranche 1 Prospectus)***.**

Disclaimer Clause of the NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN *VIDE* ITS LETTER REF.: [●] DATED [●] PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE

LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS ISSUER.

EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION /ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.

Disclaimer Clause of the BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN *VIDE* ITS LETTER DATED [●], PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS THE STOCK EXCHANGE ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:

A. WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR
B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR
C. TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTER, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;

AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER.

Disclaimer Clause of the RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED APRIL 17, 2007 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY.

Track record of past public issues handled by the Lead Managers

The track record of past issues handled by the Lead Manager, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

Name of Lead Manager	Website
Axis Bank Limited	www.axisbank.com
A.K. Capital Services Limited	www.akcapindia.com
Edelweiss Financial Services Limited	www.edelweissfin.com
JM Financial Limited	www.jmfl.com
Trust Investment Advisors Private Limited	www.trustgroup.in

Listing

An application has been made to the NSE and the BSE for permission to deal in and for an official quotation of our NCDs. BSE]has been appointed as the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by NSE and/or BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Draft Shelf Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within 12 Working Days from the date of closure of the relevant Issue.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Series, such NCDs with Series shall not be listed.

Consents

Consents in writing of: (a) the Directors, (b) our CFO, Company Secretary and Compliance Officer (c) Bankers to our Company (d) Lead Managers; (e) the Registrar to the Issue, (f) Legal Advisors to the Issue, (g) Credit Rating Agencies, (h) ICRA Reports and (i) the Debenture Trustee to act in their respective capacities, have been obtained and the same will be filed along with a copy of the Shelf Prospectus and Tranche Prospectus with the ROC. Consents from the existing lenders have also been obtained for the Issue and the same will be filed along with a copy of the Shelf Prospectus and Tranche Prospectus with the ROC.

The joint consents of the Joint Statutory Auditors of our Company, Haribhakti & Co. LLP and M/s Pijush Gupta & Co. for inclusion of their names as (a) the joint Statutory Auditors, (b) examination reports on Reformatted Standalone Financial Statements and Reformatted Consolidated Financial Statements in this Draft Shelf Prospectus have been obtained and the same will be filed with the Designated Stock Exchange and the Registrar of Companies, Chennai, along with a copy of the Shelf Prospectus.

Expert Opinion

Except the following, our Company has not obtained any expert opinions in connection with this Draft Shelf Prospectus:

Our Company has received consent from its Joint Statutory Auditors namely, M/s Haribhakti & Co. LLP, Chartered Accountants, and M/s Pijush Gupta & Co., Chartered Accountants to include their name as required under Section 26 (1) (v) of the Companies Act, 2013 and as "expert" as defined under Section 2(38) of the Companies Act, 2013 in this Draft Shelf Prospectus in respect of the examination reports for the Reformatted Financial Statements of the Joint Statutory Auditors dated June 12, 2018 and statement of tax benefits dated June 12, 2018 included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus. However, the term "expert" shall not be construed to mean an "Expert" as defined under the U.S Securities Act, 1933.

Common form of Transfer

The Issuer undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

In terms of the Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue (as specified in the relevant Tranche Prospectus). If our Company does not receive the minimum subscription of 75% of the Base Issue (as specified in the relevant Tranche Prospectus) as specified in respective Tranche Prospectus(es), within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the

Applicants within 12 days from the date of closure of the Issue. In the event, there is a delay, by the Issuer in making the aforesaid refund, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

Filing of this Draft Shelf Prospectus

A copy of this Draft Self Prospectus has been filed with the Stock Exchanges in terms of Debt Regulations for dissemination on their respective websites.

Filing of the Shelf Prospectus and Tranche Prospectus with the RoC

Our Company is eligible to file a Shelf Prospectus as per requirements of Section 6A of Debt Regulations. A copy of the Shelf Prospectus and copies of relevant Tranche Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Debenture Redemption Reserve

Section 71 (4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Third Amendment Rules, 2016, dated July 19, 2016, further states that 'the adequacy' of DRR for NBFCs registered with the RBI under Section 45-lA of the RBI (Amendment) Act, 1997 shall be 25% of the value of outstanding debentures issued through a public issue as per the Debt Regulations. Accordingly, our Company is required to create a DRR of 25% of the value of the NCDs, outstanding as on date, issued through the Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. The Rules further mandate that every company required to maintain DRR shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during year ending on 31st day of March of that year.

Issue Related Expenses

The expenses of this Issue include, *inter alia*, lead management fees and selling commission to the Lead Managers, Consortium Members, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

The estimated break-up of the total expenses shall be as specified in the relevant Tranche Prospectus.

Reservation

No portion of this Issue has been reserved

Underwriting

The Issue has not been underwritten.

Revaluation of assets

The Company has not revalued its assets in the last five years.

Mechanism for redressal of investor grievances

The Registrar Agreement dated June 11, 2018 between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of despatch of the Allotment Advice, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on application and the bank branch or collection centre where the application was submitted. The contact details of Registrar to the Issue are as follows:

Integrated Registry Management Services Private Limited
2nd Floor, Kences Towers, No. 1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai - 600 017
Tel: + 91 44 2814 0801-03
Fax: +91 99 2814 2479
Email: stfcipo@integratedindia.in
Investor Grievance Email: sureshbabu@integratedindia.in
Website: www.integratedindia.in
Contact Person: Anusha N/ Sriram S
SEBI Registration No: INR000000544

We estimate that the average time required by us or the Registrar to the Issue for the redressal of investor grievances will be 3 (three) Working Days from the date of receipt of the complaint which shall not in any case exceed 7 (seven) days from the date of receipt of complaint.

Mr. Vivek M. Achwal has been appointed as the Compliance Officer of our Company for this issue.

The contact details of Compliance Officer of our Company are as follows:

Mr. Vivek M. Achwal,
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 No.: +91 22 4095 9596/97
Email: stfcncd8comp@stfc.in

Change in Auditors of our Company during the last three years

Except as stated below and except as per the provision of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, there has been no change(s) in the Joint Statutory Auditors of our Company in the last 3 (three) financial years preceding the date of this Draft Shelf Prospectus:

Name of the Auditor	Address	Date of change	Reason for change
M/s. Haribhakti & Co. LLP, Chartered Accountants and M/s Pijush Gupta & Co., Chartered Accountants,	705, Leela Business Park, Andheri Kurla Road, Andheri (East), Mumbai – 400 059 GF 17, Augusta Point Golf Course Road, Sector -53, Golf	June 29, 2017	Expiry of term of the previous joint statutory auditors of the Company and in accordance with the provision of Section 139 of the Companies Act, 2013 read with the

Name of the Auditor	Address	Date of change	Reason for change
	Course Road, Gurugram 122002		Companies (Audit and Auditors) Rules, 2014

Details regarding lending out of Issue proceeds and loans advanced by the Company

A. ***Lending Policy***

Please refer to 'Credit Policies' in the section titled "*Our Business*" on page 88.

B. ***Loans given by the Company***

Company has not provided any loans/advances to associates, entities/persons relating to Board, senior management or Promoters out of the proceeds of previous public issues of NCDs of the Company. The Company has not provided any loans/advances to "Group" entities.

C. ***Types of loans***

- The loans given by the Company out of the proceeds of previous issues are commercial vehicle loans and loans towards vehicle parts

- Types of loan given by the Company as on March 31, 2018 are as follows:

S. No	Type of loans	Amount (₹ in lakhs)	Percentage (in %)
1	Secured	9,351,353.19	98.12%
2	Unsecured	179,249.38	1.88%
	Total assets under management (AUM)	**9,530,602.57**	**100.00%**

- Types of loans according to sectoral exposure as on March 31, 2018 is as follows:

S. No	Type of loans	Amount (₹ in lakhs)	Percentage (in %)
1	HCV	4,525,340.60	47.48
2	LCV	1,963,767.81	20.60
3	Passenger	2,216,595.91	23.26
4	Tractors	390,595.17	4.10
5	Business Loan	261,516.38	2.74
6	Working Capital	172,786.69	1.81
	Total	**9,530,602.57**	**100.00**

- Denomination of loans outstanding by ticket size as on March 31, 2018:

S. No.	Ticket size	Percentage of AUM
1	Up to ₹ 5 lakhs	54.49
2	₹ 5-10 lakhs	34.56
3	₹ 10-25 lakhs	7.41
4	₹ 25-50 lakhs	3.03
5	>₹ 50 lakhs	0.51

- Denomination of loans outstanding by LTV as on March 31, 2018:

S. No	LTV	Percentage of AUM*
1	Up to 50%	2.36
2	50-60%	14.71
3	60-70%	31.20
4	70-80%	29.29
5	80-90%	14.24
	>90%	8.19

S. No	LTV	Percentage of AUM*
	Total	**100.00**

** LTV at the time of origination*.

- Geographical classification of borrowers as on March 31, 2018:

State Name	% of Aum
Tamil Nadu	14.56
Karnataka	10.92
Maharashtra	9.62
Andhra Pradesh	8.15
Uttar Pradesh	7.17

- Types of loans according to sectorial exposure as on March 31, 2018 is as follows:

Sr. No.	Segment wise breakup of loan book	Percentage of loan book
1	HCV	47.48
2	LCV	20.60
3	Passenger	23.26
4	Tractors	4.10
5	Business Loan	2.74
6	Working Capital	1.81
	Total	100.00

- Maturity profile of total loan portfolio of the Company as on March 31, 2018 is as follows:

(₹ in lakhs)

Period	Amount
Less than 1 month	237,891.11
1-2 months	192,671.42
2-3 months	192,074.49
3-6 months	578,478.21
6 months -1 year	1,135,040.44
Above 1 year	5,715,259.38
Total	**8,051,415.05**

D. ***Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31, 2018:***

(₹ in lakhs)

	Amount
Total Advances to twenty largest borrowers	25,060.83
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	0.31%

E. ***Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2018:***

(₹ in lakhs)

	Amount
Total Exposures to twenty largest borrowers/Customers	111,667.13
Percentage of Exposures to twenty largest borrowers/customers to Total Advances of the NBFC on borrowers/Customers	1.39%

F. ***Details of loans overdue and classified as non – performing in accordance with the RBI guidelines:***

(₹ in lakhs)

Movement of gross NPAs* as on March 31, 2018	Amount
(a) Opening balance	540,843.58
(b) Additions during the year	774,743.11
(c) Reductions during the year	577,947.37

Movement of gross NPAs* as on March 31, 2018	Amount
(d) closing balance	**737,639.32**

(₹ in lakhs)

Movement of provisions for NPAs as on March 31, 2018	Amount
(a) Opening balance	374,944.43
(b) Provisions made during the year	254,049.30
(c) Write-off / write -back of excess provisions	104,469.16
(d) closing balance	**524,524.57**

** The movement includes provision for diminution in fair value of restructured loans.*

G. ***Segment –wise gross NPA as on March 31, 2018:***

S. No	Segment- wise breakup of gross NPAs	Gross NPA (%)
1	HCV	9.07%
2	LCV	6.68%
3	Passenger	8.05%
4	Tractors	11.72%
5	Business Loan	11.42%
6	Working Capital	13.94%

H. ***Classification of borrowings as on March 31, 2018:***

S. No	Type of Borrowings	Amount (₹ in lakhs)	Percentage
1	Secured	4,615,334.00	72.89%
2	Unsecured	1,716,581.83	27.11%
	Total	**6,331,915.83**	**100.00%**

I. ***Promoter Shareholding***

There is no change in promoter holdings in the Company during the last financial year.

J. ***Residual maturity profile of assets and liabilities as on March 31, 2018:***

(₹ in lakhs)

	1 to 30/31 days (one month)	Over one month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	over 3 to 5 years	Over 5 years	Total
Deposits*	50,575.86	20,389.17	22,891.14	76,727.05	157,736.61	390,042.11	167,496.81	-	885,858.75
Advances**	237,891.11	192,671.42	192,074.49	578,478.21	1,135,040.44	3,506,469.81	1,489,395.45	195,113.05	7,527,133.98
Investments	-	-	-	-	-	9,913.35	2,501.22	135,537.84	147,952.41
Borrowings***	103,495.16	329,865.74	420,888.03	473,300.51	686,238.01	2,134,842.79	853,988.28	519,300.00	5,521,918.52
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	711.99	-	-	-	969.40	-	-	-	1,681.39

** includes deposits from corporates and interest payable and unclaimed matured deposit.*
*** net of provision for non-performing assets and provision for diminution in fair value of restructured loans.*
**** excludes deposits.*

K. ***Utilisation of Issue Proceeds of the previous issues by the Company:***

(₹ in lakhs)

Particulars of utilisation	1st Public Issue August 27, 2009	2nd Public Issue June 2, 2010	3rd Public Issue July 12, 2011	4th Public Issue August 10, 2012	5th Public Issue August 1, 2013	6th Public Issue October 24, 2013	7th Public Issue July 15, 2014
Total Issue Proceeds	69,279.47	48,999.99	99,999.93	60,000.00	73,589.04	50,000.00	197,484.71
Issue Related Expense	3,942.77	1,706.89	3,194.15	2,021.77	2,644.33	1,646.34	4,153.94

Particulars of utilisation	1st Public Issue August 27, 2009	2nd Public Issue June 2, 2010	3rd Public Issue July 12, 2011	4th Public Issue August 10, 2012	5th Public Issue August 1, 2013	6th Public Issue October 24, 2013	7th Public Issue July 15, 2014
Issue Proceed Less Issue Expenses	65,336.70	47,293.10	96,805.78	57,978.23	70,944.71	48,353.66	193,330.77
Onward lending / Repayment of existing loans including interest / investments	65,336.70	47,293.10	96,805.78	57,978.23	70,944.71	48,353.66	193,330.77

Our group companies have not made any public issues of debentures.

L. ***Details regarding the Company and other listed companies under the same management within the meaning of section 370(1B) of the Companies Act, which made any capital issue by way of public issue during the last three years***

Nil

REGULATIONS AND POLICIES

The regulations summarised below are not exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for any professional legal advice. Taxation statutes such as the IT Act, Goods and Services Tax Act, 2017, applicable, labour regulations such as the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Act, 1952, and other miscellaneous regulations such as the Trade and Merchandise Marks Act, 1958 and applicable shops and establishments statutes apply to us as they do to any other Indian company and therefore have not been detailed below. The following information is based on the current provisions of applicable Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

As per the RBI Act, a financial institution has been defined non-banking institution carrying on as its business or part of its business of, *inter alia*, the financing activities, whether by way of making loans or advances or otherwise, of any activity, other than its own and is engaged in the activities of loans and advances, acquisition of shares/stock/bonds/debentures/securities issued by the Government of India or other local authorities or other marketable securities of like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of carrying out any agricultural or industrial activities or the purchase or sale of any goods (other than securities) or providing any services of the sale, purchase and/or construction of immoveable property.

Any company which carries on the business of a non-banking financial institution as its principal business is to be treated as an NBFC. Since the term 'principal business' has not been defined in law, the RBI has clarified through a press release (Ref. No. 1998-99/ 1269) in 1999, that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide its principal business. The company will be treated as an NBFC if its financial assets are more than 50 % of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 % of the gross income. Both these tests are required to be satisfied as the determinant factor for principal business of a company.

With effect from 1997, NBFCs were not permitted to commence or carry on the business of a non-banking financial institution without obtaining a Certificate of Registration ("**CoR"**). Further, with a view to imparting greater financial soundness and achieving the economies of scale in terms of efficiency of operations and higher managerial skills, the RBI has raised the requirement of minimum net owned fund from ₹25 lakhs to ₹200 lakhs for the NBFC which commences business on or after April 21, 1999. Also, it shall be mandatory for all NBFCs to attain a minimum NOF of ₹200 lakhs by the end of 1 April 2017. NBFCs failing to maintain NOF of ₹200 lakhs in the prescribed time shall not be eligible to hold a certificate of registration as an NBFC.

1. Regulation of NBFCs registered with the RBI

NBFCs are primarily governed by the RBI Act, the Non-Banking Financial Company –Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("**Master Directions**") and the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 ("**Public Deposit Directions**") . In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

2. Types of Activities that NBFCs are permitted to carry out

Although by definition, NBFCs are permitted to operate in similar sphere of activities as banks, there are a few important, key differences. The most important distinctions are:

i. An NBFC cannot accept deposits repayable on demand – in other words, NBFCs can only accept fixed term deposits. Thus, NBFCs are not permitted to issue negotiable instruments, such as cheques which are payable on demand;
ii. NBFCs do not form part of the payment and settlement system and cannot issue cheques drawn on itself; and
iii. Deposit insurance facility of Deposit Insurance and Credit Guarantee Corporation is not available to depositor of NBFCs.

3. Types of NBFCs:

Section 45-IA of the RBI Act makes it mandatory for every NBFC to get itself registered with the Reserve Bank in order to be able to commence any of the aforementioned activities.

Further, an NBFC may be registered as a deposit accepting NBFC ("**NBFC-D**") or as a non-deposit accepting NBFC ("**NBFC-ND**").

NBFCs registered with RBI are further classified as:

i. asset finance companies;
ii. investment companies;
iii. loan companies;
iv. infrastructure finance companies;
v. systematically important core investment companies;
vi. infrastructure debt fund - NBFCs;
vii. NBFC - micro finance institutions;
viii. NBFC-Factors;
ix. Mortgage-Guarantee Company; and/or
x. NBFC – Non-operative financial holding company.

Our Company has been classified as an NBFC-D and is further classified as an "asset finance company". An asset finance company is an NBFC whole principal business is to finance physical assets supporting productive / economic activity, such as automobiles, tractors, lathe machines, generator sets, earth moving and material handling equipment, moving on own power and general purpose industrial machines. Principal business for this purpose is defined as aggregate of financing real/physical assets supporting economic activity and income arising therefrom is not less than 60% of its total assets and total income respectively.

4. Regulatory Requirements of an NBFC under the RBI Act

Net Owned Fund

Section 45-IA of the RBI Act provides that to carry on the business of a NBFC, an entity would have to register as an NBFC with the RBI and would be required to have a minimum net owned fund of ₹ 2,00,00,000 (Rupees two crore only). For this purpose, the RBI Act has defined "net owned fund" to mean:

(a) the aggregate of the paid-up equity capital, preference shares which are compulsorily convertible into equity and free reserves as disclosed in the latest balance sheet of the company, after deducting (i) accumulated balance of losses, (ii) deferred revenue expenditure, (iii) deferred tax asset (net); and (iv) other intangible assets; and

(b) Further reduced by the amounts representing,

(1) investment by such companies in shares of (i) its subsidiaries, (ii) companies in the same group, (iii) other NBFCs, and

(2) the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (i) subsidiaries of such companies; and (ii) companies in the same group, to the extent such amount exceeds 10% of (a) above.

Reserve Fund

In addition to the above, Section 45-IC of the RBI Act requires NBFCs to create a reserve fund and transfer therein a sum of not less than 20% of its net profits earned annually before declaration of dividend. Such sum cannot be appropriated by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation is required to be reported to the RBI within 21 days from the date of such withdrawal.

Maintenance of liquid assets

The RBI has prescribed that every NBFC shall invest and continue to invest in unencumbered approved securities valued at a price not exceeding the current market price of such securities an amount which shall, at the close of business on any day be not less than 10% in approved securities and the remaining in unencumbered term deposits in any scheduled commercial bank; the aggregate of which shall not be less than 15% of the public deposit outstanding at the close of business on the last working day of the second preceding quarter.

5. Obligations of NBFC-D under the Public Deposit Directions

The RBI's Public Deposit Directions governs the manner in which NBFCs may accept and/or hold public deposits. The Public Deposit Directions places the following restrictions on NBFCs in connection with accepting public deposits:

i. Prohibition from accepting any demand deposits: NBFCs are prohibited from accepting any public deposit which is repayable on demand.

ii. Ceiling on quantum of deposits: An asset finance company or a loan company or an investment company or a factor (a) having minimum NOF as stipulated by RBI, and (b) complying with all the prudential norms, may accept or renew public deposit, together with the amounts remaining outstanding in the books of the company as on the date of acceptance or renewal of such deposit, not exceeding one and one-half times of its NOF. Provided that an asset finance company holding public deposits in excess of the limit of one and one-half times of its NOF shall not renew or accept fresh deposits till such time they reach the revised limit.
NBFCs are also prohibited from inviting or accepting or renewing repatriable deposits from Non-Resident Indians under the Non-Resident (External) Account Scheme at a rate exceeding the rate specified by the RBI for such deposits with Scheduled Commercial Banks (the period of repatriable deposits shall be not less than one year and not more than three years).

iii. Downgrading of credit-rating: In the event that credit rating issued by a credit rating agency recognised by RBI, for an asset finance company is downgraded below the minimum specified investment grade, with respect to the relevant credit rating agency, and the NBFC, being an asset finance company or a loan company or an investment company, shall regularise the excess deposit in the following manner: (a) forthwith stop accepting fresh public deposit, (b) all existing deposits shall runoff to maturity, (c) report the position of the credit rating within fifteen working days to the RBI.

iv. Ceiling on rate of interest: An NBFC cannot invite or accept or renew public deposit at a rate of interest exceeding twelve and half per cent per annum. Interests may be paid or compounded at rests which shall not be shorter than monthly rests.

v. Minimum lock-in period: An NBFC is prohibited from granting any loan against a public deposit or making any premature repayment of a public deposit within a period of three months from the date of acceptance of such public deposit. Provided that in the event of the death of a depositor, a NBFC may repay the public deposit prematurely, even within the lock-in period, to the surviving depositor/s in the case of joint holding with survivor clause, or to the nominee or the legal heir/s of the deceased depositor, on the request of the surviving depositor, nominee or legal heir, and only against submission of proof of death, to the satisfaction of the company.

vi. NBFC failing to repay public deposit prohibited from making loans and investments: A NBFC-D which has failed to repay any public deposit or part thereof in accordance with the terms and conditions of such deposit, cannot grant any loan or other credit facility by whatever name called or make any investment or create any other asset as long as such default exists.

6. **Master Direction dated September 29, 2016 on Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016**

All NBFC-ND-SIs shall put in place a reporting system for frauds and fix staff accountability in respect of delays in reporting of fraud cases to the RBI. An NBFC-ND-SI is required to report all cases of fraud of ₹1 lac and above, and if the fraud is of ₹10 million or above, the report should be sent in the prescribed format within three weeks from the date of detection thereof. The NBFC-ND-SI shall also report cases

of fraud by unscrupulous borrowers and cases of attempted fraud.

Reporting by Statutory Auditor

The statutory auditor of the NBFC-ND is required to submit to the Board of Directors of the company along with the statutory audit report, a special report certifying that the Directors have passed the requisite resolution mentioned above, not accepted any public deposits during the year and has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it. In the event of non-compliance, the statutory auditors are required to directly report the same to the RBI.

7. **Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016**

In addition to the report made by the auditor under Section 143 of the Companies Act, 2013 on the accounts of an NBFC-ND-SI, the auditor shall make a separate report to the Board of Directors of the company on inter alia examination of validity of certificate of registration obtained from the RBI, whether the NBFC is entitled to continue to hold such certificate of registration in terms of its Principal Business Criteria (financial asset / income pattern) as on March 31 of the applicable year, whether the NBFC is meeting the required net owned fund requirement, whether the board of directors has passed a resolution for non-acceptance of public deposits, whether the company has accepted any public deposits during the applicable year, whether the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it, whether the capital adequacy ratio as disclosed in the return submitted to the Bank in form NBS- 7, has been correctly arrived at and whether such ratio is in compliance with the minimum CRAR prescribed by the Bank, whether the company has furnished to the Bank the annual statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) within the stipulated period, and whether the non-banking financial company has been correctly classified as NBFC Micro Finance Institutions ("MFI").

8. **Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016**

All NBFCs are required to put in place a reporting system for filing various returns with the RBI. An NBFC-ND-SI is required to file on a quarterly basis a return on important financial parameters, including components of assets and liabilities, profit and loss account, exposure to sensitive sectors etc., NBS-7 on prudential norms on a quarterly basis, multiple returns on asset-liability management to address concerns regarding inter alia asset liability mismatches and interest rate risk, quarterly report on branch information, and Central Repository of Information on Large Credits ("CRILC") on a quarterly basis as well as all Special Mention Account ("SMA-2") status on a weekly basis to facilitate early recognition of financial distress, prompt steps for resolution and fair recovery for lenders.

9. **Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs, 2017**

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, the RBI has issued directions on managing risks and code of conduct in outsourcing of financial services by NBFCs ("Risk Management Directions"). The Risk Management Directions specify that core management functions like internal auditing, compliance functions, decision making functions such as compliance with KYC norms shall not be outsourced by NBFCs. Further, the Risk Management Directions specify that outsourcing of functions shall not limit its obligations to its customers.

10. Obligations of NBFC-D under the Master Directions and Public Deposit Directions

NBFC-Ds are required to comply with prescribed capital adequacy ratios, single and group exposure norms, and other specified prudential requirements prescribed under the Prudential Norms. Some of the important obligations are as follows:

(i) Income Recognition: NBFC-Ds are required to follow recognised accounting principles in connection with recognition of income. Income including interest/discount or any other charges on NPA is recognised only when it is actually realised. NBFCs may recognise income on accrual

basis in respect of the projects under implementation, which are classified as "standard". NBFCs should not recognise income on accrual basis in respect of the projects under implementation which are classified as a "sub-standard" asset. NBFCs may recognise income in such accounts only on realisation on cash basis. Any such income recognised before the asset became non-performing and remaining unrealised must be reversed. With respect to hire purchase assets, where installments are overdue for more than three months, income shall be recognised only when hire charges are actually received. Any such income taken to the credit of profit and loss account before the asset became non-performing and remaining unrealised, must be reversed. Consequently, NBFCs which have recognised income on accrual in the past should reverse the interest if it was recognised as income during the current year or make a provision for an equivalent amount if it was recognised as income in the previous year(s).

(ii) Asset Classification and provisioning of assets: Every NBFC-D is required to, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes, namely:

- Standard assets;
- Sub-standard assets;
- Doubtful assets; and
- Loss assets.

The classes of assets referred to above shall not be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for the upgradation. Further, an NBFC-D must, after taking into account the time lag between an account becoming non-performing, its recognition as such, the realisation of the security and the erosion over time in the value of security charged, make provision against sub-standard assets, doubtful assets and loss assets in the manner prescribed by RBI.

(iii) Provisioning of Standard Assets: NBFCs are required to make a general provision of 0.40% as of March 31, 2018, which shall not be 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.

(iv) Loans against NBFC's own shares prohibited: No NBFC-D can lend against its own shares.

(v) NBFC failing to repay public deposit prohibited from making loans and investments: A NBFC-D which has failed to repay any public deposit or part thereof in accordance with the terms and conditions of such deposit, cannot grant any loan or other credit facility by whatever name called or make any investment or create any other asset as long as such default exists.

(vi) Capital Adequacy: Every NBFC shall maintain a minimum CAR consisting of Tier I and Tier II capital which must not be less than fifteen per cent of its aggregate risk weighted assets on balance sheet and of risk adjusted value of off-balance sheet items. The total Tier I capital, at any point of time shall not be less than 10%. The total of Tier II capital of any NBFC-D, at any point of time, must not exceed one hundred per cent of Tier I capital

(vii) Disclosure Requirements: Every NBFC is required to separately disclose in its balance sheet the provisions made in accordance with the applicable prudential norms prescribed by the RBI without netting them from the income or against the value of assets. Further, the provisions shall be distinctly indicated under separate heads of account as under:

- provisions for bad and doubtful debts; and
- provisions for depreciation in investments.

Such provisions shall not be appropriated from the general provisions and loss reserves held, if any, by the NBFC-D and for each year shall be debited to the profit and loss account. The excess of provisions, if any, held under the heads general provisions and loss reserves may be written back without making adjustment against them.

(viii) Fair Practices Code: The RBI has framed the fair practice code, to promote good and fair practices by setting minimum standards to be adhered to by NBFCs in dealing with customers. These guidelines require NBFCs to ensure that they meet the commitments and standards specified therein for the products and services they offer and, in the procedures, and practices their staff follows, their products and services meet relevant laws and regulations in letter and spirit, and their dealings with customers rest on ethical principles of integrity and transparency. Further, the said guidelines prescribe the requirements in connection with information to be provided and disclosures to be made by NBFCs to their customers. Accordingly, the guidelines require NBFCs to provide information on interest rates, common fees and charges, provide clear information explaining the key features of their services and products that customers are interested in, provide information on any type of product and service offered, that may suit the customer's needs, tell the customers about the various means through which products and services are offered, and provide more information on the key features of the products, including applicable interest rates / fees and charges.

(ix) KYC Guidelines: NBFCs have been advised, vide Master Direction – Know Your Customer (KYC) Direction, 2016, as amended, to follow certain customer identification procedure for opening of accounts and monitoring transactions of suspicious nature for the purpose of reporting it to appropriate authority, ("**KYC Norms**"). Accordingly, NBFCs have been advised to ensure that a proper policy framework on 'know your customer' and anti-money laundering measures is formulated and put in place with the approval of the RBI. The KYC Norms also require that while preparing operational guidelines NBFCs may keep in mind to treat the information collected from the customer for the purpose of opening of account as confidential and not divulge any details thereof for cross selling or any other purposes. NBFCs may, therefore, ensure that information sought from the customer is relevant to the perceived risk, is not intrusive, and is in conformity with the guidelines issued in this regard. Any other information from the customer should be sought separately with his /her consent and after opening the account.

(x) Guidelines on Securitization of Standard Assets: The RBI issued revised 'Guidelines on Securitization of Standard Assets' through its circular dated May 7, 2012 (**"Revised Guidelines"**) to banks and were made applicable to NBFCs by another circular dated August 21, 2012. The Revised Guidelines regulate assignment transactions, which were not covered under the earlier guidelines issued by the RBI. The Revised Guidelines impose a restriction on the offering of credit enhancement in any form and liquidity facilities in the case of loan transfers through direct assignment of cash flows. Further, the Revised Guidelines provide that loans can only be assigned or securitized if the NBFC has held them in their books for a specified minimum period. They also provide a mandatory retention requirement for securitization and assignment transactions.

Rating of Financial Product

As per the Master Directions, all NBFCs with asset size of ₹ 10,000 lakhs and above are required to furnish at the regional office of the RBI under whose jurisdiction the registered office of the NBFC is functioning, information relating to the downgrading and upgrading of assigned rating of any financial products issued by them within 15 days of such change.

Norms for excessive interest rates

All NBFCs are required to put in place appropriate internal principles and procedures in determining interest rates and charges for loans and advances. The Master Directions stipulate that the board of each NBFC shall adopt an interest rate model taking into account the various relevant factors such as cost of funds, margin and risk premium etc. The rate of interest and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers shall be required to be disclosed to the borrowers in the application form and communicated explicitly in the sanction letter. Further, the same is also required to be made available on the company's website or be published in the relevant newspapers and is required to be updated in the event of any change therein. Further, the rate of interest would have to be annualized rates so that that the borrower is aware of the exact rates that would be charged to the account.

1. Corporate Governance

RBI vide its notification (DNBR.019/CGM (CDS)-2015) dated April 10, 2015, has laid down corporate governance guidelines for the consideration of all NBFC-Ds. The guidelines recommend that such NBFCs constitute an Audit Committee (to ensure that an information system audit of internal systems and processes is conducted at least once in two years to assess operational risks), a Nomination Committee (to ensure that fit and proper persons are nominated as directors on their respective boards) and a Risk Management Committee to institute risk management systems. Further, all NBFCs are required to obtain undertakings and a deed of covenant from all directors and furnish a quarterly statement to the RBI on change of directors along with a certificate from the managing director that 'fit and proper criteria' has been followed. All applicable NBFCs are required to disclose details pertaining to asset-liability profile, non-performing assets and movement of non-performing assets, details of exposures, etc. in their annual financial statements.

In addition to the above, NBFCs are required to rotate the partner of the chartered accountant firm conducting the audit every three years so that the same partner does not continuously conduct the audit of the company for more than a period of three years. NBFCs are also mandated to frame internal guidelines on corporate governance with the approval of its board of directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the above guidelines which shall be published on the company's web-site, if any, for the information of various stakeholders.

2. Accounting Standards & Accounting policies

Subject to the changes in Indian Accounting Standards and regulatory environment applicable to a NBFC may change our accounting policies in the future and it might not always be possible to determine the effect on the Profit and Loss account of these changes in each of the accounting years preceding the change.

In such cases the profit/ loss of NBFCs for the preceding years might not be strictly comparable with the profit/ loss for the period for which such accounting policy changes are being made.

3. Reporting by statutory auditor

In addition to their obligations under the Companies Act every auditor of an NBFC, is also required to make a separate report on the accounts of the NBFC to the Board of Directors (the "**Report**") confirming:

(i) that the NBFC-D has obtained a CoR from the RBI and is entitled to continue to hold such CoR in terms of its principal business criteria (financial asset/income pattern) as on March 31 of the financial year in which the Report is submitted;

(ii) that the NBFC meets the prescribed net owned fund requirement.

(iii) that the NBFC-D has complied with the provisions of the Public Deposit Directions and the Non-Banking Financial Company Returns (Reserve Bank) Directions, and its capital adequacy ratio as disclosed in the return submitted to the RBI has been correctly determined and is in compliance with the minimum capital to risk (weighted) assets ratio prescribed by the RBI;

(iv) that the NBFC-D has complied with the liquid assets requirement as prescribed by the RBI in exercise of its powers under section 45-IB of the RBI Act.

The Report should contain reasons for any unfavorable or qualified statement or failure to express opinion on any matter by the auditor. The auditor is obliged to submit an exception report to the RBI in such a case.

Every NBFC shall submit a certificate from its statutory auditor to the regional office of the Department of Non-Banking Supervision of the RBI under whose jurisdiction the NBFC is registered, within one month from the date of finalisation of the balance sheet and in any case not later than December 30th of that financial year, that it is engaged in such business requiring it to hold a CoR under Section 45-IA of the RBI Act and is eligible to hold it.

The statutory auditor of the NBFC-D is required to submit to the Board of Directors of the company a report inter alia certifying that such company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts and standard assets as applicable to it. In the event of non-compliance, the statutory auditors are required to directly report the same to the RBI.

4. Other Regulations

Applicable Foreign Investment Regulations

Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA 20")

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion (DIPP), GoI which is regulated by the FIPB.

The RBI, in exercise of its power under the FEMA, has notified the FEMA 20 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. FEMA 20 lays down that no prior consent and approval is required from the RBI, for FDI under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the relevant ministry/ministries of the Government and/or the RBI.

Foreign Direct Investment ("FDI")

FDI in an Indian company is governed by the provisions of the FEMA read with the FEMA 20 and the Foreign Direct Investment Policy ("**FDI Policy**"). FDI is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which FDI is sought to be made. Under the automatic route, no prior Government approval is required for the issue of securities by Indian companies/ acquisition of securities of Indian companies, subject to the sectoral caps and other prescribed conditions. Investors are required to file the required documentation with the RBI within 30 days of such issue/ acquisition of securities. Under the approval route, prior approval from the relevant ministry/ministries or RBI is required. FDI for the items/ activities that cannot be brought in under the automatic route (other than in prohibited sectors) may be brought in through the approval route. Further, as per the sector specific guidelines of the Government, 100% FDI/NRI investments are allowed under the automatic route in certain NBFC activities subject to compliance with guideline of the RBI in this regard.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI")

The SARFAESI Act provides for the enforcement of security interest without the intervention of the courts. Under the provisions of the SARFAESI Act, a secured creditor can recover dues from its borrowers by taking any of the measures as provided therein. Rights, with respect to the enforcement of security interest, under the SARFAESI Act cannot be enforced unless the account of the borrower has been classified as an NPA in the books of account of the secured creditor in accordance with the directions or guidelines issued by the RBI or any other applicable regulatory authority. The secured creditors must serve a 60-day notice on the borrower demanding repayment of the amount due and specifying the borrower's assets over which the bank proposes to exercise remedies. If the borrower still fails to pay, the secured creditors, on expiry of the 60-day notice period, can: (i) take possession of the secured assets; (ii) take over the management of the secured assets along with the right to transfer by way of lease, assignment or sale of the secured assets; (iii) appoint any person to manage the secured assets; and (iv) require any person who has acquired any of the secured assets from the borrower to pay amounts necessary to satisfy the debt. The security interests covered by the SARFAESI Act are security interests over immovable and movable property, existing or future receivables, certain intangible assets (such as know-how, patents, copyrights, trademarks, licenses, franchises) and any debt or any right to receive payment of money, or any receivable, present or future, and in which security interest has been created. Security interests over ships and aircraft, any statutory lien, a pledge of movables, any conditional sale, hire purchase or lease or any other contract in which no security interest is created, rights of unpaid sellers, any property not liable to attachment, security interest for securing repayment of less than ₹10,000,000, agricultural land and any case where the amount due is less than 20.00% of the principal amount and interest are not enforceable under the SARFAESI Act. In the event that the secured creditor is unable to recover the entire sum due by exercise of the remedies under the SARFAESI Act in relation to the assets secured, such secured creditor may approach the relevant court for the recovery of the balance amounts. A secured creditor may also simultaneously pursue its remedies under the SARFAESI Act.

Insolvency and Bankruptcy Code

The Insolvency and Bankruptcy Code, 2016 ("**Code**") consolidates laws relating to insolvency, reorganisation and liquidation/ bankruptcy of all persons, including companies, individuals, partnership firms and Limited Liability Partnerships ("**LLPs**"). The Code has established an Insolvency and Bankruptcy Board of India to function as the regulator for all matters pertaining to insolvency and bankruptcy. The Code prescribes a timeline of 180 days for the insolvency resolution process, which begins from the date the application is admitted by the NCLT. During this period, the creditors and the debtor shall negotiate and finalise a resolution plan (accepted by 75% of the financial creditors) and in the event, they fail, the debtor is placed in liquidation and the moratorium lifted. The Code stipulates an interim-moratorium period which would commence after filing of the application for a fresh start process and shall cease to exist after elapse of a period of 180 days from the date of application. During such period, all legal proceedings against such debtor should be stayed and no fresh suits, proceedings, recovery or enforcement action may be initiated against such debtor. However, the Code has also imposed certain restrictions on the debtor during the moratorium period such as the debtor shall not be permitted to act as a director of any company or be involved in the promotion or management of a company during the moratorium period.

Anti Money Laundering

The RBI has issued a Master Circular dated July 01, 2013 to ensure that a proper policy frame work for the Prevention of Money Laundering Act, 2002 ("**PMLA**") is put into place. The PMLA seeks to prevent money laundering and provides for confiscation of property derived from or involved in money laundering and for other matters connected therewith or incidental thereto. It extends to all banking companies, financial institutions, including NBFCs and intermediaries. Pursuant to the provisions of PMLA and the RBI guidelines, all NBFCs are advised to appoint a principal officer for internal reporting of suspicious transactions and cash transactions and to maintain a system of proper record (i) for all cash transactions of value of more than ₹ 1 million; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 1 million where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 1 million. Further, all NBFCs are required to take appropriate steps to evolve a system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. Further, NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity.

Laws relating to Employment

Shops and Establishments legislations in various states

The provisions of various shops and establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

Labour Laws

Our Company is required to comply with various labour laws, including the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Wages Act, 1936, the Payment of Gratuity Act, 1972 and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Laws relating to Intellectual Property

The Trade Marks Act, 1999 and the Indian Copyright Act, 1957 inter alia govern the law in relation to intellectual property, including brand names, trade names and service marks and research works.

In addition to the above, our company is required to comply with the provisions of the Companies Act, 2013 the Foreign Exchange Management Act, 1999, various tax related legislations and other applicable statues.

SUMMARY OF KEY PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Act the main provisions of the AOA relating to the issue and allotment of debentures and matters incidental thereto. Please note that each provision herein below is numbered as per the corresponding article number in the AOA. All defined terms used in this section have the meaning given to them in the AOA. Any reference to the term "Article" hereunder means the corresponding article contained in the AoA.

Clause (ii) of Article 8 A provides that the Company shall within three months after the allotment or within one month after the application for registration of the transfer of any Share or Debenture is completed and have ready for delivery the certificates of all the Shares and Debentures so allotted or transferred unless the conditions of issue of the said Shares otherwise provide.

Article 8 B provides that if a certificate be worn out, defaced or if there is no further space on the back thereof for endorsement of transfer, it shall, if required, be replaced by a new certificate free of charge provided/however that such new certificate shall not be issued except upon delivery of the said worn out or defaced or used up certificate for the purpose of cancellation. Further, if a certificate is lost or destroyed the Company may, upon such evidence and proof of such loss or destruction and such Indemnity as the Board may require and on payment of such a fee not exceeding Rupee one issue a renewed certificate. Any renewed certificate shall be marked as such.

Clause A of Article 9 provides that the Board of Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any Share/Debenture held by him and upon all or any part of the money so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding, without sanction of the Company in General Meeting, 14% (fourteen percent per annum) or such other percentage as may be fixed in this regard as the maximum percentage as may be agreed upon between the member paying the sum in advance and the Board of Directors, provided that the amount of advance calls so received shall not be entitled to rank for dividend or participate in the profits of the Company.

Clause (g) of Article 10 provides that notwithstanding anything contained in these Articles, the Board of Directors of the Company may in their absolute discretion refuse splitting of any Share certificate or Debenture certificate into denominations less than Marketable lots i.e. the minimum number of Shares or Debentures as required for the purpose of trading on the stock exchange in which the Company's Shares and/or Debentures are/will be listed, except where subdivision is required to be made to comply with a statutory provision or order of a competent Authority of law.

Article 30 provides that in furtherance of and without prejudice to the general powers conferred on the Board of Directors by or implied in Articles 29 and the other powers conferred by these articles and subject to the provision of Sec.179 of the Act, it is hereby expressly declared that it shall be lawful, for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to do the following things:

Clause (3) of Article 30 At their discretion to pay for any property rights, or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in Shares, Bonds, Debentures or other securities of the company and any such Shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon and any such Bonds, Debentures, or other securities may be either specifically charged upon all or any of the property of the company and its uncalled Shares, or not so charged.

Clause (4) of Article 30 To secure the fulfilment of any contracts or agreement entered into by the Company by mortgage or charge of all or any of the properties of the Company and its uncalled capital for the time being or in such other manner as they think fit.

Clause (16) of Article 30 To borrow on mortgage of the whole or any part of the property of the Company or on the Bonds, Debentures either unsecured or secured by a charge or mortgage or other securities of the Company, or otherwise as they may deem expedient, such sums as they may think necessary for the purpose of the Company, subject to provisions contained in Sec.179 and Sec.180 of the Act. Provided that Debentures with the rights to allotment or conversion into Shares shall not be issued except with the sanction of the Company in General Meeting.

Article 32 provides that the Board of Directors may from time to time but with such consent of the Company in general meetings as may be required under Sec.293 of the Act, raise any money or any moneys or sum of money

for the purpose of the Company, provided that the moneys to be borrowed together with moneys already borrowed by the company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not without the sanction of the Company at a General Meeting exceed the aggregate of the paid-up capital of the company and its free reserves that is to say reserves not set apart for any specific purpose and in particular but subject to the provision of Section 292 of the Act, the Board may from time to time at their discretion may raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of Debentures to members, raised or received, to mortgage, pledge or change, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and others as may be expedient and to purchase, redeem or pay off any such securities. "Debentures, Debenture Stocks, Bonds or other securities with a right to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in General Meeting.

Article 43 provides that

Clause (1) of Article 43 Every shareholder or debenture holder or depositor of the Company, may at any time, nominate a person to whom his shares or debentures or deposits shall vest in the event of his death in such manner as may be prescribed under the Act.

Clause (2) of Article 43 Where the shares or debentures or deposits of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures or deposits, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.

Clause (3) of Article 43 Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares of debentures or deposits, the nominee shall, on the death of the shareholder or debenture holder or depositor or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or deposits or, as the case may be, all the joint holders, in relation to such shares or debentures or deposits, to the exclusion of all other person, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.

Article 45 provides that the Company shall be entitled to dematerialize its existing shares, debentures and other securities, rematerialize its shares, debentures and other securities held in the Depositories and/or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, and the Rules framed thereunder, if any. Every person subscribing to or holding securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security. The Company shall cause to be kept a Register and Index of Members and a Register and Index of NCD Holder in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, with details of shares and Debentures held in material and dematerial forms in any media as may be permitted by law, including in any form of electronic media. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, shall be deemed to be Register and Index of Members and Security holders for the purposes of these Articles. The Company shall be entitled to keep in any State or Country outside India a Branch Register of Members Resident in that State or Country.

SECTION VIII - MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004 from 10.00 A.M. to 5.00 P.M. on any Business Day from the date of this Draft Shelf Prospectus until the date of closure of the Issue.

A. Material Contracts

1. Issue Agreement dated June 12, 2018 between the Company and the Lead Managers.

2. Registrar Agreement dated June 11, 2018 with the Registrar to the Issue.

3. Debenture Trustee Agreement dated June 9, 2018 executed between the Company and the Debenture Trustee.

4. Agreed form of the Debenture Trust Deed to be entered into between the Company and the Debenture Trustee.

5. Escrow Agreement dated [●] between our Company, the Registrar, the Escrow Collection Bank(s), and the Lead Managers

6. Consortium Agreement dated [●] between our Company, the Consortium Members and the Lead Managers.

7. Tripartite agreement dated March 29, 2000 among our Company, the Registrar and CDSL.

8. Tripartite agreement dated April 30, 1999 among our Company, the Registrar and NSDL.

B. Material Documents

1. Certificate of Incorporation of the Company dated June 30, 1979, issued by Registrar of Companies, Tamil Nadu, Chennai

2. Memorandum and Articles of Association of the Company, as last amended.

3. The certificate of registration No. 07-00459 dated April 17, 2007 issued by Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934.

4. Credit rating letters and rationales dated June 8, 2018 from CRISIL and India Ratings and Research granting credit ratings to the NCDs.

5. Copy of the Board Resolution dated April 27, 2018 approving the Issue.

6. Copy of the resolution passed by the shareholders of the Company by way of a postal ballot held on June 6, 2018 approving the overall borrowing limit of the Company.

7. Copy of the resolution of the Debt Issuance Committee dated June 13, 2018 approving this Draft Shelf Prospectus.

8. Consents of the Directors, Lead Managers to the Issue, CFO of our Company, Company Secretary and Compliance Officer of our Company, Debenture Trustee, Credit Rating Agencies for the Issue, Legal Advisor to the Issue, Bankers to the Company, ICRA and the Registrar to the Issue, to include their names in this Draft Shelf Prospectus.

9. Consents from the existing lenders of our Company.

10. The joint consent of the Joint Statutory Auditors of our Company, namely Haribhakti & Co. LLP and M/s Pijush Gupta & Co. for (a) inclusion of their names as the Joint Statutory Auditors, (b) examination

reports on the Reformatted Standalone Financial Statements in this Draft Shelf Prospectus.

11. Statement of tax benefits dated June 12, 2018 issued by our Statutory Auditors.

12. Annual Reports of the Company for the last five Financial Years 2013 to 2017.

13. Due Diligence certificates dated [●] filed by the Lead Managers with SEBI.

14. In-principle listing approval from BSE and NSE dated [●] and [●].

15. License Agreement dated November 21, 2014 between Shriram Ownership Trust and our Company, read together with the Addendum No. 1 to the License Agreement dated March 18, 2016.

16. Service Agreement dated May 3, 2017 between SCL and our Company.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, relevant provisions of Companies Act, 1956, as applicable and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India in connection with the Issue and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder in connection with the Issue have been complied with and no statement made in this Draft Shelf Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to this Draft Shelf Prospectus.

We further certify that all the disclosures and statements in this Draft Shelf Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Shelf Prospectus does not contain any misstatements.

Signed by the Board of Directors of the Company

Lakshminarayanan Subramanian
Non-Executive and Independent Director

Umesh Govind Revankar
Managing Director and Chief Executive Officer

Amitabh Chaudhry
Non-Executive and Independent Director

Sridhar Srinivasan
Non-Executive and Independent Director

Ravi Devaki Venkataraman
Non-Executive and Non-Independent Director

Puneet Bhatia
Non-Executive and Non-Independent Director

Place: Mumbai

Date: June 13, 2018

DECLARATION

I, the Director of the Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, relevant provisions of Companies Act, 1956, as applicable and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India in connection with the Issue and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder in connection with the Issue have been complied with and no statement made in this Draft Shelf Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to this Draft Shelf Prospectus.

I further certify that all the disclosures and statements in this Draft Shelf Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Shelf Prospectus does not contain any misstatements.

Signed by the Board of Directors of the Company

Sumati Prasad Mishrilal Bafna
Non-Executive and Independent Director

Place: Mumbai

Date: June 13, 2018

DECLARATION

I, the Director of the Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, relevant provisions of Companies Act, 1956, as applicable and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India in connection with the Issue and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder in connection with the Issue have been complied with and no statement made in this Draft Shelf Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to this Draft Shelf Prospectus.

I further certify that all the disclosures and statements in this Draft Shelf Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Shelf Prospectus does not contain any misstatements.

Signed by the Board of Directors of the Company

Gerrit Lodewyk Van Heerde
Non-Executive and Non-Independent Director

Place: Mumbai

Date: June 13, 2018

DECLARATION

I, the Director of the Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, relevant provisions of Companies Act, 1956, as applicable and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India in connection with the Issue and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder in connection with the Issue have been complied with and no statement made in this Draft Shelf Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to this Draft Shelf Prospectus.

I further certify that all the disclosures and statements in this Draft Shelf Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Shelf Prospectus does not contain any misstatements.

Signed by the Board of Directors of the Company

Kishori Udeshi
Non-Executive and Independent Director

Place: Mumbai

Date: June 13, 2018

ANNEXURE A

CRISIL
An S&P Global Company

CONFIDENTIAL

PB/NCD/STFCL/2018/201101
June 08, 2018

Mr. Parag Sharma
Chief Financial Officer
Shriram Transport Finance Company Limited
Wockhardt Tower, 3rd Floor, West Wing
C-2, G Block, Bandra- Kurla Complex
Bandra (E), Mumbai 400051

Dear Mr. Sharma,

Re: CRISIL Rating for the Rs.5000 Crore Non-convertible debentures* of Shriram Transport Finance Company Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL has, after due consideration, assigned a **"CRISIL AA+/Stable"** (pronounced "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.

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 rating / outlook 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.

Further, in view of your decision to accept the CRISIL Rating, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

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. 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

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



* *Public Issue of secured NCD.*

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. 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 site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

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Details of the Rs.5000 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.

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. 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 site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Ratings

CRISIL
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Rating Rationale

June 08, 2018 | Mumbai

Shriram Transport Finance Company Limited

'CRISIL AA+/Stable' assigned to NCD

Rating Action

Total Bank Loan Facilities Rated	**Rs.36243 Crore**
Long Term Rating	**CRISIL AA+/Stable (Reaffirmed)**
Short Term Rating	**CRISIL A1+ (Reaffirmed)**

Rs.5000 Crore Non Convertible Debentures	**CRISIL AA+/Stable (Assigned)**
Non Convertible Debentures Aggregating Rs.31780 Crore	**CRISIL AA+/Stable (Reaffirmed)**
Subordinated Debt Aggregating Rs.2000 Crore	**CRISIL AA+/Stable (Reaffirmed)**
Subordinated Debt Aggregating Rs.131.7 Crore#	**CRISIL AA+/Stable (Reaffirmed)**
Subordinated Debt Issue (Tier II) Bonds Aggregating Rs.1500 Crore	**CRISIL AA+/Stable (Reaffirmed)**
Fixed Deposit Programme	**FAAA/Stable (Reaffirmed)**
Rs.7500 Crore Commercial Paper	**CRISIL A1+ (Reaffirmed)**

1 crore = 10 million
Refer to annexure for Details of Instruments & Bank Facilities
#Transferred from Shriram Equipment Finance Company Limited to Shriram Transport Finance Company Limited upon amalgamation of the former with latter

Detailed Rationale

CRISIL has assigned a rating of **'CRISIL AA+/Stable'** to the Rs.5000 crore non-convertible debentures of Shriram Transport Finance Company Limited (STFCL). CRISIL has also reaffirmed its ratings on the existing debt instruments, bank facilities and fixed deposit programme of STFCL at 'CRISIL AA+/FAAA/Stable/CRISIL A1+'. The ratings continue to reflect STFCL's market leadership in the pre-owned commercial vehicle (CV) financing segment, comfortable capitalization and earnings profile. These strengths are partly offset by the company's modest asset quality and average resource profile.

Key Rating Drivers & Detailed Description

Strengths

* **Market leadership in the pre-owned commercial vehicle (CV) financing segment**

STFCL is the largest CV financier in the country with assets under management (AUM) of Rs95,306 crore (+21% Y-o-Y) as on March 31, 2018. Of all the business segments, CV financing (HCV and M&LCV) constituted 67.6% of total AUM and grew by a strong 22.6% Y-o-Y. Passenger vehicles forming another 23.2% of the portfolio grew by 12.7% Y-o-Y. The share of the portfolio under Shriram Equipment has further come down to form just 0.5% of AUM as on March 31, 2018.In line with company's efforts to increase its presence in deep rural areas, the share of rural AUM has risen to 33% of total AUM as on March 31, 2018 as against 26% in fiscal 2017. The off-book portion of the AUM stood at 16.4% and was up 17.5% Y-o-Y. Overall, in the last few years, the share of off-balance sheet AUM has steadfastly remained around 16%.

The pre-owned vehicle loans stood at Rs80,098 crore (+16.7% Y-o-Y) and comprised 84% of AUM as on March 31, 2018 down from 87% in fiscal 2017. With company increasing focusing on new vehicle financing segment, it stood at Rs10,883 crore (+37.4% Y-o-Y) and constituted 11% of AUM end March 2018. Working capital loans constituted the remaining 5% or Rs 4,325 crore almost doubled during the year. Disbursements during the quarter stood at Rs15000 crore, of which 80% or Rs 11967 crore were for pre-owned vehicle, Rs 2464 crore or 16.4% for new vehicles and the remaining 3.6% or Rs 690 crore for business loans.

With presence of almost four decades in the pre-owned CV financing business, STFCL has created a strong and sustainable competitive advantage through deep understanding of the borrower profile and their credit behavior. They have done so by building a scalable operating model, extensive reach and strong valuation capabilities of pre-owned vehicles. The company faces limited competition from other organized financiers, including banks, in this segment, due to inherent riskiness of the target product and the customer profile. While STFCL's growth will continue to be driven by pre-owned vehicle financing business, the growth in new vehicle financing segment has also picked up, despite competition from banks and other financiers.

CRISIL believes that the business prospects for the pre-owned CV financing segment remain strong given the large unorganized market and significant entry barriers. STFCL has gradually expanded into rural markets and had 862 rural centers as on March 31, 2018. Owing to increased demand for pre-owned vehicles in deep rural areas, the company has been increasing its rural presence with the proportion of rural branches (as a percentage of total branches) rising to 48% as on March 31, 2018 from approximately 40% previous year. STFCL had also innovated in establishing ShriramAutomall India Ltd (SAMIL), a reliable platform for sale, refurbishment, and auction of pre-owned vehicles, besides enabling better price discovery of such vehicles. On January 24, 2018, STFCL announced that it would sell majority stake in SAMIL to MXC Solutions India Pvt Ltd (MXC, owner of CarTrade.com) for Rs 156.4crore; STFCL will continue to hold a large minority stake. The transaction was completed by April 2018. CRISIL believes that despite the minority stake, SAMIL's business operations will continue to be closely integrated with STFCL. Overall, CRISIL believes that STFCL has strong structural advantages over its peers, which will support its above-average growth plans and help it maintain leadership position in the pre-owned CV financing segment over the

medium term.

* **Comfortable capitalization and earnings profile**
STFCL's capitalization remains comfortable with networth of Rs 12,572crore and adjusted gearing (including securitization) of 6.3 times as on 31stMarch 2018 (Rs 11,292 crore and 5.9 times respectively as on March 31, 2017). While the net-worth coverage for net non-performing assets (NNPA) has come down to 5.9 times end March 2018 from 6.8 times last year, the decline is primarily due to change in the NPA recognition norms during the year with company transitioning to 90 days past due (dpd). CRISIL believes that STFCL's capitalization will remain comfortable over the medium term, given its demonstrated ability to access equity markets and having a comfortable annualized return on average networth of 13.9% (11.7% for fiscal 2017). The company's tier 1 and total capital adequacy ratio stood at 14.24% and 16.87% respectively as on March 31, 2018 (15.20% and 16.94% respectively as on March 31, 2017), well above the regulatory minimum.

STFCL has a comfortable earnings profile with annualised return on average managed assets ratio (RoMA) of 1.6% as on March 31, 2018 (1.5% for fiscal 2017). For year ending March 31, 2018, the company reported net profit of Rs 1,568 crore (+25% Y-o-Y) driven by improved net interest margins amid lower borrowing costs though partially offset by higher credit costs due to increased provisioning requirements amid transition to revised NPA norms. Owing to controlled borrowing costs due to rising reliance on securitization, coupled with higher than expected annual AUM growth, the net interest margin (CRISIL adjusted-calculated on total income net of interest expenses) improved to 7.28% from 6.72% in fiscal 2017. As the company increasingly focuses on low-yield and highly competitive new vehicle financing, the pressure on margins could rise in the future.

The company's operating expense ratio for year ending March 31, 2018, though lower than its peers, has increased to 1.6% due to rise in its employee costs as the company has added almost 5000 new employees during the year to reach an employee strength of 23,819. However, in spite of such strong growth in employees, the company's cost to income ratio stood at a controlled 21.3% (22% in fiscal 2017).

Nevertheless, CRISIL believes that STFCL's profitability is expected to remain stable backed by underlying improvement in asset quality due to pick up in recoveries in CV financing business. Also, the company's strong competitive position and relatively high yields in the pre-owned vehicle financing segment will ensure better profitability than that of other CV financiers over the medium term.

Weakness
* **Average, albeit improving resource profile**
STFCL has an average, though improving, resource profile. It has an established track record in raising retail borrowings which helps diversify its resource profile. The dependence on securitization has gradually risen to 20% of overall borrowings (including securitization). Of the total debt of Rs 78,952 crore (incl securitization), 31% was from secured NCDs, 21% from term loans from banks, 10% from fixed deposit, 6% from sub-debt. Its average cost of borrowings stood at 9.3% for fiscal 2018 (10.12% for fiscal 2017), remained higher than that of peers. In view of the inflationary monetary environment leading to rising interest rates, the company's cost of borrowings is expected to increase in the near future. Ability to diversify resource profile and maintain competitive borrowing cost will remain key rating monitorables over the medium term.

*** Modest asset quality**
STFCL has a modest asset quality in its core CV financing business with asset quality in the pre-owned financing business being relatively better than that in the new CV financing segment. Reported gross non-performing loans (+90 dpd), remained high due to increased transition norms with gross and net NPA at 9.15% and 2.83% respectively as on March 31, 2018 (8.16% and 2.65% as on March 31, 2017). The absolute increase in GNPA due to transition norms was about Rs 1100 crore translating to 120 bp rise.The CRISIL adjusted provision coverage ratio stood at a comfortable 71% as on March 31, 2018 (69.3% in fiscal 2017). The impact of implementation of IND-AS on STFCL's provision coverage ratio remains one of the key moniterables.

STFCL's asset quality is linked to broader economic recovery and hence the likely pick-up in industrial activity and easing of infrastructure constraints are expected to result in higher capacity utilization of CVs, improve transporter's cash flows and ultimately lead to gradual recovery in asset quality. The company's track record in the vehicle financing business, understanding of the target customer segment and relationship based lending model will also support the same.

Outlook: Stable
CRISIL believes STFCL will sustain its strong market position in the pre-owned CV financing segment, healthy capitalisation, and moderate earnings profile, over the medium term. The outlook may be revised to 'Positive' if the company maintains its high scale while significantly de-risking business, improving asset quality and financial risk profile. Conversely, the outlook may be revised to 'Negative' if asset quality and earnings weaken significantly.

About the Company
STFCL, incorporated in 1979, is the flagship company of the Shriram group. It is registered with RBI as a deposit-taking, asset-financing non-banking financial company. STFCL provides financing for vehicles such as CVs (both pre-owned and new), tractors, and passenger vehicles. It has pan-India presence, with 1,213 branches and 862 rural centers as on March 31, 2018. STFCL is also engaged in the construction equipment (CEQ) financing business through its erstwhile wholly owned subsidiary, *Shriram Equipment Finance Company that was merged with STFCL with effect from 1st April 2015. In January 2018, STFCL announced that it would sell majority stake in wholly owned subsidiary ShriramAutomall to MXC Solutions India Pvt Ltd (MXC, owner of CarTrade.com) for Rs 156.38 crore. The transaction got completed in April 2018.

STFCL's reported total income (net of interest expense) and profit after tax (PAT) of Rs.6982 crore and Rs.1,568 crore respectively, for fiscal 2018 against Rs.5,597 crore and Rs.1,257crore, respectively, for fiscal 2017.

**Consolidated financials include the results of Shriram Equipment Finance Company Ltd that was merged with STFCL w.e.f 1st April 2015*

Key Financial Indicators

Particulars	Unit	2018	2017
Total assets	Rs. Cr.	88470	74410

Total income (net of interest expenses)	**Rs. Cr.**	**6982**	**5597**
PAT	**Rs. Cr**	**1568**	**1257**
Gross NPA	**%**	**9.2^**	**8.2**
Overall capital adequacy ratio	**%**	**16.9**	**16.9**
Return on managed assets	**%**	**1.6**	**1.5**

^Per 90+dpd

Any other information: Not applicable

Note on complexity levels of the rated instrument:
CRISIL complexity levels are assigned to various types of financial instruments. The CRISIL complexity levels are available on www.crisil.com/complexity-levels. Users are advised to refer to the CRISIL complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of the Instrument	Date of Allotment	Coupon rate	Maturity Date	Amount (Rs.crore)	Rating assigned with Outlook
INE721A07BJ9	Debentures*	14-Sep-11	10.50%	13-Sep-17	125	CRISIL AA+/Stable
INE721A07BK7	Debentures	14-Sep-11	10.60%	13-Sep-21	125	CRISIL AA+/Stable
INE721A07DF3	Debentures*	10-Jul-12	10.45%	10-Jul-17	2	CRISIL AA+/Stable
INE721A07DF4	Debentures*	10-Jul-12	10.45%	10-Jul-17	5	CRISIL AA+/Stable
INE721A07DF5	Debentures*	10-Jul-12	10.45%	10-Jul-17	3	CRISIL AA+/Stable
INE721A07DH9	Debentures*	20-Jul-12	10.3% semi annuallyupto 20/7/14 10% pa upto 20/1/15 9.9% pa upto 20/7/15 9.85% pa upto 20/7/17	20-Jul-17	200	CRISIL AA+/Stable
INE721A07DR8	Debentures*	12-Sep-12	10.46%	12-Sep-17	10	CRISIL AA+/Stable
INE721A07DW8	Debentures*	27-Sep-12	10.50%	27-Sep-17	300	CRISIL AA+/Stable
INE721A07EG9	Debentures*	23-Oct-12	10.20%	23-Oct-17	10	CRISIL AA+/Stable
INE721A07EI5	Debentures*	6-Nov-12	10.20%	6-Nov-17	10	CRISIL AA+/Stable
INE721A07EL9	Debentures*	8-Nov-12	10.20%	8-Nov-17	10	CRISIL AA+/Stable
INE721A07EZ9	Debentures*	15-Jan-13	10.30%	15-Jan-18	400	CRISIL AA+/Stable
INE721A07EX4	Debentures*	17-Jan-13	9.90%	17-Jan-18	5	CRISIL AA+/Stable

INE721A07FB7	Debentures*	29-Jan-13	9.69%	23-Jan-18	3	CRISIL AA+/Stable
INE721A07FF8	Debentures*	13-Mar-13	9.75%	13-Mar-18	10	CRISIL AA+/Stable
INE721A07FT9	Debentures	5-Jul-13	9.60%	5-Jul-23	50	CRISIL AA+/Stable
INE721A07FZ6	Debentures	15-Jul-13	9.60%	15-Jul-23	10	CRISIL AA+/Stable
INE721A07GB5	Debentures	12-Aug-13	10.70%	12-Nov-18	15	CRISIL AA+/Stable
INE721A07GB5	Debentures	12-Aug-13	10.70%	12-Nov-18	10	CRISIL AA+/Stable
INE721A07GD1	Debentures	14-Aug-13	10.50%	14-Aug-23	26	CRISIL AA+/Stable
INE721A07GD1	Debentures	14-Aug-13	10.50%	14-Aug-23	4	CRISIL AA+/Stable
INE721A07GD1	Debentures	14-Aug-13	10.50%	14-Aug-23	1	CRISIL AA+/Stable
INE721A07GE9	Debentures	21-Aug-13	10.75%	21-Aug-20	1000	CRISIL AA+/Stable
INE721A07GF6	Debentures	27-Aug-13	10.50%	27-Aug-23	5	CRISIL AA+/Stable
INE721A07GF6	Debentures	27-Aug-13	10.50%	27-Aug-23	1	CRISIL AA+/Stable
INE721A07GF6	Debentures	27-Aug-13	10.50%	27-Aug-23	13	CRISIL AA+/Stable
INE721A07GH2	Debentures	13-Sep-13	10.60%	13-Sep-20	5	CRISIL AA+/Stable
INE721A07GN0	Debentures	30-Sep-13	10.75%	30-Sep-23	5	CRISIL AA+/Stable
INE721A07GN0	Debentures	30-Sep-13	10.75%	30-Sep-23	5	CRISIL AA+/Stable
INE721A07GO8	Debentures	30-Sep-13	10.75%	30-Sep-23	15	CRISIL AA+/Stable
INE721A07GQ3	Debentures	9-Oct-13	10.75%	9-Oct-23	10	CRISIL AA+/Stable
INE721A07HE7	Debentures	28-Mar-14	10.60%	28-Mar-24	10	CRISIL AA+/Stable
INE721A07JS3	Debentures	4-Dec-15	8.80% p.a.	4-Dec-20	15	CRISIL AA+/Stable
INE721A07JU9	Debentures	22-Dec-15	8.75 %p.a	21-Dec-18	10	CRISIL AA+/Stable
INE721A07JV7	Debentures	15-Mar-16	9.1% p.a.	15-Mar-19	10	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	25	CRISIL AA+/Stable

INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	10	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	15	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	30	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	5	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	5	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	10	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	30	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	5	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	15	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	35	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	15	CRISIL AA+/Stable
INE721A07KA9	Debentures	29-Mar-16	9.25% p.a.	29-Mar-21	25	CRISIL AA+/Stable
INE721A07KA9	Debentures	29-Mar-16	9.25% p.a.	29-Mar-21	15	CRISIL AA+/Stable
INE721A07KA9	Debentures	29-Mar-16	9.25% p.a.	29-Mar-21	35	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	90	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	25	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	25	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	5	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	95	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	40	CRISIL AA+/Stable

INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	30	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	25	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	25	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	19	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	15	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	5	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	5	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	2	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	25	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-26	94	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-26	35	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-26	30	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-26	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-26	10	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	9	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	2	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	10	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	5	CRISIL AA+/Stable
INE721A07KF8	Debentures	29-Apr-16	9.05% p.a.	29-Apr-21	15	CRISIL AA+/Stable
INE721A07KG6	Debentures	25-May-16	9.05% p.a.	25-May-23	50	CRISIL AA+/Stable

INE721A07KH4	Debentures	9-Jun-16	8.85% p.a.	10-Jun-19	20	CRISIL AA+/Stable
INE721A07KI2	Debentures	9-Jun-16	9.05% p.a.	9-Jun-23	13	CRISIL AA+/Stable
INE721A07KJ0	Debentures	10-Jun-16	Zero Coupon @8.92% p.a.	10-Jun-21	5	CRISIL AA+/Stable
INE721A07JS3	Debentures	4-Dec-15	8.80% p.a.	4-Dec-20	15	CRISIL AA+/Stable
INE721A07JU9	Debentures	22-Dec-15	8.75 %p.a	21-Dec-18	10	CRISIL AA+/Stable
INE721A07JV7	Debentures	15-Mar-16	9.1% p.a.	15-Mar-19	10	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	25	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	10	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	15	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	30	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	5	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	5	CRISIL AA+/Stable
INE721A07JW5	Debentures	18-Mar-16	9.25% p.a.	18-Mar-21	10	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	30	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	5	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	15	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	35	CRISIL AA+/Stable
INE721A07JX3	Debentures	18-Mar-16	9.30% p.a.	18-Mar-26	15	CRISIL AA+/Stable
INE721A07KA9	Debentures	29-Mar-16	9.25% p.a.	29-Mar-21	25	CRISIL AA+/Stable
INE721A07KA9	Debentures	29-Mar-16	9.25% p.a.	29-Mar-21	15	CRISIL AA+/Stable
INE721A07KA9	Debentures	29-Mar-16	9.25% p.a.	29-Mar-21	35	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	90	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	25	CRISIL AA+/Stable

INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	25	CRISIL AA+/Stable
INE721A07KB7	Debentures	29-Mar-16	9.30% p.a.	27-Mar-26	5	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	95	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	50	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	40	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	30	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	25	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	25	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	19	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	15	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	10	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	5	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	5	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	2	CRISIL AA+/Stable
INE721A07KC5	Debentures	13-Apr-16	9.15% p.a.	13-Apr-21	25	CRISIL AA+/Stable
INE721A07KD3	Debentures	13-Apr-16	9.22% p.a.	13-Apr-26	94	CRISIL AA+/Stable
INE721A07KD3	Debentures	13-Apr-16	9.22% p.a.	13-Apr-26	35	CRISIL AA+/Stable
INE721A07KD3	Debentures	13-Apr-16	9.22% p.a.	13-Apr-26	30	CRISIL AA+/Stable

INE721A07KD3	Debentures	13-Apr-16	9.22% p.a.	13-Apr-26	10	CRISIL AA+/Stable
INE721A07KD3	Debentures	13-Apr-16	9.22% p.a.	13-Apr-26	10	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	9	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	2	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	10	CRISIL AA+/Stable
INE721A07KE1	Debentures	22-Apr-16	9.20% p.a.	22-Apr-26	5	CRISIL AA+/Stable
INE721A07KF8	Debentures	29-Apr-16	9.05% p.a.	29-Apr-21	15	CRISIL AA+/Stable
INE721A07KG6	Debentures	25-May-16	9.05% p.a.	25-May-23	50	CRISIL AA+/Stable
INE721A07KH4	Debentures	9-Jun-16	8.85% p.a.	10-Jun-19	20	CRISIL AA+/Stable
INE721A07KI2	Debentures	9-Jun-16	9.05% p.a.	9-Jun-23	13	CRISIL AA+/Stable
INE721A07KJ0	Debentures	10-Jun-16	Zero Coupon @8.92% p.a.	10-Jun-21	5	CRISIL AA+/Stable
INE721A07KK8	Debentures	30-Jun-16	9.05%	30-Jun-21	75	CRISIL AA+/Stable
INE721A07KK8	Debentures	30-Jun-16	9.05%	30-Jun-21	10	CRISIL AA+/Stable
INE721A07KM4	Debentures	5-Jul-16	9.00%	5-Jul-19	25	CRISIL AA+/Stable
INE721A07KM4	Debentures	5-Jul-16	9.00%	5-Jul-19	25	CRISIL AA+/Stable
INE721A07KM4	Debentures	5-Jul-16	9.00%	5-Jul-19	25	CRISIL AA+/Stable
INE721A07KM4	Debentures	5-Jul-16	9.00%	5-Jul-19	5	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	44	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	1	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	3	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	1	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	2	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	10	CRISIL AA+/Stable

INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	15	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	5	CRISIL AA+/Stable
INE721A07KN2	Debentures	5-Jul-16	9.00%	5-Aug-19	5	CRISIL AA+/Stable
INE721A07KO0	Debentures	15-Jul-16	8.61%	15-Jul-19	700	CRISIL AA+/Stable
INE721A07KP7	Debentures	19-Jul-16	9.05%	19-Jul-23	75	CRISIL AA+/Stable
INE721A07KQ5	Debentures	21-Jul-16	8.70%	13-Aug-18	100	CRISIL AA+/Stable
INE721A07KQ5	Debentures	21-Jul-16	8.70%	13-Aug-18	50	CRISIL AA+/Stable
INE721A07KQ5	Debentures	21-Jul-16	8.70%	13-Aug-18	25	CRISIL AA+/Stable
INE721A07KQ5	Debentures	21-Jul-16	8.70%	13-Aug-18	25	CRISIL AA+/Stable
INE721A07KQ5	Debentures	21-Jul-16	8.70%	13-Aug-18	50	CRISIL AA+/Stable
INE721A07KR3	Debentures	26-Jul-16	Zero Coupon	20-Sep-19	15	CRISIL AA+/Stable
INE721A07KS1	Debentures	28-Jul-16	Zero Coupon	20-Sep-19	10	CRISIL AA+/Stable
INE721A07KT9	Debentures	29-Jul-16	8.74%	29-Aug-18	225	CRISIL AA+/Stable
INE721A07KU7	Debentures	29-Jul-16	8.73%	29-Sep-18	25	CRISIL AA+/Stable
INE721A07KU7	Debentures	29-Jul-16	8.73%	29-Sep-18	200	CRISIL AA+/Stable
INE721A07KV5	Debentures	29-Jul-16	8.80%	29-Jul-19	375	CRISIL AA+/Stable
INE721A07KW3	Debentures*	1-Aug-16	8.55%	3-Aug-17	19	CRISIL AA+/Stable
INE721A07KW3	Debentures*	1-Aug-16	8.55%	3-Aug-17	1	CRISIL AA+/Stable
INE721A07KX1	Debentures	1-Aug-16	8.82%	27-Apr-20	20	CRISIL AA+/Stable
INE721A07KX1	Debentures	1-Aug-16	8.82%	27-Apr-20	22	CRISIL AA+/Stable
INE721A07KX1	Debentures	1-Aug-16	8.82%	27-Apr-20	8	CRISIL AA+/Stable
INE721A07KY9	Debentures	2-Aug-16	8.80%	2-Aug-19	100	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	50	CRISIL AA+/Stable

INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	15	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	160	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	10	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	50	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	10	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	5	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	80	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	10	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	25	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	25	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	5	CRISIL AA+/Stable
INE721A07KZ6	Debentures	3-Aug-16	8.85%	3-Aug-21	5	CRISIL AA+/Stable
INE721A07LA7	Debentures*	5-Aug-16	8.72%	5-Jun-18	190	CRISIL AA+/Stable
INE721A07LA7	Debentures*	5-Aug-16	8.72%	5-Jun-18	35	CRISIL AA+/Stable
INE721A07LB5	Debentures*	5-Aug-16	8.74%	5-Jun-18	60	CRISIL AA+/Stable
INE721A07LB5	Debentures*	5-Aug-16	8.74%	5-Jun-18	165	CRISIL AA+/Stable
INE721A07LC3	Debentures	5-Aug-16	8.75%	4-Aug-18	25	CRISIL AA+/Stable
INE721A07LC3	Debentures	5-Aug-16	8.75%	4-Aug-18	25	CRISIL AA+/Stable
INE721A07LC3	Debentures	5-Aug-16	8.75%	4-Aug-18	175	CRISIL AA+/Stable
INE721A07LD1	Debentures	8-Aug-16	8.87%	8-Aug-26	50	CRISIL AA+/Stable
INE721A07LD1	Debentures	8-Aug-16	8.87%	8-Aug-26	50	CRISIL AA+/Stable
INE721A07LD1	Debentures	8-Aug-16	8.87%	8-Aug-26	10	CRISIL AA+/Stable
INE721A07LE9	Debentures	16-Aug-16	8.50%	16-Aug-21	25	CRISIL AA+/Stable

INE721A07LF6	Debentures	19-Aug-16	8.50%	19-Aug-19	50	CRISIL AA+/Stable
INE721A07LF6	Debentures	19-Aug-16	8.50%	19-Aug-19	100	CRISIL AA+/Stable
INE721A07LG4	Debentures	22-Aug-16	Zero Coupon @ XIRR 8.50%	23-Jul-19	25	CRISIL AA+/Stable
INE721A07LH2	Debentures	30-Aug-16	8.45%	30-Aug-21	20	CRISIL AA+/Stable
INE721A07LJ8	Debentures	14-Sep-16	Zero Coupon @ XIRR 8.35%	12-Sep-19	70	CRISIL AA+/Stable
INE721A07LK6	Debentures	22-Sep-16	8.25%	20-Sep-19	30	CRISIL AA+/Stable
INE721A07LK6	Debentures	22-Sep-16	8.25%	20-Sep-19	100	CRISIL AA+/Stable
INE721A07LL4	Debentures	30-Sep-16	8.15%	30-Sep-19	10	CRISIL AA+/Stable
INE721A07LM2	Debentures	30-Sep-16	8.11%	29-Mar-19	100	CRISIL AA+/Stable
INE721A07LN0	Debentures	30-Sep-16	8.25%	27-Sep-19	100	CRISIL AA+/Stable
INE721A07LN0	Debentures	30-Sep-16	8.25%	27-Sep-19	200	CRISIL AA+/Stable
INE721A07LO8	Debentures	25-Nov-16	7.92%	25-Nov-19	50	CRISIL AA+/Stable
INE721A07LO8	Debentures	25-Nov-16	7.92%	25-Nov-19	5	CRISIL AA+/Stable
INE721A07LO8	Debentures	25-Nov-16	7.92%	25-Nov-19	10	CRISIL AA+/Stable
INE721A07LO8	Debentures	25-Nov-16	7.92%	25-Nov-19	10	CRISIL AA+/Stable
INE721A07LO8	Debentures	25-Nov-16	7.92%	25-Nov-19	100	CRISIL AA+/Stable
INE721A07LP5	Debentures	27-Feb-17	8.00%	27-Feb-20	15	CRISIL AA+/Stable
INE721A07LP5	Debentures	27-Feb-17	8.00%	27-Feb-20	25	CRISIL AA+/Stable
INE721A07LQ3	Debentures	27-Feb-17	Zero Coupon @ 8%	16-Apr-20	100	CRISIL AA+/Stable
INE721A07LS9	Debentures	24-Mar-17	8.10%	24-Mar-20	10	CRISIL AA+/Stable
INE721A07KL6	Debentures	5-Jul-16	8.30%	5-Jun-21	660	CRISIL AA+/Stable
INE721A07LR1	Debentures	23-Mar-17	8.10%	23-Mar-22	600	CRISIL AA+/Stable
INE721A07MB3	Debentures	30-Mar-17	8.15%	30-Mar-22	5	CRISIL AA+/Stable

INE721A07MD9	Debentures	31-Mar-17	8.15%	31-Mar-22	45	CRISIL AA+/Stable
INE721A08AO9	Debentures*	12-Dec-11	10.35%	11-Jun-13	5	CRISIL AA+/Stable
INE721A08AP6	Debentures*	15-Dec-11	10.35%	11-Jun-13	25	CRISIL AA+/Stable
INE721A08AQ4	Debentures*	20-Dec-11	10.15%	17-Jun-13	30	CRISIL AA+/Stable
INE721A08AR2	Debentures*	20-Dec-11	10.20%	23-Dec-13	15	CRISIL AA+/Stable
INE721A07CO7	Debentures*	23-Dec-11	10.02%	24-Jun-13	10	CRISIL AA+/Stable
INE721A07CP4	Debentures*	26-Dec-11	10.05%	8-Jul-13	14	CRISIL AA+/Stable
INE721A08AT8	Debentures*	12-Jan-12	10.10%	10-Jul-14	26	CRISIL AA+/Stable
INE721A08AU6	Debentures*	18-Jan-12	10.10%	10-Jul-14	19	CRISIL AA+/Stable
INE721A08AV4	Debentures*	20-Jan-12	10.00%	17-Jul-13	5	CRISIL AA+/Stable
INE721A08AW2	Debentures*	20-Jan-12	10.00%	16-Jul-13	17	CRISIL AA+/Stable
INE721A07CS8	Debentures*	20-Jan-12	9.90%	19-Jul-13	29	CRISIL AA+/Stable
INE721A07CT6	Debentures*	20-Jan-12	9.95%	24-Apr-14	41	CRISIL AA+/Stable
INE721A08AX0	Debentures*	27-Feb-12	9.94%	19-Aug-13	14	CRISIL AA+/Stable
INE721A07CY6	Debentures*	15-Mar-12	9.85%	30-May-13	5	CRISIL AA+/Stable
INE721A07DA4	Debentures*	19-Mar-12	9.90%	6-Apr-15	13	CRISIL AA+/Stable
INE721A07DB2	Debentures*	4-Apr-12	10.50%	3-Oct-13	25	CRISIL AA+/Stable
INE721A07DC0	Debentures*	26-Jun-12	10.35%	26-Jun-14	50	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.30% -6-Jan-13,	6-Jul-15	50	CRISIL AA+/Stable
	Debentures*	6-Jul-12	10.30% - 6-Jul-13			
	Debentures*	6-Jul-12	10.30% - 6-Jan-14			
	Debentures*	6-Jul-12	10.00% - 6-Jul-14			
	Debentures*	6-Jul-12	9.80% - 6-Jan-15			
	Debentures*	6-Jul-12	9.70% - 6-Jul-15 p.a.			
	Debentures*	6-Jul-12	payable semi-			

			annually on the coupon dates			
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	3	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	2	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	70	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	30	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	10	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	10	CRISIL AA+/Stable

INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	10	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	15	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	25	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	10	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	15	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	16	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th	6-Jul-15	9	CRISIL AA+/Stable

			Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.			
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	25	CRISIL AA+/Stable
INE721A07DD8	Debentures*	6-Jul-12	10.3%-6th Jan-13, 10.3%-6th Jan-14, 10%-6-July-14, 9.8%-6th Jan-15, 9.70%-6-July-15.p.a.	6-Jul-15	10	CRISIL AA+/Stable
INE721A07DE6	Debentures*	10-Jul-12	10.25%	8-Jul-14	7	CRISIL AA+/Stable
INE721A08BD0	Debentures*	11-Jul-12	10.40%	20-Sep-13	75	CRISIL AA+/Stable
INE721A07DG1	Debentures*	12-Jul-12	10.25%	20-Sep-13	25	CRISIL AA+/Stable
INE721A08BF5	Debentures*	20-Jul-12	if call 10.90 mmy if no call 10.50	20-Mar-14	300	CRISIL AA+/Stable
INE721A08BG3	Debentures*	26-Jul-12	10.35% coupon compounded after 1 year and payable on maturity	26-Jul-14	100	CRISIL AA+/Stable
INE721A08BH1	Debentures*	23-Aug-12	10.25% if no put is exercised	24-Mar-14	200	CRISIL AA+/Stable
INE721A07DP2	Debentures*	30-Aug-12	XIRR - 9.82%	3-Oct-13	7	CRISIL AA+/Stable
INE721A07DQ0	Debentures*	10-Sep-12	XIRR - 10.28%	7-Sep-15	15	CRISIL AA+/Stable
INE721A08BI9	Debentures*	11-Sep-12	1st year The coupon for the 1st year will be fixed as follows: [10.25% + (	11-Sep-14	160	CRISIL AA+/Stable

			'Benchmark' fixing on Date of Allotment ' 'Benchmark' fixing three days prior to first coupon date).] The coupon as calculated above is capped at 13.50%; floored at 9.50%. 2nd year 10.40% per annum payable annually			
INE721A07DT4	Debentures*	18-Sep-12	9.75% per annum compounded monthly and payable on first spread reset date. The coupon rate is fixed for first 6 months irrespective of changes in the benchmark , Benchmark + Spread (compounded monthly and payable on spread reset date)- Base Rate Floor 9.25% and Base Rate Cap 10.50%	18-Sep-14	135	CRISIL AA+/Stable
INE721A07DS6	Debentures*	17-Sep-12	10.15%	17-Sep-14	40	CRISIL AA+/Stable
INE721A07DV0	Debentures*	24-Sep-12	1st Quarter 9.20% 2nd Quarter 9.45%	24-Sep-14	300	CRISIL AA+/Stable

			3rd Quarter 9.45% 4th Quarter 9.45% 5th Quarter 9.45% 6th Quarter 9.45% 7th Quarter 9.45% 8th Quarter 9.45%			
INE721A07DU2	Debentures*	21-Sep-12	10.25%	21-Sep-15	15	CRISIL AA+/Stable
INE721A07DX6	Debentures*	5-Oct-12	10.20%	28-Sep-15	14	CRISIL AA+/Stable
INE721A07EB0	Debentures*	22-Oct-12	9.85%	22-Oct-15	50	CRISIL AA+/Stable
INE721A07EH7	Debentures*	2-Nov-12	9% for first quarter 9.25% thereafter	2-Nov-14	200	CRISIL AA+/Stable
INE721A07EY2	Debentures*	10-Jan-13	10.08%	10-Jan-16	5	CRISIL AA+/Stable
INE721A07FC5	Debentures*	29-Jan-13	9.69%	25-Jan-16	3	CRISIL AA+/Stable
INE721A08BP4	Debentures*	4-Mar-13	9.75%	25-Apr-14	10	CRISIL AA+/Stable
INE721A08BQ2	Debentures*	7-Mar-13	NA	4-Apr-14	72	CRISIL AA+/Stable
INE721A08BW0	Debentures*	14-Mar-13	9.75%	11-Apr-14	61	CRISIL AA+/Stable
INE721A08BX8	Debentures*	15-Mar-13	9.75%	3-Apr-14	10	CRISIL AA+/Stable
INE721A07FI2	Debentures*	25-Mar-13	9.65%	24-May-16	5	CRISIL AA+/Stable
Cancelled	Debentures*	26-Mar-13	9.30%	3-Apr-14	-	CRISIL AA+/Stable
INE721A08CD8	Debentures*	28-Mar-13	1st year : 9.60% p.a., 2nd year : 10.02 p.a. Put at the end of first year from the date of allotment	27-Mar-15	250	CRISIL AA+/Stable
INE721A07FP7	Debentures*	21-Jun-13	9.35%	21-Jun-16	200	CRISIL AA+/Stable

INE721A07GP5	Debentures*	9-Oct-13	10.75%	7-Oct-16	550	CRISIL AA+/Stable
INE721A07DJ5	Debentures*	30-Jul-12	9.95%	30-Jul-13	198	CRISIL AA+/Stable
Cancelled	Debentures*	28-Mar-12		28-Mar-13	24	CRISIL AA+/Stable
Cancelled	Debentures*	28-Mar-12		28-Mar-13	24	CRISIL AA+/Stable
Cancelled	Debentures*	28-Mar-12		28-Mar-13	2	CRISIL AA+/Stable
INE721A07AO1	Debentures*	2-Jun-10	10.25% (*)	1-Jun-17	37	CRISIL AA+/Stable
INE721A07AN3	Debentures*	2-Jun-10	10.00%	1-Jun-17	5	CRISIL AA+/Stable
INE721A07AM5	Debentures*	2-Jun-10	9.50%	1-Jun-17	3	CRISIL AA+/Stable
INE721A08968	Debentures*	2-Jun-10	NA	1-Jun-17	1	CRISIL AA+/Stable
INE721A07DM9	Debentures*	10-Aug-12	Individual - 11.40% Non Individual 10.50%	9-Aug-17	262	CRISIL AA+/Stable
INE721A07DO5	Debentures*	10-Aug-12	NA	9-Aug-17	64	CRISIL AA+/Stable
INE721A07FV5	Debentures	1-Aug-13	Individual - 11.15% and Non Individual 9.80%	31/07/2017 ((50% of the Face Value of the NCDs payable at the end of the 48 months from Deemed Date of Allotment) and 31/07/2018 (Remaining 50% of the Face Value of the NCDs payable at the end of the 60 months from Deemed Date of Allotment)	299	CRISIL AA+/Stable
INE721A07FW3	Debentures	1-Aug-13	Individual - 10.63% and Non Individual 9.40%	31-Jul-18	59	CRISIL AA+/Stable

INE721A07FY9	Debentures	1-Aug-13	NA	31/07/2017 ((50% of the Face Value of the NCDs payable at the end of the 48 months from Deemed Date of Allotment) and 31/07/2018 (Remaining 50% of the Face Value of the NCDs payable at the end of the 60 months from Deemed Date of Allotment)	53	CRISIL AA+/Stable
INE721A07GS9	Debentures	24-Oct-13	Individual - 11.50% and Non Individual 10.75%	24-Oct-18	107	CRISIL AA+/Stable
INE721A07GT7	Debentures	24-Oct-13	Individual - 11.75% and Non Individual 10.75%	24-Oct-20	78	CRISIL AA+/Stable
INE721A07GV3	Debentures	24-Oct-13	NA	24-Oct-18	8	CRISIL AA+/Stable
INE721A07GW1	Debentures	24-Oct-13	NA	24-Oct-20	14	CRISIL AA+/Stable
INE721A07HH0	Debentures*	15-Jul-14	($) 9.85% per annum. (Note: NCD Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 1.15% p.a. for the amount outstanding) (*)	15-Jul-17	1,259	CRISIL AA+/Stable
INE721A07HI8	Debentures	15-Jul-14	($) 10.00% per annum. (Note: NCD	15-Jul-19	384	CRISIL AA+/Stable

			Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 1.25% p.a. for the amount outstanding) (*)			
INE721A07HJ6	Debentures	15-Jul-14	($) 10.15% per annum. (Note: NCD Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 1.35% p.a. for the amount outstanding) (*)	15-Jul-21	136	CRISIL AA+/Stable
INE721A07HK4	Debentures	15-Jul-14	($$) 9.57% per annum. (*) (Note: NCD Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 1.14% p.a. for the amount outstanding) (^) (Note: NCD Holders who are Non-Individuals on any Record Date the interest will be	15-Jul-19	28	CRISIL AA+/Stable

			calculated on Coupon @ 9.57% p.a. for the amount outstanding)			
INE721A07HL2	Debentures	15-Jul-14	($$) 9.71% per annum. (*) (Note: NCD Holders who are Individuals on any Record Date shall receive an additional incentive on Coupon @ 1.23% p.a. for the amount outstanding) (^) (Note: NCD Holders who are Non-Individuals on any Record Date the interest will be calculated on Coupon @ 9.71% p.a. for the amount outstanding)	15-Jul-21	35	CRISIL AA+/Stable
INE721A07HM0	Debentures*	15-Jul-14	NA	15-Jul-17	89	CRISIL AA+/Stable
INE721A07HN8	Debentures	15-Jul-14	NA	15-Jul-19	15	CRISIL AA+/Stable
INE721A07HO6	Debentures	15-Jul-14	NA	15-Jul-21	28	CRISIL AA+/Stable
INE721A07AP8	Debentures*	2-Jun-10	9.75%(*)	1-Jun-15	19	CRISIL AA+/Stable
INE721A07AV6	Debentures*	2-Jun-10	9.75%(*)	1-Jun-15	105	CRISIL AA+/Stable

INE721A07AW4	Debentures*	2-Jun-10	9.75%(*)	1-Jun-15	34	CRISIL AA+/Stable
INE721A07AX2	Debentures*	2-Jun-10	9.75%(*)	a) 40% of Face Value to be redeemed on 01/06/2013. b) 40% of Face Value to be redeemed on 01/06/2014. c) 20% of Face Value to be redeemed on 01/06/2015.	114	CRISIL AA+/Stable
INE721A07AY0	Debentures*	2-Jun-10	9.75%(*)	a) 40% of Face Value to be redeemed on 01/06/2013. b) 40% of Face Value to be redeemed on 01/06/2014. c) 20% of Face Value to be redeemed on 01/06/2015.	42	CRISIL AA+/Stable
INE721A07AZ7	Debentures*	2-Jun-10	9.75%(*)	a) 40% of Face Value to be redeemed on 01/06/2013. b) 40% of Face Value to be redeemed on 01/06/2014. c) 20% of Face Value to	40	CRISIL AA+/Stable

				be redeemed on 01/06/2015.		
INE721A07BA8	Debentures*	12-Jul-11	9.75%(*)	11-Jul-16	535	CRISIL AA+/Stable
INE721A07DL1	Debentures*	12-Jul-11	9.75%(*)	11-Jul-16	243	CRISIL AA+/Stable
INE721A07DN7	Debentures*	12-Jul-11	9.75%(*)	11-Jul-16	73	CRISIL AA+/Stable
INE721A07FU7	Debentures*	12-Jul-11	9.75%(*)	11-Jul-14	35	CRISIL AA+/Stable
INE721A07FX1	Debentures*	12-Jul-11	9.75%(*)	11-Jul-14	32	CRISIL AA+/Stable
INE721A07GR1	Debentures*	12-Jul-11	9.75%(*)	11-Jul-14	82	CRISIL AA+/Stable
INE721A07GU5	Debentures*	10-Aug-12	9.75%(*)	9-Aug-15	235	CRISIL AA+/Stable
NA	Debentures#	NA	NA	NA	12,560	CRISIL AA+/Stable
INE721A08927	Subordinated debt	3-May-10	10.75%	3-May-20	1	CRISIL AA+/Stable
INE721A08AD2	Subordinated debt	28-May-10	10.75%	28-May-20	50	CRISIL AA+/Stable
INE721A08AE0	Subordinated debt	4-Jun-10	10.60%	4-Jun-20	5	CRISIL AA+/Stable
INE721A08AE0	Subordinated debt	4-Jun-10	10.60%	4-Jun-20	5	CRISIL AA+/Stable
INE721A08AE0	Subordinated debt	4-Jun-10	10.60%	4-Jun-20	10	CRISIL AA+/Stable
INE721A08AE0	Subordinated debt	4-Jun-10	10.60%	4-Jun-20	5	CRISIL AA+/Stable
INE721A08AH3	Subordinated debt	30-Aug-10	11.00%	30-Aug-25	0.2	CRISIL AA+/Stable
INE721A08AH3	Subordinated debt	30-Aug-10	11.00%	30-Aug-25	11	CRISIL AA+/Stable
INE721A08AH3	Subordinated debt	30-Aug-10	11.00%	30-Aug-25	18	CRISIL AA+/Stable
INE721A08AI1	Subordinated debt	9-Sep-10	11.00%	9-Sep-25	25	CRISIL AA+/Stable
INE721A08AI1	Subordinated debt	31-Mar-11	11.50%	31-Mar-21	25	CRISIL AA+/Stable
INE721A08AK7	Subordinated debt	15-Oct-10	11.05%	15-Oct-28	3	CRISIL AA+/Stable
INE721A08AK7	Subordinated debt	15-Oct-10	11.05%	15-Oct-28	2	CRISIL AA+/Stable
INE721A08AK7	Subordinated debt	15-Oct-10	11.05%	15-Oct-28	20	CRISIL AA+/Stable

INE721A08AK7	Subordinated debt	2-Jan-12	11.45%	29-Jun-18	50	CRISIL AA+/Stable
INE721A08BS8	Subordinated debt	7-Mar-13	10.65%	7-Mar-23	33	CRISIL AA+/Stable
INE721A08BT6	Subordinated debt	8-Mar-13	10.65%	8-Mar-23	2.5	CRISIL AA+/Stable
INE721A08BV2	Subordinated debt	13-Mar-13	10.65%	13-Mar-23	1.5	CRISIL AA+/Stable
INE721A08CC0	Subordinated debt	28-Mar-13	10.65%	28-Mar-23	0.1	CRISIL AA+/Stable
INE721A08CC0	Subordinated debt	28-Mar-13	10.65%	28-Mar-23	0.4	CRISIL AA+/Stable
INE721A08CC0	Subordinated debt	28-Mar-13	10.65%	28-Mar-23	0.2	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	2	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	0.1	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	0.1	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	1	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	0.1	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	0.1	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	0.1	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	5	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	5	CRISIL AA+/Stable
INE721A08CE6	Subordinated debt	2-May-13	10.65%	2-May-23	10	CRISIL AA+/Stable
INE721A08BM1	Subordinated debt	30-Jan-13	10.60%	30-Aug-18	12.3	CRISIL AA+/Stable
INE721S08BN9	Subordinated debt	30-Jan-13	10.65%	30-Jan-23	2.7	CRISIL AA+/Stable
INE721A08CA4	Subordinated debt	28-Mar-13	10.50%	28-Oct-18	10	CRISIL AA+/Stable
INE721A08BZ3	Subordinated debt	28-Mar-13	10.65%	28-Mar-23	25	CRISIL AA+/Stable
INE721A08BZ3	Subordinated debt	28-Mar-13	10.65%	28-Mar-23	10	CRISIL AA+/Stable
INE721A08CI7	Subordinated debt	20-May-13	10.25%	20-May-23	10	CRISIL AA+/Stable

INE721A08CJ5	Subordinated debt	21-May-13	10.25%	19-May-23	20	CRISIL AA+/Stable
INE721A08CK3	Subordinated debt	29-May-13	10.00%	29-May-28	15	CRISIL AA+/Stable
INE721A08CM9	Subordinated debt	24-Jun-13	10.15%	24-Jun-23	50	CRISIL AA+/Stable
INE721A08CO5	Subordinated debt	5-Jul-13	10.25%	5-Jul-23	25	CRISIL AA+/Stable
INE721A08CU2	Subordinated debt	30-Sep-15	10.10%	29-Sep-23	67	CRISIL AA+/Stable
INE721A08CV0	Subordinated debt	1-Dec-16	8.50%	30-May-24	40	CRISIL AA+/Stable
INE721A08CW8	Subordinated debt	1-Dec-16	8.50%	1-Dec-26	60	CRISIL AA+/Stable
INE721A08CX6	Subordinated debt	29-Dec-16	8.50%	29-Dec-26	75	CRISIL AA+/Stable
INE 721A08877	Subordinated debt*	19-Apr-10	10.25%	19-Apr-16	25	CRISIL AA+/Stable
INE721A08919	Subordinated debt*	26-Apr-10	10.25%	26-Jul-15	25	CRISIL AA+/Stable
INE721A08AF7	Subordinated debt*	14-Jun-10	10.25%	14-Sep-15	50	CRISIL AA+/Stable
INE721A08992	Subordinated debt*	28-May-10	10.25%	28-May-16	25	CRISIL AA+/Stable
INE721A08AC4	Subordinated debt*	2-Jun-10	11.00%	1-Jun-17	24.7161	CRISIL AA+/Stable
INE721A08AB6	Subordinated debt*	2-Jun-10	10.75%	1-Jun-17	2.0432	CRISIL AA+/Stable
INE721A08AA8	Subordinated debt*	2-Jun-10	10.25%	1-Jun-17	1.103	CRISIL AA+/Stable
INE721A08984	Subordinated debt*	2-Jun-10	NA	1-Dec-16	37.4608	CRISIL AA+/Stable
INE721A08AA8	Subordinated debt*	2-Jun-10	NA	1-Mar-17	16.87	CRISIL AA+/Stable
NA	Subordinated debt#	NA	NA	NA	2711.1069	CRISIL AA+/Stable
NA	Commercial paper	NA	NA	Upto 365 days	7500	CRISIL A1+
NA	Long-Term Bank Facility@	NA	NA	NA	19,474	CRISIL AA+/Stable
NA	Cash Credit/Working Capital Demand Loan	NA	NA	NA	6,359	CRISIL AA+/Stable
NA	Proposed Long-	NA	NA	NA	5971	CRISIL AA+/Stable

	Term Bank Loan Facility					
NA	Short-Term Bank Facility	NA	NA	NA	2,269	CRISIL A1+
NA	Bank Guarantee	NA	NA	NA	1620	CRISIL A1+
NA	Bank Guarantee	NA	NA	NA	550	CRISIL AA+/Stable
NA	Fixed Deposit Programme	NA	NA	NA	0	FAAA/Stable
NA	Debentures#^	NA	NA	NA	5000	CRISIL AA+/Stable

**Rated, utilized and redeemed. CRISIL is awaiting independent confirmation of redemption before withdrawing ratings on these facility.*
#rated but unutilized
@Long term bank facilities of Rs 1243 crore transferred from Shriram Equipment Finance Company Limited to Shriram Transport Finance Company Limited upon amalgamation of the former with latter
^public issue of secured NCD

Annexure - Rating History for last 3 Years

	Current			2018 (History)		2017		2016		2015		Start of 2015
Instrument	**Type**	**Outstanding Amount**	**Rating**	**Date**	**Rating**	**Date**	**Rating**	**Date**	**Rating**	**Date**	**Rating**	**Rating**
Commercial Paper	ST	7500.00	CRISIL A1+	28-03-18	CRISIL A1+		--		--		--	--
				27-03-18	CRISIL A1+							
				21-03-18	CRISIL A1+							
Fixed Deposits	FD	0.00	FAAA/Stable	28-03-18	FAAA/Stable	31-10-17	FAAA/Stable	31-12-16	FAAA/Stable	30-06-15	FAAA/Stable	FAA+/Positive
				27-03-18	FAAA/Stable	31-07-17	FAAA/Stable	07-11-16	FAAA/Stable	02-04-15	FAA+/Positive	
				21-03-18	FAAA/Stable	11-07-17	FAAA/Stable	05-07-16	FAAA/Stable			
				01-03-18	FAAA/Stable	23-06-17	FAAA/Stable	18-03-16	FAAA/Stable			
						05-06-17	FAAA/Stable	16-02-16	FAAA/Stable			
Non Convertible Debentures	LT	36780.00 08-06-18	CRISIL AA+/Stable	28-03-18	CRISIL AA+/Stable	31-10-17	CRISIL AA+/Stable	31-12-16	CRISIL AA+/Stable	30-06-15	CRISIL AA+/Stable	CRISIL AA/Positive
				27-03-18	CRISIL AA+/Stable	31-07-17	CRISIL AA+/Stable	07-11-16	CRISIL AA+/Stable	02-04-15	CRISIL AA/Positive	
				21-03-18	CRISIL AA+/Stable	11-07-17	CRISIL AA+/Stable	05-07-16	CRISIL AA+/Stable			
				01-03-18	CRISIL AA+/Stable	23-06-17	CRISIL AA+/Stable	18-03-16	CRISIL AA+/Stable			
						05-06-17	CRISIL AA+/Stable	16-02-16	CRISIL AA+/Stable			

ANNEXURE B

India Ratings & Research

Fitch Group

Mr. Parag Sharma
Executive Director & CFO
Shriram Transport Finance Company Limited
C-2, Level 3, West Wing, Wockhardt Towers,
Bandra Kurla Complex, Bandra (E),
2, NSC Bose Road,
Mumbai-400 051

June 8, 2018

Dear Sir,

Re: Rating of Shriram Transport Finance Co. Ltd (STFC)

India Ratings (see definition below) assigns the following rating to STFC:-

INR50 billion public secured non-convertible debenture: 'IND AA+'; Outlook Stable

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the

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website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

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It is important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "**India Ratings**" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact us at +91-022-4000-1700.

Sincerely,
India Ratings

Sandeep Singh
Senior Director

Prakash Agarwal
Director

India Ratings & Research
A Fitch Group Company

India Ratings Assigns Shriram Transport Finance Company's Retail Non-Convertible Debentures 'IND AA+'; Outlook Stable

08
JUN 2018

By Pankaj Naik

India Ratings and Research (Ind-Ra) has rated Shriram Transport Finance Company Limited's (STFC) retail non-convertible debentures (NCDs) as follows:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
Retail NCDs	-	-	-	INR50,000	IND AA+/Stable	Assigned

KEY RATING DRIVERS

Market Dominance in Used CV Financing Space: STFC is by far the largest financier of used vehicles in India. Ind-Ra estimates STFC to have three-fourth of the market share among the organised used vehicle financing space. STFC possesses strong skills in financing commercial vehicles (CVs) through its vast experience and managing credit costs within limits, despite operating mainly in an arguably weak credit profile customer category in the used vehicle segment. STFC's expertise lies in valuation of the used assets and effective collection mechanism helping in managing credit costs. However, STFC faces tough competition in the used CV financing space, as many non-banking finance companies are trying to expand into this space.

Asset Quality: STFC transitioned to 90 days non-performing asset recognition norm in 4QFY18, which led to a rise in gross non-performing asset ratio to 9.2% (FY17: 8.2%, 120+days past due). Credit cost also increased to 414bp in FY18 (FY17: 380bp). STFC focuses on shifting its portfolio towards newer used vehicles, and consequently focus on stronger credit profile customer. This transition has led to pressure on yields; however, Ind-Ra expects this to reduce credit cost volatility. STFC has expanded at a robust pace in rural geographies. Better monsoons and uptick in rural infrastructure activity can boost the utilisation levels of commercial vehicles, thereby leading to better cash flows. However, a rise in fuel price without a commensurate increase in freight rates could compress borrower's profitability, and hence their loan repayment capacity.

Reasonable Capitalisation: STFC is reasonably capitalised with tier I ratio of 14.2% in 4QFY18 (4QFY17: 15.2%). With a growth target of 18% for FY19, Ind-Ra believes internal accruals would be largely sufficient to support growth. The company plans to operate with moderate leverage along with a policy to maintain tier I ratio above 14% on a steady state basis.

Comfortable Liquidity: STFC has a positive cumulative surplus in the one-year bucket of structural liquidity statement as on 31 March 2018. The company also maintains sizeable unutilised bank lines (INR40 billion-45 billion). However, STFC has diluted its policy of maintaining large on-balance sheet liquidity by way of cash and investment in liquid mutual funds, which could have provided strong buffers in the event of a sudden liquidity crisis. STFC endeavours to maintain a matched asset liability maturity profile by restricting its reliance on short-term borrowings which would not exceed 7%-8% of the total borrowings.

Moderate Profitability: The company's profitability remained under pressure over the past few years (pre-provisioning operating profit/credit costs in FY18: 1.8x, FY17: 1.8x; FY11-FY16: average 3.2x) due to a decline in securitisation income and a rise in credit costs. Ind-Ra believes competitive pressures and the transition to newer used vehicles could lead to a compression in yields in FY19. Also, the hardening of interest rates can lead to a rise in STFC's borrowing cost, further compressing its margins. STFC's accelerated expansion in rural geographies that offer higher yields can support margins; however, ability of the company in managing credit cost remains to be seen.

RATING SENSITIVITIES

Positive: Significantly strengthened stable funding profile which could emerge through enhanced granular retail funding or/and significantly increased credit costs absorbing buffers, while maintaining the dominant franchise in the used CV financing segment could be positive for the ratings.

Negative: Through the cycle rise in credit cost leading to depletion in operating and/or capital buffers, reduced resource raising ability impacting the liquidity, and/or a significant loss of franchise could result in a negative rating action.

-Co

COMPANY PROFILE

STFC is the largest non-banking finance company in the asset finance segment in India. It is the flagship company of Chennai-based Shriram Group, which operates in consumer finance, insurance and infrastructure and energy segments.

FINANCIAL SUMMARY

Particulars	FY18	FY17
Total tangible assets (INR million)	880,414	740,480
Total tangible equity (INR million)	121,433	109,399
Net income (INR million)	15,680	12,573
Return on average assets (%)	1.93	1.77
Tier 1 capital (%)	14.2	15.2
Source: Company		

RATING HISTORY

Instrument Type	Current Rating/Outlook			Historical Rating/Outlook		
	Rating Type	Rated Limits (million)	Rating	26 March 2018	31 March 2017	20 June 2014
Issuer rating	Long-term/Short-term	-	IND AA+/Stable/IND A1+	IND AA+/Stable/IND A1+	IND AA+/Stable/IND A1+	IND AA+/Stable/IND A1+
Non-convertible debentures (NCDs)*	Long-term	INR225,000	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable	IND AA+
Bank loans	Long-term/Short-term	INR130,000	IND AA+/Stable/ IND A1+	IND AA+/Stable/ IND A1+	IND AA+/Stable/IND A1+	IND AA+/ IND A1+
Subordinated debt*	Long-term	INR46,200	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable	IND AA+
Short-term debt/CP programme	Short-term	INR75,000	IND A1+	IND A1+	IND A1+	IND A1+
Term deposit	Long-term	-	IND tAA+/Stable	IND tAA+/Stable	IND tAA+/Stable	IND tAA+

*Details are in Annexure below

ANNEXURE

ANNEXURE – SUBORDINATED DEBT

ISIN	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook
INE721A08CV0	1 December 2016	8.50%	30 May 2024	INR400	IND AA+/Stable
INE721A08CW8	1 December 2016	8.50%	1 December 2026	INR600	IND AA+/Stable
INE721A08CX6	29 December 2016	8.50%	29 December 2026	INR750	IND AA+/Stable
INE721A08CY4	17 October 2017	8.20%	15 October 2027	INR 2,890	IND AA+/Stable
			Total utilised	**INR4,640**	
			Total unutilised	**INR41,560**	
			Total	**INR46,200**	

ANNEXURE –NCDs

ISIN	Date of Allotment	Coupon	Maturity Date	Size of Issue (million)	Rating/Outlook
INE721A07HP3	21 July 2014	10.00%	19 July 2019	INR5,000	IND AA+/Stable
INE721A07HQ1	5 August 2014	10.00%	5 August 2019	INR5,000	IND AA+/Stable
INE721A07HR9	28 August 2014	10.00%	28 August 2019	INR2,500	IND AA+/Stable
INE721A07HV1	12 September 2014	10.00%	12 September 2019	INR1,250	IND AA+/Stable
INE721A07HY5	18 September 2014	10.25%	18 September 2024	INR3,000	IND AA+/Stable
INE721A07HZ2	19 September 2014	9.75%	19 September 2019	INR500	IND AA+/Stable
INE721A07IA3	19 September 2014	9.85%	19 September 2021	INR500	IND AA+/Stable
INE721A07IG0	10 October 2014	10.25%	10 October 2024	INR4,750	IND AA+/Stable
INE721A07II6	31 October 2014	10.10%	31 October 2024	INR250	IND AA+/Stable
INE721A07IN6	11 November 2014	9.55%	11 June 2018	INR500	IND AA+/Stable
INE721A07IO4	13 November 2014	10.00%	13 November 2024	INR3,580	IND AA+/Stable
INE721A07IR7	28 November 2014	9.90%	28 November 2024	INR1,000	IND AA+/Stable
INE721A07IS5	28 November 2014	9.95%	28 November 2019	INR750	IND AA+/Stable
INE721A07JB9	5 January 2015	Benchmark + Spread (payable monthly), i.e. 10% - 0.10% resulting into yield of 9.90% payable monthly	5 January 2022	INR5,000	IND AA+/Stable
INE721A07JC7	19 January 2015	9.35%	17 January 2020	INR150	IND AA+/Stable
INE721A07JE3	4 February 2015	9.15%	4 February 2020	INR300	IND AA+/Stable
INE721A07JF0	24 February 2015	9.3%^	19 July 2018	INR450	IND AA+/Stable
INE721A07JP9	17 April 2015	9.15%	13 March 2019	INR3,000	IND AA+/Stable
INE721A07JR5	17 August 2015	8.85%^	28 August 2018	INR170	IND AA+/Stable
INE721A07JS3	4 December 2015	8.80%	4 December 2020	INR150	IND AA+/Stable
INE721A07JT1	14 December 2015	8.75%^	11 April 2019	INR350	IND AA+/Stable
INE721A07JU9	22 December 2015	8.75%	21 December 2018	INR100	IND AA+/Stable
INE721A07JV7	15 March 2016	9.10%	15 March 2019	INR100	IND AA+/Stable
INE721A07JW5	18 March 2016	9.25%	18 March 2021	INR1,000	IND AA+/Stable
INE721A07JX3	18 March 2016	9.30%	18 March 2026	INR1,000	IND AA+/Stable
INE721A07KA9	29 March 2016	9.25%	29 March 2021	INR750	IND AA+/Stable
INE721A07KB7	29 March 2016	9.30%	27 March 2026	INR1,450	IND AA+/Stable
INE721A07KC5	13 April 2016	9.15%	13 April 2021	INR5,160	IND AA+/Stable
INE721A07KD3	13 April 2016	9.22%	13 April 2026	INR1,790	IND AA+/Stable
INE721A07KE1	22 April 2016	9.20%	22 April 2026	INR260	IND AA+/Stable
INE721A07KF8	29 April 2016	9.05%	29 April 2021	INR150	IND AA+/Stable
INE721A07KG6	25 May 2016	9.05%	25 May 2023	INR500	IND AA+/Stable
INE721A07KH4	9 June 2016	8.85%	10 June 2019	INR200	IND AA+/Stable
INE721A07KI2	9 June 2016	9.05%	9 June 2023	INR125	IND AA+/Stable
INE721A07KJ0	10 June 2016	8.92%^	10 June 2021	INR50	IND AA+/Stable
INE721A07KK8	30 June 2016	9.05%	30 June 2021	INR850	IND AA+/Stable
INE721A07KM4	5 July 2016	9.00%	5 July 2019	INR800	IND AA+/Stable
INE721A07KN2	5 July 2016	9.00%	5 August 2019	INR850	IND AA+/Stable
INE721A07KP7	19 July 2016	9.05%	19 July 2023	INR750	IND AA+/Stable

ISIN	Date of Allotment	Coupon	Maturity Date	Size of Issue (million)	Rating/Outlook
INE721A07KZ6	3 August 2016	8.85%	3 August 2021	INR4,500	IND AA+/Stable
INE721A07LD1	8 August 2016	8.87%	8 August 2026	INR1,100	IND AA+/Stable
INE721A07LH2	30 August 2016	8.45%	30 August 2021	INR200	IND AA+/Stable
INE721A07LS9	24 March 2017	8.10%	24 March 2020	INR100	IND AA+/Stable
INE721A07LT7	27 March 2017	7.91%^	29 June 2018	INR5,000	IND AA+/Stable
INE721A07LV3	29 March 2017	1st November 2017: 7.65% p.a. 29 March 2018 : 7.75% p.a. 29 September 2018 : 7.85% p.a. . 29 March 2019 : 7.90% p.a. 30 September 2019: 7.95% p.a. 27th March 2020 : 8.05% p.a.	27 March 2020	INR5,000	IND AA+/Stable
INE721A07LW1	29 March 2017	29 March 2018 : 7.75% p.a. 29 March 2019 : 7.90% p.a. 27 March 2020 : 8.10% p.a.	27 March 2020	INR2,500	IND AA+/Stable
INE721A07LX9	29 March 2017	8.10%	27 March 2020	INR2,500	IND AA+/Stable
INE721A07LY7	29 March 2017	7.89%^	29 June 2018	INR1,000	IND AA+/Stable
INE721A07LZ4	30 March 2017	8.10%	29 May 2020	INR1,250	IND AA+/Stable
INE721A07MA5	30 March 2017	1st year Coupon= 8.10% p.a.2nd & 3rd Year Coupon = 1 Year CD rate +1.50% p.a.	30 March 2020	INR2,500	IND AA+/Stable
INE721A07MB3	30 March 2017	8.15%	30 March 2022	INR50	IND AA+/Stable
INE721A07MC1	31 March 2017	8%^	28 March 2019	INR500	IND AA+/Stable
INE721A07MD9	31 March 2017	8.15%	31 March 2022	INR450	IND AA+/Stable
INE721A07MF4	9 June 2017	Zero Coupon If Put exercised on 9 July 2018 - 7.75% If not exercised (on maturity) - 7.95%	7 June 2019	INR1,000	IND AA+/Stable
INE721A07MG2	9 June 2017	Zero Coupon If Put exercised after 13 Months - 7.75% If Put exercised after 24 months - 7.95% If Put exercised after 31 months - 7.95% If not exercised (on maturity) - 8.00%	9 June 2020	INR2,500	IND AA+/Stable
INE721A07MH0	12 June 2017	If Put exercised on 12 July 2018 - 7.75% If not exercised (on maturity) - 7.95%	12 June 2019	INR2,500	IND AA+/Stable
INE721A07MI8	12 June 2017	7.85%	12 June 2018	INR3,000	IND AA+/Stable
INE721A07ML2	16 June 2017	7.92%	14 June 2019	INR1,000	IND AA+/Stable
INE721A07MN8	27 June 2017	7.84%	26 June 2020	INR850	IND AA+/Stable
INE721A07MX7	22 August 2017	7.73%	22 August 2022	INR2,750	IND AA+/Stable
INE721A07NA3	30 November 2017	8.00%	30 November 2022	INR700	IND AA+/Stable
INE721A07HI8	15 July 2014	10.00%	15 July 2019	INR3,841	IND AA+/Stable
INE721A07HJ6	15 July 2014	10.15%	15 July 2021	INR1,361	IND AA+/Stable
INE721A07HK4	15 July 2014	9.57%	15 July 2019	INR278	IND AA+/Stable
INE721A07HL2	15 July 2014	9.71%	15 July 2021	INR352	IND AA+/Stable

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ISIN	Date of Allotment	Coupon	Maturity Date	Size of Issue (million)	Rating/Outlook
INE721A07HN8	15 July 2014	-	15 July 2019	INR152	IND AA+/Stable
INE721A07HO6	15 July 2014	-	15 July 2021	INR281	IND AA+/Stable
	Total			**INR101,250**	
	NCDs raised under the rated limit but redeemed			**INR32,765**	
	Unutilised NCD limit			**INR90,985**	

^Zero coupon bond

COMPLEXITY LEVEL OF INSTRUMENTS

For details on the complexity level of the instruments, please visit https://www.indiaratings.co.in/complexity-indicators.

SOLICITATION DISCLOSURES

Additional information is available at www.indiaratings.co.in. The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

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Ind-Ra currently maintains coverage of corporate issuers, financial institutions (including banks and insurance companies), finance and leasing companies, managed funds, urban local bodies, structured finance and project finance companies.

Headquartered in Mumbai, Ind-Ra has seven branch offices located in Ahmedabad, Bengaluru, Chennai, Delhi, Hyderabad, Kolkata and Pune. Ind-Ra is recognised by the Securities and Exchange Board of India, the Reserve Bank of India and National Housing Bank.

Ind-Ra is a 100% owned subsidiary of the Fitch Group.

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Applicable Criteria

Financial Institutions Rating Criteria
Non-Bank Finance Companies Criteria

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ANNEXURE C

Ref. No. CL/MUM/18-19/DEB/15

Date: May 07, 2018

To,
The Board of Directors
Shriram Transport Finance Company Limited
Wockhardt Towers, Level-3, West Wing
C-2, G- Block, Bandra Kurla Complex
Bandra (East), Mumbai- 400 051

Dear Sir/ Madam,

Sub: Proposed public issue ("Issue") of secured, redeemable, non-convertible debentures ("NCDs") by Shriram Transport Finance Company Limited ("Company") for an amount not exceeding Rs. 5,000 crores (Rupees Five Thousand Crores Only)

We, the undersigned, hereby consent to be named as the Debenture Trustee to the Issue pursuant to Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and to our name being inserted as the Debenture Trustee to the Issue in the Draft Shelf Prospectus to be filed with the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and Securities and Exchange Board of India ("**SEBI**") and the Shelf Prospectus / Tranche Prospectus to be filed with the Registrar of Companies, Chennai, Tamil Nadu ("**RoC**"), Stock Exchanges and SEBI in respect of the Issue and in all related advertisements and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to this Issue.

The following details with respect to us may be disclosed:

Name:	Catalyst Trusteeship Limited (Formerly GDA Trusteeship Limited)
Address:	'GDA House', Plot No 85, Bhusari Colony (Right), Kothrud, Pune – 411038
Tel:	022 - 49220543
Fax:	022 - 49220505
Email:	ComplianceCTL-Mumbai@ctltrustee.com
Website:	www.catalysttrustee.com
Contact Person:	Umesh Salvi
Investor Grievance e-mail:	grievance@ctltrustee.com
SEBI Registration No:	IND000000034

We confirm that we are registered with the SEBI and that such registration is valid as on date of this letter. We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format [*As Annexure A*]. We also certify that we have not been prohibited from SEBI to act as an intermediary in capital market issues. [*a copy of the registration certificate and declaration is enclosed*]. We also authorize you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory authority as required by law.

We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the company in the form of a press release, (i) the nature and scope of this transaction; and (ii) Our knowledge of the proposed transaction of the Company.

Yours faithfully,

For **Catalyst Trusteeship Limited.**

Authorised Signatory

Annexure A

Date: May 07, 2018

To,
The Board of Directors
Shriram Transport Finance Company Limited
Wockhardt Towers, Level-3, West Wing
C-2, G- Block, Bandra Kurla Complex
Bandra (East), Mumbai- 400 051

Dear Sir/ Madam,

Sub: Proposed public issue ("Issue") of secured, redeemable, non-convertible debentures ("NCDs") by Shriram Transport Finance Company Limited ("Company") for an amount not exceeding Rs. 5,000 crores (Rupees Five Thousand Crores Only)

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Debenture Trustee is true and correct:

S. No.	Particulars	Details
1.	Registration Number	IND000000034
2.	Date of registration/ date of last renewal of registration/ date of application for renewal of registration	July 29,2016
3.	Date of expiry of registration	Permanent Registration
4.	Details of any communication from SEBI prohibiting from acting as an intermediary	NIL
5.	Details of any pending inquiry/ investigation being conducted by SEBI	NIL
6.	Details of any penalty imposed by SEBI	NIL

We shall immediately intimate the Company of any changes, additions or deletions in respect of the matters covered in this certificate till the date when the securities of the Issuer, offered, issued and allotted pursuant to the Issue, are traded on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the listing and trading of the Non-convertible Debentures on the Stock Exchange.

Yours faithfully,
For **Catalyst Trusteeship Ltd.**

Authorised Signatory

CATALYST TRUSTEESHIP LIMITED

डिबेंचर न्यासी

प्ररूप ख
FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनिमय बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993
(DEBENTURE TRUSTEE) REGULATIONS, 1993

000258

(विनियम 8)
(Regulation 8)

(Regulation 8A)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

1) बोर्ड, भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,

1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

CATALYST TRUSTEESHIP LIMITED
GDA HOUSE, PLOT NO. 85,
BHUSARI COLONY (RIGHT), PAUD ROAD
PUNE – 411 038
MAHARASHTRA

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कूट है।
2) Registration Code for the debenture trustee is **IND000000034**

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र से तक विधिमान्य है।
3) Unless renewed, the certificate of registration is valid from to

3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.

आदेश से
भारतीय प्रतिभूति और विनिमय बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India

स्थान Place : **MUMBAI**

तारीख Date : **JULY 29, 2016**

MJSonparote
MEDHA SONPAROTE
प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

CATALYST TRUSTEESHIP LIMITED