

AUGUST 1, 2016

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sir,

Sub: 37TH ANNUAL REPORT FOR FINANCIAL YEAR 2015-2016.

This is with reference to Regulation 34(1) of the SEBI Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, please find enclosed the Notice and Annual Report of the Company being approved and adopted in the 37th Annual General Meeting held on July 27, 2016 as per the provisions of the Companies Act, 2013.

Kindly acknowledge receipt of the above documents.

Thanking you,

Yours truly,
For **Shriram Transport Finance Company Limited**





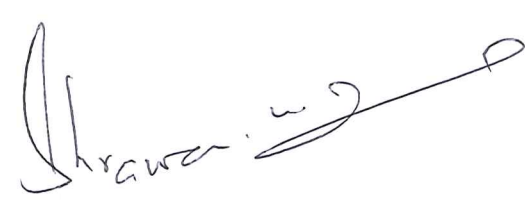

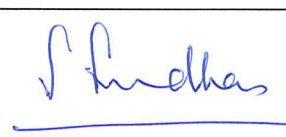
Vivek Achwal
Company Secretary

Encl.: a/a.

Shriram Transport Finance Company Limited

April 29, 2016

FORM A (for audit report with unmodified opinion)

1	Name of the Company:	Shriram Transport Finance Company Limited
2	Annual financial statements for the year ended	31 st March 2016
3	Type of Audit observation	Un-Modified
4	Frequency of observation	None
5	To be signed by-	
	<ul style="list-style-type: none"> Mr. Umesh Revankar CEO/Managing Director 	
	<ul style="list-style-type: none"> Mr. Parag Sharma Executive Director & Chief Financial Officer 	
	<ul style="list-style-type: none"> Auditors of the company : Mr. Shrawan Jalan Partner Membership No. 102102 For S.R.Batliboi & Co. LLP, Chartered Accountants ICAI Firm Registration Number: 301003E/E300005 Mr. Ameya Tambekar Partner Membership No.128355 For G. D. Apte & Co. Chartered Accountants ICAI Firm Registration Number:100515W 	 
	<ul style="list-style-type: none"> Mr. S. Sridhar Audit Committee Chairman 	

Shriram Transport Finance Company Limited

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

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

Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004.

Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.

Website: www.stfc.in / Email id: secretarial@stfc.in.

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Wednesday, July 27, 2016 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 4/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs. 6/- per Equity Share of Rs. 10/- each.
3. To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number 301003E/E300005) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration Number 100515W), jointly as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting at the remuneration of Rs. 95,00,000/- and Rs.47,50,000/- respectively exclusive of service tax and out of pocket expenses.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Umesh Revankar (holding DIN 00141189), who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

RESOLVED FURTHER THAT the resulting vacancy not be filled in at this Meeting or at any subsequent adjourned meeting thereof.”

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Jasmit Singh Gujral (holding DIN 00196707), who was appointed as an Additional Director of the Company with effect from April 30, 2016 by the Board of Directors pursuant to Article 21 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only upto the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jasmit Singh Gujral for the office of Director be and is hereby appointed as a Non Independent Director of the Company.”

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mr. Jasmit Singh Gujral, (holding DIN 00196707) be and is hereby appointed as Managing Director & CEO of the Company with effect from April 30, 2016 for a period of three years extendable up to five years and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination Remuneration and Compensation Committee of the Board) and he may be paid a remuneration by way of salary and other perquisites in accordance with Schedule V to the Act or any statutory modification(s) or re-enactment thereof as detailed below:

A. Remuneration:

- (i) Salary: Rs. 7,00,000/- per month. Annual increase will be effective from 1st April every year and the quantum will be decided by the Board of Directors on the recommendation of Nomination Remuneration and Compensation Committee.
- (ii) Commission: Such percentage of commission (in addition to Salary and Perquisites hereinafter stated) calculated with reference to the net profit of the Company in accordance with Section 198 of the Act for each financial year as may be fixed by the Board which together with salary and monetary value of perquisites shall not exceed the ceiling laid down under Section 197 of the Act.

B. Perquisites:

- (i) Housing - Rent free accommodation owned / leased / rented by the Company or Housing Allowance in lieu thereof as per the Rules of the 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 hospitalization expenses for the Managing Director & CEO and family subject to a maximum of Rs. 1,00,000/- p.a.
- (iv) Leave Travel Concession - for the Managing Director & CEO and family, subject to a maximum of Rs. 2,00,000/- p.a.
- (v) Personal Accident / Group Insurance - The annual premium not to exceed Rs.4000/-.
- (vi) Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.
- (vii) Expenditure on official entertainment would be on the Company's account.
- (viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per the rules of the 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.
- (x) Encashment of leave at the end of the tenure - As per rules of the Company.
- (xi) Payment/reimbursement of expenses for running and maintenance of chauffeur driven car owned by the Managing Director & CEO used for the Company's business, including remuneration of the chauffeur.
- (xii) Free telephone at residence.

- (xiii) Employees Stock Option - As may be decided by the Nomination Remuneration and Compensation Committee/Board of Directors from time to time according to the Employee Stock Option Scheme of the Company.
- (xiv) Leave as per the Company's Rules.
- (xv) Newspaper and periodicals - As per the Company's Rules.
- (xvi) Other Terms - As per the Company's Rules and as may be agreed to by the Board from time to time.
- (xvii) Personal long distance calls on telephone and use of car for private purpose shall be charged to the Managing Director & CEO.

Those mentioned under (viii), (ix) and (x) above will not be considered or included for the computation of ceiling on perquisites.

C. Other Applicable Terms:

- (i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.
- (ii) 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 Charter/Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act.
- (iii) The Managing Director & CEO is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide extension of his tenure of appointment beyond three years up to five years and payment of remuneration, perquisites, benefits, etc. to him, as the Board may, in its absolute discretion deem fit, without requiring to secure any further consent or approval of the Members of the Company for the same and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Mr. Jasmit Singh Gujral shall be entitled to receive the aforesaid remuneration, perquisites and benefits on the same terms as set out above, subject to compliance with the applicable provisions of Section 197 of the Act read with Schedule V to the Act, if and to the extent necessary, with the approval of the Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the Special resolution passed at the Thirty Sixth Annual General Meeting of the Company held on July 31, 2015, and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional

investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the Special resolution passed on July 31, 2015, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the movable and/or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) to secure the debentures, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs. 93,750 crore (Rupees Ninety-Three Thousand Seven Hundred and Fifty Crore Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and the documentation in connection with securitizing of receivables and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (‘Debt Regulations’) as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies (‘NBFC’) from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof), to make offer(s), invitation(s) to subscribe and issue Redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds, Commercial Papers or any other Debt Securities on private placement basis in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs. 25,000 crore (Rupees Twenty-Five Thousand Crore Only) within the overall borrowing limits of the Company as may be approved by the Members, to the qualified institutional buyers, foreign institutional investors, banks, financial institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the securities on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution.”

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, the existing Article 36 of the Articles of Association of the Company (dealing with ‘Affixture of common seal’) be and is hereby deleted and the same shall be substituted with the following new Article 36:

“Article 36 - Affixture of Common Seal

The seal, shall not be affixed to any instrument except by the authority of a resolution of the Board or any Committee constituted by the Board and except in the presence of atleast one director or secretary or an officer or a Power of Attorney Holder or such other person as the Board or such Committee may appoint for the purpose (hereinafter referred to as ‘Authorised Person’). The Authorised Person shall sign every such instrument to which seal of the Company is so affixed in his presence. Any instrument bearing the seal of the Company and issued by valuable consideration shall be binding on the Company notwithstanding any irregularities touching the authority to issue the same. The provisions of this article shall not apply to affixing of the Common Seal on Share Certificates.”

RESOLVED FURTHER THAT the Board or such Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may be consider necessary expedient, usual or proper to give full effect to the aforesaid resolution.”

By Order of the Board
For **Shriram Transport Finance Company Limited**

Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item no. 4 to 10 is annexed hereto and forms a part of the Notice.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 20, 2016 to Wednesday, July 27, 2016 (both days inclusive) for the purpose of payment of dividend.
4. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Monday August 01, 2016 as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on Tuesday, July 19, 2016 and
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Tuesday, July 19, 2016.
5. Members holding shares in physical form are requested to register/ update their bank details on or before Tuesday, July 19, 2016 with the Company. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are require to register their bank details with their depository participants to enable expeditious credit of the dividend to their bank accounts electronically through NECS, NEFT, etc.
6. Members/Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
7. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders for the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
8. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.

9. Pursuant to the provisions of Section 205A of the Companies Act, 1956 and section 125 of the Companies Act, 2013, the dividends for the financial year 2008-09 (Final Dividend) and 2009-10 (Interim Dividend) and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far for the dividends mentioned aforesaid years are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to the IEPF.
10. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies), Rules, 2012, the information on unpaid and unclaimed amount was filed with the Ministry of Corporate Affairs and hosted on the website of the Company within the statutory time.
11. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Corporate Office of the Company at Wockhardt Towers, Level - 3, West Wing, C - 2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, at least 15 days in advance, so as to keep the information ready at the Meeting.
12. The Statutory Registers will be available for inspection by the members at the Annual General Meeting.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company
14. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act such.
15. Voting through electronic means
 - I The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating remote e-voting.

The procedure and instructions for the remote e- voting are as follows:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open the PDF file attached to the email viz. "STFCL 37th AGM remote e-voting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password/PIN.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.

- (iii) Click on “Shareholder Login”.
 - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - (v) If you are logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of “remote e-voting” opens. Click on “remote e-voting”: Active Voting Cycles.
 - (vii) Select “EVEN E-Voting Event Number” of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of Tuesday, July 26, 2016 whichever is earlier.
 - (viii) Now you are ready for “remote e-voting” as “Cast Vote” page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on **Sunday, July 24, 2016 (9:00 Hours IST)** and ends on **Tuesday, July 26, 2016 (17:00 Hours IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 20, 2016, may cast their vote electronically as well as voting at the AGM through Polling paper. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, July 20, 2016 being cut-off date.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, July 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or anusha@integratedindia.in or secretarial@stfc.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and the Scrutinizer shall within 48 hours from the conclusion of AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results declared alongwith the report of the Scrutinizer shall be hosted on the Company's website www.stfc.in and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.

- 16. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
- 17. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 18. The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at www.stfc.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE TO NOTICE

Explanatory Statements under Section 102 (1) of the Companies Act, 2013

ITEM NO. 4

In accordance with Section 152(6) of the Companies Act, 2013, Mr. Umesh Revankar (holding DIN 00141189) is liable to retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. However, in order to focus on his new assignment in Shriram Group, he does not seek re-appointment as a Director at the ensuing Annual General Meeting of the Company. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7)(a) of the Companies Act, 2013, a resolution is proposed accordingly.

The Board of Directors commend passing of the resolution set out in item no. 4 of the Notice.

Except Mr. Umesh Revankar, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NOS. 5 & 6

The Board of Directors of the Company appointed Mr. Jasmit Singh Gujral (holding DIN 00196707), as an Additional Director with effect from April 30, 2016 on the basis of the recommendation made by the Nomination Remuneration and Compensation Committee. In terms of Section 161 of the Companies Act, 2013, he holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Jasmit Singh Gujral for appointment as Director at the ensuing Annual General Meeting.

Brief Profile

Mr. Jasmit Singh Gujral holds a Commerce Degree and is a Post Graduate in Management from Aligarh Muslim University and has topped the University twice. He has done Executive Management Program from IIM Ahmedabad and Advanced Management Program from Kellogg Business School, Chicago and Indian School of Business, Hyderabad. Mr. Jasmit Singh Gujral has 30 years of experience in Financial Services, Marketing and General Business Management. He has been with Shriram Group for last 28 years, since the year 1988. Prior to becoming the Managing Director & CEO of Shriram Transport Finance Company Limited, Mr. Jasmit Singh Gujral was the Managing Director & CEO of Shriram General Insurance Company Ltd right from its inception and before that he was the CEO of Shriram Overseas Finance Company Ltd.

The Board of Directors of the Company at their meeting held on April 29, 2016, appointed him as Managing Director & CEO of the Company with effect from April 30, 2016 for a period of three years extendable upto five years on the terms of appointment as set out in the Resolution no. 6 of this notice of the meeting subject to approval of Members. The appointment and remuneration proposed to be paid to Mr. Jasmit Singh Gujral is in accordance with the Section 196 and 197 read with Schedule V of the Companies Act, 2013 and require the approval of the Members. The terms of appointment including remuneration proposed to be paid to Mr. Jasmit Singh Gujral will be available for inspection by any Member of the company without payment of fee at the Company's registered office in Chennai during normal business hours.

The Board of Directors commend passing of the resolutions set out in item nos. 5 & 6 of the Notice.

Except Mr. Jasmit Singh Gujral, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolutions.

ITEM NO. 7

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). At the Thirty Sixth Annual General Meeting held on July 31, 2015, the shareholders of the Company had passed resolution authorizing the Board of Directors to borrow upto a limit of Rs. 67,000 Crore (Rupees Sixty-Seven Thousand Crore Only) apart from temporary loans obtained /to be obtained from the bankers by way of cash credit limits and working capital demand loans in the ordinary course of business.

The moneys so borrowed by the Company and outstanding as at March 31, 2016 amounted to Rs. 49, 790.70 Crore. The Company has plans to disburse about Rs. 44,000 Crore during the current year, for financing the commercial vehicles, multi-utility vehicles, three wheelers, tractors, passing vehicles, etc.

Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 75,000 Crore (Rupees Seventy Five Thousand Crore Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board of Directors commend passing of the resolution set out in item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 8

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. As per Explanation of Section 180(1)(a) of the Companies Act, 2013, the term "Undertaking" shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Your Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/credit facilities from various financial/investment institution(s), bank(s), mutual fund(s), insurance company(ies), corporate body(ies) and other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/trustees/agents. The creation of charge on the assets of the Company may result into disposal of undertaking.

The resolution proposed at item no.8 is to seek the permission of the members for empowering the Board/Committee of Directors to mortgage and/or charge the immovable and /or movable properties of the Company to secure the loans, debentures, bonds, financial assistances /credit facilities obtained/to be obtained by the Company from the lenders aggregating upto Rs.93,750 Crore (Rupees Ninety Three Thousand Seven Hundred and Fifty Crore Only).

The Board of Directors commend passing of the resolution set out in item no. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 9

For the purpose of on-lending, to grow the asset book or for refinancing existing debt and other general purposes of the Company it is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis

Pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

The terms and conditions of the issue of debentures including face value, coupon rate, security, listing, etc. will be decided by the Board/by its duly authorized Committee as may be mutually agreed to between the Company/duly authorized Committee and subscribers of the NCDs.

The Board of Directors commend passing of the resolution set out in item no. 9 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 10

As a Non-Banking Finance Company, the Company is required to raise funds in the ordinary course of its business through various sources viz. Banks, Financial Institution or any other lenders. In this connection, the Company is required to execute loan agreement(s), deed(s) of hypothecation, demand promissory note(s), debenture trust deed(s), undertaking(s), document(s), deed(s), instrument(s), paper(s), etc. ('financing documents') and to carry out amendment(s) /alterations(s) in the financing documents as may be desired by the lenders/debenture trustees. The financing documents may be required to be executed under the common seal of the Company as per the requirement of the lenders/debenture trustees. Apart from financing documents common seal of the Company is also required to be affixed on other instrument(s), agreement(s), undertaking(s), document(s), deed(s), etc. The proposed alteration of Article 36 of the Article of Association of the Company is necessary for operational convenience.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of members by way of Special Resolution. Accordingly, this matter has been placed before the members for approval.

The existing Article of Association along with the Article of Association incorporating therein the proposed alterations are available for inspection to all the members of the Company at the Registered Office of the Company on any working day during business hours on all week days.

The Board of Directors commend passing of the resolution set out in item no. 10 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

By Order of the Board
For **Shriram Transport Finance Company Limited**

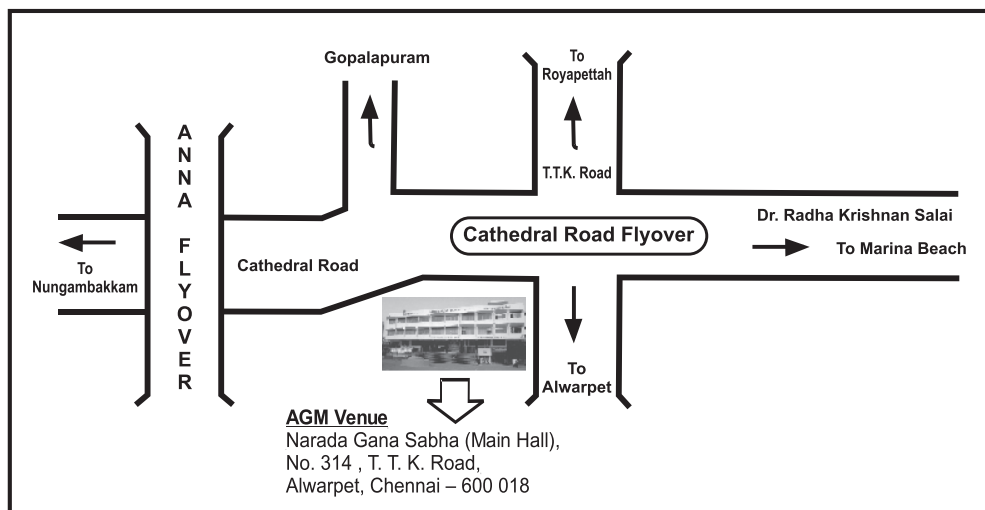
Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED

Name of Director	Mr. Jasmit Singh Gujral
Date of Birth	March 01, 1964
DIN	00196707
Date of Appointment	April 30,2016
Expertise in specific functional areas	Has 30 years of experience in Financial Services, Marketing and General Business Management.
Qualifications	Holds a Commerce Degree and is a Post Graduate in Management from Aligarh Muslim University and has topped the University twice. He has done Executive Management Program from IIM Ahmedabad & Advanced Management Program from Kellogg Business School, Chicago & Indian School of Business, Hyderabad.
Directorship held in other companies	i. Shriram Capital Limited ii. Shriram Credit Company Ltd iii. Shriram General Insurance Company Limited iv. Shriram Seva Sankalp Foundation v. SGI Philippines Insurance Co. Inc.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	None
Shareholdings in the Company	2,250 Equity Shares
Disclosure of relationships between directors inter-se.	There are no inter-se relationships between the Board of Directors of the Company.

Route map to AGM venue



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED



CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

ATTENDANCE SLIP

37th Annual General Meeting - July 27, 2016

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 37th Annual General Meeting of the Company at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018 on Wednesday, July 27, 2016 at 11.00 a.m.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy (In Block Letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED



CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

PROXY FORM Form No. MGT – 11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014
37th Annual General Meeting - July 27, 2016

Name of the member (s):

Registered address:

E-mail Id:

Folio. No. / DP ID No.:

Client ID No.:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name:..... 2. Name:..... 3. Name:.....

Address:..... Address:..... Address:.....

E-mail Id:..... E-mail Id:..... E-mail Id:.....

Signature:....., or failing him/her Signature:....., or failing him/her Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting (AGM) of the Company, to be held on Wednesday, July 27, 2016 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018 and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2016

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Signature of Member

Note: 1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Office of the Registrar & Share Transfer Agents of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.

2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 37th Annual General Meeting.

3. The proxy need not be a member of the Company.

4. Please complete all details including details of member (s) in above box before submission.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended March 31, 2016.
2.	Confirmation of Interim Dividend and the declaration of Final Dividend on equity shares.
3.	Appointment of Joint Auditors to hold the office from conclusion of this AGM till conclusion of next AGM and fixing their remuneration.
SPECIAL BUSINESS	
4.	Not filling vacancy subsequent to retirement of Mr. Umesh Revankar (holding DIN 00141189), director, who is not seeking re-appointment as director at the 37 th AGM.
5.	Appointment of Mr. Jasmit Singh Gujral (holding DIN 00196707) as Director.
6.	Appointment of Mr. Jasmit Singh Gujral (holding DIN 00196707) as Managing Director and CEO and payment of remuneration to him.
7.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for enhancement of borrowing limit upto Rs.75,000 crores.
8.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for enhancement of limit upto Rs.93,750 crores for creation of security on assets in respect of borrowings of the Company.
9.	Special Resolution under Section 42 of the Companies Act, 2013 authorizing Issue of Securities on Private Placement basis.
10.	Special Resolution under Section 14 of the Companies Act, 2013 for alteration of Article 36 of the Articles of Association of the Company.



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FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

CORPORATE

INFORMATION

Corporate Identity Number (CIN)

L65191TN1979PLC007874

BOARD OF DIRECTORS

Chairman (Non – Executive)

Mr. S. Lakshminarayanan (Independent)

Managing Director & CEO

Mr. Jasmit Singh Gujral
(w.e.f. April 30, 2016)

Directors

Mr. Umesh Revankar
(CEO & Managing Director upto April 29, 2016)

Mr. Sumatiprasad M. Bafna (Independent)

Mr. Amitabh Chaudhry (Independent)

Mrs. Kishori Udeshi (Independent)

Mr. S. Sridhar (Independent)

Mr. Puneet Bhatia

Mr. Gerrit Lodewyk Van Heerde

Mr. D. V. Ravi
(w.e.f. June 18, 2015)

Mr. R. Sridhar
(Upto July 31, 2015)

COMPANY SECRETARY

Mr. Vivek Achwal

AUDITORS

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants
M/s. G. D. Apte & Co., Chartered Accountants

REGISTRAR & SHARE

TRANSFER AGENT

Integrated Enterprises (India) Limited

2nd Floor, 'Kences Towers', No. 1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai - 600 017.
Tel: 044 2814 0801/02/03, Fax: 044 2814 2479

DEBENTURE TRUSTEES

IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17, R Kamani Marg,
Ballard Estate, Mumbai – 400 001.

Mr. S. Gunware
Tel No. : +91 22 40807000 | Fax: + 91 22 66311776
itsl@idbitrustee.com

Axis Trustee Services Ltd.
Axis House, 2nd Floor, Wadia International Centre,
Pandurang Budhkar Marg, Worli, Mumbai - 400 025

Mr. Jayendra Prasad Shetty
Tel No. : 022 - 24255215
debenturetrustee@axistrustee.com

GDA Trusteeship Ltd.
Office No. 83 – 87, 8th floor, 'Mittal Tower',
'B' Wing, Nariman Point, Mumbai – 400021
Mr. Umesh Salvi
Tel No. : 022 - 49220507 | Fax: + 022- 49220505
umesh.salvi@gdatrustee.com

REGISTERED OFFICE

Mookambika Complex, 3rd Floor, No. 4,
Lady Desika Road, Mylapore, Chennai – 600 004.

CORPORATE OFFICE

Wockhardt Towers, West Wing, Level-3, C-2,
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051, Maharashtra.
Tel: 022 4095 9595, Fax: 022 4095 9597

LISTED AT

National Stock Exchange of India Ltd.
BSE Ltd.


INSTITUTIONS

Small Industries Development Bank of India (SIDBI)
National Bank for Agriculture and Rural Development
J P Morgan Securities India Private Limited

BANKERS

Abu Dhabi Commercial Bank
Allahabad Bank
Andhra Bank
Axis Bank Ltd
Bank of America N.A.
Bank of Bahrain & Kuwait B.S.C.
Bank of Baroda
Bank of Ceylon
Bank of India
Bank of Maharashtra
Barclays Bank PLC
Canara Bank
Central Bank of India
Citibank N.A.
Corporation Bank
Credit Suisse AG
Dena Bank
Deutsche Bank AG
Dhanlaxmi Bank Ltd
FirstRand Bank Ltd
HDFC Bank Ltd
The Hongkong and Shanghai Banking
Corporation Ltd.
ICICI Bank Ltd
IDBI Bank Ltd
IDFC Bank Ltd
Indian Bank
Indian Overseas Bank
IndusInd Bank
Industrial and Commercial Bank
of China Ltd
J P Morgan Chase Bank N.A.
Jammu & Kashmir Bank Ltd

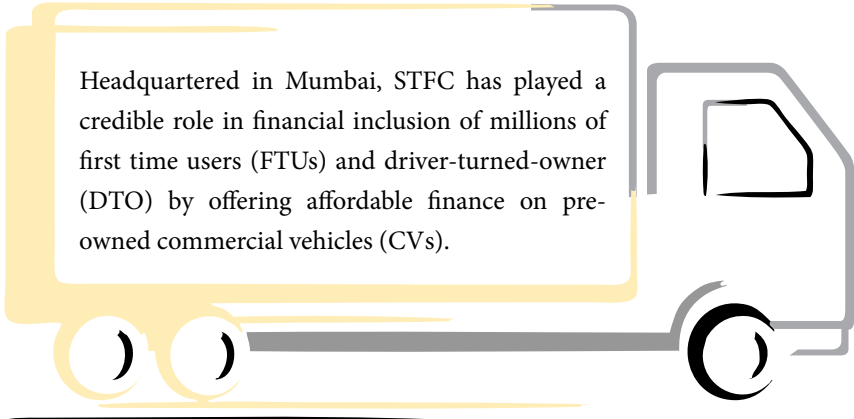
Karnataka Bank Ltd
Karur Vysya Bank Ltd
Kotak Mahindra Bank Ltd
Lakshmi Vilas Bank Ltd
Mizuho Corporate Bank Ltd.
Oriental Bank of Commerce
Punjab & Sind Bank
Punjab National Bank
RBL Bank Ltd.
SBM Bank (Mauritius) Ltd
South Indian Bank Ltd
Standard Chartered Bank
State Bank of Bikaner & Jaipur
State Bank of Hyderabad
State Bank of India
State Bank of Mysore
State Bank of Patiala
State Bank of Travancore
Sumitomo Mitsui Banking
Corporation
Syndicate Bank
The Federal Bank Ltd
The Zoroastrian Co-operative
Bank Ltd.
UCO Bank
Union Bank of India
United Bank of India
United Overseas Bank
Vijaya Bank
Woori Bank
Yes Bank Ltd




Shriram Transport Finance Company Limited (STFC) is the flagship company of Shriram Group – a diversified group with interests in financial services, manufacturing, value added services, project development, engineering services, pharmaceuticals, etc.



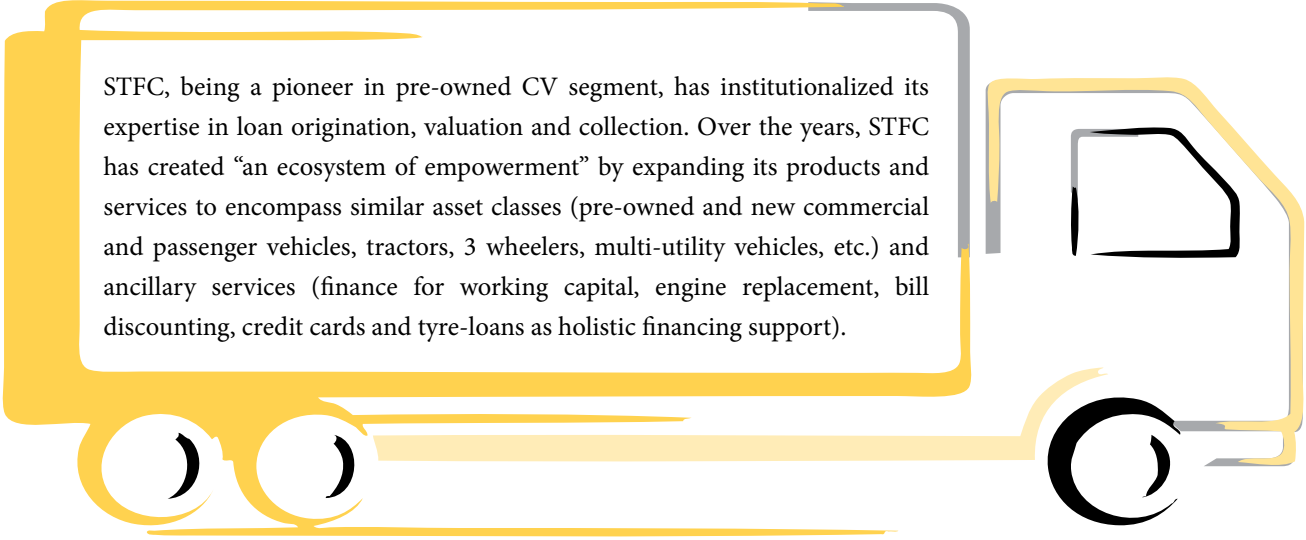
Established in 1979, STFC has evolved into largest asset financing Non-Banking Finance Company.



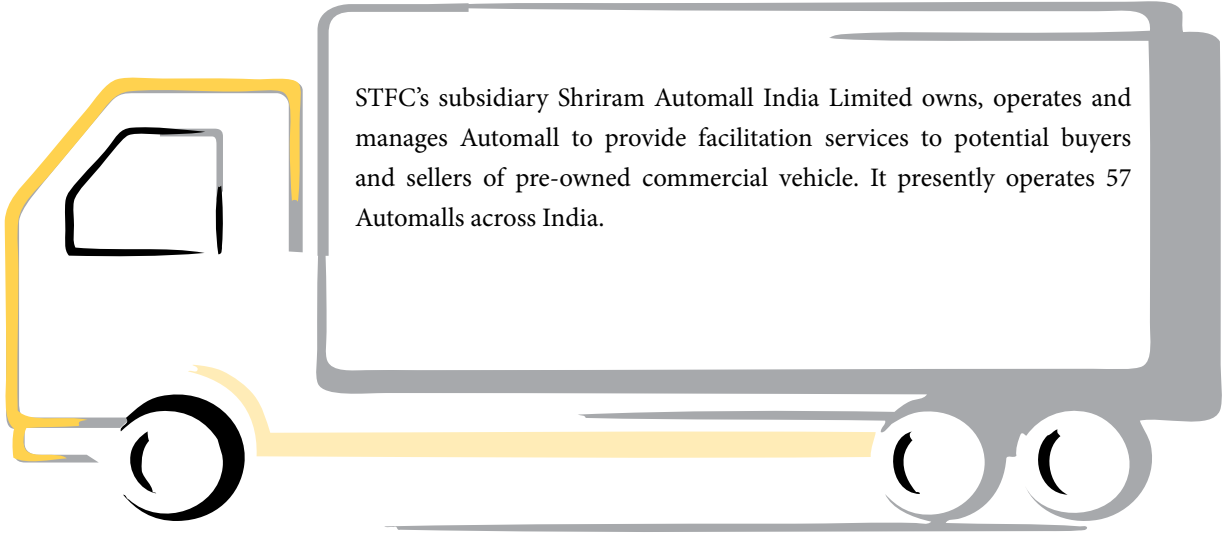
Headquartered in Mumbai, STFC has played a credible role in financial inclusion of millions of first time users (FTUs) and driver-turned-owner (DTO) by offering affordable finance on pre-owned commercial vehicles (CVs).



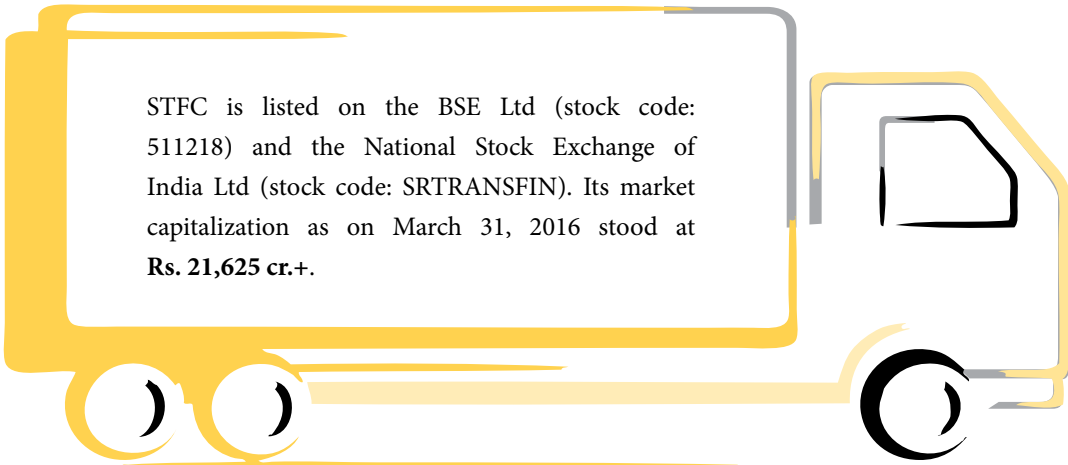
A professionally managed company, STFC has fostered the culture of entrepreneurship across all levels in the organization. Presently, the company is driven by **19,000+** motivated entrepreneurs (including ~12,000 product/credit executives) championing a unique “relationship-based” business model through a pan-India network comprising **853** branches, **803** rural centers and partnerships with ~**500** private financiers.



STFC, being a pioneer in pre-owned CV segment, has institutionalized its expertise in loan origination, valuation and collection. Over the years, STFC has created “an ecosystem of empowerment” by expanding its products and services to encompass similar asset classes (pre-owned and new commercial and passenger vehicles, tractors, 3 wheelers, multi-utility vehicles, etc.) and ancillary services (finance for working capital, engine replacement, bill discounting, credit cards and tyre-loans as holistic financing support).



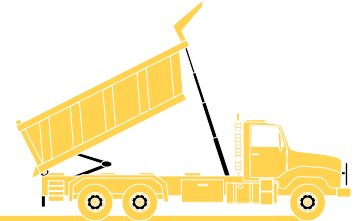
STFC's subsidiary Shriram Automall India Limited owns, operates and manages Automall to provide facilitation services to potential buyers and sellers of pre-owned commercial vehicle. It presently operates 57 Automalls across India.



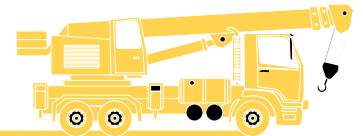
STFC is listed on the BSE Ltd (stock code: 511218) and the National Stock Exchange of India Ltd (stock code: SRTRANSFIN). Its market capitalization as on March 31, 2016 stood at **Rs. 21,625 cr.+.**

STANDALONE BASIS

Assets under management **Rs.72,760.60** crore



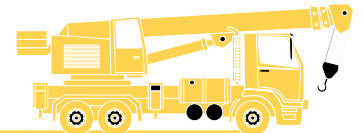
Securitisation done for the year 2015-16 **Rs.8,991.75** crore



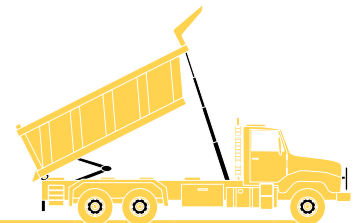
Total income for the year 2015-16 **Rs.10,245.26** crore



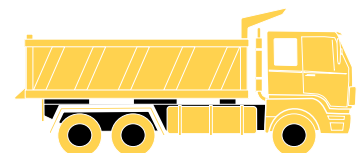
The profit after tax stands at **Rs.1,178.20** crore



Net interest income for the year 2015-16 **Rs.5,072.73** crore



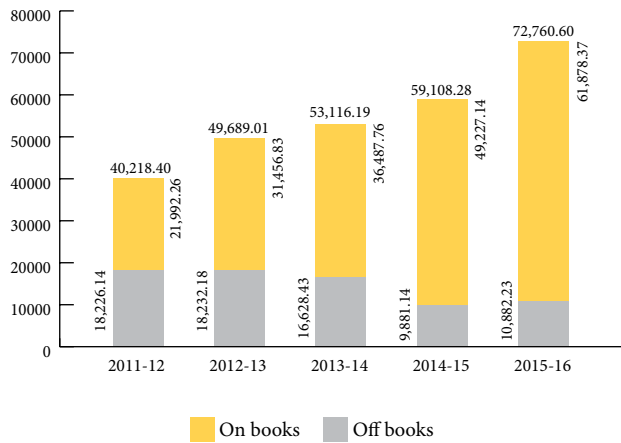
The earning per share stands at **Rs.51.93**



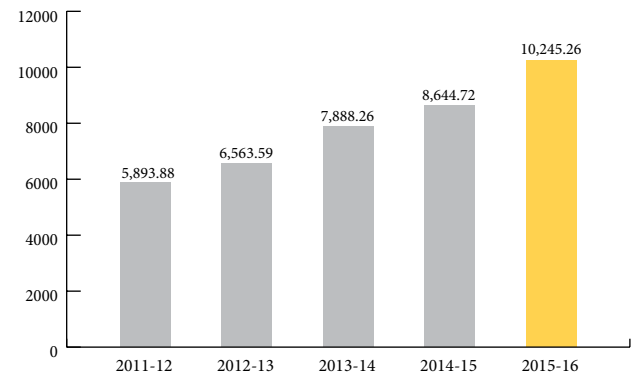
ANNUAL

PERFORMANCE TRENDS STANDALONE BASIS*

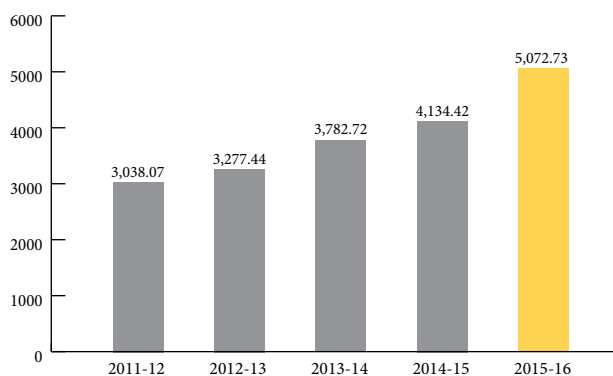
ASSETS UNDER MANAGEMENT (Rs. crore)



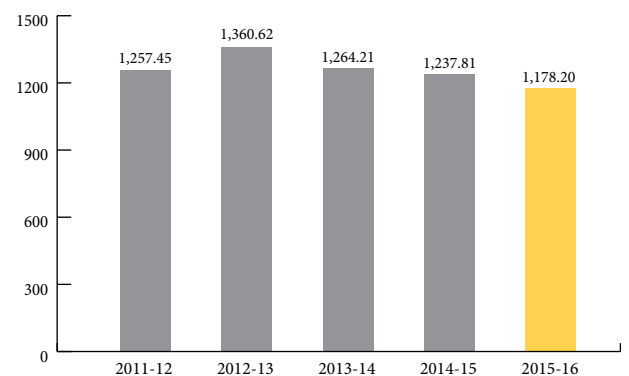
TOTAL INCOME (Rs. crore)



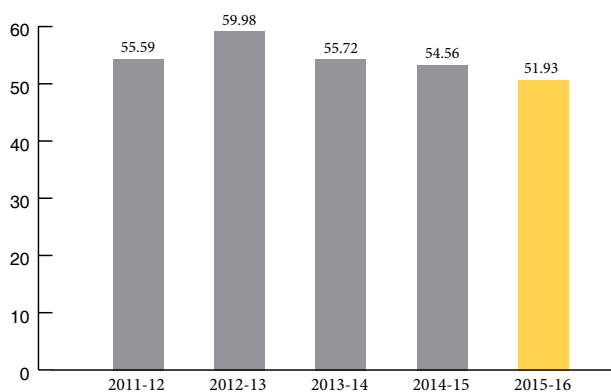
NET INTEREST INCOME (Rs. crore)



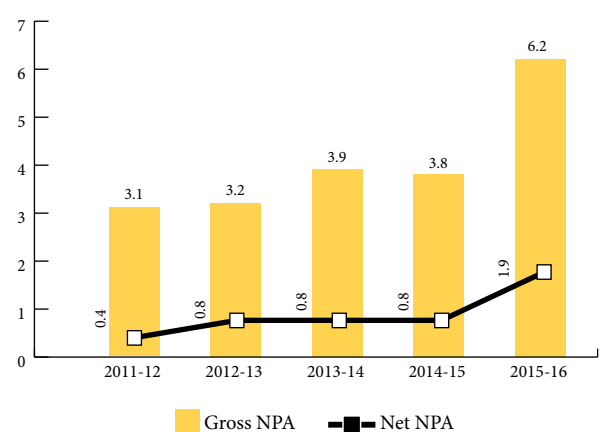
NET PROFIT (Rs. crore)



EPS (BASIC) (Rs.)



NPA (%)



*The standalone financials for 2015-16 include the performance of erstwhile wholly owned subsidiary Shriram Equipment Finance Co. Ltd. which has been amalgamated with STFC - the Appointed date being April 1, 2015. Hence, the numbers are not strictly comparable with the standalone financials for previous year.

A

ABOHAR
ADILABAD
ADIMALY
ADONI
AGARTALA
AGRA
AHMEDABAD
AHMEDNAGAR
AJMER
AKOLA
ALAPPUZHA
ALIGARH
ALLAHABAD
ALWAR
AMALAPURAM
AMALNER
AMARAVATI
AMBAJOGAI
AMBALA
AMBEDKAR NAGAR
AMBIKAPUR
AMRELI
AMRITSAR
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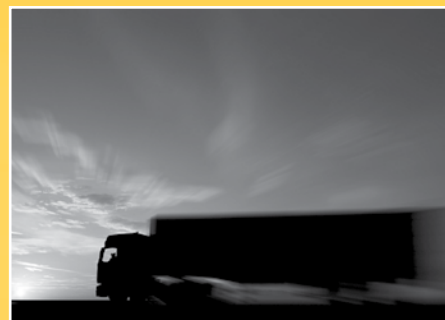
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Management Discussion and Analysis



GLOBAL ECONOMIC OVERVIEW

The world economy slowed down further in calendar year 2015 on account of lower global economic growth, as compared with calendar year 2014. Global activity continued to decelerate, triggered by slowing growth in emerging and developing markets as they contribute to about 70% of the global growth. Global GDP fell to 2.3% in the last quarter of the calendar year 2015, below the threshold of 2.5%, which indicates recessionary trends and hence, Morgan Stanley has commensurately raised their global recession risk probability from 20% to 30%.

The Chinese economy is being hampered by a slowdown in imports and exports and declining investments and manufacturing activity. This is causing a spillover effect on other economies linked with trade channels. Japan received the single-biggest downgrade for any country with GDP declining by half to just 0.6% in Financial Year 2016 as compared with 1.2% in Financial Year 2015. Moreover, oil prices have fallen dramatically, which resulted in excess of production over consumption. Lower oil prices have strained

the financial position of oil exporters, impacted investments in oil and gas extraction and did not effect any substantial increase in consumption by oil importers, estimated to be so because of deleveraging and negligible pass-through of price reductions to consumers in developing economies. Unlike expected, consumers in advanced economies also failed to spend the windfall from reduced prices, opting to pay debt and save instead, further reducing consumption and affecting the economy.

INDIAN ECONOMIC OVERVIEW

It is believed that the Indian economy has started healing itself in Financial Year 2015-16. As per the advance estimates report dated 8th February 2016 of the Central Statistics Office (CSO), the growth in GDP during 2015-16 is estimated at 7.6% as compared with the growth rate of 7.2% in Financial Year 2014-15. Manufacturing growth for Financial Year 2015-16 is likely to be at 9.5%, much higher than the 5.5 % growth in Financial Year 2014-15. The sectors that are likely to register growth rate of over 7% include financial, real estate and professional services, trade, hotels, transport, communication and services related to broadcasting and

manufacturing. Notwithstanding weak monsoons, the agricultural sector grew by 1.1%, helped by strong growth in livestock. The growth in mining and quarrying is estimated to be 6.9 %.

India's GDP grew by an annual rate of 7.4 % in the July-to-September quarter of Financial Year 2015-16, putting it firmly ahead of China, where growth slowed to 6.9% during the same period. Declining oil prices have helped raise the GDP, as corporate margins increased, household purchasing power improved, tax collections increased and subsidy bills declined.

FINANCIAL SERVICES SECTOR

India's financial services sector is diversified, comprising of entities such as commercial banks, co-operatives, insurance companies, pension funds, mutual funds, non-banking financial companies and other various entities. Retail credit of NBFCs stood at Rs. 4.7 trillion as on December 31st 2015 and has registered a higher y-o-y growth of 18.8% against the growth rate of 14.5% in Financial Year 2015.

Growth has majorly emanated from microfinance, gold loans and mortgage segments; however, the CV (commercial vehicle) credit segment has also witnessed a marginal increase.

With rising demand in the CV segment, growth is likely to peak-off at 16-18%. Government initiatives in infrastructure will also boost the construction equipment credit sector. However, weak rainfalls are periodically leading to declining tractor and farm implement credit services. The major chunk of the retail credit lies however, with banks, accounting for 56% of the total retail credit. Credit expansion for banks reached 16.1% in December 2015 as compared with 15.3% in March 2015. The competitive intensity is increasing with regulatory changes for NBFCs and with the increased focus on retail credit by banks because of pressures on corporate credit.

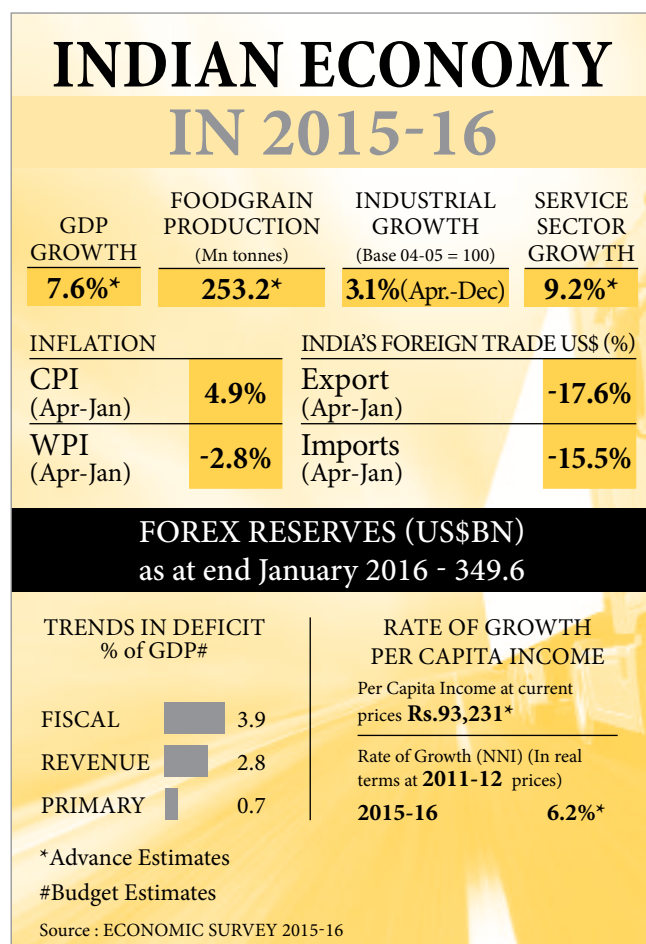
COMMERCIAL VEHICLE INDUSTRY

Continuing its positive momentum, the commercial vehicle segment in India has sustained its strong growth right through 2016. The medium and heavy commercial vehicle (M&HCV) segment has maintained its strong double-digit growth curve over the past one-and-a-half year. As regards Light Commercial Vehicles (LCVs), the sector thus far has been negative and has shown growth only for the last couple of months. While growth is slated to come soon to LCVs, it will not be sudden or as large as for M&HCVs. The total estimated market Potential of Commercial vehicles is Rs.2,160 billion.

Commercial vehicles had a 3% domestic market share while passenger vehicles accounted for 13% in the Financial Year 2015-16 out of the total number of vehicles sold. The M&HCV segment has posted positive growth of about 30% as compared with the previous year. This has been due to increased replacement demand following the two-year deferment in the sector in addition to a capacity increase by organized fleet operators. The LCV segment reported a growth of 0.3% as compared with the previous year. The JNNURM-II programme has re-invigorated the bus segment and participation by various state road transport undertakings is increasing. Business optimism is higher due to favourable diesel and freight rates. The government's initiative to have all vehicles comply with the BS-V standard, possibly by the year 2017 will further boost demand as there will be a gradual acceptance of advanced trucking platforms with the inclusion of ABS (anti-lock braking systems).

PRE-OWNED COMMERCIAL VEHICLES

The pre-owned CV segment has always been largely unorganized. However, the company has been engaged in the initiative to corporatize this untapped segment. The pre-owned commercial vehicles segment is the key segment



of presence for the company ever since its inception. The company has established its leadership in the segment and targets the largest market segment of pre-owned commercial vehicles – those vehicles ageing between 5-12 years, accounting for 43% of the total market volume. Market for pre-owned truck financing is underpenetrated with 65-70% of the market with private financiers who charge high interest rates.

These pre-owned trucks being affordable for small, aspiring owner-cum-drivers are preferred to help them initiate their entrepreneurial journey as a small road transport operator (SRTO). The company empowers such SRTOs and new drivers with affordable financing and advice regarding commercial vehicles.

IMPACT OF THE PRODUCT REPLACEMENT CYCLE

The road transport ministry had mooted a proposal for ‘end of life’ of heavy commercial vehicles, to phase out two-axle mini trucks after 12 years, multi- axle vehicles after 15 years and trailers after 25 years. Pending formulation of an integrated policy to scrap Commercial Vehicles that are over 10 years old, the Union Minister for Road Transport and Highways has announced that there is no immediate plan to ban trucks and buses over 15 years old. While this means there will be some respite for older vehicles and for fleet operators to continue running certain CVs, a product usually changes hands four times during the lifecycle. This presents opportunities for sale of second hand CVs and their financing. There were about 3.4 million commercial vehicles that were more than 15 years old as on March 2015. If the government is able to push the proposal and amend the Motor Vehicles Act, there would be an enormous demand for product replacement, whereas in the event of easier norms, the used CV industry would grow as a vast number of vehicles would change hands. The company targets such vehicles that ideally are between 5-12 years old by virtue of which it is ideally placed to benefit from multiple change of hands of the same product.

REVISED RBI REGULATIONS

The provision for standard assets has been increased to 0.40%. The revised norms are to be implemented in a phased manner as given below:

- 0.30% by the end of March 2016;
- 0.35% by the end of March 2017; and
- 0.40% by the end of March 2018.

As per the revised asset classification norms to be implemented in a phased manner, an asset will be considered as non-performing if:

- It remains overdue for five months or more with respect to financial year ending 31 March 2016
- It remains overdue for four months or more with respect to financial year ending 31 March 2017
- It remains overdue for three months or more for the financial year ending 31 March 2018 and thereafter

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In any industry, the processes and internal control systems play a critical role in the health of the Company. The Company’s well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data. The Audit Committee of the Board reviews internal audit reports given along with management comments. The Audit Committee also monitors the implemented suggestions.

Human resources

Please refer to the Business Responsibility Report for details on human resources.

SWOT ANALYSIS

Strengths

- The pioneer in the pre-owned commercial vehicles financing sector
- Knowledge-driven and relationship-based business model
- Pan-India presence with 853 branch offices
- A well-defined and scalable organizational structure based on product, territory and process knowledge
- Strong financial track record driven by rapid growth in AUMs with low non-performing assets (NPAs)

- Experienced and stable management team
- Strong relationships with public, private as well as foreign banks, institutions and investors
- More than 13 lac customers across India

Weaknesses

- Business and growth directly linked with the country's GDP growth

Opportunities

- Growth in the CV market
- Strong demand for passenger CVs
- Strong demand for pre-owned tractors
- Loans for working capital requirements of CV users
- Partnerships with private financiers will enable enhancement of reach without significant investments in building infrastructure
- Increased penetration into rural markets will lead to exponential growth in cargo LCVs

Threats

- Regulatory changes in the NBFC and ancillary sectors
- Tighter NPA norms

RISK MANAGEMENT

Risk management is an ongoing process at the Company. The Board of Directors have constituted a Risk Management Committee comprising three members, a majority of whom are Directors. The Board has also defined the roles and responsibilities of the Risk Management Committee and has delegated the monitoring and reviewing of the risk management plan to the committee. The terms of reference of the Risk Management Committee include review of the risk management policy, approval of the risk management plan and implementing and monitoring of the risk management plan.

The Company's Enterprise Risk Management (ERM) framework was revised based on the Committee of Sponsoring Organizations (COSO) Framework. The objectives of the ERM include significantly improved credit risk framework, profile and outcomes, strong market and operational risk capability, economic capital models

embedded for all major risks, reliable financial reports, compliance with applicable laws and regulations and simplifying and strengthening compliance.

The Company maintains a risk register listing all the risks likely to affect the achievement of objectives set by the Company and identifying the significant risks using a scoring methodology that was revised. The process of risk management includes risk identification and categorization, risk description and risk mitigation. The risk owners and risk managers are in-line functionaries with cross-functional job descriptions. Risk owners are accountable to the Risk Committee for identification, assessment, aggregation, reporting and monitoring of the risk related to their respective areas/ functions.

The key implementation areas for risk mitigation are as under:

1. Finance: Treasury and funds transfer
2. Information technology: Data security and UNO
3. Credit administration

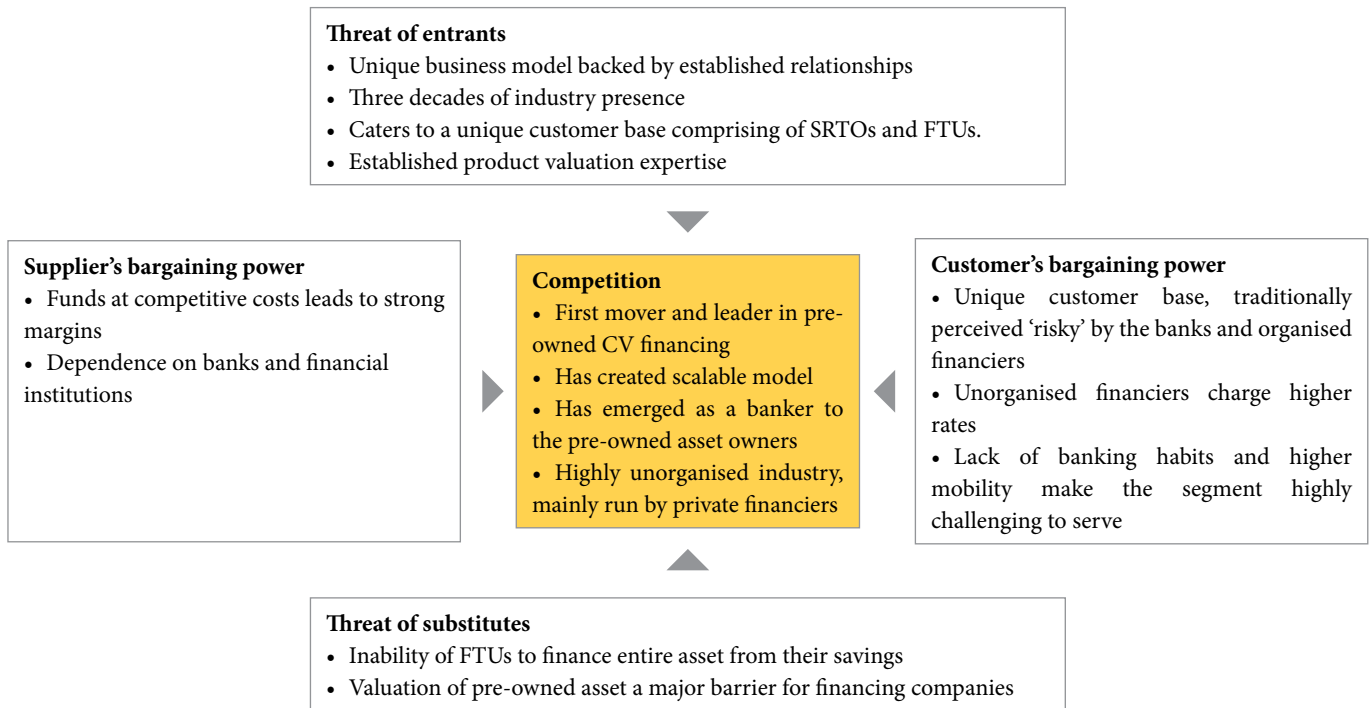
The Company is exposed to credit risk, economy risk, interest rate risk, asset liability mismatch risk and cash management risk, among others. The expertise in lending operations acquired by the company over the past three decades has helped mitigate credit risk. Moreover, the Company ensures that the short-term and long-term fund resources are favourably matched with deployment. To avoid any asset-liability mismatch risk, the Company resorts to long-term funding instruments such as NCDs and securitization. The Company has continued to enjoy the trust and support from its investors, security holders, depositors, banks and financial institutions, due to its impeccable record in servicing its debt obligations on time. The Company is primarily engaged in financing of pre-owned commercial vehicles and has diversified its assets portfolio to cater to the passenger vehicles segment. This has mitigated the risk arising out of industrial and economic slowdown. Besides, the substantial monthly collections are made in the form of cash due to the under-developed banking habits of our customers. This exposes our Company to cash management risks. In order to mitigate the same, the Company ensures efficient and secured collection across all its branches through a robust cash management network with leading banks. The Company has

also adopted stringent checks and internal controls across all branches. At the regional level, each branch's collections are monitored and reconciled on a daily basis. The Company has also initiated the necessary steps to address operational risks arising from inadequate internal processes, people and systems or from external events. The Company mitigates its

interest rate risk through innovative resource mobilization techniques and prudent fund management practices, among others. Besides, superior credit rating of the Company's financial instruments enables it to raise funds at competitive rates. The Asset Liability Management Committee regularly reviews the interest rate and liquidity risks.

KEY RISKS AND MITIGATION MEASURES

Porter's Five Forces Analysis



INDIAN ECONOMIC OUTLOOK FOR FINANCIAL YEAR 2016-17

Despite the bleak outlook across global markets and growth facing downside risks, India is set to emerge as the fastest growing large economy in 2016-17, growing at 7.5% and overtaking China. The growth in India is being driven by private consumption aided by lower energy prices and higher real incomes. The IMF however, flags the slowing trade growth as one of the risk factors. In order to sustain strong growth over the medium term, there is a need for labour market reforms and removal of infrastructure bottlenecks. The Indian economy is currently being viewed as a beacon of stability because of the steady disinflation, a modest current account deficit and commitment to fiscal rectitude. This needs to be maintained so that the foundations of stable and sustainable growth are strengthened. Besides, structural reforms initiated by the Government will boost growth while controlling spending will create more space for monetary policy to support growth, while also ensuring that inflation remains on the projected path of 5% by the end of 2016-17.

The Economic Survey has pegged the economy's growth at 7-7.75% in 2016-17. The Finance Minister has stated that the GDP growth target could move up from 7.5% to 8-8.5% in 2016-17 if the monsoon rainfall matches the 106% of the long-period average, as per the forecast of the Indian Meteorological Department (IMD) in its first-stage forecast. Agricultural growth is also projected to increase from 1.1% in Financial Year 2015-16 to 3% in Financial Year 2016-17 on the back of a normal monsoon as well as the low base effect, driving rural incomes and spending propensity.

Focus on rural and infrastructure development in the Financial Year 2016-17 Budget will possibly boost growth in the CV sector. The road transport and highways ministry has set an ambitious target of laying more than 40-km of roads every day in 2016-17. The roads award target has been set at 25,000 km in 2016-17 against the 10,000 km awarded last year. This should boost demand for construction equipment and result in the revival of the equipment finance sector which is presently going through a difficult phase. The improvement in equipment finance sector would help faster recovery of overdue loans and reduce the level of non-performing assets (NPAs) in the coming years. Moreover, the government's dedication to abolish the 'permit raj' and open up the road transport sector to private players is also likely to increase CV growth.

For details on financial and operational performance, please refer to the Directors' Report.

CAUTIONARY STATEMENT

This report contains forward looking statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower, economic conditions, government policies and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto.

Directors' Report



Your Directors have pleasure in presenting their Thirty Seventh Annual Report and the Audited Statements of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL HIGHLIGHTS

Particulars	(Rs. in lacs)	
	2015-16	2014-15
Profit Before Depreciation and Taxation	181,773.73	188,289.43
Less: Depreciation and amortisation	3,630.61	4,050.62
Profit Before Tax	178,143.12	184,238.81
Less: Provision for taxation	60,323.36	60,457.83
Profit After Tax	117,819.76	123,780.98
Add: Balance brought forward from previous year	383,829.91	346,310.96
Add: Additions on account of amalgamation as on April 01, 2015	(3,503.89)	-
Balance available for appropriation	498,145.78	470,091.94
Appropriations		
Depreciation charged off from retained profit as per Schedule II to The Companies Act, 2013	-	124.33
Deferred tax expenses on above	-	(42.26)
Excess provision written back – tax on dividend	-	(0.42)
General reserve	12,000.00	12,500.00
Statutory reserve	24,000.00	25,000.00
Debenture redemption reserve	16,043.39	21,455.82
Dividend on equity shares of Rs. 10/- each	22,688.27	22,688.27
Tax on dividend	4,668.30	4,536.29
Balance carried to Balance Sheet	418,745.82	383,829.91

Note: The figures of previous financial year (2014-15) are not comparable with that of the current financial year (2015-16) on account of amalgamation of Shriram Equipment Finance Company Limited (SEFCL) with the Company during the current financial year (Refer note 33 to the financial statement).

DIVIDEND

Your Directors have maintained total dividend of Rs. 10/- per equity share i.e. 100% for the financial year ended March 31, 2016 consisting of an interim dividend of Rs. 4/- per equity share i.e. 40% declared at their meeting held on October 29, 2015 and a final dividend of Rs. 6/- per equity share i.e. 60% recommended at their meeting held on April 29, 2016. The interim dividend was paid on November 17, 2015.

TRANSFER TO RESERVES

The amounts proposed to be transferred to General Reserve, Statutory Reserve and Debenture Redemption Reserve are mentioned in the Financial Highlights under the heading 'Appropriations'.

CAPITAL ADEQUACY RATIO

Your Company's total Capital Adequacy Ratio (CAR), as of March 31, 2016, stood at 17.56% of the aggregate risk weighted assets on balance sheet and risk adjusted value of

the off-balance sheet items, which is well above the regulatory minimum of 15%.

CREDIT RATING

On June 30, 2015, CRISIL has upgraded Company's rating to CRISIL AA+/ Stable from 'CRISIL AA/Positive' in respect of the long-term debt instruments and bank facilities. In respect of Company's fixed deposits programme CRISIL has upgraded rating to 'CRISIL FAAA/Stable' from 'CRISIL FAA+/Positive'.

On March 16, 2016, the Company obtained from Standard & Poor's Rating "BB+" long-term and "B" short-term issuer credit ratings. The outlook on the long-term rating is Stable.

On March 17, 2016, the following ratings were obtained by the Company from Fitch:

- Long- Term Issuer Default Rating published at "BB+"; Outlook Stable
- Short- Term Issuer Default Rating published at "B".

The credit rating enjoyed by the Company as on March 31, 2016 is as follows:

Credit Rating Agency	Instruments	Ratings
CARE	Non-Convertible Debentures	CARE AA+
CARE	Subordinated Debt	CARE AA+
CRISIL	Fixed Deposit	CRISIL FAAA/Stable
CRISIL	Subordinated Debt	CRISIL AA+/Stable
CRISIL	Non-Convertible Debentures	CRISIL AA+/Stable
CRISIL	Short Term Debt	CRISIL A1+
CRISIL	Bank Loan- Short Term	CRISIL A1+
CRISIL	Bank Loan- Long Term	CRISIL AA+/ Stable
ICRA	Fixed Deposit	MAA+ with Stable outlook
India Ratings & Research Pvt. Ltd. (Formerly known as "FITCH")	Non-Convertible Debentures	IND AA+/Stable Outlook
India Ratings & Research Pvt. Ltd. (Formerly known as FITCH")	Subordinated Debt	IND AA+/Stable Outlook
Fitch Ratings	Long-Term Issuer Default Rating	BB+/Stable Outlook
Fitch Ratings	Short-Term Issuer Default Rating	B
Standard & Poor's Ratings	Long-Term issuer credit rating	BB+/Stable Outlook
Standard & Poor's Ratings	Short-Term issuer credit rating	B

OPERATIONS & COMPANY'S PERFORMANCE

For the financial year ended March 31, 2016, your Company earned Profit Before Tax of Rs. 178,143.12 lacs as against Rs. 184,238.81 lacs in the previous financial year and the Profit After Tax of Rs. 117,819.76 lacs as against Rs. 123,780.98 lacs in the previous financial year. The total income for the

year under consideration was Rs. 1,024,526.14 lacs and total expenditure was Rs. 846,383.02 lacs. The new NPAs norms stipulated by Reserve Bank of India which required higher provisioning in respect of Non-Performing loan assets had impacted the profitability of the Company during the current year.

Mobilization of funds from following sources/instruments during the financial year ended March 31, 2016 was as under:

		(Rs. in lacs)
Sr. No.	Particulars	Funds mobilized by the Company
1	Non-Convertible Debentures - Institutional	142,430.00
2	Subordinated Debts - Institutional	6,700.00
3	Term Loans from Banks - Secured	1,559,344.73
4	Term Loans from Banks - Unsecured	4,000.00
5	Term Loans from Financial Institutions / corporates - Secured	137,500.00
6	Commercial Papers	83,500.00
7	Fixed Deposit	323,046.67

The net interest margin had improved on account of declining interest rates in the market, innovative resource planning, efficient fund management and better negotiation with banks, financial institutions, etc.

As on March 31, 2016, the outstanding hypothecation loans were Rs. 6,015,921.29 lacs. The total Assets Under Management had increased from Rs. 5,910,827.84 lacs to Rs. 7,276,060.55 lacs. During 2015-16 the company securitised its assets worth Rs. 899,175.10 lacs (accounting for 12.36% of the total assets under management as on March 31, 2016) as against Rs. 448,142.52 lacs during 2014-15. With securitisation, the company ensures better borrowing profile, leading to lower interest liability owing to its lending to priority sector as per RBI. The outstanding securitised assets portfolio stood at Rs. 1,086,628.40 lacs as on March 31, 2016.

The Company continued its focus on financing of pre-owned commercial vehicles. Our relationship based business model enabled us to maintain the leadership position in the pre-owned commercial vehicles financing segment. For further penetration into rural market, the Company opened 27 new Rural Centres and 112 new Branch Offices. With this the total number of Rural Centres has now increased to 803 and the total number of Branch offices across India has now increased to 853.

SCHEME OF AMALGAMATION

On March 31, 2016, the Hon'ble Madras High Court has sanctioned the Scheme of Amalgamation of Shriram Equipment Finance Company Limited (SEFCL) with the Company under Section 391 to 394 of the Companies Act, 1956 ('the Scheme'). Accordingly, SEFCL has amalgamated with the Company from April 01, 2015 (the 'Appointed Date'). As such, the Standalone financial statements of the Company

also include the financials of the SEFCL. The Certified True Copy of the Amalgamation Order of the Hon'ble Madras High Court was filed with Registrar of Companies, Tamil Nadu, on April 19, 2016 (the 'Effective Date').

The Amalgamation of SEFCL with the Company would result in the benefits such as integration of operations, simplification of the group structure, elimination of multiple entities within the group, optimal utilisation of resources, better administration and cost reduction.

SHARE CAPITAL

Pursuant to the Amalgamation of SEFCL with the Company as mentioned above, the Authorised Capital of the Company has increased by the Authorised Capital of SEFCL (For details refer note 3 to the financial statements). There was no change in the paid up Equity Share Capital in the Financial Year 2015-16.

FIXED DEPOSITS

As on March 31, 2016, there were 6,871 fixed deposits aggregating to Rs. 5,413.21 lacs that have matured but remained unclaimed. There were no deposits, which were claimed but not paid by the Company. The unclaimed deposits have since reduced to 5,608 deposits amounting to Rs. 4,272.63 lacs. Appropriate steps are being taken continuously to obtain the depositors' instructions so as to ensure renewal/ repayment of the matured deposits in time.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. D. V. Ravi was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on June 18, 2015. The shareholders in its 36th Annual General Meeting held on July 31, 2015 passed necessary resolution

for his appointment as a Director in the category of Non-Executive Non-Independent Director.

Mr. Umesh Revankar resigned as CEO & Managing Director of the Company from the close of business hours on April 29, 2016. He continues as Non-Executive /Non-Independent Director of the Company till the ensuing Annual General Meeting and is eligible for re-appointment as a Director. The Board of Directors have placed on record its appreciation of the services rendered by Mr. Umesh Revankar as CEO & Managing Director of the Company.

On recommendation of Nomination Remuneration and Compensation Committee, the Board of Directors in its meeting held on April 29, 2016 has appointed Mr. Jasmit Singh Gujral as an Additional Director and also as Managing Director & CEO of the Company with effect from April 30, 2016. The profile of Mr. Jasmit Singh Gujral has been given in the explanatory statement of the Notice of the ensuing Annual General Meeting wherein the appropriate resolutions for his appointment as an Executive Non-Independent Director and also as Managing Director & CEO of the Company are proposed for approval of shareholders.

The Board of Directors recommend for passing of the resolution for appointment/reappointment of the above mentioned Directors.

None of the Key Managerial Personnel has been appointed or resigned during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that, to the best of their knowledge and belief:

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) That such accounting policies as mentioned in note 2.1 to the financial statements have been selected and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for

preventing and detecting fraud and other irregularities;

- d) The Annual Accounts have been prepared on a going concern basis.
- e) The Company had followed the internal financial controls laid down by the directors and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RBI GUIDELINES

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India, from time to time.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulation) Business Responsibility Report is annexed and forms part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The object of CSR Policy of the Company is to continue to contribute towards social welfare projects for benefits of 'Aam Aadmi' focusing on providing education, vocational training, promoting health care facilities to economically weaker and underprivileged section of the Society and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company took various initiatives towards furtherance of the above objectives by focusing on CSR projects/programs/activities in the sectors such as education, training and skill development, preventive health care, etc.

The CSR Report for the Financial Year 2015-16 is annexed to this report as Annexure-I. The CSR Policy is uploaded on the Company's website at the web link: <http://stfc.in/pdf/corporate-social-responsibility-policy.pdf>

DISCLOSURES AS PER THE SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

Extract of Annual Return

The extract of the annual return in the Form MGT 9 is annexed to this report as Annexure-II.

Declaration by Independent Directors

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criterion of independence as mentioned in Section 149(6) of the Companies Act, 2013.

Company's Policy on Directors appointment and Remuneration

The Nomination Remuneration and Compensation Committee has put in a place the policy on board diversity for appointment of directors taking into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal requirements of the Company. The Company has laid down remuneration criteria for directors, key managerial personnel and other employees in the Nomination Remuneration and Compensation Committee Charter/ Policy. The Policy on Board Diversity and Nomination Remuneration and Compensation Committee Charter/Policy are annexed to this report as Annexure III and IV.

Number of Meetings of the Board

During the year six Board Meetings were held. The details of the Board and various Committee meetings are given in the Corporate Governance Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI Regulation, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Conservation of Energy, Technical Absorption and Foreign Exchange Earnings and Outgo

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is as follows:

- a. The Company has no activity involving conservation of energy or technology absorption.
- b. The Company does not have any Foreign Exchange Earnings.
- c. Outgo under Foreign Exchange – Rs. 61.72 lacs.

Particulars of loans, guarantee or investments

Pursuant to Section 186(11)(a) of the Companies Act, 2013 (the 'Act') read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by a Non- Banking Financial Company (NBFC) registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. As such the particulars of loans and guarantee have not been disclosed in this Report.

During the year under review the Company has invested surplus funds in various securities in the ordinary course of business. For details of the Current Investments and Non-Current Investments of the Company refer to note 14 & 10 respectively of the financial statements.

Particulars of Contracts or Arrangements with Related Parties

The Related Party Transactions (RPTs) were entered in ordinary course of business on an arm's length basis and were in compliance with the provisions of the Companies Act, 2013 and the SEBI Regulation. The statement of RPTs is placed before the Audit Committee and the Board on a quarterly basis. Omnibus approval was obtained for the transactions of repetitive nature.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website at the web link: <http://stfc.in/pdf/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions-V1.pdf>

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees and commission to Independent Directors. For details of the transactions with Related Party refer to the note 27 to the financial statements.

Risk Management Policy

Risk Management Policy identifies, communicate and manage material risks across the organization. The policy also ensures that responsibilities have been appropriately delegated for risk management. Key Risk and mitigation measures are provided in the Management Discussion and Analysis annexed to the Annual Report.

Whistle Blower Policy/ Vigil Mechanism

The Company has framed a Whistle Blower Policy/Vigil Mechanism providing a mechanism under which an employee/director of the Company may report violation of personnel policies of the Company, unethical behaviour, suspected or actual fraud, violation of code of conduct. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behavior. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website: www.stfc.in.

Financial summary/highlights

The details are spread over in the Annual Report as well as are provided in the beginning of this report.

Subsidiaries, joint ventures or associate companies

As stated earlier in the Report, Shriram Equipment Finance Company Limited ('SEFCL') was amalgamated with the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble Madras High Court on March 31, 2016. Consequently, SEFCL has ceased to be the subsidiary of the Company.

Internal Financial Control System

The Company's well defined organisational structure, documented policy guidelines, defined authority matrix and internal financial controls ensure efficiency of operations, protection of resources and compliance with the applicable laws and regulations. Moreover, the Company continuously upgrades its systems and undertakes review of policies. The internal financial control is supplemented by extensive internal audits, regular reviews by management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data. The Audit Committee of the Board reviews internal audit reports given along with management comments. The Audit Committee also monitors the implemented suggestions.

Composition of Audit Committee

The Audit Committee comprises of four directors namely,

Mr. S. Sridhar – Chairman, Mrs. Kishori Udeshi, Mr. S. M. Bafna and Mr. Puneet Bhatia.

Composition of CSR Committee

The CSR Committee comprises of four directors namely, Mr. Umesh Revankar – Chairman, Mrs. Kishori Udeshi, Mr. Amitabh Chaudhry and Mr. Puneet Bhatia.

Performance and Financial Position of the Subsidiary

Shriram Automall India Limited (SAIL), Wholly Owned subsidiary of the Company through its 57 Automalls located across the Country provides fee-based facilitation services for the sale of pre-owned commercial and passenger vehicles, agricultural and construction equipments, dealer's stock of pre-owned two wheelers, etc. repossessed by banks and financing companies. For the year ended March 31, 2016, SAIL's total income from operations was Rs. 7,452.95 lacs as against Rs. 6,978.51 lacs in the previous year 2014-15 and the Net Profit of Rs. 542.07 lacs as against net profit of Rs. 788.59 lacs in the previous year 2014-15. 7 New Automalls were opened during 2015-16.

The annual reports and the annual accounts of the SAIL and the related detailed information shall be made available to shareholders of the Company seeking such information. The annual accounts of SAIL shall also be kept for inspection by shareholders at the Registered Office of the Company and of SAIL. The annual accounts of SAIL shall be available on the website of the Company viz. www.stfc.in. The Company shall furnish hard copy of details of accounts of SAIL to any shareholder on demand.

Others

- There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report.
- There are no significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status and company's operations in future.
- There was no change in the nature of business of the Company. The company continues to be an Asset Finance Company.
- During the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- Disclosure regarding details relating to Deposits covered under Chapter V of the Act is not applicable since our company is a Non-Banking Financial Company regulated by Reserve Bank of India. The Company accepts deposits as per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129 read with Rule 5 to the Companies (Accounts) Rules, 2014, Statement containing salient features of the financial statement of subsidiary and a statement on consolidated financial position of the Company with that of the subsidiary is attached to the Annual Report. The consolidated financial statements attached to this Annual Report are prepared in compliance with the applicable Accounting Standards and SEBI Regulation.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details pertaining to Remuneration as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as Annexure-V.

AUDITORS

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 301003E / E300005) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration No. 100515W), Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Certificates have been received from them to the effect that their re-appointment as Auditors of the Company, if made, would be within the limits prescribed under Section 139 and 141 of the Companies Act, 2013. They have also confirmed that they hold a valid peer review Certificate as prescribed under SEBI Regulation. Members are requested to consider their re-appointment.

The Auditors' Report to the Shareholders for the year under review does not contain any qualification.

SECRETARIAL AUDIT

The Board had appointed Mr. P. Sriram, Practicing Company Secretary (Certificate of Practice No.3310) (Membership No. FCS 4862) to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2015-16. The Secretarial Audit Report is annexed to this report as Annexure-VI. The report does not contain any qualification.

CORPORATE GOVERNANCE

Pursuant to Schedule V of the SEBI Regulation the following Reports/Certificates form part of the Annual Report:

- the Report on Corporate Governance;
- the Certificate duly signed by the CEO & Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2016 as submitted to the Board of Directors at their meeting held on April 29, 2016 ;
- the declaration by the CEO & Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct ; and
- the Management Discussion & Analysis Report

The Auditors' Certificate on Corporate Governance is annexed to this report as Annexure-VII.

ACKNOWLEDGEMENT

The Board of Directors would like to place on record their gratitude for the guidance and cooperation extended by Reserve Bank of India and the other regulatory authorities. The Board takes this opportunity to express their sincere appreciation for the excellent patronage received from the Banks and Financial Institutions and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by the Shareholders, Depositors, Debenture holders and Debt holders.

For and on behalf of the Board of Directors

S. Lakshminarayanan

Chairman

(DIN : 02808698)

Mumbai
April 29, 2016

REPORT ON CSR ACTIVITIES

The object of CSR Policy of the Company is to continue to contribute towards social welfare projects for benefits of 'Aam Aadmi' focusing on providing education, vocational training, promoting health care facilities to economically weaker and underprivileged section of the Society and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company took various initiatives towards furtherance of the above objectives by focusing on CSR projects/programs/activities in the sectors such as education, preventive health care, training and skill development etc.

The CSR Committee consists of following members:

Name of the Member	Category
Mr. Umesh Revankar - Chairman	CEO and Managing Director-Executive
Mrs. Kishori Udeshi	Non Executive-Independent
Mr. Puneet Bhatia	Non Executive-Non-Independent
Mr. Amitabh Chaudhry	Non Executive-Independent

The two percent of the average net profit of the Company for the last three financial years amounted to Rs.3,789.53 lacs. During the Financial Year 2015-16, the amount totalling to Rs.4,015.86 lacs was committed on various CSR projects. The actual amount contributed for the CSR projects aggregated to Rs.1,863.72 lacs during the Financial Year 2015-16 as per the details given below :

Manner in which the amount spent during the financial year 2015-16 is detailed below :-

(Rs. in lacs)

Sr. No.	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1)Local area or other(2) Specify the State and district where projects or programs was undertaken	Amount committed on the project or Programs wise	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1	Shriram Matriculation School	Education	Thirumeermalai, Chennai, Tamil Nadu	146.98	82.00	82.00	Implementing Agency
2	Shriram Matriculation School	Education	Guntur, Andhra Pradesh	8.34	5.67	5.67	Implementing Agency
3	Project Mission 100 Schools	Education	Krishna District, Andhra Pradesh	472.86	87.58	87.58	Implementing Agency
4	Scholarship Scheme	Education	Across India	942.25	299.29	299.29	Implementing Agency
5	Scholarship Scheme	Education	Hyderabad & Bangalore, Andhra Pradesh & Karnataka	78.95	78.95	78.95	Direct
6	Sri Sri Vidya Mandir	Education	Anaikoil, Tamil Nadu	106.73	59.53	59.53	Implementing Agency
7	Sri Sri Industrial School	Education	Anaikoil, Tamil Nadu	14.65	9.76	9.76	Implementing Agency
8	Shriram Pragnya Bharathi School	Education	Shimoga, Karnataka	43.86	22.97	22.97	Implementing Agency
9	Vedic Education	Education	Tambaram Chennai, Tamil Nadu	65.00	65.00	65.00	Implementing Agency

(Rs. in lacs)

Sr. No.	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1)Local area or other(2) Specify the State and district where projects or programs was undertaken	Amount committed on the project or Programs wise	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
10	Teach to Lead	Education	Mumbai, Maharashtra	2.31	2.31	2.31	Implementing Agency
11	VSR Montessorri School	Education	Redivaripalli-Andhra Pradesh,	2.49	2.49	2.49	Implementing Agency
12	Give Life Trust	Education	Chennai, Tamil Nadu	6.67	6.67	6.67	Implementing Agency
13	Chennai Mathematical Institute	Education	Chennai, Tamil Nadu	175.00	175.00	175.00	Direct
14	C R Rao Advance Institute of Mathematics,Statistics & Computer	Education	Hyderabad,Andhra Pradesh	25.00	25.00	25.00	Direct
15	Aim for Seva	Education	Rishikesh, Uttar Pradesh	3.33	3.33	3.33	Implementing Agency
16	Lotus Blind Welfare Trust of India	Education	Chennai, Tamil Nadu	0.67	0.67	0.67	Implementing Agency
17	Shriram Skill Development Centre	Education enhancing vocational skill	Thirumeermalai, Chennai, Tamil Nadu	50.44	26.36	26.36	Implementing Agency
18	Disaster Relief during flood	Medical aid for promoting health care including preventive health care. Food supply for eradicating, poverty and malnutrition and supply of clean water under sanitation and making available safe drinking water.	Chennai, Tamil Nadu	143.00	143.88	143.88	Implementing Agency
19	Advocates for Babies in Crisis	Medical Aid to orphaned/ abandoned children	Hyderabad, Andhra Pradesh	4.00	4.00	4.00	Implementing Agency

(Rs. in lacs)

Sr. No.	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1)Local area or other(2) Specify the State and district where projects or programs was undertaken	Amount committed on the project or Programs wise	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
20	Mobile Van Project	Preventive health care	Mumbai , Bangalore & Chennai	210.00	26.00	26.00	Implementing Agency
21	Preservation of Art & Culture	Protection & Development of Traditional Art	Mumbai, Maharashtra	13.33	13.33	13.33	Implementing Agency
22	Drivers training	Training and skill development	Pune, Nagpur (Maharashtra), Chennai (Tamilnadu), Vijaywada (Andhra Pradesh), Chindwara (Madhya Pradesh)	1,500.00	704.59	704.59	Implementing Agency
Total					1,844.38	1,844.38	
Overhead Expenses					19.34	19.34	
Grand Total				4,015.86	1,863.72	1,863.72	

Shriram Foundation and Wockhardt Foundation are Implementing Agencies involved in the above projects engaged in carrying out various educational, skill development, preventive healthcare, social and cultural activities.

During the Financial Year 2015-16, the Company made higher contributions as compared to previous year and focused on long term projects in the education, training, skill development, preventive healthcare sectors. As these sectors offer a good scope for scaling up of the activities, the Company's contribution to the projects will grow up with increase in the scale of these projects.

During the year 2015-16, the Company actively participated in the seminars for skill development and training. The Company also held discussions with various agencies and institutions engaged in promoting and supporting the training and skill development initiatives which will give a further boost for scaling up the activities of the projects. The Company will ensure achievement of the target spend on CSR in the coming financial years.

The CSR Committee is responsible for formulating the CSR Policy and its review from time to time and also for monitoring that the CSR activities of the Company are implemented in line with the CSR Regulations.

For and on behalf of the Board of Directors

Umesh Revankar

CEO and Managing Director

(Chairman, CSR Committee)

(DIN: 00141189)

Mumbai
April 29, 2016

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS	
a. CIN	L65191TN1979PLC007874
b. Registration Date	June 30, 1979
c. Name of the Company	Shriram Transport Finance Company Limited
d. Category/Sub-Category of the Company	Non-Banking Financial Company
e. Address of the Registered office and contact details	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004, Telephone No.: 044-24990356
f. Whether listed company Yes / No	Yes
g. Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai – 600017 Telephone No.: 044-28140801-03 Fax No.: 044-28142479
2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10 % or more of the total turnover of the company	As per Attachment (I)
3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	
	As per Attachment(II)
4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
a. Category-wise Share Holding	As per Attachment (III)
b. Shareholding of Promoters	As per Attachment (IV)
c. Change in Promoters' Shareholding (please specify, if there is no change)	As per Attachment (V)
d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment (VI)
e. Shareholding of Directors and Key Managerial Personnel	As per Attachment (VII)
5. INDEBTEDNESS	
Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment(VIII)
6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
a. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment(IX)
b. Remuneration to Other Directors:	As per Attachment (X)
c. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD	As per Attachment (XI)
7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	
	As per Attachment (XII)

ATTACHMENT (I)

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below:

Sr. No.	Name And Description of Main Products / Services	NIC Code of The Product/ Service	% To Total Turnover of The Company
1	Finance for commercial vehicles and other loans	64920 Other credit granting	95.62%

ATTACHMENT (II)

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and address of the Company	Address of the company	CIN/GLN	Holding/ Subsidiary / Associate	No. of shares held (%)	Applicable section
1	Shriram Automall India Limited	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu, India - 600004	U50100TN2010PLC074572	Wholly Owned Subsidiary	100.00 (*)	2(87)

(*) Includes 60 fully paid Equity Shares of Rs. 10/- each held by six nominees of company each holding 10 Equity Shares of Rs.10/- each fully paid up on behalf and for the benefit of Shriram Transport Finance Company Limited.

ATTACHMENT (III)

4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

a) Category-wise Share Holding

Category of Shareholder		No. of shares held at the beginning of the year (as on 01/04/2015)				No. of shares held at the end of the year (as on 31/03/2016)				% Change during the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A	PROMOTERS									
	(1) Indian									
	a Individual/HUF	0	0	0	0	0	0	0	0	0
	b Central Government	0	0	0	0	0	0	0	0	0
	C State Governments	0	0	0	0	0	0	0	0	0
	d Bodies Corporate	59,103,162	0	59,103,162	26.05	59,103,162	0	59,103,162	26.05	0
	e Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
	f Any other (Specify)	0	0	0	0	0	0	0	0	0
	Sub Total A(1)	59,103,162	0	59,103,162	26.05	59,103,162	0	59,103,162	26.05	0.00
	(2) Foreign									
	a NRI - Individuals	0	0	0	0	0	0	0	0	0
	b Other - Individuals	0	0	0	0	0	0	0	0	0
	c Bodies Corporate	0	0	0	0	0	0	0	0	0
	e Financial Institutions/Banks	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 (A)= (A)(1) +(A)(2)	59,103,162	0	59,103,162	26.05	59,103,162	0	59,103,162	26.05	0.00

Category of Shareholder		No. of shares held at the beginning of the year (as on 01/04/2015)				No. of shares held at the end of the year (as on 31/03/2016)				% Change during the year	
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares		
B	Public Shareholding										
	(1) Institutions										
	a	Mutual Funds (includes UTI)	9,342,070	34,045	9,376,115	4.13	3,790,453	34,045	3,824,498	1.69	(2.44)
	b	Financial Institutions / Banks	47,396	210	47,606	0.02	679,080	210	679,290	0.30	0.28
	c	Central Government	0	0	0	0	411,974	0	411,974	0.18	0.18
	d	State Government(s)	0	0	0	0	0	0	0	0	0
	e	Venture Capital Funds	0	0	0	0	0	0	0	0	0
	f	Insurance Companies	0	0	0	0	0	0	0	0	0
	g	Foreign Institutional Investors	92,180,943	0	92,180,943	40.63	66,704,689	0	66,704,689	29.40	(11.23)
	h	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
	i	Any other (Specify) Foreign Portfolio Investor	24,070,103	-	24,070,103	10.61	54,980,290	-	54,980,290	24.23	13.62
		Sub Total B(1)	125,640,512	34,255	125,674,767	55.39	126,566,486	34,255	126,600,741	55.80	0.41
	(2) Non-Institutions										
	a	Bodies Corporate									
	(i)	Indian	27,445,506	35,553	27,481,059	12.11	25,982,939	35,553	26,018,492	11.47	(0.64)
	(ii)	Overseas	0	50	50	0.00	0	50	50	0.00	0
	b	Individuals									
	(i)	Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh	6,457,216	4,979,278	11,436,494	5.04	6,891,966	4,673,348	11,565,314	5.10	0.06
	(ii)	Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh	1,900,471	186,937	2,087,408	0.92	2,229,214	186,937	2,416,151	1.06	0.14
	c	Any other (Specify)									
	(i)	Clearing Members	267,136	0	267,136	0.12	467,317	0	467,317	0.21	0.09
	(ii)	Trusts	287,838	0	287,838	0.13	271,412	0	271,412	0.12	(0.01)
	(iii)	NRI	418,902	124,750	543,652	0.24	275,347	124,750	400,097	0.18	(0.06)
	(iv)	Limited Liability Partner ship	1,170	0	1,170	0.00	40,000	0	40,000	0.02	0.02
		Sub Total B(2)	36,778,239	5,326,568	42,104,807	18.56	36,158,195	5,020,638	41,178,833	18.15	(0.41)
		Total Public Shareholding (B)= (B) (1)+(B)(2)	162,418,751	5,360,823	167,779,574	73.95	162,724,681	5,054,893	167,779,574	73.95	0.00
C	Shares held by Custodians for GDRs and ADRs										
		Grand Total (A) + (B) + (C)	221,521,913	5,360,823	226,882,736	100.00	221,827,843	5,054,893	226,882,736	100.00	0.00

Notes -

I. The Promoter Group as defined under Regulation 2(1)(t) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulations, 2011, (SAST Regulations 2011):

(1) Shriram Ownership Trust, (2) Shriram Financial Ventures (Chennai) Private Limited, (3) Shriram Life Insurance Company Limited, (4) Shriram General Insurance Company Limited, (5) Shriram Credit Company Limited, (6) Shriram Asset Management Company Limited, (7) Bharat Reinsurance Brokers Private Limited, (8) Shriram Overseas Investments Private Limited, (9) Shriram Investments Holdings Limited, (10) Bharat Investments Pte. Limited Singapore, (11) Shriram City Union Finance Ltd, (12) Shriram Fortune Solutions Limited, (13) Shriram Wealth Advisors Limited, (14) Shriram Insight Share Brokers Limited, (15) Shriram Financial Products Solutions (Chennai) Private Limited, (16) Shriram Housing Finance Limited, (17) Insight Commodities and Futures Private Limited (18) Shriram Seva Sankalp Foundation (19) Shrilakha Financial Services (Firm) and (20) SGI Philippines General Insurance Co Inc.

- II. The Persons Acting in Concert (PAC), as defined in the SAST Regulations 2011 for the purpose of Regulation 10 of SAST Regulations, 2011: (i) Sanlam Emerging Markets (Mauritius) Limited, (ii) Shriram Mutual Fund (SMF), (iii) Mr. S Krishnamurthy (Trustee of SMF), (iv) Mr. S M Prabhakaran (Trustee of SMF), (v) Mr. V N Shivashankar (Trustee of SMF), (vi) Dr. Qudsia Gandhi (Trustee of SMF), (vii) Mr. Mani Sridhar (Trustee of SMF), (viii) Shriram Automall India Limited, (ix) Sanlam Life Insurance Limited.

All the entities/persons mentioned in Note No. I and Note No. II are PACs for not less than three years except the entities at Sr. No. (18) (19) and (20) in Note No. I and the entities/persons at Sr. No. (iii), (v), (vi), (vii) and (ix) in Note No II which are PACs for less than three years.

None of the above-mentioned entities/persons in Note No. I and II hold any shares in the Company except the entity at Sr. No. (ix) in Note No. II.

ATTACHMENT (IV)

SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

b) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year (as on 01/04/2015)			Shareholding at the end of the year (as on 31/03/2016)			% change in share holding during the year (01/04/2015 to 31/03/2016)
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shriram Capital Limited	59,103,162	26.05	N.A	59,103,162	26.05	N.A	0.00
Total		59,103,162	26.05	N.A	59,103,162	26.05	N.A	0.00

ATTACHMENT (V)

SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

c) Change in Promoters' Shareholding : NIL

Shareholding	Shareholding at the beginning of the year (as on 01/04/2015)		Cumulative Shareholding during the year (01/04/2015 to 31/03/2016)	
	No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
At the beginning of the year	59,103,162	26.05	59,103,162	26.05
Date wise Increase / Decrease in Promoters Share holding during the year Specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat Equity etc.)	0	0	0	0
At the end of the year	59,103,162	26.05	59,103,162	26.05

ATTACHMENT (VI)
SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2015)		Changes during the year		Cumulative Shareholding during the year (31/03/2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	PIRAMAL ENTERPRISES LIMITED						
	Opening Balance as on 10/04/2015	22,600,000	9.96				
	Closing Balance as on 31/03/2016 Piramal Enterprises Limited is holding these shares as per the Benpos received by the Company on April 10, 2015. Prior to this date these shares were held by the PHL Capital Pvt Ltd (PHL) Consequently PHL is not holding any shares as on March 31, 2016.			-	-	22,600,000	9.96
2	SANLAM LIFE INSURANCE LIMITED						
	Opening Balance as on 01/04/2015	6,757,267	2.98				
	Closing Balance as on 31/03/2016					6,757,267	2.98
3	CENTAURA INVESTMENTS (MAURITIUS) PTE LTD						
	Opening Balance as on 01/04/2015	4,490,960	1.98				
	Closing Balance as on 31/03/2016					4,490,960	1.98
4	STICHTING PENSIOENFONDS ABP						
	Opening Balance as on 01/04/2015	4,054,000	1.79				
	17/04/2015			32,190	0.01	4,086,190	1.80
	08/05/2015			-835,552	-0.37	3,250,638	1.43
	29/05/2015			-197,559	-0.09	3,053,079	1.35
	19/06/2015			16,568	0.01	3,069,647	1.35
	26/06/2015			115,060	0.05	3,184,707	1.40
	10/07/2015			15,482	0.01	3,200,189	1.41
	17/07/2015			226,020	0.10	3,426,209	1.51
	31/07/2015			17,032	0.01	3,443,241	1.52
	07/08/2015			18,918	0.01	3,462,159	1.53
	21/08/2015			-3,462,159	-1.53	0	0.00
	Closing Balance as on 31/03/2016					0	0.00
5	SMALLCAP WORLD FUND, INC						
	Opening Balance as on 01/04/2015	3,595,363	1.58				
	15/05/2015			272,528	0.12	3,867,891	1.71
	22/05/2015			629,661	0.28	4,497,552	1.98
	29/05/2015			5,325	0.01	4,502,877	1.99
	05/06/2015			143,305	0.06	4,646,182	2.05
	12/06/2015			45,147	0.02	4,691,329	2.07
	19/06/2015			88,062	0.04	4,779,391	2.11
	28/08/2015			118,884	0.05	4,898,275	2.16
	04/09/2015			30,464	0.01	4,928,739	2.17
	Closing Balance as on 31/03/2016					4,928,739	2.17
6	ONTARIO TEACHERS' PENSION PLAN BOARD-NP3A - ALL						
	Opening Balance as on 01/04/2015	2,819,930	1.24				
	16/10/2015			-104,000	-0.05	2,715,930	1.20
	23/10/2015			-230,966	-0.10	2,484,964	1.10
	30/10/2015			-680,022	-0.30	1,804,942	0.80
	20/11/2015			-230,000	-0.10	1,574,942	0.69
	27/11/2015			-270,000	-0.12	1,304,942	0.57
	04/12/2015			-636,000	-0.28	668,942	0.29
	11/12/2015			-54,000	-0.02	614,942	0.27
	15/01/2016			-587,942	-0.26	27,000	0.01
	05/02/2016			-27,000	-0.01	0	0.00
	Closing Balance as on 31/03/2016					0	0.00
7	GOVERNMENT OF SINGAPORE						
	OPENING BALANCE AS ON 01/04/2015	2,523,428	1.11				
	10/04/2015			-5,050	-0.00	2,518,378	1.11
	24/04/2015			-1,812	-0.00	2,516,566	1.11
	01/05/2015			-59,995	-0.03	2,456,571	1.08
	08/05/2015			-43,044	-0.02	2,413,527	1.06

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2015)		Changes during the year		Cumulative Shareholding during the year (31/03/2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	05/06/2015			5,718	0.00	2,419,245	1.07
	12/06/2015			-2,992	-0.00	2,416,253	1.06
	26/06/2015			300,353	0.13	2,716,606	1.20
	30/06/2015			113,588	0.05	2,830,194	1.25
	03/07/2015			702,789	0.31	3,532,983	1.56
	10/07/2015			309,472	0.14	3,842,455	1.69
	31/07/2015			21,420	0.01	3,863,875	1.73
	07/08/2015			53,098	0.02	3,916,973	1.73
	21/08/2015			-37,119	-0.02	3,879,854	1.71
	28/08/2015			-111,259	-0.05	3,768,595	1.66
	04/09/2015			117,665	0.05	3,886,260	1.71
	11/09/2015			-63,695	-0.03	3,822,565	1.68
	02/10/2015			30,292	0.01	3,852,857	1.70
	09/10/2015			103,389	0.05	3,956,246	1.74
	23/10/2015			-2,246	-0.00	3,954,000	1.74
	30/10/2015			-32,543	-0.01	3,921,457	1.73
	06/11/2015			-4,981	-0.00	3,916,476	1.73
	13/11/2015			-63,960	-0.03	3,852,516	1.70
	20/11/2015			-3,551	-0.00	3,848,965	1.70
	04/12/2015			137,601	0.06	3,986,566	1.76
	11/12/2015			-899	0.000	3,985,667	1.76
	18/12/2015			3	0.000	3,985,670	1.76
	31/12/2015			-11,677	-0.01	3,973,993	1.75
	08/01/2016			37,536	0.02	4,011,529	1.77
	15/01/2016			-2,168	-0.00	4,009,361	1.77
	22/01/2016			-1,496	-0.001	4,007,865	1.77
	29/01/2016			75,070	0.03	4,082,935	1.80
	05/02/2016			159,098	0.07	4,242,033	1.87
	12/02/2016			37,036	0.02	4,279,069	1.89
	26/02/2016			-4	0.00	4,279,065	1.89
	04/03/2016			3,568	0.00	4,282,633	1.89
	11/03/2016			-2,884	-0.00	4,279,749	1.89
	18/03/2016			47,378	0.02	4,327,127	1.91
	31/03/2016			10,850	0.01	4,337,977	1.91
	Closing Balance as on 31/03/2016					4,337,977	1.91
8	VANGUARD EMERGING MARKETS STOCK INDEX FUND, ASERIES OF VANGUARD INTERNATIONAL EQUITY INDE X FUND						
	Opening Balance as on 01/04/2015	2,343,581	1.03				
	01/05/2015			7,304	0.00	2,350,885	1.04
	08/05/2015			8,300	0.00	2,359,185	1.04
	26/06/2015			698,073	0.31	3,057,258	1.35
	14/08/2015			-8,300	-0.00	3,048,958	1.34
	21/08/2015			-19,920	-0.01	3,029,038	1.33
	28/08/2015			-38,844	-0.02	2,990,194	1.32
	04/09/2015			-53,120	-0.02	2,937,074	1.30
	11/09/2015			-27,888	-0.01	2,909,186	1.28
	25/09/2015			-7,304	-0.00	2,901,882	1.28
	30/09/2015			-21,912	-0.01	2,879,970	1.27
	30/10/2015			-2,985	-0.00	2,876,985	1.27
	06/11/2015			-961	0.00	2,876,024	1.27
	20/11/2015			-28,401	-0.01	2,847,623	1.25
	27/11/2015			-9,593	-0.00	2,838,030	1.25
	04/12/2015			-26,947	-0.01	2,811,083	1.24
	18/12/2015			-13,536	-0.01	2,797,547	1.23
	25/12/2015			-6,552	-0.00	2,790,995	1.23
	15/01/2016			-17,836	-0.01	2,773,159	1.22

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2015)		Changes during the year		Cumulative Shareholding during the year (31/03/2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	22/01/2016			-14,078	-0.01	2,759,081	1.22
	29/01/2016			-7,604	-0.00	2,751,477	1.21
	05/02/2016			-34,255	-0.01	2,717,222	1.20
	12/02/2016			-12,565	-0.01	2,704,657	1.19
	26/02/2016			-26,969	-0.01	2,677,688	1.18
	04/03/2016			-29,077	-0.01	2,648,611	1.17
	11/03/2016			6,960	0.00	2,655,571	1.17
	18/03/2016			-11,193	-0.00	2,644,378	1.17
	25/03/2016			-18,165	-0.01	2,626,213	1.16
	Closing Balance as on 31/03/2016					2,626,213	1.16
9	ABU DHABI INVESTMENT AUTHORITY - GULAB						
	Opening Balance as on 01/04/2015	2,282,218	1.01				
	22/05/2015			-19,900	-0.01	2,262,318	0.99
	29/05/2015			-144,837	-0.06	2,117,481	0.93
	05/06/2015			-28,800	-0.01	2,088,681	0.92
	24/07/2015			21,489	0.01	2,110,170	0.93
	21/08/2015			-8,160	-0.00	2,102,010	0.93
	28/08/2015			-41,541	-0.02	2,060,469	0.91
	04/09/2015			-4,700	-0.00	2,055,769	0.91
	27/11/2015			-14,380	-0.01	2,041,389	0.90
	04/12/2015			-57,520	-0.02	1,983,869	0.87
	04/03/2016			-21,088	-0.01	1,962,781	0.86
	18/03/2016			-260,980	-0.11	1,701,801	0.75
	Closing Balance as on 31/03/2016					1,701,801	0.75
10	MERRILL LYNCH CAPITAL MARKETS ESPANA S.A. S.V.						
	Opening Balance as on 01/04/2015	2,273,232	1.00				
	10/04/2015			47,726	0.02	2,320,958	1.02
	17/04/2015			99,022	0.04	2,419,980	1.07
	24/04/2015			404,159	0.18	2,824,139	1.24
	01/05/2015			-205,187	-0.09	2,618,952	1.15
	08/05/2015			-464,937	-0.20	2,154,015	0.95
	15/05/2015			-46,854	-0.02	2,107,161	0.93
	22/05/2015			-1,305	-0.00	2,105,856	0.93
	29/05/2015			-75,250	-0.03	2,030,606	0.89
	05/06/2015			772	0.00	2,031,378	0.89
	12/06/2015			4,443	0.00	2,035,821	0.90
	19/06/2015			-349,603	-0.15	1,686,218	0.74
	26/06/2015			286,625	0.13	1,972,843	0.87
	03/07/2015			-688,908	-0.30	1,283,935	0.57
	10/07/2015			-24,269	-0.01	1,259,666	0.55
	17/07/2015			74,304	0.03	1,333,970	0.59
	31/07/2015			-79,361	-0.03	1,254,609	0.55
	07/08/2015			-136,759	-0.06	1,117,850	0.49
	14/08/2015			2,997	0.00	1,120,847	0.49
	21/08/2015			-2,776	-0.00	1,118,071	0.49
	28/08/2015			62,697	0.03	1,180,768	0.52
	04/09/2015			231,206	0.10	1,411,974	0.62
	11/09/2015			8,977	0.00	1,420,951	0.63
	18/09/2015			-233	0.00	1,420,718	0.63
	25/09/2015			24,823	0.01	1,445,541	0.64
	30/09/2015			-328,339	-0.14	1,117,202	0.49
	09/10/2015			5,318	0.00	1,122,520	0.49
	16/10/2015			18,429	0.01	1,140,949	0.50
	23/10/2015			9,430	0.00	1,150,379	0.51
	30/10/2015			334	0.00	1,150,713	0.51

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2015)		Changes during the year		Cumulative Shareholding during the year (31/03/2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	06/11/2015			97,748	0.04	1,248,461	0.55
	20/11/2015			1,154	0.00	1,249,615	0.55
	27/11/2015			-1,184	-0.00	1,248,431	0.55
	04/12/2015			107,187	0.05	1,355,618	0.60
	11/12/2015			22,801	0.01	1,378,419	0.61
	18/12/2015			99,075	0.04	1,477,494	0.65
	25/12/2015			89,498	0.04	1,566,992	0.69
	31/12/2015			-54,077	-0.02	1,512,915	0.67
	01/01/2016			-11,400	-0.01	1,501,515	0.66
	08/01/2016			-16,950	-0.01	1,484,565	0.65
	15/01/2016			-286	0.00	1,484,279	0.65
	22/01/2016			-211	0.00	1,484,068	0.65
	29/01/2016			2,767	0.00	1,486,835	0.65
	05/02/2016			31,409	0.01	1,518,244	0.67
	12/02/2016			-122,526	-0.05	1,395,718	0.61
	19/02/2016			-269,674	-0.12	1,126,044	0.50
	26/02/2016			5,913	0.00	1,131,957	0.50
	04/03/2016			22,683	0.01	1,154,640	0.51
	11/03/2016			15,122	0.01	1,169,762	0.52
	18/03/2016			40,026	0.02	1,209,788	0.53
	25/03/2016			392,647	0.17	1,602,435	0.71
	31/03/2016			-31,779	-0.01	1,570,656	0.69
	Closing Balance as on 31/03/2016					1,570,656	0.69
11	STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL						
	Opening Balance as on 01/04/2015	0	0.000				
	21/08/2015			3,462,159	1.53	3,462,159	1.53
	04/12/2015			82,800	0.04	3,544,959	1.56
	25/12/2015			399,218	0.18	3,944,177	1.74
	22/01/2016			500,578	0.22	4,444,755	1.96
	04/03/2016			32,031	0.01	4,476,786	1.97
	Closing Balance as on 31/03/2016					4,476,786	1.97
12	NEW WORLD FUND INC						
	Opening Balance as on 01/04/2015	1,031,200	0.45				
	15/05/2015			371,630	0.16	1,402,830	0.62
	22/05/2015			263,875	0.12	1,666,705	0.73
	29/05/2015			18,353	0.01	1,685,058	0.74
	05/06/2015			493,910	0.22	2,178,968	0.96
	12/06/2015			155,602	0.07	2,334,570	1.03
	19/06/2015			303,520	0.13	2,638,090	1.16
	31/07/2015			83,911	0.04	2,722,001	1.20
	21/08/2015			467,869	0.21	3,189,870	1.41
	28/08/2015			122,540	0.05	3,312,410	1.46
	Closing Balance as on 31/03/2016					3,312,410	1.46
13	KUWAIT INVESTMENT AUTHORITY - FUND NO. 208						
	Opening Balance as on 01/04/2015	1,965,821	0.87				
	15/05/2015			52,709	0.02	2,018,530	0.89
	30/06/2015			129,449	0.06	2,147,979	0.95
	18/09/2015			-105,803	-0.05	2,042,176	0.90
	30/10/2015			198,971	0.09	2,241,147	0.99
	11/12/2015			273,683	0.12	2,514,830	1.11
	18/12/2015			87,850	0.04	2,602,680	1.15
	31/03/2016			81169	0.04	2,683,849	1.18
	Closing Balance as on 31/03/2016					2,683,849	1.18

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2015)		Changes during the year		Cumulative Shareholding during the year (31/03/2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
14	GOVERNMENT PENSION FUND GLOBAL						
	Opening Balance as on 01/04/2015	1,609,996	0.71				
	10/04/2015			-22,798	-0.01	1,587,198	0.70
	17/04/2015			101,716	0.04	1,688,914	0.74
	08/05/2015			11,430	0.01	1,700,344	0.75
	15/05/2015			73,952	0.03	1,774,296	0.78
	29/05/2015			-17,106	-0.01	1,757,190	0.77
	05/06/2015			116,862	0.05	1,874,052	0.83
	12/06/2015			182,250	0.08	2,056,302	0.91
	19/06/2015			67,750	0.03	2,124,052	0.94
	26/06/2015			-135,927	-0.06	1,988,125	0.88
	21/08/2015			175,923	0.08	2,164,048	0.95
	30/10/2015			123,477	0.05	2,287,525	1.01
	06/11/2015			190,516	0.08	2,478,041	1.09
	Closing Balance as on 31/03/2016					2,478,041	1.09

ATTACHMENT (VII)

SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

e) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year (01/04/2015)		Cumulative Shareholding during the year (01/04/2015 to 31/03/2016)	
		No. of shares	% of total Shares of the company	No. of Shares	% of total shares of the Company
1	Mr.Umesh Revankar				
	PAN :ACSPRO783M				
	Opening Balance as on 01/04/2015	18,450	0.008		
	Closing Balance as on 31/03/2016			18,450	0.008
2	Mr.S. M. Bafna				
	PAN :AABPB5180H				
	Opening Balance as on 01/04/2015	1,200	0.001		
	Closing Balance as on 31/03/2016			1,200	0.001
3	Mr.Parag Sharma				
	PAN :ABDPS9129C				
	Opening Balance as on 01/04/2015	41,000	0.020		
	Closing Balance as on 31/03/2016			41,000	0.020

ATTACHMENT (VIII)

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2016

(Rs. in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,470,380.43	421,227.77	536,009.87	4,427,618.07
ii) Interest due but not paid (unclaimed)	1,259.23	832.19	491.09	2,582.51
iii) Interest accrued but not due	92,852.64	39,958.90	25,987.95	158,799.49
Total (i+ii+iii)	3,564,492.30	462,018.86	562,488.91	4,589,000.07

(Rs. in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition*	2,311,658.68	168,867.78	390,856.54	2,871,383.00
• Reduction*	1,968,168.35	209,543.36	123,861.99	2,301,573.70
Net Change	343,490.33	-40,675.58	266,994.55	569,809.30
Indebtedness at the end of the financial year				
i) Principal Amount	3,821,328.23	378,045.50	779,696.67	4,979,070.40
ii) Interest due but not paid(unclaimed)	1,959.95	904.58	1,140.00	4,004.53
iii) Interest accrued but not due	84,694.45	42,393.20	48,646.79	175,734.44
Total (i+ii+iii)	3,907,982.63	421,343.28	829,483.46	5,158,809.37

* Addition and reduction includes Interest

ATTACHMENT (IX)

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
		Mr.Umesh Revankar - CEO and Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,875,040.00	3,875,040.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	584,256.00	584,256.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option		0
3	Sweat Equity		0
4	Commission		0
	- as % of profit		0
	- others, specify...		0
5	Others, please specify		0
	PF Contribution	429,192.00	429,192.00
	NPS Contribution	356,400.00	356,400.00
	Total (A)	5,244,888.00	5,244,888.00
	Ceiling as per the Act		1,959,974,390.00

ATTACHMENT (X)

b) Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		Mr. S. M. Bafna	Mrs. Kishori Udeshi	Mr. S. Lakshminarayanan	Mr. Amitabh Chaudhry	Mr. S. Sridhar	
1	Independent Directors						
	• Fee for attending Board Committee meetings	155,000.00	460,000.00	290,000.00	215,000.00	205,000.00	1,325,000.00
	• Commission	500,000.00	500,000.00	500,000.00	500,000.00	500,000.00	2,500,000.00
	• Others, please specify	0	0	-	0	0	0
	Total (1)	655,000.00	960,000.00	790,000.00	715,000.00	705,000.00	3,825,000.00

Sr. No.	Particulars of Remuneration	Name of Directors					
		Mr.D. V. Ravi		Mr.Puneet Bhatia		Mr.Gerrit Lodewyk Van Heerde	
2	Other Non-Executive Directors	NIL					
	• Fee for attending board committee meetings						
	• Commission						
	• Others, please specify						
	Total (2)	0	0	0	0	0	0
	Total (B)=(1+2)	655,000.00	960,000.00	790,000.00	715,000.00	705,000.00	3,825,000.00
	Total Managerial Remuneration	655,000.00	960,000.00	790,000.00	715,000.00	705,000.00	3,825,000.00
	Overall Ceiling as per the Act (#)						178,179,490.00

(being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)

ATTACHMENT (XI)

c) Remuneration to Key Managerial Personnel other than MD / Manager / WTD.

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs.)
		Company Secretary	Executive Director & CFO	
		Mr. Vivek Achwal	Mr. Parag Sharma	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,933,428.00	3,278,000.00	6,211,428.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	18,666.67	18,666.67
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5	Others, please specify	0	0	0
	PF Contribution	103,680.00	187,200.00	290,880.00
	Total	3,037,108.00	3,483,866.67	6,520,974.67

ATTACHMENT (XII)

7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

POLICY ON BOARD DIVERSITY

1. Vision

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

2. Policy Statement

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board of Directors (Board), necessary for achieving sustainable and balanced development. For appointment of persons to office of directors and deciding composition of the Board, the Nomination Remuneration and Compensation Committee (NRC Committee) and the Board shall also have due regard to this policy on Board diversity. In this process the NRC Committee /Board will take into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal and contractual requirements of the Company.

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

3. Review of Policy

The NRC Committee will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval.

NOMINATION REMUNERATION AND COMPENSATION COMMITTEE POLICY/CHARTER

Composition of the Nomination Remuneration and Compensation Committee (NRC Committee)

The NRC Committee of the Company shall be formed by the Board of Directors of the Company out of its Board members. The NRC Committee shall consist of minimum three non-executive directors out of which two shall be independent directors. The chairperson of the company may be appointed as a member of the NRC Committee but shall not chair the NRC Committee. The Chairman of the NRC Committee shall be an independent director. No member of the NRC Committee shall have a relationship that may interfere with his independence from management and the Company or with the exercise of his duties as a NRC committee member.

The NRC Committee may invite such of the executives of the Company, as it considers appropriate (and particularly the Managing Director) to be present at the meetings of the NRC committee, but on occasions it may also meet without the presence of any executives of the company.

The Company Secretary shall act as the secretary to the NRC Committee.

Explanation:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b)
 - (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lac rupees or such higher amount

as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- (e) who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
- (f) who possesses such other qualifications as may be prescribed.

Meetings of NRC Committee

The NRC Committee shall meet at least two times in a year and not more than six months shall elapse between two meetings. The quorum for any meeting of the NRC Committee shall be either two members or one third of the members of the NRC Committee present whichever is greater, (any fraction rounded off to the next whole number) but there shall be a minimum of two independent members present. All matters will be determined by a majority vote of the members present.

The NRC Committee may adopt procedural rules for its meetings and the conduct of its business, not inconsistent with this Charter, the Company's Articles of Association, or applicable laws. The NRC Committee is governed by the same rules regarding meetings (including meetings by telephonic conference or similar communication equipments), action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board. Adequate provision will be made for notice to members of all meetings.

The NRC Committee agenda is developed by the Chairman of the NRC Committee and the Managing Director with input from appropriate members of management and staff. The NRC Committee may meet periodically with senior management personnel in separate executive sessions.

When present, the Chairman of the NRC Committee shall preside over the NRC Committee meetings. In his absence, NRC Committee members present may appoint a chairman from among themselves. The Chairman of the NRC Committee shall report to the Board on NRC Committee meetings and actions, and the Company Secretary shall keep minutes of all NRC Committee meetings, which are distributed to NRC Committee members for review and approval.

The chairperson of the NRC committees or, in his absence, any other member of the NRC committee authorised by him in this behalf shall attend the general meetings of the company, to answer the shareholder queries.

The NRC Committee shall evaluate its performance annually and discuss the outcome of the evaluation with the full Board.

Powers of the NRC Committee

The NRC Committee shall have powers, which include the following:

1. To examine any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Any other matter as may be assigned by the Board of Directors from time to time.

The NRC Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The NRC Committee shall have authority to appoint and

terminate outside counsel or other experts or consultants as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. The NRC Committee may for this purpose utilise the office of the Company Secretary to appoint and interact with such outside counsel or other experts or consultants. The Company will provide the NRC Committee with appropriate funding, as the NRC Committee determines, for the payment of compensation to the Company's outside counsel and other advisors as it deems appropriate and administrative expenses of the NRC Committee that are necessary or appropriate in carrying out its duties. In discharging its responsibilities, the NRC Committee is empowered to examine any matter relating to compensation and remuneration which are brought to its attention. The NRC Committee will have access to the Company's books, records, facilities, and personnel. Any communications between the NRC Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the NRC Committee will take all necessary steps to preserve the privileged nature of those communications.

Role of the NRC Committee

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees after ensuring that-
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. Devising a policy on Board diversity.

Remuneration of Managing Director:

The NRC Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the company's policy on specific remuneration package for Managing Director including pension rights and any compensation payment. The following shall be the principal recurring processes of the NRC Committee in carrying out its responsibilities relating to Managing Director's Compensation. The processes are set forth as a guideline with the understanding that the NRC Committee may supplement them as appropriate.

1. Provide independent oversight of and consult with Company management regarding the Company's compensation, bonus, pension and other benefit plans, policies and practices applicable to the Company.
2. Develop guidelines for and annually review and approve (a) the annual basic salary, (b) the annual incentive and bonus, including the specific goals and amount, and (c) equity compensation for the Managing Director.
3. Review and approve (a) employment agreements, severance arrangements and change in control agreements/provisions and (b) any other benefits, compensation or arrangements, for the Managing Director.
4. Prepare an annual report regarding Managing Director's compensation for inclusion in the Company's financial statements as required under any Applicable Rules.
5. In consultation with outside consultants, evaluate and recommend the form and amount of compensation to the director and make recommendations to the Board.

Remuneration of Independent Directors:

The Company is being benefited from the expertise, advise and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and

give their valuable advice, suggestion and guidance to the management of the Company from time to time.

Non Executive Independent Directors of the company are paid following remuneration:

Sitting Fees

Rs. 50,000/-for every meeting of Board and Rs. 25,000/- for every Committee meeting attended by them.

Commission

Equal commission is being paid to all Non-Executive Independent Directors. However, Independent Directors who hold office for part of Financial Year are paid commission on pro-rata basis. The shareholders of the Company in their 34th Annual General Meeting held on July 05, 2013 have approved payment of commission to Independent Directors for a period of five years ending March 31, 2017 subject to the limit of 1% of net profits of the Company as calculated pursuant to the Companies Act. The amount of commission for every financial year will be decided by the Board of Directors.

Employee Stock Option Scheme (ESOS):

The NRC Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to ESOS including, administration of the Company's stock incentive plans, other similar incentive plans and interpret and adopt rules for the operation thereof.

Establish guidelines for and approve the granting of stock options to key employees, officers and directors of the Company, including determination of the number of shares to be covered by each option, whether the option will be an incentive stock option or otherwise and the vesting schedule for each option.

- formulation of the detailed terms and conditions of the ESOS.
- the quantum of options to be granted under the ESOS per employee and in aggregate.
- the conditions under which options vested in employees may lapse in case of termination of employment for misconduct;
- the exercise period within which the employee should exercise the options and the lapse of such options on failure to exercise them within the exercise period;
- the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee.

- the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as right issues, bonus issues, merger, sale of division and others.
- In this regard following shall be taken into consideration by the NRC Committee:
 - the number and the price of ESOS shall be adjusted in a manner such that total value of the ESOS remains the same after the corporate action
 - for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered.
 - the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the option holders.
 - the grant, vest and exercise of options in case of employees who are on long leave.
 - the procedure for cashless exercise of options, if any.
- The NRC Committee shall frame suitable policies and systems to ensure that there is no violation of;
 - a. Securities and Exchange Board of India (Insider Trading) Regulations, 2015; and
 - b. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995, by any employee.

General Responsibilities:

1. Report to the Board on matters discussed at each NRC Committee meeting.
2. Examine any matter brought to its attention within the scope of its duties.
3. Annually evaluate its own performance.
4. review compensation related disclosures to be filed or submitted by the Company pursuant to Applicable Rules.
For the purpose of this Policy/Charter, "Applicable Rules" means applicable laws, regulations, rules, policy statements or guidelines or notifications, of or issued by any Government /Quasi Government Authorities including the Securities and Exchange Board of India and the Stock Exchanges.
5. The NRC Committee shall review and reassess the adequacy of this Policy/Charter annually and recommend any proposed changes to the Board for approval.
6. Perform other functions as requested by the Board.

Changes in the Governing Laws: Any changes in the Governing laws such as the Listing agreements, Companies Act, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the other Laws and the Rules, Notifications and Guidelines, if any, issued/ framed thereunder and applicable to the Company which has an effect of enlarging the scope of the role of the NRC Committee shall automatically be deemed to enlarge the role of the NRC Committee provided herein above.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:-

Sr. No.	Name of Director/KMP & Designation	% Increase in Remuneration in the FY 2015-16	Ratio of Remuneration of each Director to median remuneration of Employees	Comparison of the remuneration of the KMP against the performance of the Company
1.	Mr. Umesh Revankar CEO and Managing Director	8.93	21.02x	In FY 2015-16, the Revenue from operations increased by 18.58 %.
2.	Mr. S. Lakshminarayanan Chairman - Independent Director	9.72	3.17x	
3.	Mr. S.M. Bafna Independent Director	-	2.63x	
4.	Mr. Amitabh Chaudhry Independent Director	24.35	2.87x	
5.	Mrs. Kishori Udeshi Independent Director	23.87	3.85x	
6.	Mr. S. Sridhar Independent Director	131.15	2.83x	
7.	Mr. Parag Sharma Chief Financial Officer	9.04	Not Applicable	
8.	Mr. Vivek Achwal Company Secretary	4.25	Not Applicable	

- (ii) In the financial year, there was an increase of 21.33% in the median remuneration of the employees.
- (iii) There were 19170 permanent employees on the roll of Company as on March 31, 2016.
- (iv) Relationship between average increase in remuneration & company performance:-
The increase in revenue from operations in FY 15-16 is 18.58 %, whereas the increase in median remuneration is 21.33%.
- (v) Variations in the market capitalization of the Company:-
- The market capitalization of the Company has decreased by 14.47% as on March 31, 2016 to ₹21,625.33 crores from ₹25,282.68 crores as on March 31, 2015.
 - Price Earnings Ratio of the Company was 18.35 as at March 31, 2016 and was 20.42 as at March 31, 2015.
 - Percent increase over/decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year :-
The company has come out with initial public offer (IPO) in 1997. An amount of Rs 10/- per share invested in the said IPO would be worth Rs 943.15 per share as on March 31, 2016.
- (vi) Average percentile increase made in salaries of employees other than the managerial personnel in the last financial year i.e 2015-16 was 34.23% whereas the increase in the managerial remuneration for the same financial year was 25.33%.
- (vii) The key parameters for any variable component of remuneration availed by the Managing Director is approved by the shareholders. Independent Directors are paid commission as determined by the Board of Directors and as per the Nomination Remuneration and Compensation Committee Policy/Charter.
- (viii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year -Not Applicable.
- (ix) It is hereby affirmed that the remuneration paid is as per the Nomination Remuneration and Compensation Committee Policy/Charter.

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Shriram Transport Finance Company Limited
CIN L65191TN1979PLC007874
Mookambika Complex, 3rd Floor
No:4, Lady Desika Road, Mylapore
Chennai 600004

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shriram Transport Finance Company Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of Company's books, papers, minute books, forms, statutory registers and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- 1) The Companies Act, 2013(the Act)and the rules made there under;
- 2) The Securities Contracts(Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 6) Reserve Bank of India Act, 1934
- 7) Non- Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007 as amended.
- 8) Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions. 1998 as amended.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were carried out with unanimous approval of the Board and there was no instance of dissent voting by any member during the period under review.

I have examined the systems and processes of the Company in place to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the Company and its observance by them.

I further report that there are adequate systems and processes

in the company commensurate with the size and operations of the company to monitor and ensure compliance with other applicable laws on the operation of the Company and the rules made thereunder.

I further report that during the audit period apart from the instances mentioned hereunder, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

- (i) Private Placement offer letter for secured redeemable Non-Convertible Debentures pursuant to Section 42 of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- (ii) Private Placement offer letter for Unsecured redeemable Non-Convertible Subordinated Debt in the nature of Debentures pursuant to Section 42 read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014.
- (iii) Redemption of Certain Options of NCD issued vide Public Issue made in the years 2010 and 2013
- (iv) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

P. Sriram & Associates

Place: Chennai

FCS No. 4862

Date: April 20, 2016

CP No: 3310

This Report is to be read with my testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure - A

To

The Members

Shriram Transport Finance Company Limited

My report of even date is to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, the company had followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai

Date: April 20, 2016

P. Sriram & Associates

FCS No. 4862

CP No: 3310

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Shriram Transport Finance Company Limited,

We S. R. Batliboi & Co. LLP ("SRB") and G. D. Apte & Co. ("GDA") have jointly examined the compliance of conditions of Corporate Governance by Shriram Transport Finance Company Limited ('the Company'), for the year ended on March 31, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 301003E / E300005

per Shrawan Jalan

Partner

Membership No. 102102

Place : Mumbai

Date : April 29, 2016

For **G. D. Apte & Co.**

Chartered Accountants

ICAI Firm Registration No. 100515W

Ameya Tambekar

Partner

Membership No. 128355

Place : Mumbai

Date : April 29, 2016

Corporate Governance Report



THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE IS AIMED AT:

- (a) Enhancing long term Shareholder value through
 - Assisting the top management in taking sound business decisions; and
 - Prudent financial management.
- (b) Achieving transparency and professionalism in all decisions and activities of the Company.
- (c) Achieving excellence in Corporate Governance by
 - Conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible.
 - Reviewing periodically the existing systems and controls for further improvements.

BOARD OF DIRECTORS

Composition

The Board of Directors of the Company consists of professionals from varied disciplines. The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the CEO and Managing Director, who functions under the overall supervision, direction and control of the Board of Directors of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc. Some of the powers of the Board have also been delegated to Committee(s), which monitors the day-to-day affairs relating to operational matters. The Board thus exercises close control over the overall functioning of the Company with a view to enhance the Shareholder value.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

During the year under review, six meetings of the Board of Directors were held on April 30, 2015, June 18, 2015, June 26, 2015, July 31, 2015, October 29, 2015, and January 30, 2016.

The maximum gap between any two meetings was not more than one hundred and twenty days. The thirty six Annual General Meeting was held on July 31, 2015.

As of March 31, 2016, the Company's Board comprised of nine directors. The Chairman of the Board is independent, non-executive director. The CEO and Managing Director is an executive of the Company.

As mandated by Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulation) as of March 31, 2016, none of the independent directors of the company served as an independent director in more than seven listed entities and as per Regulation 26 of SEBI Regulation none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees of the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The Agenda setting out the business to be transacted at the meeting alongwith the explanatory notes are sent to the directors seven days before the Board Meeting date. In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings.

The names and categories of Directors, their attendance at Board Meetings held during the financial year and at the last Annual General Meeting (AGM) and number of memberships/ chairmanships of Directors in other Boards and Board Committees are as follows:

COMPOSITION OF BOARD AS OF MARCH 31, 2016:

Name of the Director and Category of Directorship	No. of Board Meetings attended	Whether attended the last AGM	Total no. of Directorships	Total no. of Memberships of the Committees of Board		Total no. of Chairmanships of the committees of Board	
				Memberships in Audit / Stakeholders Relationship Committee	Memberships in other Committees	Chairmanships in Audit / Stakeholders Relationship Committee	Chairmanships in other Committees
Mr. S Lakshminarayanan Chairman Non-executive Independent Director DIN: 02808698	6	Yes	6	2	2	1	1
Mr. Umesh Revankar, Executive, CEO and Managing Director DIN: 00141189	6	Yes	2	0	1	0	1
*Mr. R. Sridhar Non-executive Non- Independent Director (upto July 31, 2015) DIN:00136697	3	Yes	NA	NA	NA	NA	NA
Mr. S M Bafna Non-executive Independent Director, DIN: 00162546	4	Yes	14	1	2	-	-

Name of the Director and Category of Directorship	No. of Board Meetings attended	Whether attended the last AGM	Total no. of Directorships	Total no. of Memberships of the Committees of Board		Total no. of Chairmanships of the committees of Board	
				Memberships in Audit / Stakeholders Relationship Committee	Memberships in other Committees	Chairmanships in Audit / Stakeholders Relationship Committee	Chairmanships in other Committees
Mr. Puneet Bhatia Non-executive Non-Independent Director DIN: 00143973	4	Yes	9	-	-	-	-
Mr. Amitabh Chaudhry Non-executive Independent Director, DIN: 00531120	4	Yes	6	2	9	-	2
Mrs. Kishori Jayendra Udeshi Non-executive Independent Director DIN: 01344073	6	Yes	7	3	5	-	3
Mr. Gerrit Lodewyk Van Heerde, Non-executive Non-Independent Director DIN: 06870337	5	Yes	10	2	1	1	-
Mr. Sridhar Srinivasan Non-executive Independent Director DIN: 00004272	4	Yes	14	2	1	4	-
**Mr. D. V. Ravi Non-executive Non-Independent Director DIN:00171603	3	Yes	16	3	5	-	2

Notes:

- In the above table, the total number of directorships of a Director includes his/her directorships in private companies, Section 8 company and foreign companies, if any, and their directorship in the Company has been excluded.
- The memberships and chairmanships of Directors in committees do not include their memberships and chairmanships in the Company.
- The memberships and chairmanships of Directors in committees include their memberships and chairmanships in the wholly owned subsidiary of the Company.
- None of the above Directors are related inter- se.
- * Mr. R. Sridhar retired by rotation after 36th Annual General Meeting held on July 31, 2015.
- ** The Board of Directors appointed Mr. D. V. Ravi as an Additional Director of the Company w.e.f. June 18, 2015.
- Mr. S. M. Bafna hold 1200 Equity shares of the Company. No other non-executive directors holds any shares and convertible instruments in the Company.

FAMILIARISATION PROGRAMME

The Company has put in place a system to familiarise its Independent Directors about the Company, its financial products, the industry and business model of the company and its subsidiary. In addition, the Company also keeps the independent directors, updated on the events and developments in the industry and business environment.

During the Financial Year 2015-16 a Familiarisation Programme was conducted on January 30, 2016 which was attended by the Independent Directors of the Company. At the Familiarisation Programme a presentation was given by the Partner of a well-known reputed firm of Solicitors and Advocates from Mumbai. The details of Familiarisation Programme is uploaded on the Company's website at the web link: <http://stfc.in/pdf/Familiarisation-Programme-2016-STFC.PDF>

PERFORMANCE EVALUATION

The Board has carried out evaluation of its own performance, the directors individually and evaluation of working of the committees of the Board during the financial year 2015-16. The structured evaluation process contained various aspects of the functioning of the Board and its committees, number of committees and their roles, frequency of meetings, level of participation, and independence of judgement, performance of duties and obligations and implementation of good corporate governance practices.

The Board expressed its satisfaction of the performance of all the directors, Board and its committees which reflected the overall engagement of the directors, the Board and its committees with the Company.

MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the Independent Directors of the Company was held on April 29, 2016 to evaluate their performance of Non-Independent Directors and the Board as a whole and performance of Chairperson, who were evaluated on parameters such as attendance, level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its stake holders. The Independent Directors expressed their satisfaction on the performance and effectiveness of the Board, individual Non-Independent Board members, Independent Directors and the Chairman. They also expressed satisfaction with the quality, quantity and timelines of flow of information between the Company management and the Board.

Policy for prohibition of Insider Trading: In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and to preserve the

confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/ Designated persons of the Company, relating to dealings by them in the securities of the Company.

The Code also provides for periodical disclosures from Directors/ Designated persons as well as pre-clearance of transactions by such persons.

COMMITTEES OF DIRECTORS

(A) Mandatory Committees

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Regulation read with Section 177 of the Companies Act, 2013 ('the Act')

Terms of Reference

The terms of reference of the Audit Committee, inter alia includes:

- Overseeing the financial reporting process.
- To ensure proper disclosure in the quarterly, half yearly and Annual Financial Statements.
- To recommend appointment, re-appointment of auditors and the fixing of their remuneration. Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the Financial Statements before submission to the Board.
- Reviewing, with the management, performance of statutory and Internal auditors, adequacies of the internal control systems.
- Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the shelf prospectus/ offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Discussing with Internal auditors on any significant findings and follow up there on.

- Reviewing the findings of any internal examinations by the Internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To discuss with the management, the senior internal audit executives and the statutory auditor/s the Company’s major risk exposures and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken by the Company, including discussing the Company’s major financial risk exposures and steps taken by management to monitor and mitigate such exposures and from time to time conferring with another Committee/s of the Board about risk exposures and policies within the scope of such other Committee’s oversight.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.
- To review the functioning of the Whistle Blower Mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Review and monitor the Auditor’s independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- To review the financial Statements, in particular, the investments made by the unlisted subsidiary company/ies.
- Granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm’s length pricing basis and to review and approve such transactions.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year under review, five meetings were held on April 30, 2015, June 26, 2015, July 31, 2015, October 28, 2015, and January 30, 2016. The maximum gap between any two meetings was not more than one hundred and twenty days.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. S. Sridhar – Chairman	Non- Executive Independent	5
Mrs. Kishori Udeshi	Non- Executive Independent	5
Mr. S. M. Bafna	Non- Executive Independent	2
Mr. Puneet Bhatia	Non-Executive Non-Independent	3

The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors, Internal Auditor, the CEO and Managing Director and the Chief Financial Officer and the Head of Accounts Department of the Company and invitees, if any attend the Audit Committee meeting to provide information and clarifications.

NOMINATION REMUNERATION AND COMPENSATION COMMITTEE

The “Nomination Remuneration and Compensation Committee” (NRC Committee) has been constituted by the Board as per the requirements of the provisions of Section 178 (1) of the Companies Act, 2013 and Regulation 19 of the SEBI Regulation.

Terms of Reference

The terms of reference of the NRC Committee, inter alia includes:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment

and removal and to carry out evaluation of every director's performance.

2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees after ensuring that-
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
3. Such other matters as may be stipulated under the relevant Regulations.
4. To devise a policy on Board diversity.

During the year under review, two meetings of the Committee were held on April 30, 2015 and June 18, 2015.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. S. M. Bafna - Chairman	Non Executive -Independent	1
Mr. S. Lakshminarayanan	Non Executive-Independent	2
Mr. Amitabh Chaudhry (w.e.f. April 30, 2015)	Non Executive-Independent	0
Mr. Puneet Bhatia	Non-Executive-Non Independent	2

The necessary quorum was present for all the meetings

Remuneration of independent directors:

The Company is being benefited from the expertise, advise and inputs provided by the independent directors.

The independent directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

Non Executive independent directors of the company are paid following remuneration:

Sitting Fees

Rs. 50,000/-for every meeting of board and Rs. 25,000/- for every Committee meeting attended by them. No sitting fees is paid to Non-Independent Director.

Commission

Equal commission is being paid to all Non-Executive independent directors. However, independent directors who hold office for part of Financial Year are paid commission on pro-rata basis. The shareholders of the Company in their 34th Annual General Meeting held on July 05, 2013 have approved payment of commission to independent directors for a period of five years ending March 31, 2017 subject to the limit of 1% of net profits of the Company as calculated pursuant to the Companies Act. The amount of commission for every financial year will be decided by the Board of Directors.

In compliance with the provisions of Section 178 of the Companies Act, 2013 , Mr S. M. Bafna, an independent director, has been appointed as Chairman of the Committee.

The details of criteria of making payments to Non-Executive Directors are mentioned in the Nomination Remuneration and Compensation Committee Policy/Charter forming part of Directors' Report.

Remuneration of CEO and Managing Director :

The NRC Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the company's policy on specific remuneration package for CEO and Managing Director including pension rights and any compensation payment. The following shall be the principal recurring processes of the NRC Committee in carrying out its responsibilities relating to CEO and Managing Director 's Compensation. The processes are set forth as a guideline with the understanding that the NRC Committee may supplement them as appropriate.

1. Provide independent oversight of and consult with Company management regarding the Company's compensation, bonus, pension, and other benefit plans, policies and practices applicable to the Company.
2. Develop guidelines for and annually review and approve (a) the annual basic salary, (b) the annual incentive and bonus, including the specific goals and amount, and (c) equity compensation, for the CEO and Managing Director .
3. Review and approve (a) employment agreements, severance arrangements, and change in control agreements / provisions, and (b) any other benefits, compensation or arrangements, for the CEO and Managing Director .

4. Prepare an annual report regarding CEO and Managing Director's compensation for inclusion in the Company's financial statements as required under any Applicable Rules.

For the purpose of this policy/charter, "Applicable Rules" means applicable laws, regulations, rules, policy statements or guidelines or notifications, of or issued by any Government /Quasi Government Authorities including The Securities and Exchange Board of India, and the Stock Exchanges.

In consultation with outside consultants, evaluate and recommend the form and amount of compensation to the director and make recommendations to the Board.

The details of sitting fees/remuneration paid to the Directors during the year 2015 - 16 are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meetings (Rs.)	Salary & Perquisites (Rs.)	*Commission (Rs.)	Total (Rs.)
1	Mr. S. Lakshminarayanan (Chairman)	290,000	0	500,000	790,000
2	Mr. Umesh Revankar (CEO and Managing Director)	0	5,244,888	0	5,244,888
3	Mr. R .Sridhar (upto July 31, 2015)	0	0	0	0
4	Mr. S. M. Bafna	155,000	0	500,000	655,000
5	Mr. Puneet Bhatia	0	0	0	0
6	Mr. Amitabh Chaudhry	215,000	0	500,000	715,000
7	Mrs. Kishori Udeshi	460,000	0	500,000	960,000
8	Mr. Gerrit Lodewyk Van Heerde	0	0	0	0
9	Mr. Sridhar Srinivasan	205,000	0	500,000	705,000
10	Mr. D. V. Ravi (w.e.f.June 18, 2015)	0	0	0	0
	Service Tax on sitting fees paid to the Directors	90,562	-	-	90,562

Notes:

Mr. Umesh Revankar was appointed as the CEO and Managing Director of the Company for a period of 5 years with effect from April 01, 2012 by the shareholders at their 33rd Annual General Meeting held on July 5, 2012. His remuneration includes salary and incentive of Rs.3,875,040/- p.a. Perquisites of Rs.584,256/- and contribution to Provident Fund of Rs.429,192/- p.a. and contribution of NPS Rs.356,400/- p.a. The appointment may be terminated by giving three months notice in writing or salary in lieu thereof. No severance fees are payable on termination of employment.

*The Commission for the year ended March 31, 2016 will be paid to all Independent Directors subject to deduction of tax after adoption of Accounts by the shareholders in the ensuing 37th AGM of the Company.

Details of Shares / Warrants held by the Directors as on March 31, 2016 are as below:

Except Mr. Umesh Revankar and Mr. S.M. Bafna no other Director was holding any Equity shares of the Company as on March 31, 2016. Mr. Umesh Revankar and Mr. S.M. Bafna were holding 18450 equity shares and 1200 equity shares of the Company respectively.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The "Stakeholders' Relationship Committee" is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of SEBI Regulation.

Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company.

The Committee in particular looks into:

- The listing of securities on stock exchanges.
- The security holders complaints on matters relating to transfer of securities, non-receipt of annual report, non-receipt of dividends/interests and matters related thereto and resolve the grievances of security holders of the company.
- The matters that can facilitate better investor services and relations.
- Attending to complaints of security holders routed by SEBI (SCORES)/Stock Exchanges/RBI or any other Regulatory Authorities.
- The amounts transferable to Investor Education and Protection Fund.
- The profile of security holders.
- Taking decision on waiver of requirement of obtaining

the Succession Certificate /Probate of Will on case to case basis within the parameters set out by the Board of Directors.

- Taking decisions in connection with issue of global depository receipts, and
- The secretarial audits.

During the year, the Committee met three times on April 29, 2015, September 15, 2015 and January 4, 2016. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. S. Lakshminarayanan – Chairman	Non-Executive Independent	3
Mr. Umesh Govind Revankar	CEO and Managing Director-Executive	3
Mr. Amitabh Chaudhry (w.e.f. April 30, 2015)	Non-Executive Independent	1

Mr. Vivek Achwal, Company Secretary also acts as the Compliance Officer of the Company.

The status of security holders grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board. The complaints received from the security holders, SEBI (SCORES), Stock Exchanges and any other Regulatory Authorities are reviewed and they are replied to by the Company/ Registrar & Share Transfer Agents regularly. The status of the pending complaints as well as the system of redressal mechanism is reviewed by the Committee periodically.

Stakeholders'/Investors' Complaints:

Particulars	No. of Complaints		
	Equity	Public NCDs	General
Complaints pending as on April 01, 2015	NIL	NIL	NIL
Complaints received during the period April 01, 2015 to March 31, 2016	9	9	2
Complaints identified and reported under Regulation 13(3) of SEBI Regulation	9	9	1 *
Complaints disposed of during the year ended March 31, 2016	9	9	1 *
Complaints unresolved as of March 31, 2016	NIL	NIL	NIL

*Since resolved

As on March 31, 2016, no investor grievance has remained unattended/ pending for more than thirty days.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The terms and reference of the Corporate Social Responsibility (CSR) Committee broadly comprises of:

1. Formulating and recommending to the Board of Directors the CSR policy and monitoring the same from time to time.
2. The Committee will review and evaluate the sustainability agenda, suggest modifications and discuss and recommend action plan to take the CSR activities forward.
3. CSR Committee will monitor the spend on CSR activities by the Company as well as ensure that the Company spends atleast the minimum sum as may be prescribed from time to time pursuant to Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 or such higher sum as may be decided by the Board of Directors of the Company.

During the year under review, the Committee met three times on April 29, 2015, August 24, 2015 and February 19, 2016. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Umesh Revankar - Chairman	CEO and Managing Director-Executive	3
Mrs. Kishori Udeshi	Non- Executive-Independent	3
Mr. Puneet Bhatia	Non-executive Non-independent	0
Mr. Amitabh Chaudhry	Non-Executive-Independent	2
Mr. R. Sridhar (upto July 31, 2015)	Non-executive Non-independent	0

RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been constituted by the Board as per Listing Agreement as amended.

The terms of reference of the Risk Management Committee are as follows:

1. Review of Risk Management Policy.
2. Approval of Risk Management Plan, implementing and monitoring the Risk Management Plan.
3. Such other matters as may be delegated by Board from time to time.

During the year under review, the Committee met three times on July 14, 2015, October 29, 2015 and February 24, 2016. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Umesh Revankar - Chairman	CEO and Managing Director-Executive	3
Mr. D. V. Ravi (w.e.f. October 29, 2015)	Non-Executive Non-Independent	2
Mr. Vinay Kelkar	Deputy Managing Director	3
Mr. R. Sridhar (upto July 31, 2015)	Non-Executive Non-Independent	0

ASSET LIABILITY MANAGEMENT COMMITTEE

The terms of reference of Asset Liability Management Committee are as follows:

The Committee is responsible for assisting the Board of Directors in Balance Sheet planning from risk-return perspective including the strategic management of interest and liquidity risk. Its function includes –

- Liquidity risk management
- Management of market risks
- Funding and capital planning
- Profit planning and growth projection
- Forecasting and analysing future business environment and preparation of contingency plans.

During the year under review, the Committee met four times on April 29, 2015, August 17, 2015, October 28, 2015 and January 30, 2016.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Umesh Revankar - Chairman	CEO and Managing Director-Executive	4
Mrs. Kishori Udeshi	Non-Executive Independent	4
Mr. Parag Sharma	Member	4

NON-MANDATORY COMMITTEES

BANKING AND FINANCE COMMITTEE

Terms of reference

The Banking and Finance Committee has been formed

to monitor resources mobilisation and to ensure efficient and timely decisions on the matters relating to banking and finance activities of our Company. The Committee meets regularly to discharge its functions.

During the year under review, the Committee met 44 times.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Umesh Revankar - Chairman	CEO and Managing Director - Executive	37
Mr. Parag Sharma	Member	43
Mr. Vinay Kelkar	Member	40

GENERAL BODY MEETINGS

Details of location and time of holding the last three Annual General Meetings (AGM):

Year	AGM	Location	Date & Time
2012-13	34th AGM	Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018.	July 05, 2013 at 11.00 A.M
2013-14	35th AGM	The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168 T.T.K. Road, Royapettah, Chennai - 600014.	July 09, 2014 at 11.00 A.M
2014-15	36th AGM	Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018	July 31, 2015 at 11.00 A.M

- a) At the 34th AGM held on July 05, 2013, no special resolution was passed through Postal Ballot. However, a special resolution was passed for payment of Commission out of the net profit of the company computed in the manner laid down in Section 349 and 350 of the Companies Act, 1956 to the non-executive independent directors for a period of five years ending March 31, 2017. A special resolution was also passed for alteration of Articles of Association of the Company.
- b) In compliance with the Companies Act 2013 all the members were given an option at the 35th AGM held on July 09, 2014, to vote through electronic means on all the resolutions of the Notice using the NSDL platform. The approval of the equity shareholders at the above meeting was sought by conducting Poll as per the provisions of the Act. The Board of Directors had appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No.3310), Chennai as the scrutinizer to scrutinize the e-voting/Postal Ballot process in a fair and transparent manner and all the resolutions were passed with requisite majority.
- (I) Three special resolutions were passed namely (i) to borrow monies for the purpose of the business of Company under Section 180(1)(c) of the Act, (ii) issue of securities under Section 42 of the Act on private placement basis and (iii) alteration of the Articles of Association of the Company under Section 14 of the Act.
- (II) Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, two special resolutions were passed through Postal Ballot namely (i) Creation of Security in respect of borrowings and (ii) Selling, assigning, securitizing receivables under Section 180(1)(a) of the Act.

Details of voting pattern of the special resolutions passed through Postal Ballot:

(i) **For Creation of Security in respect of borrowing:**

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through Electronic Mode	138297391	123013459	81.49	15283932	10.12
Votes cast through physical Postal Ballot	12665678	7320534	4.85	5345144	3.54
Total	150963069	130333993	86.34	20629076	13.66

(ii) **For selling, assigning, securitizing receivables:**

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through Electronic Mode	138297469	123342352	81.71	14955117	9.91
Votes cast through physical Postal Ballot	12657330	7304597	4.84	5352733	3.54
Total	150954799	130646949	86.55	20307850	13.45

(c) In compliance with the Act all the members were given an option at the 36th AGM held on July 31, 2015, to vote through electronic means on all the resolutions of the Notice using the NSDL platform. The approval of the equity shareholders at the above meeting was sought by conducting Poll as per the provisions of the Act. The Board of Directors had appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No.3310), Chennai as the scrutinizer to scrutinize the e-voting/Postal Ballot process in a fair and transparent manner and all the resolutions were passed with requisite majority.

(I) Two special resolutions were passed namely (i) to borrow monies for the purpose of the business of Company under Section 180(1)(c) of the Act, (ii) issue of securities under Section 42 of the Act on private placement basis.

(II) Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, one special resolution was passed through Postal Ballot for Creation of Security in respect of borrowings.

Details of voting pattern of the special resolution passed through Postal Ballot:

(i) **For Creation of Security in respect of borrowing:**

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through Electronic Mode	150681931	149241914	97.83	1440017	0.95
Votes cast through physical Postal Ballot	1873961	1864585	01.22	9376	0.001
Total	152555892	151106499	99.05	1449393	0.95

(d) At the ensuing AGM to be held on July 27, 2016 Four special resolutions are proposed namely, (i) to borrow monies for the purpose of the business of Company under Section 180(1)(c) and other applicable provisions, if any, of the Act, (ii) creation of security in connection with borrowings under Section 180(1)(a) and other applicable provisions, if any, of the Act, (iii) Issue of securities not open to public offer but on private placement basis, and (iv) Alteration of Articles of Association under Section 14 of the Act. Details of special resolutions are given in the notice of the ensuing AGM.

DISCLOSURES

- There are no materially significant related party transactions with the Company's promoters, directors, key managerial personnel or their relatives, which may have potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 18, have been incorporated in the notes to the financial statements. The statement of RPTs is placed before the Audit Committee and the Board on quarterly basis. Omnibus approval was obtained for the transactions of repetitive nature.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website at the web link: <http://stfc.in/pdf/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions-v1.pdf>

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees and commission to independent directors. The details of the transactions with Related Party are provided in the notes to the financial statements.

- There are no instances of non-compliance by the Company, penalties or strictures imposed on the Company by the Stock Exchanges and SEBI, or any statutory authority on any matter related to capital markets during the last three years.
- The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the SEBI Regulation. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the CEO and Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also posted on the website of the company.

- The Company has adopted the Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The Vigil Mechanism as per Regulation 22 of SEBI Regulation ensures standards of professionalism, honesty, integrity and ethical behavior. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website at the web link: <http://stfc.in/pdf/whistle-blower-policy-may-2016.pdf>
- The Company does not have any material listed/unlisted subsidiary company as defined in Regulation 24 of SEBI Regulation. However, the Company has framed process the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: <http://stfc.in/pdf/Policy-on-Material-Subsidiaries-v1.pdf>
- The Company has complied with all the mandatory requirements as stipulated in SEBI Regulation and fulfilled the non-mandatory requirements as prescribed in discretionary requirements as specified in Part E of the Schedule II of SEBI Regulation of the following:

Separate posts of Chairperson and CEO: The Chairman of the Board is a Non-executive Director and his position is separate from that of the CEO and Managing Director.

The Company has complied with all the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulation.

Share Capital Audit

The Share capital audit as required under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 read with SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010 a Qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors.

CERTIFICATION BY CEO AND MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

In terms of SEBI Regulation, the certification by the CEO and Managing Director and the Chief Financial Officer is annexed to this Annual Report.

MEANS OF COMMUNICATION

The audited financial results, the quarterly results and half-yearly results of the Company are published in English (The Economic Times) and Tamil newspapers (Makkal Kural). Press release is also given in the leading newspapers. Up-to-date financial results, press releases, quarterly investors' presentations and presentations made to institutional investors or to the analysts, official news releases and other general information about the Company are also available on the Company's website www.stfc.in.

Our Company submits to NSE all compliances, disclosures and communications through NSE's NEAPS Portal. The company has also complied with filing submissions through BSE's BSE online portal.

GENERAL SHAREHOLDER INFORMATION

37th Annual General Meeting

Particulars	As at March 31, 2016
a. Date, Time and Venue	July 27, 2016 at 11.00 A.M, Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai - 600 018.
b. Financial Year	2015-16
c. Dividend Payment Date	An Interim Dividend of 40% was declared by the Board of Directors at its meeting held on October 29, 2015 and the payments thereof were effected on November 17, 2015. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after August 01, 2016.

Particulars	As at March 31, 2016
d. The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	<p>BSE Limited P J Towers, Dalal Street, Mumbai – 400 001.</p> <p>National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai – 400 051</p> <p>The Company has paid the annual listing and custodian fees for the financial year 2016-17 to the Stock Exchanges and Depositories.</p>
e. Stock Code	
BSE Limited	511218
National Stock Exchange of India Limited	SRTRANSFIN
Demat ISIN in NSDL & CDSL	INE721A01013

The Company's Non-Convertible Debentures (NCDs) offered for subscription to public under the Prospectus dated May 06, 2010, June 16, 2011, July 16, 2012, July 05, 2013, September 23, 2013 and Tranche I Prospectus & Shelf Prospectus both dated June 24, 2014 are listed on NSE and BSE. The ISIN details for these NCDs are as under:

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates
NCDs II - 2010						
Secured NCDs (Option II) (Reserved Individuals)	INE721A07AO1	BSE - 934796 NSE - N9	10.25% (*)	SEMI-ANNUAL	02/06/2010	01/06/2017
Secured NCDs (Option II) (Unreserved Individuals)	INE721A07AN3	BSE - 934797 NSE - NA	10.00%	SEMI-ANNUAL	02/06/2010	01/06/2017
Secured NCDs (Option II) (Others)	INE721A07AM5	BSE - 934798 NSE - NB	9.50%	SEMI-ANNUAL	02/06/2010	01/06/2017
Unsecured Double bond NCDs (Option IV) (Reserved Individuals)	INE721A08984	BSE - 934802 NSE - NF	NA	NA	02/06/2010	100% to be redeemed on 01/12/2016 plus a premium of Rs.1000/-
Unsecured Double bond NCDs (Option IV) (Unreserved Individuals)	INE721A08976	BSE - 934803 NSE - NG	NA	NA	02/06/2010	100% to be redeemed on 01/03/2017 plus a premium of Rs.1000/-
Unsecured Double bond NCDs (Option IV) (Others)	INE721A08968	BSE - 934804 NSE - NH	NA	NA	02/06/2010	100% to be redeemed on 01/06/2017 plus a premium of Rs.1000/-
Unsecured NCDs (Option V) (Reserved Individuals)	INE721A08AC4	BSE - 934805 NSE - NI	11.00%	ANNUAL	02/06/2010	01/06/2017
Unsecured NCDs (Option V) (Unreserved Individuals)	INE721A08AB6	BSE - 934806 NSE - NJ	10.75%	ANNUAL	02/06/2010	01/06/2017
Unsecured NCDs (Option V) (Others)	INE721A08AA8	BSE - 934807 NSE - NK	10.25%	ANNUAL	02/06/2010	01/06/2017

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates
NCDs III- 2011						
Secured NCDs (Option I) (Reserved)	INE721A07AV6	BSE - 934811 NSE - NL	11.60%	ANNUAL	12/07/2011	11/07/2016
Secured NCDs (Option I) (Unreserved)	INE721A07AW4	BSE - 934812 NSE - NM	11.35%	ANNUAL	12/07/2011	11/07/2016
Secured NCDs (Option I) (Others)	INE721A07AX2	BSE - 934810 NSE - NN	11.10%	ANNUAL	12/07/2011	11/07/2016
NCDs IV- 2012						
Secured NCDs (Series II)	INE721A07DM9	BSE - 934851 NSE - NS	(& 10.50%	ANNUAL	10/08/2012	09/08/2017
Secured NCDs (Series IV)	INE721A07DO5	BSE - 934853 NSE - NU	NA	(!!)	10/08/2012	09/08/2017
NCDs V- JULY 2013						
Secured NCDs (Series I)	INE721A07FU7	BSE - 934886 NSE - NV	(~) 9.65%	ANNUAL	01/08/2013	31/07/2016
Secured NCDs (Series II)	INE721A07FV5	BSE - 934887 NSE - NW	(@) 9.80%	ANNUAL	01/08/2013	31/07/2017 (50% of the Face Value of the NCDs payable at the end of the 48 months from 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 Date of Allotment)
Secured NCDs (Series III)	INE721A07FW3	BSE - 934888 NSE - NX	(#) 9.40%	MONTHLY	01/08/2013	31/07/2018
Secured NCDs (Series IV)	INE721A07FX1	BSE - 934889 NSE - NY	NA	(*@)	01/08/2013	31/07/2016

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates
Secured NCDs (Series V)	INE721A 07FY9	BSE – 934890 NSE – NZ	NA	(**@)	01/08/2013	31/07/2017 (50% of the Face Value of the NCDs payable at the end of the 48 months from 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 Date of Allotment)

NCDs VI - OCTOBER 2013

Secured NCDs (Series I)	INE721A 07GR1	BSE – 934915 NSE – Y1	(&&) 10.75%	ANNUAL	24/10/2013	24/10/2016
Secured NCDs (Series II)	INE721A 07GS9	BSE – 934916 NSE – Y2	(##) 10.75%	ANNUAL	24/10/2013	24/10/2018
Secured NCDs (Series III)	INE721A 07GT7	BSE – 934917 NSE – Y3	(\$\$) 10.75%	ANNUAL	24/10/2013	24/10/2020
Secured NCDs (Series IV)	INE721A 07GU5	BSE – 934918 NSE – Y4	NA	(*@@)	24/10/2013	24/10/2016
Secured NCDs (Series V)	INE721A 07GV3	BSE – 934919 NSE – Y5	NA	(*@@@)	24/10/2013	24/10/2018
Secured NCDs (Series VI)	INE721A 07GW1	BSE – 934920 NSE – Y6	NA	(*@@@@)	24/10/2013	24/10/2020

NCDs VII - JULY 2014

Secured NCDs (Series I)	INE721A 07HH0	BSE – 935128 NSE – Y7	(**) (@@) (^^) 9.85%	ANNUAL	15/07/2014	15/07/2017
Secured NCDs (Series II)	INE721A 07HI8	BSE – 935130 NSE – Y8	(**) (@@) (###) 10.00%	ANNUAL	15/07/2014	15/07/2019
Secured NCDs (Series III)	INE721A 07HJ6	BSE – 935132 NSE – Y9	(**) (@@) (~~) 10.15%	ANNUAL	15/07/2014	15/07/2021
Secured NCDs (Series IV)	INE721A 07HK4	BSE – 935134 NSE – YA	(**) (&&&) (\$\$\$) (***) 9.57%	MONTHLY	15/07/2014	15/07/2019
Secured NCDs (Series V)	INE721A 07HL2	BSE – 935136 NSE – YB	(**) (&&&) (\$\$\$) (^^^) 9.71%	MONTHLY	15/07/2014	15/07/2021

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates
Secured NCDs (Series VI)	INE721A07HM0	BSE – 935138 NSE – YC	NA	(@#)	15/07/2014	15/07/2017
Secured NCDs (Series VII)	INE721A07HN8	BSE – 935140 NSE – YD	NA	(@##)	15/07/2014	15/07/2019
Secured NCDs (Series VIII)	INE721A07HO6	BSE – 935142 NSE – YG	NA	(@###)	15/07/2014	15/07/2021

Note:

- (*) - Senior Citizens (First Allottee) shall be entitled to an additional interest at the rate of 0.25 % per annum.
- NA - Not Applicable
- (&) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 0.90% per annum for NCDs held on any Record Date.
- (!!) Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs. 1,716.15 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs. 1,647.90 per NCD.
- (~) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.25% per annum for NCDs held on any Record Date.
- (@) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.35% per annum for NCDs held on any Record Date.
- (#) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.23% per annum for NCDs held on any Record Date.
- (*@)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs. 1,364.33 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs. 1,318.67 per NCD.
- (**@)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs. 763.37 per NCD at the end of the 48 months from the Date of Allotment and Rs.848.48 per NCD at the end of 60 months from the Date of Allotment. Subject to applicability of tax deducted the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs. 726.93 per NCD at the end of the 48 months from the Date of Allotment and Rs.798.17 per NCD at the end of 60 months from the Date of Allotment.
- (&&) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 0.50% per annum for NCDs held on any Record Date.
- (##) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 0.75% per annum for NCDs held on any Record Date.
- (\$\$) – NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.00% per annum for NCDs held on any Record Date.
- (*@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs.1,377.30 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs.1,358.79 per NCD.
- (*@@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs.1,723.87 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs.1,666.63 per NCD.
- (*@@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs.2,177.70 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs.2,044.79 per NCD.
- (^^) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.15% per annum for NCDs held on any Record Date for the amount outstanding.
- (###) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.25% per annum for NCDs held on any Record Date for the amount outstanding.
- (~~) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.35% per annum for NCDs held on any Record Date for the amount outstanding.

19. (***) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.14% per annum for NCDs held on any Record Date for the amount outstanding and NCD Holders who are Non- Individuals on any Record Date the interest will be calculated on coupon @ 9.57% per annum for the amount outstanding.
20. (^^^) - NCD Holders who are Individuals shall be eligible for the additional incentive on coupon @ 1.23% per annum for NCDs held on any Record Date for the amount outstanding and NCD Holders who are Non- Individuals on any Record Date the interest will be calculated on coupon @ 9.71% per annum for the amount outstanding.
21. (**) - Senior Citizens (only First Allottees) shall be entitled to an additional yield at the rate of 0.25 % per annum.
22. (@@) – Subject to applicable tax deducted at source, if any.
23. (&&&) – For series IV and V, Senior citizens (only First Allottee) will get a coupon of 10.94% per annum and 11.17% per annum respectively payable monthly.
24. (\$\$\$) – Monthly Option shall be available only to Individuals applying for Allotment of NCDs in demat form only.
25. (@#)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs.1,368.02 per NCD, the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs.1,325.90 per NCD and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of Rs.1,377.29 per NCD at the end of the 36 months from the Date of Allotment.
26. (@##)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs.1,704.62 per NCD, the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs.1,610.93 per NCD and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of Rs.1,723.87 per NCD at the end of the 60 months from the Date of Allotment.
27. (@###)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of Rs.2,143.79 per NCD, the NCD Holders who are Non-Individuals will be redeemed for an amount of Rs.1,968.44 per NCD and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of Rs.2,177.70 per NCD at the end of the 84 months from the Date of Allotment.

Pursuant to Section 205A of the Companies Act, 1956 (Section 124 and other applicable provisions, if any, of the Companies Act, 2013) the dividends for the financial years 2008-09 (Final Dividend), 2009-10 (Interim Dividend) and thereafter which remain unclaimed for a period of seven years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government as and when they fall due. No claim shall lie against the Company for the amounts so transferred. Shareholders who have not yet encashed their dividend warrant(s) /payment instrument(s) so far for the dividends mentioned aforesaid years are requested to make their claims without any delay to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited.

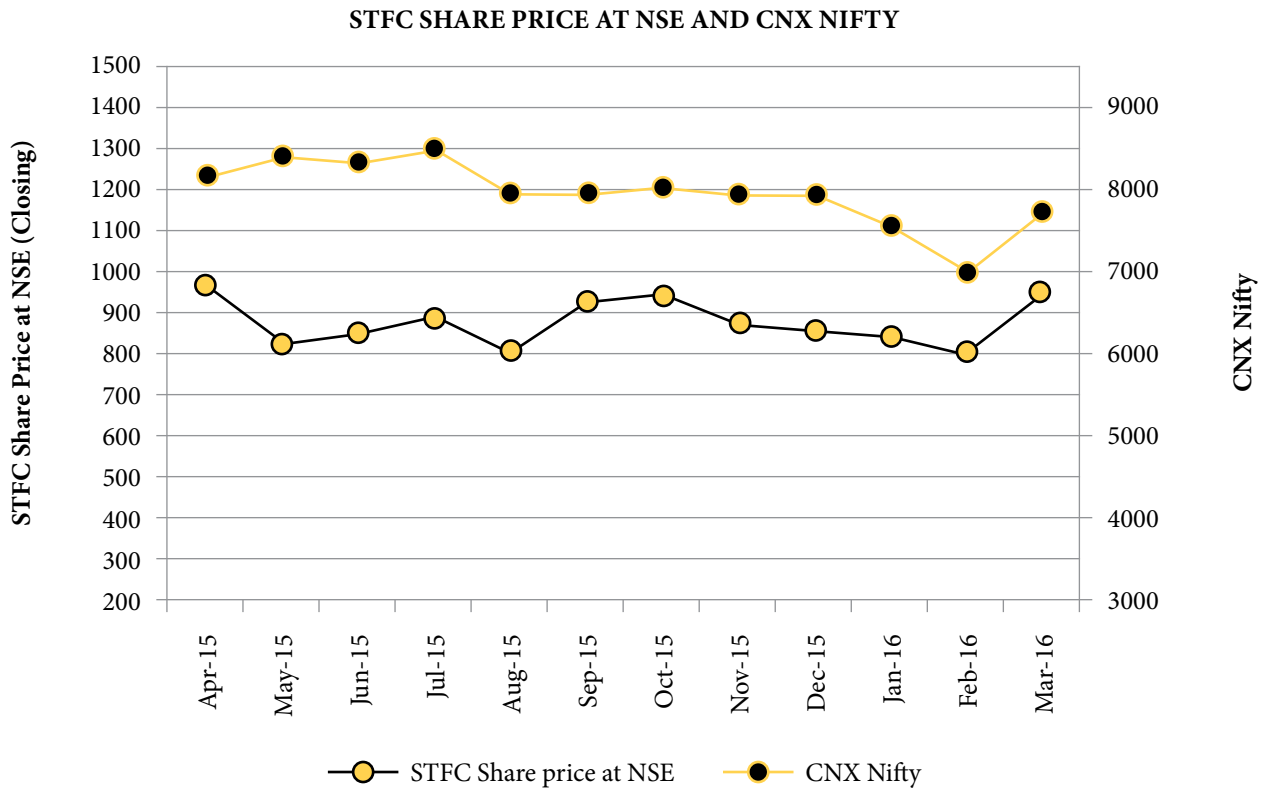
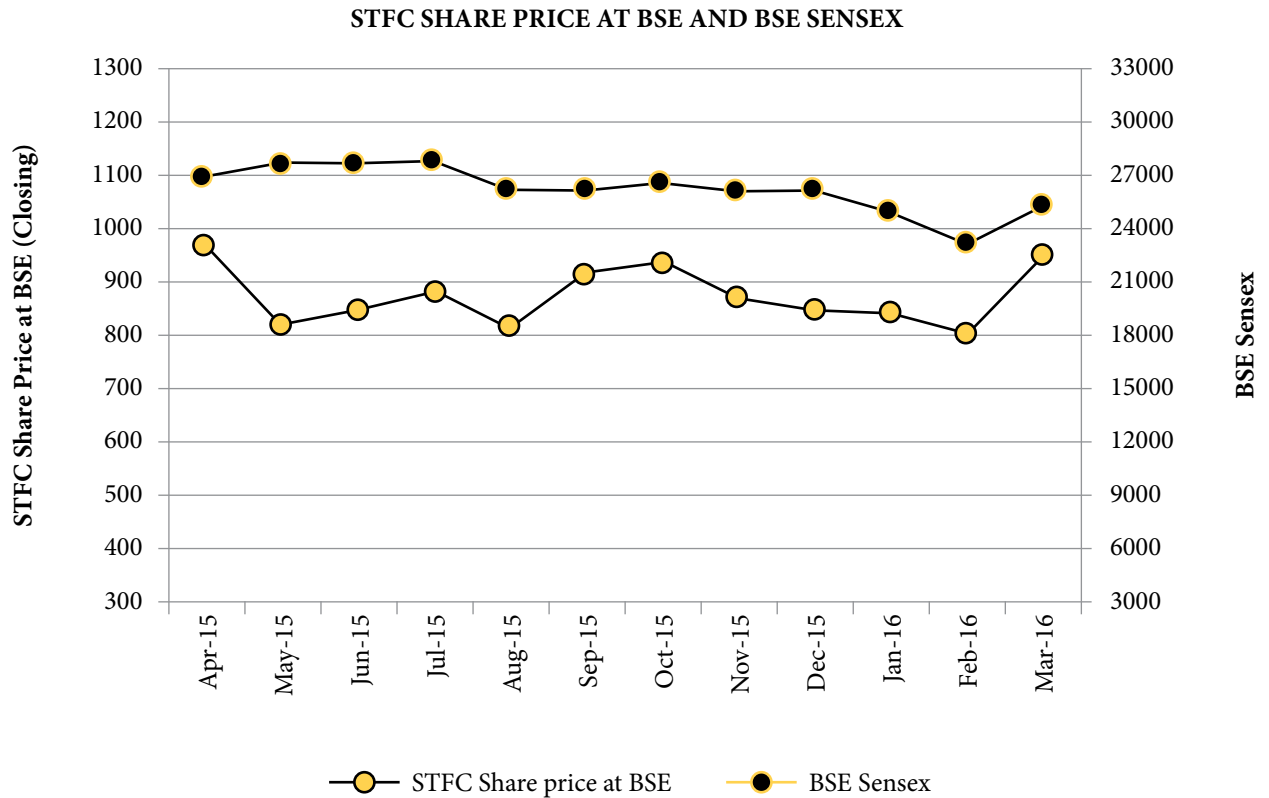
GENERAL SHAREHOLDER INFORMATION

f. Stock Market Data

The high and low market price and volume of shares traded during each month of the financial year ended March 31, 2016 are given below:

Months	BSE Limited			National Stock Exchange of India Ltd.		
	Share Prices		Volume	Share Prices		Volume
	High (Rs.)	Low (Rs.)		High (Rs.)	Low (Rs.)	
April 2015	1206.15	947.50	476034	1207.05	945.90	11566075
May 2015	949.95	761.50	1827137	945.00	761.05	29151535
June 2015	922.20	776.00	917528	923.60	775.65	21911066
July 2015	963.60	837.00	998389	964.70	840.00	13940214
August 2015	924.75	790.05	486017	923.00	790.00	10230348
September 2015	947.90	802.05	415507	944.95	800.85	12135955
October 2015	1017.35	903.00	554601	1018.90	902.00	11637244
November 2015	964.70	830.00	437888	965.00	830.00	11427132
December - 2015	892.00	780.65	599927	892.80	780.35	13933888
January 2016	891.50	736.50	627497	891.50	736.95	10257467
February 2016	870.00	748.05	699177	870.00	748.00	10149343
March 2016	965.05	804.00	952771	965.00	802.15	9361836

g. STFC Share Price performance in comparison to BSE Sensex and S & P CNX Nifty



h. No equity shares are suspended from trading during the Financial Year 2015-16.

i. Registrar & Share Transfer Agents

The Registrar and Share Transfer Agents of the Company:

Integrated Enterprises (India) Limited

2nd Floor, Kences Towers, No. 1,

Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017

Ph: 044 - 2814 0801 - 03 Fax no: 044 - 28142479

Email: corpseiv@integratedindia.in

Website :www.integratedindia.in

j. Share Transfer System:

The authority to approve share transfers has been delegated by the Board of Directors to the Securities Transfer Committee. Shares sent for transfer in physical form are registered and returned by our Registrar and Share Transfer Agents in fifteen days of receipt of documents, provided the documents are found to be in order. The Securities Transfer Committee considers the transfer proposals generally on a weekly basis

k. Distribution of shareholding as on March 31, 2016

Sr. No.	No. of Equity shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1	1 - 500	40349	85.99	4792298	2.11
2	501 - 1000	3906	8.32	2909634	1.28
3	1001 - 2000	1313	2.80	1872694	0.83
4	2001 - 3000	390	0.83	964667	0.43
5	3001 - 4000	123	0.26	427251	0.19
6	4001 - 5000	120	0.26	551093	0.24
7	5001 - 10000	190	0.40	1388124	0.61
8	10001 and above	533	1.14	213976975	94.31
	Total	46924	100.00	226882736	100.00

Categories of shareholders as on March 31,2016

Sr. No.	Category	No. of Shares held	% of shareholding
1	Promoters and Promoter Group	59103162	26.05
2	Mutual Fund / UTI / Corporate Body	4236472	1.87
3	Bank / Financial Institutions	679290	0.30
4	F I I s	66704689	29.40
5	Foreign Portfolio Investors 1, 2 & 3	54980290	24.23
6	Bodies Corporate	26016557	11.47
7	Directors & Relatives / Firms/AOP / Resident Indian	13981465	6.15
8	N R I / OCB	400147	0.18
9	Trusts	271412	0.12
10	Clearing Members	467317	0.21
11	Limited Liability Partnership	40000	0.02
12	NBFCs	1935	0.00
	Total	226882736	100.00

l. Dematerialization of shares and liquidity

The Company's scrip forms part of the compulsory Demat segment for all investors effective from July 24, 2000. To facilitate the investors in having an easy access to the demat system, the Company has signed up with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through Integrated Enterprises (India) Limited. As on March 31, 2016, the total of 221827843 equity shares constituting 97.77% of the paid up capital, have been dematerialized.

m. The Company has not issued any outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity.

n. Commodity price risk or foreign exchange risk and hedging activities : Not Applicable

o. Locations

List of branches are mentioned in the "Our Reach" Section on page no. 6 in the Annual Report.

p. Address for correspondence :**Registered Office:**

Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India.
Tel.: 91-44-24990356, Fax: 91-44-24993272

Head Office:

Wockhardt Towers, Level-3, West Wing, C-2, G-Block, Bandra-Kurla Complex, Bandra - (East), Mumbai - 400 051.
Phone: 91-22 - 40959595, Fax: 91-22 - 40959596/97, Website: www.stfc.in,

Email ID for Investor Grievance:

The following email ID has been designated for communicating investors' grievances.

- For Equity Shares related queries/complaints: secretarial@stfc.in
- For Public Issue of Non Convertible Debentures 2010 related queries/complaints: stfcncd2@stfc.in
- For Public Issue of Non Convertible Debentures 2011 related queries/complaints: stfcncd3comp@stfc.in
- For Public Issue of Non Convertible Debentures 2012 related queries/complaints: stfcncd4comp@stfc.in
- For Public Issue of Non Convertible Debentures 2013- July related queries/complaints: stfcncd5comp@stfc.in
- For Public Issue of Non Convertible Debentures 2013- September related queries/complaints: stfcncd6comp@stfc.in
- For Public Issue of Non Convertible Debentures 2014- related queries/complaints: stfcncd7comp@stfc.in

q. Unclaimed Shares in Physical Form

As required under Schedule V of SEBI (LODR) Regulations, 2015 the Company had sent three reminders to the shareholders whose shares were lying unclaimed/undelivered with the Company. The Company has opened "STFC - Unclaimed Suspense Account" with the Depository Participant for the purpose of transferring unclaimed equity shares held in physical form. The Company will transfer the shares lying unclaimed to the eligible shareholders as and when the request for the same has been received after proper verification. As on March 31, 2016 there were 341587 unclaimed equity shares in the Unclaimed Suspense Account.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on 1st April, 2015	1315	349919
Number of Shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account, during the financial year 1st April, 2015 to 31st March, 2016.	24	8332
Number of Shareholders to whom the shares were transferred from the Unclaimed Suspense Account during the financial year 1st April, 2015 to 31st March, 2016.	24	8332
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on 31st March, 2016.	1291	341587

The voting rights in respect of these shares would remain frozen till the rightful owner claims it, as per the procedure laid down under the SEBI Regulation.

CEO/CFO CERTIFICATION

We, to the best of our knowledge and belief, certify that-

- a. We have reviewed financial statements and the cash flow statements for the year ended March 31, 2016 and that to the best of our knowledge and belief;
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that;
 - i. There were no significant changes in internal controls over financial reporting during the year;
 - ii. All the significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statement; and
 - iii. There were no instances of significant fraud of which we are become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

UMESH REVANKAR

CEO and Managing Director

PARAG SHARMA

Executive Director and CFO

Mumbai
April 29, 2016

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

The Board of Directors of Shriram Transport Finance Company Limited at its Meeting held on January 29, 2005 adopted Code of Conduct as amended on October 27, 2010 to be followed by all Members of the Board and Senior Management Personnel of the Company respectively in compliance with the Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges where the shares of the Company are listed.

As per Regulation 17(5) and Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2016.

UMESH REVANKAR

CEO and Managing Director

Mumbai
April 29, 2016

BUSINESS RESPONSIBILITY

REPORT 2015-16

SECTION A

GENERAL INFORMATION

S R .

NO.	PARTICULARS	DETAILS
1	Corporate Identity Number (CIN) of the Company	L65191TN1979PLC007874
2	Name of the Company	Shriram Transport Finance Company Limited ("the Company")
3	Registered address	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu - 600004. Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272
4	Website	www.stfc.in
5	Email id	vivekmadhukar.a@stfc.in
6	Financial year reported	2015-16
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	The Company holds a certificate of registration dated September 4, 2000 bearing registration no. 07-00459 issued by the Reserve Bank of India to carry on the activities of a Non-Banking Financial Company (NBFC) in the category of asset financing company under section 45 IA of the Reserve Bank of India Act, 1934, which has been renewed on April 17, 2007.
8	Three key products/services of the Company (as in balance sheet)	The Company was established in 1979 and we have a long track record of over three decades in the commercial vehicle financing industry in India. We are one of the largest Indian asset financing NBFC, with a primary focus on financing pre-owned commercial vehicles.
9	Number of locations	(i) International : Nil (ii) National : 853 Branches
10	Markets served by the Company -Local/State/National/International	Financing of pre-owned and new commercial vehicle throughout the country.

SECTION B

FINANCIAL DETAILS OF THE COMPANY

S R .

NO.	PARTICULARS	AMOUNT (Rs. In Lacs)
1	Paid up Capital	22,690.67
2	Total Turnover	1,024,526.14
3	Total profit after taxes	117,819.76
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	1.58%
5	List of Activities in which expenditure in 4 above has been incurred: Please refer Annexure I (Report on CSR Activities)	

SECTION C

OTHER DETAILS

S R .

NO.	PARTICULARS	DETAILS
1	Company subsidiary *	Shriram Automall India Limited
2	Subsidiaries participating in Company's BR initiatives	Yes
3	Other entities (e.g. suppliers, distributors etc.) participating in Company's BR initiatives	No

* Shriram Equipment Finance Company Ltd. has amalgamated with Shriram Transport Finance Company Ltd. with effect from April 1, 2015 being the appointed date.

SECTION D

BR INFORMATION

1. Details of Director/Directors Responsible For BR

- a. Details of the Director/Directors responsible for implementation of the BR policy/policies

Mr. Umesh Revankar,
Designation:
CEO and Managing Director
DIN No.
00141189

- b. Details of the BR head

NO	PARTICULARS	DETAILS
1	DIN Number (if applicable)	Not Applicable
2	Name	Mr. Vinay Kelkar
3	Designation	Deputy Managing Director
4	Telephone number	91-022-40959595
5	e-mail id	secretarial@stfc.in

2. Principle-Wise (As Per NVGs) BR Policy/Policies (Reply In Y/N)

(a) Details of Compliance (Reply in Y/N)

		Ethics, transparency and accountability	Product safety	Well-being of employees	Stakeholders engagement	Human rights	Environment policy	Public and regulatory policy	Inclusive growth	Value to customers and consumers
Sr. No	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	N	Y	N	N	Y	N	N	N
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	(i) The Code of conduct of the Company is available at http://stfc.in/pdf/codeofconduct.pdf (ii) The Whistle Blower Policy / Vigil Mechanism of the Company is available at http://stfc.in/pdf/whistle-blower-policy-may-2016.pdf (iii) The Fair practice code of the Company is available at http://stfc.in/pdf/Fair-Practice-Code.pdf (iv) Corporate Social Responsibility Policy http://stfc.in/pdf/Corporate-Social-Responsibility-Policy.pdf Note: The remaining policies of the Company are internal documents and are not accessible to the public.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	N	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

(b) If answer to the question at Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	---	---	---	---	---	---	---	---	---
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	---	---	---	---	---	---	---	---	---
3	The company does not have financial or manpower resources available for the task	---	---	---	---	---	---	---	---	---
4	It is planned to be done within next 6 months	---	---	---	---	---	---	---	---	---
5	It is planned to be done within the next 1 year	---	---	---	---	---	---	---	---	---
6	Any other reason (please specify)	---	---	---	---	---	---	---	---	---

3. Governance related to BR

The Board of Directors of the Company in its meeting held on April 30, 2015, have enlarged the scope of terms of reference of CSR Committee to also include the terms of reference of Business Responsibility Committee. The members of Business Responsibility Committee became members of CSR Committee. Accordingly, the Business Responsibility Report matters are being monitored by CSR Committee from May 01, 2015. The Company has been publishing the Business Responsibility (BR) Report annually.

SECTION E

PRINCIPLE-WISE PERFORMANCE

Ethics of The Company

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability:

The Company's philosophy on Corporate Governance, inter alia, is aimed at enhancing long term shareholder value, achieving transparency and professionalism in all decisions and activities of the Company and achieving excellence in corporate governance.

We have developed good governance structure for our organization and formulated procedures and practices that ensure ethical conduct at all levels of the organization. We continuously review and upgrade the procedures and practices. We maintain transparency in our communication with our shareholders. We have Whistle Blower Policy in place. We do not engage in any practice that is abusive, corrupt or anti-competition. We have avoided complicity with actions of third party that violates Business Responsibility Principles.

The Company conducted familiarisation programme for the independent directors. We have deployed the practice of separating the roles of the Chairman of the Board and the CEO to ensure the right focus to governance. The Chairman of the Board is Non-executive Independent Director.

Contribution To Sustainability

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

The Company is engaged in the business of financing of commercial vehicles. Our customers are primarily Small Road Transport Operators (SRTOs) generally belonging to the weaker sections of the society. In the process of financing of pre-owned vehicles, we check authorization /certificates for safety, fitness and emission of the vehicle. Our various initiatives are aimed at influencing our customers for creating awareness about environment protection, reducing impact of emissions from on-road vehicles on the environment. We make appeal to our customers for timely maintenance of the vehicles. We give loans to them for replacement of tyres and engine parts. We provide training to unemployed youths from rural and urban areas for driving of commercial vehicles. The driving school imparts training for safe driving of heavy commercial vehicles.

Employees Well-Being

Principle 3: Businesses should promote wellbeing of employees

We believe that our employees are our most valuable asset and greatest strength. We provide equal opportunity to all employees starting from their recruitment irrespective of their caste, creed, gender, race, religion, language, disability or sexual orientation. Our employees belong to all parts of the country and are selected based on individual merit without any discrimination or preference. We continue to encourage the capable female employees reaching senior positions and participating in the organization's decision making process. During the year we continued to take various initiatives for employee welfare such as arranging counseling on stress free living, medical and eye checkup, aadhar card camp etc. We maintain cordial relationship with our employees. We do not have any trade union or employee association.

We have systems in place to inculcate high performance culture in the organization. We organize periodically the training programmes for upgrading functional and soft skills of employees. Our Management Education Scheme has been designed to excel the employees in the area of Management. 227 employees participated for Management Education Scheme Complete Course -3 Semesters and 112 for Inter Level Course -2 Semesters in the financial year ended 2015-16. In order to ensure healthy working conditions and prevent sexual harassment of women employees, we have constituted Internal Complaint Redressal Committee at various workplaces.

Stakeholders Engagement

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Our stakeholders broadly consist of our customers, investors, market intermediaries, lenders, employees, society etc. Our customers are primarily Small Road Transport Operators (SRTO) and First Time Users (FTUs). Our Investors comprise of shareholders (including Institutional Investors) and Debenture holders. Our lenders comprise of banks, financial institutions, Fixed Deposit holders.

As an asset finance company, our liquidity and ongoing profitability are, in large part, dependent upon our timely raising of capital and the costs associated therewith. Our funding requirements historically have been met from a combination of term loans from banks and financial institutions, issuance of Redeemable Non-Convertible Debentures, public deposits, the issue of commercial paper, as well as through securitization and assignment of our loan portfolio. Our business depends and will continue to depend on our ability to access diversified funding sources. Our operational efficiency, integrity and a strong focus on catering to the needs of weaker sections of the society are the values driving the Company.

1. Our Customers

A significant majority of our customer base belongs to the low income group often not having any credit history supported by documents on which many of organized financial institutions rely. However, through our credit evaluation techniques, internally-developed valuation methodology, relationship based approach and extensive branch network we have made our business model unique and sustainable.

We have in place Fair Practice Code for dealing with our customers. Our policy is to treat all customers in fair manner. Our entire recovery and collection operation is administered in-house and we do not outsource loan recovery and collection operations. We have relationship based recovery procedures well-suited to our target market in the commercial vehicle financing industry.

2. Our Investors, Deposit holders and lenders

We have track record of payment of Interim and Final dividend for past several years consistently. Our good track record has enabled us to obtain high credit ratings from the reputed Credit Rating Institutions. This enables smooth raising of funds from investors. We continued to service our Fixed Deposit holders on time and offer good rate of returns. We are regular in payment of interest and repayment of credit facilities availed from Banks and Financial Institutions. We enjoy good reputation, goodwill and standing in the financial markets.

3. Our Society

Please refer to Report on CSR Activities (Annexure I)

Human Rights

Principle 5: Businesses should respect and promote human rights

As a good corporate citizen we respect the human rights of those who we engage with. We pay fair wages to our employees and do not discriminate between male and female employees. They are treated equally with dignity and are given equal opportunities, rights and benefits. We comply and adhere to all the human rights laws and guidelines. We strive to percolate these values at all levels in the organization.

Environment

Principle 6: Business should respect, protect and make efforts to restore the environment

We have Environment Policy in place. Accordingly we continue to create awareness about environment protection among employees & customers. The Company ensures that the loan assets are subjected to fitness certificate from RTO authorities and are safe for driving. The loan vehicles are insured and the insurance policy is renewed regularly and the borrowers have obtained proper PUC. The Company provides financial assistance to the borrowers for replacement of tyres, engine parts etc. which enables timely maintenance of loan vehicles, safe driving, reducing accidents and pollution.

We are continuously making appeal to our shareholders to participate in the 'Green initiative' to reduce use of paper by converting their holding of physical shares into electronic shareholding by dematerialization, receiving soft copies of annual reports using internet facilities, receiving dividend by direct credit to their bank accounts instead of physical dividend warrants etc.

As a part of Green initiative for paperless office, we use electronic methods of communication within and outside our offices and avoid use of paper as far as possible.

For payment of Interest, dividend, maturity amount of debentures and fixed deposits etc. as far as possible we use methods of electronic remittances such as NECS, NEFT, RTGS which also ensures faster credit of money to the bank accounts of the investors, avoids use of paper for dividend warrants, interest warrants, cheques. Our objective is to achieve highest level of paperless office by adopting practices, methods and modern techniques in our internal and external communication with all stakeholders.

Influencing Public & Regulatory Policies

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

We take up the issues and matters impacting our business segment and give our suggestions in respect of the proposals of the regulatory and government bodies directly as well as through chambers of commerce and industrial associations such as Finance Industry Development Council (FIDC), Confederation of Indian Industries (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI) in the best interest of the commercial vehicle financing segment of the Industry, Small Road Transport Operators.

Inclusive Growth

Principle 8: Businesses should support inclusive growth and equitable development

We cater to the financing needs of SRTOs and FTUs all over the country. In order to provide financial assistance for purchase of vehicles in the regions where banking services are not easily available, we have opened various rural centers catering to their needs.

We promote the 'financial inclusion' which is the focus point of all welfare initiatives of the government. We provide finance to these pre-owned commercial vehicle operators at favorable interest rates and repayment terms as compared to private financiers in the unorganized sector.

Please refer to the Director's Report (Annexure I) containing our CSR projects undertaken for the benefit of financially weaker and vulnerable sections of the society.

Value of Customers

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

We have track record of loyal customers who have achieved advancement, progress, growth of their business through long term relationship with us.

We effectively implement the Fair Practice Code for redressal of customer grievances. Apart from providing loans, we help our customers with settlement of insurance claims, renewal of insurance policy, obtaining of permits from RTOs, tie-up with service centers for refurbishing vehicles

BUSINESS RESPONSIBILITY PARAMETER INDEX
Principle-Wise Performance

SR.	NO. QUESTIONS	WHETHER COMPLIED?
Principle 1		
1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?	Yes it covers Company and its subsidiary.
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	No complaint was received regarding ethical and other matters contained in this principle.
Principle 2		
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The Company is not engaged in manufacture of any goods. It is engaged in the business of financing of commercial vehicles.
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): a. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain? b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Not Applicable
3	Does the company have procedures in place for sustainable sourcing (including transportation)? a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Not Applicable
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company provides services relating to vehicle financing through its branches and rural service centers. As a matter of practice, we give preference for recruitment of local persons in our branches.
5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	Not Applicable
Principle 3		
1	Please indicate the Total number of employees.	19170
2	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	Nil
3	Please indicate the Number of permanent women employees.	778
4	Please indicate the Number of permanent employees with disabilities	30
5	Do you have an employee association that is recognized by management	No
6	What percentage of your permanent employees is members of this recognized employee association?	Not Applicable

7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. Child labour/forced labour/involuntary labour Sexual harassment Discriminatory employment	Nil Nil Nil
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? (a) Permanent Employees (b) Permanent Women Employees (c) Casual/Temporary/Contractual Employees (d) Employees with Disabilities	Yes, 65% of employees were given safety & skill training programmes in the last year.

Principle 4

1	Has the company mapped its internal and external stakeholders? Yes/No	Yes
2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders	Yes
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Yes, Please refer to the Principle 4 of the Report

Principle 5

1	Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures / Suppliers / Contractors /NGOs / Others?	Yes, The policy also extends to our subsidiary.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	No complaint was received for human rights violation during the reporting period

Principle 6

1	Does the policy related to Principle 6 cover only the company or extends to the Group /Joint Ventures / Suppliers /Contractors /NGOs /others.	The policy extends to Company as well as subsidiary.
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Yes, We have Environment policy in place. We have taken the green initiative through paperless office, water conservation etc.
3	Does the company identify and assess potential environmental risks? Y/N	No
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	No

6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Not Applicable.
7	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil

Principle 7

1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Yes. We are member of Finance Industry Development Council (FIDC), Confederation of Indian Industries (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI) and various other state/city level associations.
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	Yes Governance & Administration

Principle 8

1	Does the company have specified programmes / initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, Please refer to the Principle 8 of the Report
2	Are the programmes /projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?	Yes, the projects are undertaken through coordination and collaboration between in-house team, Shriram Foundation & external NGOs.
3	Have you done any impact assessment of your initiative?	No
4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	Yes, Please refer to the Section B of the Report
5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so	Yes, We actively encourage participation of stakeholders in various programs. This includes both volunteering and proactive participation.

Principle 9

1	What percentages of customer complaints / consumer cases are pending as on the end of financial year?	825 complaints are pending as on the end of the year
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)	Not Applicable
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	No



FINANCIAL SECTION

STANDALONE ACCOUNTS

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To the Members of
Shriram Transport Finance Company Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Shriram Transport Finance Company Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone

financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 301003E / E300005

per Shrawan Jalan

Partner

Membership No. : 102102

Place : Mumbai

Date : April 29, 2016

For **G. D. Apte & Co.**

Chartered Accountants

ICAI Firm Registration No. 100515W

Ameya Tambekar

Partner

Membership No. : 128355

Place : Mumbai

Date : April 29, 2016

Annexure 1 referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our Report of even date

Re: Shriram Transport Finance Company Limited (“the Company”)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company’s business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Company and hence not commented upon.
- (iii) (a) The Company has granted loan to one firm covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grant and loan not prejudicial to the company’s interest.
- (b) In respect of loan granted to firm covered in the register maintained under section 189 of the Companies Act, 2013, repayment of the principal amount is as stipulated and payment of interest has been regular.
- (c) There are no amounts of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 which are outstanding for more than ninety days.
- (c) According to the records of the Company, the dues outstanding of income-tax, value added tax and service tax dues disputed by the Company, are as follows:

- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested have been complied with by the Company and the provisions of section 186 of the Companies Act 2013 are not applicable to the Company.
- (v) In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, service tax, value added tax, cess and other material statutory dues applicable to it. The provision relating to sales tax, custom duty and excise duty are currently not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, service tax, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. As informed, provisions of sales tax, custom duty and excise duty are currently not applicable to the Company.

Name of the statute	Nature of dues	Amount (Rs. in lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax demands	7,154.48	A.Y. 2013-14	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	7,892.41	A.Y. 2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax demands	2,375.45	A.Y. 2011-12	Assessing Officer
Income Tax Act, 1961	Income Tax demands	5,082.53	A.Y. 2010-11	Assessing Officer
Income Tax Act, 1961	Income Tax demands	7,828.28	A.Y. 2009-10	Madras High Court
Income Tax Act, 1961	Income Tax demands	2,067.74	A.Y. 2008-09	Madras High Court
Income Tax Act, 1961	Income Tax demands	158.99	A.Y. 2008-09	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax demands	1,815.03	A.Y. 2007-08	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	851.59	A.Y. 2006-07	Madras High Court
Finance Act, 1994 (Service tax)	Service tax on hire purchase and lease transactions	21,230.18	A.Y. 2003-04 to 2009-10	CESTAT (Custom, Excise and Service tax appellate tribunal)

Name of the statute	Nature of dues	Amount (Rs. in lacs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994 (Service tax)	Service tax demands	300*	A.Y. 2003-04 to A.Y. 2004-05	Commissioner of Central Excise and Customs
Finance Act, 1994 (Service tax)	Interest on Input Tax Credit reversal on CBLO income	9.45*	A.Y. 2010-11	CESTAT (Custom, Excise and Service tax appellate tribunal)
Maharashtra Value Added Tax	Value added tax	1.68*	A.Y. 2006-07	Maharashtra Sales Tax Tribunal
Maharashtra Value Added Tax	Value added tax	578.64*	A.Y. 2006-07 to A.Y. 2013-14	Maharashtra Sales Tax Tribunal
Andhra Pradesh Value Added Tax	Value added tax	348.41*	A.Y. 2005-06 to 2008-09	Andhra Pradesh High court
Rajasthan Value Added Tax	Value added tax	193.52*	A.Y. 2006-07 to 2013-14	Rajasthan Tax Board
Orissa Value Added Tax	Value added tax	9.04*	A.Y. 2008-09 to 2012-13	JCCT Appeals & Commissioner of Commercial tax

*Net of amount paid under protest

- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
Further, monies raised by the Company by way of term loans were applied for the purpose for which those were raised, though idle/surplus funds which were not required for immediate utilization were gainfully invested in liquid assets payable on demand.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 301003E / E300005

per **Shrawan Jalan**

Partner

Membership No. : 102102

Place : Mumbai

Date : April 29, 2016

For **G. D. Apte & Co.**

Chartered Accountants

ICAI Firm Registration No. 100515W

Ameya Tambekar

Partner

Membership No. : 128355

Place : Mumbai

Date : April 29, 2016

ANNEXURE - 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Shriram Transport Finance Company Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

ANNEXURE 2

TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

STANDALONE ACCOUNTS

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 301003E / E300005

per Shrawan Jalan

Partner

Membership No.: 102102

Place: Mumbai

Date: April 29, 2016

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. D. Apte & Co.**

Chartered Accountants

ICAI Firm registration number: 100515W

Ameya Tambekar

Partner

Membership No.: 128355

Place: Mumbai

Date: April 29, 2016

Particulars	Note No	(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	22,690.67	22,690.67
(b) Reserves and surplus	4	992,720.78	901,105.83
		1,015,411.45	923,796.50
(2) Non-current liabilities			
(a) Long-term borrowings	5	3,026,967.38	3,157,076.48
(b) Other Long-term liabilities	6	116,350.63	97,134.26
(c) Long-term provisions	7	284,271.68	158,650.37
		3,427,589.69	3,412,861.11
(3) Current liabilities			
(a) Short-term borrowings	8	333,035.34	266,140.59
(b) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		151,136.57	115,968.91
(c) Other current liabilities	6	1,818,197.18	1,174,164.15
(d) Short-term provisions	7	50,959.95	39,783.94
		2,353,329.04	1,596,057.59
Total		6,796,330.18	5,932,715.20
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		9,961.01	9,944.50
(ii) Intangible assets		145.29	127.87
(b) Non-current investments	10	125,216.98	111,426.49
(c) Deferred tax assets (net)	11	30,770.26	25,648.45
(d) Long-term loans and advances	12	4,301,019.05	3,082,287.15
(e) Other non-current assets	13	1,387.51	9,310.56
		4,468,500.10	3,238,745.02
(2) Current assets			
(a) Current investments	14	10,399.52	221,292.13
(b) Cash and bank balances	15	236,385.69	472,339.89
(c) Short-term loans and advances	12	2,075,986.71	1,994,093.70
(d) Other current assets	13	5,058.16	6,244.46
		2,327,830.08	2,693,970.18
Total		6,796,330.18	5,932,715.20
Significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**

ICAI Firm Registration No. 301003E / E300005

Chartered Accountants

per **Shrawan Jalan**

Partner

Membership No. 102102

Mumbai

April 29, 2016

For **G. D. Apte & Co.**

ICAI Firm Registration No. 100515W

Chartered Accountants

Ameya D. Tambekar

Partner

Membership No. 128355

For and on behalf of the Board of Directors of

Shriram Transport Finance Company Limited

S. Lakshminarayanan

Chairman

DIN: 02808698

Parag Sharma

Chief Financial Officer

Umesh Revankar

Managing Director

DIN: 00141189

Vivek M. Achwal

Company Secretary

STATEMENT OF **PROFIT AND LOSS**
FOR THE YEAR ENDED MARCH 31, 2016

STANDALONE ACCOUNTS

Particulars	Note No	(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
INCOME			
Revenue from operations	16	1,024,155.81	863,694.73
Other income	17	370.33	777.72
Total		1,024,526.14	864,472.45
EXPENDITURE			
Employee benefit expenses	18	58,908.03	42,958.86
Finance cost	19	505,792.60	438,998.20
Depreciation and amortisation	9	3,630.61	4,050.62
Other expenses	20	72,194.28	65,310.69
Provisions and write-offs	21	205,857.50	128,915.27
Total		846,383.02	680,233.64
Profit before taxation		178,143.12	184,238.81
Provision for taxation			
Current tax		65,445.17	60,947.79
Deferred tax		(5,121.81)	(489.96)
Total tax expense / (income)		60,323.36	60,457.83
Profit after tax from operations		117,819.76	123,780.98
Earnings per share	22		
Basic (Rs.)		51.93	54.56
Diluted (Rs.)		51.93	54.56
Nominal value of equity share (Rs.)		10.00	10.00
Significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**

ICAI Firm Registration No. 301003E / E300005

Chartered Accountants

per **Shrawan Jalan**

Partner

Membership No. 102102

Mumbai

April 29, 2016

For **G. D. Apte & Co.**

ICAI Firm Registration No. 100515W

Chartered Accountants

Ameya D. Tambekar

Partner

Membership No. 128355

For and on behalf of the Board of Directors of

Shriram Transport Finance Company Limited

S. Lakshminarayanan

Chairman

DIN: 02808698

Parag Sharma

Chief Financial Officer

Umesh Revankar

Managing Director

DIN: 00141189

Vivek M. Achwal

Company Secretary

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxes	178,143.12	184,238.81
Depreciation and amortisation	3,630.61	4,050.62
Loss / (profit) on sale of fixed assets (net)	36.37	35.75
Employees stock option compensation cost	(47.77)	-
Premium on government securities	82.30	19.74
Amortisation of discount on government securities	(221.42)	(165.69)
Amortisation of issue expenses for equity shares	152.78	168.85
Amortisation of public issue expenses for non-convertible debentures	1,303.09	1,761.70
Provisions for Non-performing Assets and bad debt written off	200,867.02	125,934.32
Provisions for standard assets	4,990.48	2,980.95
Provision for gratuity	199.74	(16.44)
Provision for leave encashment	417.69	70.81
Operating profit before working capital changes	389,554.01	319,079.42
Movements in working capital:		
Increase / (decrease) in trade payables	35,167.66	68,572.79
Increase / (decrease) in provisions	31,340.38	(5,437.65)
Increase / (decrease) in other liabilities	48,582.72	(32,940.26)
(Increase) / decrease in investments	196,738.13	(60,048.59)
Decrease / (increase) in loans and advances	(1,411,045.68)	(1,277,132.89)
Decrease / (increase) in bank deposits (having original maturity of more than three months)(net)	(25,820.25)	53,179.53
Decrease / (increase) in other assets	974.74	1,857.14
Cash generated from operations	(734,508.29)	(932,870.51)
Direct taxes paid (net of refunds)	(56,091.88)	(57,743.68)
Net cash flow from in operating activities (A)	(790,600.17)	(990,614.19)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed including intangible assets	(3,749.66)	(4,277.66)
Proceeds from sale of fixed assets	50.98	63.10
Net cash used in investing activities (B)	(3,698.68)	(4,214.56)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Amount received from institutional borrowing	2,350,574.28	2,220,993.36
Amount received from public issue of non-convertible debentures	-	197,484.71
Increase / (decrease) in retail borrowings	97,743.41	165,612.77
Amount redeemed for public issue of non-convertible debentures	(41,795.50)	(34,306.30)
Repayment of institutional borrowing	(1,855,069.86)	(1,714,627.52)
Public issue expenses for non-convertible debentures paid	-	(1,255.33)

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2016 (Contd.)

STANDALONE ACCOUNTS

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
Dividend paid	(22,688.27)	(18,150.62)
Tax on dividend	(4,618.80)	(3,356.44)
Net cash from financing activities (C)	524,145.26	812,394.63
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(270,153.59)	(182,434.12)
Cash and cash equivalents at the beginning of the year	348,832.76	531,266.88
Cash and bank balances taken over on account of amalgamation	1,700.40	-
Cash and cash equivalents at the end of the year	80,379.57	348,832.76

Components of cash and cash equivalents	(Rs. in lacs)	
	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents at the end of the year		
i) Cash on hand	10,079.91	10,794.43
ii) Cheques on hand	4,698.24	7,367.11
iii) Balances with scheduled banks in:		
Current accounts	59,641.88	165,145.63
Unclaimed dividend accounts *	923.26	821.59
Deposits with original maturity of less than three months	5,036.28	164,704.00
Total cash and cash equivalents (note 15)	80,379.57	348,832.76

Significant accounting policies (note 2.1)

The accompanying notes are an integral part of the financial statements.

Notes

- The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounts) Rules 2014.
- All figures in brackets indicate outflow.
- Direct tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities.
- The amalgamation of SEFCL with Company is non-cash transaction and hence, has no impact on the Company's cash flow for the year (Refer note 33).
- *5) 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 **S.R. BATLIBOI & Co. LLP**

ICAI Firm Registration No. 301003E / E300005

Chartered Accountants

per **Shrawan Jalan**

Partner

Membership No. 102102

Mumbai

April 29, 2016

For **G. D. Apte & Co.**

ICAI Firm Registration No. 100515W

Chartered Accountants

Ameya D. Tambekar

Partner

Membership No. 128355

For and on behalf of the Board of Directors of

Shriram Transport Finance Company Limited

S. Lakshminarayanan

Chairman

DIN: 02808698

Parag Sharma

Chief Financial Officer

Umesh Revankar

Managing Director

DIN: 00141189

Vivek M. Achwal

Company Secretary

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 Identity No. (CIN)	L65191TN1979PLC007874
IRDA	9622839

2 BASIS OF PREPARATION

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 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 Company and are consistent with those used in the previous year except for the change in accounting policies explained below. The complete financial statements have been prepared along with all disclosures.

2.1 Significant accounting policies

(a) Change in accounting policy

Pursuant to Reserve Bank of 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 180 days to 150 days and increased provision on standard assets 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, 2016 would have been lower by Rs. 30,071.80 lacs, income from operations for the same period would have been higher by Rs. 1,582.92 lacs and profit before tax for the same period would have been higher by Rs. 31,654.72 lacs (net of tax Rs. 20,699.65 lacs).

(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 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.

During the year, the Company has revised its estimate for provision on Non-performing Asset. Had the Company continued to use the earlier estimate for provision of Non-performing Asset, provisions and write-offs for the year ended March 31, 2016 would have been higher by Rs. 41,562.71 lacs and profit before tax for the same period would have been lower by Rs. 41,562.71 lacs (net of tax Rs. 27,178.69 lacs).

(d) Fixed assets, depreciation/amortisation and impairment

Tangible fixed assets

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 tangible fixed assets

Depreciation on tangible fixed asset is provided on Straight Line basis ('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

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%

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 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.

(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 Non-Banking Financial (Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as and when amended. Delinquencies on assets securitised/assigned are provided for based on management estimates.

Provision on standard assets is made as per Non-Banking Financial (Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as and when amended.

(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 five months or more in case of secured/unsecured loans 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, if any/expenditure for securitisation /direct assignment is recognised upfront.

- vi. Interest income on fixed deposits/margin money, call money (Collateralised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated 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.
- ix. Income from services is recognised as per the terms of the contract 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 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 recognized 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 recognized 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 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'. 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.

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 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company 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 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.

(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 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 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.

(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.

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
3	SHARE CAPITAL		
	Authorised		
	647,000,000 (March 31, 2015: 397,000,000) Equity shares of Rs.10/- each	64,700.00	39,700.00
	95,000,000 (March 31, 2015: 20,000,000) Preference shares of Rs.100/- each	95,000.00	20,000.00
		159,700.00	59,700.00
	Issued and Subscribed share capital		
	226,936,877(March 31, 2015: 226,936,877) Equity shares of Rs. 10/- each	22,693.69	22,693.69
	Paid up (fully paid up)		
	Equity Shares		
	226,882,736 (March 31, 2015: 226,882,736) equity shares of Rs. 10/- each	22,688.27	22,688.27
		22,688.27	22,688.27
	48,000 equity shares of Rs.10/- each (Rs. 5/- each paid up forfeited)	2.40	2.40
	Total	22,690.67	22,690.67

	As at March 31, 2016		As at March 31, 2015	
	Numbers of shares	Rs. in lacs	Numbers of shares	Rs. in lacs
a. Reconciliation of the equity shares outstanding at the beginning and at end of reporting period				
Shares outstanding at the beginning of the year	226,882,736	22,688.27	226,882,736	22,688.27
Movement during the year	-	-	-	-
Shares outstanding at the end of the year	226,882,736	22,688.27	226,882,736	22,688.27

b. 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.

During the year ended March 31, 2016, the amount of per equity share dividend recognized as distributions to equity shareholders was Rs. 10.00 (March 31, 2015 : Rs. 10.00). Out of the total dividend declared during the year ended March 31, 2016, amount of interim dividend paid was Rs. 4.00 per equity share (March 31, 2015: Rs. 4.00) and amount of final dividend proposed was Rs. 6.00 per equity share (March 31, 2015: Rs. 6.00).

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.

c. Shares reserved for issue under options

During the year ended March 31, 2016 Nil (March 31, 2015: Nil) equity shares were vested and exercised.

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

The Company has issued total 722,068 equity shares (March 31, 2015 : 1,364,918) 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 500,868 (March 31, 2015 : 500,868) equity shares issued on account of merger of Shriram Holdings (Madras) Private Limited.

3 SHARE CAPITAL (Contd.)

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

Details of shareholding	As at March 31, 2016		As at March 31, 2015	
	Numbers of shares	% holding in the class	Numbers of shares	% holding in the class
Equity shares of Rs. 10/- each				
Shriram Capital Limited	59,103,162	26.05%	59,103,162	26.05%
Piramal Enterprises Limited	22,600,000	9.96%	22,600,000	9.96%

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

(Rs. in lacs)

4 RESERVES AND SURPLUS

	As at March 31, 2016	As at March 31, 2015
Capital reserve	2,761.83	2,761.83
Capital redemption reserve	5,388.35	5,388.35
Securities premium account	175,481.06	175,481.06
Debenture redemption reserve		
Balance as per last account	62,791.26	41,335.44
Add: Transfer from surplus balance in the Statement of Profit and Loss	31,310.86	31,389.47
Less: Transfer to Statement of Profit and Loss on account of redemption	(15,267.47)	(9,933.65)
Closing balance	78,834.65	62,791.26
Other reserves		
Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
Balance as per last account	180,199.79	155,199.79
Add: Additions on account of amalgamation as on April 01, 2015 (Refer note 33)	4,655.65	-
Add: Transfer from surplus balance in the Statement of Profit and Loss	24,000.00	25,000.00
Closing balance	208,855.44	180,199.79
General reserve		
Balance as per last account	90,653.63	78,153.63
Add: Transfer from surplus balance in the Statement of Profit and Loss	12,000.00	12,500.00
Closing balance	102,653.63	90,653.63
Surplus in Statement of Profit and Loss		
Balance as per last account	383,829.91	346,310.96
Add: Additions on account of amalgamation as on April 01, 2015 (Refer note 33)	(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	117,819.76	123,780.98
Add: Excess provision written back-tax on dividend	-	0.42
Less: Appropriations		
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(24,000.00)	(25,000.00)
Transfer to general reserve	(12,000.00)	(12,500.00)
Transfer to/from debenture redemption reserve	(16,043.39)	(21,455.82)

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
4	RESERVES AND SURPLUS (Contd.)		
	Interim dividend [amount per share Rs. 4.00 (March 31, 2015: Rs. 4.00)]	(9,075.31)	(9,075.31)
	Tax on interim dividend	(1,897.02)	(1,814.51)
	Proposed final dividend [amount per share Rs. 6.00 (March 31, 2015: Rs. 6.00)]	(13,612.96)	(13,612.96)
	Tax on proposed dividend	(2,771.28)	(2,721.78)
	Total appropriations	(79,399.96)	(86,180.38)
	Net surplus in Statement of Profit and Loss	418,745.82	383,829.91
	Total	992,720.78	901,105.83

		(Rs. in lacs)			
		As at March 31, 2016		As at March 31, 2015	
		Non- current portion	Current maturities*	Non- current portion	Current maturities*
5	LONG-TERM BORROWINGS				
	Subordinated debts (Unsecured)	330,198.40	21,427.42	329,934.46	66,100.82
	Redeemable non-convertible debentures				
	Secured	1,057,917.41	554,685.49	1,380,890.97	396,866.53
	Less: Unamortised discount	(0.08)	(27.67)	(27.92)	(117.73)
		1,057,917.33	554,657.82	1,380,863.05	396,748.80
	Unsecured	-	-	-	2,150.00
	Term loans from banks				
	Unsecured	10,000.00	12,000.00	10,000.00	-
	Secured	938,402.76	755,728.36	897,040.56	435,638.46
	Fixed deposits (Unsecured) #	582,030.05	197,625.47	470,043.50	65,929.39
	Term loans from financial institutions / corporates				
	Secured	108,000.00	77,566.67	68,900.00	37,800.00
	Loans and advances from related parties				
	Subordinated debts (Unsecured)				
	from Subsidiary	67.64	11.00	-	-
	from Relative of key management personnel	0.80	0.30	1.10	-
	from Enterprises having significant influence over the Company	311.14	28.80	239.94	28.09
	Redeemable non-convertible debentures (Secured)				
	from Key management personnel	-	3.00	3.00	-
	from Relative of key management personnel	2.20	9.75	11.89	2.44
	from Enterprises having significant influence over the Company	-	5.00	5.00	-
	Fixed deposits (Unsecured)				
	from Relative of key management personnel	37.06	4.09	33.98	3.00
	Total	3,026,967.38	1,619,067.68	3,157,076.48	1,004,401.00

*Amount disclosed under the note 6-Other current liabilities

#Includes deposits from corporates Rs. 28,161.91 lacs (March 31, 2015 Rs. 7,308.61 lacs).

5 LONG-TERM BORROWINGS (Contd.)

A) Subordinated debt - unsecured

i) Privately placed subordinated debts of Rs. 100,000/- each

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%	>=12% <14%	
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			Total
	<10%	>=10% <12%	>=12% <14%	
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

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

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%	>=12% <14%	
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

5 LONG-TERM BORROWINGS (Contd.)

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%	>=12% <14%	
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

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

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%	>=12% <14%	
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

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%	>=12% <14%	
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

5 LONG-TERM BORROWINGS (Contd.)

iv) 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, 2016	As at March 31, 2015	Redeemable at par on
Option -IV	10.40%	91.00	91.00	1-Jun-17
	10.81%	-	1,687.00	1-Mar-17
	11.25%	-	3,746.08	1-Dec-16
Option -V	10.25%	110.30	110.30	1-Jun-17
	10.75%	204.32	204.32	1-Jun-17
	11.00%	2,471.61	2,471.61	1-Jun-17
Total		2,877.23	8,310.31	
Current maturity				
Option -IV	10.81%	1,687.00	-	1-Mar-17
	11.25%	3,746.08	-	1-Dec-16
Total		5,433.08	-	

(Rs. in lacs)

Total subordinated debts	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	327,700.75	16,034.44	321,865.19	66,128.91
Public issue (iv)	2,877.23	5,433.08	8,310.31	-
Total subordinated debts	330,577.98	21,467.52	330,175.50	66,128.91
Less: issued to related parties	379.58	40.10	241.04	28.09
Total	330,198.40	21,427.42	329,934.46	66,100.82

B) Non-convertible debenture (NCD) - secured

i) Privately placed redeemable non-convertible debentures of Rs. 1,000/- each

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%	>= 12% < 14%	>= 14% < 16%	
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

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%	>= 12% < 14%	>= 14% < 16%	
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

5 LONG-TERM BORROWINGS (Contd.)

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.

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

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%	>= 14% < 16%	
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%	>= 14% < 16%	
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	12-Aug-16
2	9.85%	20,000.00	20-Jul-16
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	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.

5 LONG-TERM BORROWINGS (Contd.)

₹ 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	12-Aug-16
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%	>= 14% < 16%	
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 NCD 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	20-Jul-15
2	10.95%	30,000.00	25-Sep-15
3	9.35%	20,000.00	22-Jun-15
Total		70,000.00	

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.

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

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%	>= 14% < 16%	
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%	>= 14% < 16%	
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%	>= 14% < 16%	
Upto 12 months*	-	1,000.00	-	-	1,000.00

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

5 LONG-TERM BORROWINGS (Contd.)

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 -(2010)

Terms of repayment

Long term borrowing

(Rs. in lacs)					
Option detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Option -II	9.50%	278.58	-	1-Jun-17	-
	10.00%	453.23	-	1-Jun-17	-
	10.25%	3,157.85	-	1-Jun-17	-
	10.50%	571.77	-	1-Jun-17	-
Total		4,461.43	-		

Current maturity

(Rs. in lacs)					
Option detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Option -I	9.00%	-	1,424.68	1-Jun-15	-
	9.50%	-	3,918.31	1-Jun-15	-
	9.75%	-	1,160.23	1-Jun-15	-
	10.00%	-	210.37	1-Jun-15	-
Option -II	9.50%	-	897.03	1-Jun-17	2-Jun-15
	10.00%	-	785.25	1-Jun-17	2-Jun-15
	10.25%	-	3,799.51	1-Jun-17	2-Jun-15
	10.50%	-	672.17	1-Jun-17	2-Jun-15
Option -III	9.75%	-	807.77	1-Jun-15	-
	10.25%	-	782.70	1-Jun-15	-
	10.50%	-	1,779.74	1-Jun-15	-
	10.75%	-	359.56	1-Jun-15	-
Total		-	16,597.32		

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 14-July-2011, Rs 128.64 lacs on 28-October-2014 and as per the terms of the issue Rs. 7,472.34 lacs were redeemed on 1-June-2013, Rs. 7,472.34 lacs were redeemed on 1-June-2014, Rs. 10,443.36 lacs were redeemed on 01-June-2015.

Put options were exercised for option I on 1-June-2013 and Rs. 9,019.04 lacs were paid on 05-July-2013 in compliance with the terms of issue.

Put options were exercised for option II on 1-June-2015 and Rs. 1,440.95 lacs were paid on 02-July-2015 and Rs. 251.58 lacs were paid on 03-July-2015 in compliance with the terms of issue.

5 LONG-TERM BORROWINGS (Contd.)

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

Terms of repayment

Long term borrowing

Outstanding as at March 31, 2016 and March 31, 2015: Rs. Nil.

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Option -I	11.60%	52,241.36	53,467.20	11-Jul-16	12-Jul-15
	11.35%	23,254.35	24,304.40	11-Jul-16	12-Jul-15
	11.10%	7,264.68	7,324.64	11-Jul-16	12-Jul-15
Total		82,760.39	85,096.24		

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 28-October-2014 and as per the terms of the issue Rs. 14,874.96 lacs were redeemed on 11-July-2014.

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

vi) **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, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -II	11.40%	13,382.08	13,349.04	9-Aug-17	-
	10.50%	12,812.18	12,845.22	9-Aug-17	-
Series -IV	11.40%	6,288.04	6,251.50	9-Aug-17	-
	10.50%	139.09	175.63	9-Aug-17	-
Total		32,621.39	32,621.39		

Terms of repayment

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -I	11.15%	-	8,572.90	9-Aug-15	-
	10.25%	-	14,871.99	9-Aug-15	-
Series -III	11.15%	-	3,731.19	9-Aug-15	-
	10.25%	-	147.68	9-Aug-15	-
Total		-	27,323.76		

5 LONG-TERM BORROWINGS (Contd.)

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 07-August-2015.

vii) 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, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -I	10.90%	-	12,850.81	1-Aug-16	-
	9.65%	-	13,542.26	1-Aug-16	-
Series -II	11.15%	11,558.97	11,561.58	31-Jul-17	-
	9.80%	3,381.06	3,378.46	31-Jul-17	-
	11.15%	11,558.97	11,561.58	31-Jul-18	-
	9.80%	3,381.07	3,378.46	31-Jul-18	-
Series -III	10.63%	5,822.11	5,801.02	31-Jul-18	-
	9.40%	74.91	96.00	31-Jul-18	-
Series -IV	10.90%	-	6,044.39	1-Aug-16	-
	9.65%	-	72.64	1-Aug-16	-
Series -V	11.15%	2,597.72	2,631.70	31-Jul-17	-
	9.80%	43.63	9.66	31-Jul-17	-
	11.15%	2,597.72	2,631.70	31-Jul-18	-
	9.80%	43.64	9.64	31-Jul-18	-
Total		41,059.80	73,569.90		

Current maturity

(Rs. in lacs)					
Series detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -I	10.90%	12,819.78	-	1-Aug-16	-
	9.65%	13,573.29	-	1-Aug-16	-
Series -IV	10.90%	6,067.30	-	1-Aug-16	-
	9.65%	49.73	-	1-Aug-16	-
Total		32,510.10	-		

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.

5 LONG-TERM BORROWINGS (Contd.)

viii) 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, 2016	As at March 31, 2015	Redeemable at par on	Put and call option
Series I	11.25%	-	7,745.00	24-Oct-16	-
	10.75%	-	19,390.84	24-Oct-16	-
Series II	11.50%	3,165.18	3,167.15	24-Oct-18	-
	10.75%	7,488.34	7,486.37	24-Oct-18	-
Series III	11.75%	4,703.56	4,710.54	24-Oct-20	-
	10.75%	3,053.99	3,047.01	24-Oct-20	-
Series IV	11.25%	-	2,250.99	24-Oct-16	-
	10.75%	-	14.61	24-Oct-16	-
Series V	11.50%	806.60	809.92	24-Oct-18	-
	10.75%	8.37	5.05	24-Oct-18	-
Series VI	11.75%	1,349.17	1,348.34	24-Oct-20	-
	10.75%	23.35	24.18	24-Oct-20	-
Total		20,598.56	50,000.00		

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and call option
Series I	11.25%	7,749.14	-	24-Oct-16	-
	10.75%	19,386.70	-	24-Oct-16	-
Series IV	11.25%	2,250.16	-	24-Oct-16	-
	10.75%	15.44	-	24-Oct-16	-
Total		29,401.44	-		

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.

5 LONG-TERM BORROWINGS (Contd.)

ix) **Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2014)**

Terms of repayment

Long term borrowing

Series detail	Rate of interest	(Rs. in lacs)		Redeemable at par on	Put and call option
		As at March 31, 2016	As at March 31, 2015		
Series I	9.85%	111,397.42	111,578.53	15-Jul-17	-
	11.00%	6,980.86	6,571.96	15-Jul-17	-
	11.25%	7,514.40	7,742.19	15-Jul-17	-
Series II	10.00%	33,235.44	33,145.30	15-Jul-19	-
	11.25%	3,175.43	3,138.76	15-Jul-19	-
	11.50%	2,000.16	2,126.97	15-Jul-19	-
Series III	10.15%	5,334.05	5,588.00	15-Jul-21	-
	11.50%	5,765.62	5,327.02	15-Jul-21	-
	11.75%	2,507.20	2,691.85	15-Jul-21	-
Series IV	9.57%	45.42	51.76	15-Jul-19	-
	10.71%	1,512.84	1,427.85	15-Jul-19	-
	10.94%	1,225.38	1,304.03	15-Jul-19	-
Series V	9.71%	2.51	2.17	15-Jul-21	-
	10.94%	2,158.80	2,090.82	15-Jul-21	-
	11.17%	1,357.35	1,425.67	15-Jul-21	-
Series VI	9.85%	5,007.91	5,018.55	15-Jul-17	-
	11.00%	2,899.34	2,803.29	15-Jul-17	-
	11.25%	1,032.70	1,118.11	15-Jul-17	-
Series VII	10.00%	6.05	4.55	15-Jul-19	-
	11.25%	1,048.43	1,023.08	15-Jul-19	-
	11.50%	465.75	492.60	15-Jul-19	-
Series VIII	10.15%	33.57	33.17	15-Jul-21	-
	11.50%	1,947.07	1,893.46	15-Jul-21	-
	11.75%	831.01	885.02	15-Jul-21	-
Total		197,484.71	197,484.71		

Current maturity

Outstanding as at March 31, 2016 and March 31, 2015: Rs. Nil.

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.

(Rs. in lacs)

Total non-convertible debentures- secured	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	761,693.72	410,031.31	1,027,234.86	267,851.65
Public issue (iv+v+vi+vii+viii+ix)	296,225.89	144,671.93	353,676.00	129,017.32
Total non-convertible debentures- secured	1,057,919.61	554,703.24	1,380,910.86	396,868.97
Less: issued to related parties	2.20	17.75	19.89	2.44
Total	1,057,917.41	554,685.49	1,380,890.97	396,866.53

5 LONG-TERM BORROWINGS (Contd.)

C) Redeemable non-convertible debentures (NCD)- unsecured

Privately placed unsecured redeemable non-convertible debentures of Rs. 1,000,000/- each

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		Total
	<10%	>=10% <12%^	
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.

D) Term loans from banks- unsecured

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
24-36 months	14.00%	Bullet	10,000.00	-
Total			10,000.00	-

5 LONG-TERM BORROWINGS (Contd.)

E) Term loans from banks - secured

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 asset 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.

(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

5 LONG-TERM BORROWINGS (Contd.)

F) Fixed deposits- unsecured -Refer note 26

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	37,146.33	-	37,146.33
36-48 months	8,224.08	24,046.33	32,270.41
24-36 months	206,850.56	12,876.90	219,727.46
12-24 months	33,110.82	259,812.09	292,922.91
Total	285,331.79	296,735.32	582,067.11

Current maturity

Upto 12 months	63,311.06	134,318.50	197,629.56
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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	5,136.39	24,017.39	29,153.78
36-48 months	305.36	12,958.74	13,264.10
24-36 months	19,388.02	262,174.47	281,562.49
12-24 months	9,874.37	136,222.74	146,097.11
Total	34,704.14	435,373.34	470,077.48

Current maturity

Upto 12 months	37,711.68	28,220.71	65,932.39
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(Rs. in lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total Fixed deposits	582,067.11	197,629.56	470,077.48	65,932.39
Less: issued to related parties	37.06	4.09	33.98	3.00
Total	582,030.05	197,625.47	470,043.50	65,929.39

5 LONG-TERM BORROWINGS (Contd.)

G) Term loan from financial institutions/corporates - secured

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
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

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.

(Rs. in lacs)

	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total long-term borrowings				
Secured borrowings	2,104,322.29	1,387,970.60	2,346,823.50	870,189.70
Unsecured borrowings	922,645.09	231,097.08	810,252.98	134,211.30
Total long-term borrowings	3,026,967.38	1,619,067.68	3,157,076.48	1,004,401.00

(Rs. in lacs)

6	OTHER LIABILITIES	As at March 31, 2016		As at March 31, 2015	
		Long-term	Short-term	Long-term	Short-term
	Current maturities of long term debts [Refer note 5]	-	1,619,067.68	-	1,004,401.00
	Interest accrued but not due on loans β	69,421.52	106,312.92	57,229.69	101,569.80
	Investor education and protection fund shall be credited by the following amounts (as and when due)				
	- Unclaimed dividend	-	923.26	-	821.59
	- Unclaimed matured deposits and interest accrued thereon	-	6,553.91	-	3,718.52
	- Unclaimed matured debentures and interest accrued thereon	-	9,327.74	-	5,566.28
	- Unclaimed matured subordinate debts and interest accrued thereon	-	2,028.85	-	1,855.92
	Temporary credit balance in bank accounts	-	4,069.14	-	3,418.49
	Tax deducted at source	-	2,547.59	-	1,954.32
	Service tax payable	-	11.77	-	-
	Statutory dues pertaining to employees	-	523.72	-	433.13
	Value added tax	-	520.49	-	412.34
	Works contract tax payable	-	2.29	-	3.57
	Unrealised gain on securitisation *	30,657.73	66,307.82	24,387.06	50,009.19
	Retention and others	16,271.38	-	15,517.51	-
	Total	116,350.63	1,818,197.18	97,134.26	1,174,164.15

β Includes interest payable to erstwhile subsidiary M/s. Shriram Equipment Finance Company Limited Rs. Nil (March 31, 2015: Rs. 8.15 lacs).

* Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.
(Rs. in lacs)

7	PROVISIONS	As at March 31, 2016		As at March 31, 2015	
		Long-term	Short-term	Long-term	Short-term
	For employee benefits				
	For gratuity	-	228.26	-	28.52
	For leave encashment and availment	-	2,044.25	-	1,626.56
	For others				
	For non-performing assets	272,654.14	-	151,501.84	-
	For standard assets [Refer note (f) of note 2.1]	11,617.54	6,015.51	7,148.53	4,859.72
	For service tax- contested	-	8,793.99	-	8,793.99
	For value added tax	-	575.66	-	575.66
	For income tax [net of advance tax Rs. 293,427.70 lacs (March 31, 2015: Rs. 224,663.81 lacs)]	-	16,918.04	-	7,564.75
	Proposed dividend	-	13,612.96	-	13,612.96
	Corporate dividend tax	-	2,771.28	-	2,721.78
	Total	284,271.68	50,959.95	158,650.37	39,783.94

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
8 SHORT-TERM BORROWINGS		
Secured		
Redeemable non-convertible debentures	25,000.00	-
Term loans		
From banks	102,625.00	236,344.91
Loans repayable on demand (Secured)		
Cash credit	201,410.34	17,022.32
Unsecured		
Unsecured loan from subsidiary	-	773.36
Term loan from banks	4,000.00	12,000.00
Total	333,035.34	266,140.59

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, 2016

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	Total
	<=10%	
Upto 12 months	25,000.00	25,000.00
Total	25,000.00	25,000.00

Outstanding as at March 31, 2015 : Rs. Nil.

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 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, 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

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

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

8 SHORT-TERM BORROWINGS (Contd.)

C) Term loans from bank -unsecured

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.

D) Cash credit from bank

	As at March 31, 2016	As at March 31, 2015
Secured by hypothecation of specific assets covered under hypothecation loan agreements	201,410.34	17,022.32
Total	201,410.34	17,022.32

E) Unsecured loan from subsidiary

Outstanding as at March 31, 2016 : Rs. Nil

			(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	773.36
Total			773.36

			(Rs. in lacs)
Total short-term borrowings	As at March 31, 2016	As at March 31, 2015	
Secured borrowings	329,035.34	253,367.23	
Unsecured borrowings	4,000.00	12,773.36	
Total short-term borrowings	333,035.34	266,140.59	

Particulars	Tangible assets										Intangible assets
	Land - freehold	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvement	Total tangible assets	Computer software		
9 TANGIBLE AND INTANGIBLE FIXED ASSETS											
Gross block											
As at April 01, 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 account of amalgamation as at April 01, 2015 (Refer note 33)	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		
Depreciation											
As at April 01, 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 account of amalgamation as at April 01, 2015 (Refer note 33)	-	-	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		
Net Block											
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		

* Adjustment is on account of regrouping of fixed assets

	Year ended	
	March 31, 2016	March 31, 2015
Depreciation and amortisation		
on tangible assets	3,533.40	3,943.53
on intangible assets	94.97	104.85
on investment property	2.24	2.24
Total	3,630.61	4,050.62

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
10 NON-CURRENT INVESTMENTS		
1 Investment property (net of depreciation)	192.99	195.23
2 Non trade :		
A. a) Investment in equity shares-unquoted	3,067.20	4,067.20
b) Investment in preference shares	-	25,000.00
B. Investment in government securities	115,126.15	75,333.42
C. Investment in subordinated debts	5,000.00	5,000.00
D. Investment in venture capital fund	1,655.64	1,655.64
E. Investment in mutual fund	200.00	200.00
Less : Aggregate provision for diminution in value of investments	(25.00)	(25.00)
Total	125,216.98	111,426.49

(Rs. in lacs)

Particulars	Face value	Quantity	Amount	Quantity	Amount
		As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
1. Investment property (at cost less accumulated depreciation)					
Cost of land and building given on operating lease			211.66		211.66
Less: accumulated depreciation			18.67		16.43
Net Block			192.99		195.23
2. Non trade (valued at cost unless stated otherwise)					
A. Shares : Fully paid up					
a) Unquoted - Equity shares					
Investment in wholly owned subsidiaries					
Shriram Equipment Finance Company Limited @ (Amalgamated during the year)	10	-	-	10,000,000	1,000.00
Shriram Automall India Limited	10	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
Credential Finance Limited (At cost less provision for other than temporary diminution in value of Rs. 25.00 lacs (March 31, 2015: Rs. 25.00 lacs))	10	25,000	-	25,000	-
The Zoroastrian Co-operative Bank Limited	25	100	0.03	100	0.03
Freight Commerce Solutions Private Limited	10	3,705	0.37	3,705	0.37
Shriram Seva Sankalp Foundation	10	18,000	1.80	18,000	1.80
b) Unquoted - Preference shares					
Investment in wholly owned subsidiaries					
Shriram Equipment Finance Company Limited (Amalgamated during the year)	100	-	-	25,000,000	25,000.00

10 NON-CURRENT INVESTMENTS (Contd.)

Particulars	Face value	(Rs. in lacs)			
		Quantity	Amount	Quantity	Amount
		As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
B. Government securities [Refer note 26]					
Quoted					
6.13% GOI Loan 2028	100	176,000	177.26	176,000	177.36
6.35% GOI Loan 2020	100	2,500,000	2,425.39	2,500,000	2,405.49
6.90% GOI Loan 2019	100	5,000,000	4,871.87	5,000,000	4,832.76
7.02% GOI Loan 2016	100	-	-	400,000	398.27
7.16% GOI Loan 2023	100	12,500,000	11,947.76	12,500,000	11,917.43
7.80% GOI Loan 2020	100	2,500,000	2,496.84	2,500,000	2,496.07
8.13% GOI Loan 2022	100	2,500,000	2,501.76	2,500,000	2,502.04
8.24% GOI Loan 2027	100	500,000	497.70	500,000	497.49
8.26% GOI Loan 2027	100	7,500,000	7,385.00	7,500,000	7,374.83
8.28% GOI Loan 2027	100	15,000,000	14,341.91	15,000,000	14,284.44
8.33% GOI Loan 2026	100	7,500,000	7,491.38	7,500,000	7,490.54
8.60% GOI Loan 2028	100	7,500,000	7,975.80	7,500,000	8,220.41
8.83% GOI Loan 2023	100	10,000,000	10,069.00	10,000,000	10,078.04
8.97% GOI Loan 2030	100	2,500,000	2,648.14	2,500,000	2,658.25
8.15% GOI Loan 2026 (Purchased during the year)	100	10,000,000	10,082.07	-	-
7.88% GOI Loan 2030 (Purchased during the year)	100	22,200,000	22,111.98	-	-
8.20% GOI Loan 2025 (Purchased during the year)	100	8,000,000	8,102.29	-	-
C. Unquoted- Investment in subordinated debts					
Yes Bank Limited	1,000,000	500	5,000.00	500	5,000.00
D. Unquoted- Venture capital fund					
ICICI Investment Management Company Limited (Subscribed during the year Rs. Nil (March 31, 2015: Rs. 237.13 lacs) and redeemed during the year is Rs. Nil (March 31, 2015: Rs. 34.54 lacs))	10,000	16,556	1,655.64	16,556	1,655.64
E. Unquoted: Investment in mutual fund					
Shriram Equity & Debt Opportunities Fund Direct -Growth	10	2,000,000	200.00	2,000,000	200.00
Total			125,216.98		111,426.49
Aggregate value of quoted investments					
Cost of acquisition			115,126.15		75,533.42
Market value			117,783.14		78,023.63
Aggregate value of unquoted investments					
Cost of acquisition			9,922.84		35,722.84
Aggregate provision for diminution in value of investments			25.00		25.00

@ 3,000,000 shares have been pledged against loan availed by erstwhile subsidiary from Bank.

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
11 DEFERRED TAX ASSETS (NET)		
Deferred tax asset		
Fixed asset: Impact of difference between tax depreciation and depreciation /amortisation charged for financial reporting period	1,382.54	1,045.39
Impact of expenditure charged to the Statement of Profit and Loss in the current year but claimed as expense for tax purpose on payment basis.	4,364.14	4,020.11
Provision for securitisation	19,497.03	17,509.87
Provision for standard assets	6,102.45	4,081.61
Gross deferred tax assets (A)	31,346.16	26,656.98
Deferred tax liability		
Debenture issue expenses	575.90	1,008.53
Gross deferred tax liability (B)	575.90	1,008.53
Net deferred tax assets (A-B)	30,770.26	25,648.45

(Rs. in lacs)

	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current portion #	Non-current portion	Current portion #
12 LOANS AND ADVANCES				
Unsecured, considered good				
Capital advances	222.70	-	226.69	-
Security deposits	2,903.59	790.85	2,653.12	682.17
Secured, considered good				
Hypothecation loans	3,800,745.73	1,847,547.58	2,771,925.76	1,812,182.07
Retained interest on securitisation	28,365.13	37,830.80	24,011.94	33,466.27
Other loans	280.89	78.89	48,625.79	16,503.67
Securitisation deferred consideration receivable *	30,657.73	66,307.82	24,387.06	50,009.19
Unsecured, considered good				
Unsecured loans^	38,122.56	111,822.99	8,730.59	73,797.36
Advance - hypothecation loans	-	2,410.94	1,119.60	-
Unsecured, considered good				
Advance recoverable from subsidiaries [Refer note 27]\$	-	183.97	-	22.25
Doubtful				
Secured hypothecation loans	367,627.98	-	178,684.89	-
Unsecured loan	19,199.82	-	10,692.98	-
Advances recoverable in cash or in kind or for value to be received	196.04	-	36.03	-

12 LOANS AND ADVANCES (Contd.)

	(Rs. in lacs)			
	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current portion #	Non-current portion	Current portion #
Other loans and advances -Unsecured, considered good				
Advances recoverable in cash or in kind or for value to be received	4,190.99	5,613.78	2,708.85	3,720.00
Service tax credit (input) receivable	-	2,857.60	-	3,238.41
Prepaid expenses	100.00	541.49	77.96	472.31
Advance income tax (net of provision for taxation) [net of provision for income tax Rs. 235,687.55 lacs (March 31, 2015: Rs. 235,687.55 lacs)]	8,405.89	-	8,405.89	-
Total	4,301,019.05	2,075,986.71	3,082,287.15	1,994,093.70

Includes current maturities of long term loans and advances

\$ Advance given to subsidiary M/s. Shriram Automall India Limited Rs. 183.97 lacs (March 31, 2015: Rs. 22.25 lacs)

\$ Maximum advance given to subsidiary M/s. Shriram Automall India Limited at anytime during the year : Rs. 1,519.63 lacs (March 31, 2015: Rs. 713.22 lacs)

^ Advance given to the Company in which the director is interested Rs. 0.60 lacs (March 31, 2015: Rs. Nil)

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised / assigned deals.

	(Rs. in lacs)			
	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current portion	Non-current portion	Current portion
13 OTHER ASSETS				
Unsecured, considered good				
Fixed deposits with banks (note 15)	-	-	290.80	-
Margin money deposit with banks (note 15)	340.03	-	6,727.97	-
Interest accrued on investments	-	2,031.82	-	1,578.11
Interest accrued on fixed deposits with banks	40.96	1,799.22	58.14	3,210.49
Public issue expenses for non-convertible debentures	589.71	1,074.35	1,664.06	1,303.09
Issue expenses for equity shares	416.81	152.77	569.59	152.77
Total	1,387.51	5,058.16	9,310.56	6,244.46

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
14 CURRENT INVESTMENTS		
1 Investment in government securities	399.52	499.32
2 a) Investment in certificate of deposit with banks	-	220,792.81
b) Investment in mutual fund	10,000.00	-
	10,399.52	221,292.13

(Rs. in lacs)

Particulars	Face value	Quantity	Amount	Quantity	Amount
		As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
Current portion of long term investments (valued at cost unless otherwise mentioned)					
1 Quoted: Government securities [Refer note 26]					
6.49% GOI Loan 2015 (Redeemed during the year at par)	100	-	-	500,000	499.32
7.02% GOI Loan 2016 (This security is redeemable on August 17, 2016 at par)	100	400,000	399.52	-	-
2 Current investments (At lower of cost and fair value)					
a) Unquoted: Investment in certificate of deposit with banks					
Andhra Bank		-	-	10,000	9,817.48
Bank of Maharashtra		-	-	25,000	24,562.73
Corporation Bank		-	-	30,000	29,386.23
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 and Jaipur		-	-	25,000	24,496.16
Syndicate Bank		-	-	25,000	24,568.65
UCO Bank		-	-	20,000	19,581.86
b) Unquoted - Investment in mutual fund					
Kotak Liquid Scheme Plan A - Direct Plan - Growth	10	325,651	10,000.00	-	-
Total			10,399.52		221,292.13
Aggregate value of quoted investments					
Cost of acquisition			399.52		499.32
Market value			399.53		498.04
Aggregate value of unquoted investments					
Cost of acquisition			10,000.00		220,792.81
Aggregate provision for diminution in value of investments			-		-

		(Rs. in lacs)			
		As at March 31, 2016		As at March 31, 2015	
		Non-current portion	Current portion	Non-current portion	Current portion
15	CASH AND BANK BALANCES				
	Cash and cash equivalents				
	i) Balances with scheduled banks in:				
	Current accounts	-	59,641.88	-	165,145.63
	Unclaimed dividend accounts	-	923.26	-	821.59
	Deposits with original maturity of less than three months	-	5,036.28	-	164,704.00
	ii) Cheques on hand	-	4,698.24	-	7,367.11
	iii) Cash on hand	-	10,079.91	-	10,794.43
		-	80,379.57	-	348,832.76
	Other bank balances				
	Deposits with original maturity for more than 12 months	-	10.38	290.80	9.22
	Deposits with original maturity for more than 3 months but less than 12 months	-	30,295.16	-	6,582.59
	Margin money deposit #	340.03	125,700.58	6,727.97	116,915.32
		340.03	156,006.12	7,018.77	123,507.13
	Amount disclosed under non-current assets [Refer note 13]	(340.03)	-	(7,018.77)	-
	Total	-	236,385.69	-	472,339.89

Includes deposits of Rs. 124,055.99 lacs (March 31, 2015: Rs. 115,097.11 lacs) pledged with Banks as margin for credit enhancement, Rs. 1,527.60 lacs (March 31, 2015: Rs. 8,106.35 lacs) as margin for guarantees and Rs. 457.02 lacs (March 31, 2015: Rs. 439.84 lacs) pledged as lien against loans taken.

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
16	REVENUE FROM OPERATIONS		
	Interest income on:-		
	- loan portfolio and related charges	923,117.10	726,549.70
	- direct assignment	7,331.14	22,006.48
	- securitisation including interest on pass through certificates*	40,758.92	32,754.04
	- margin money on securitisation/assignments	8,466.80	10,971.17
	- deposits with banks	2,263.76	1,656.67
	- long-term investments	8,093.20	4,675.73
	- current investments	321.37	867.55
	Other financial services		
	Reversal of provision for securitisation	15,782.24	24,348.30
	Income from portfolio management services	-	1.68
	Income from commission services	6,190.42	5,414.12
	Bad debt recovery	870.08	473.08
	Dividend on long-term investments [includes dividend from subsidiary Rs. Nil (March 31, 2015: Rs. 2.50 lacs)]	-	2.75
	Profit on sale of current investments (net)	10,960.78	33,973.46
	Total	1,024,155.81	863,694.73

* Includes Rs 2,832.11 lacs (March 31, 2015: Rs. 7,033.92 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
17	OTHER INCOME		
	Income from operating lease	10.14	10.14
	Miscellaneous income	360.19	767.58
	Total	370.33	777.72

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
18	EMPLOYEE BENEFIT EXPENSES		
	Salaries, other allowances and bonus	53,837.69	38,263.53
	Gratuity expenses	658.75	639.30
	Contribution to provident and other funds	3,285.61	2,639.32
	Staff welfare expenses	1,125.98	1,416.71
	Total	58,908.03	42,958.86

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
19	FINANCE COST		
	Interest expense		
	Debentures	179,322.04	174,222.09
	Subordinated debts	43,652.90	47,699.21
	Fixed deposits	69,966.24	41,603.99
	Loans from banks	185,254.97	145,429.78
	Loans from institutions and others	15,245.20	11,296.28
	Commercial paper	866.28	623.41
	Other borrowing costs		
	Professional charges-resource mobilisation	3,709.84	9,414.93
	Processing charges on loans	604.99	857.88
	Brokerage	5,867.05	6,088.93
	Amortisation of public issue expenses for non-convertible debentures	1,303.09	1,761.70
	Total	505,792.60	438,998.20

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
20	OTHER EXPENSES		
	Rent	8,683.95	7,869.58
	Electricity expenses	1,349.55	1,175.06
	Repairs and maintenance		
	- Others	667.85	634.37
	Rates and taxes	90.55	37.81
	Printing and stationery	1,384.54	1,354.51
	Travelling and conveyance	12,469.46	10,543.73
	Advertisement	155.21	315.21

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
20	OTHER EXPENSES (Contd.)		
	Business promotion	5,904.59	8,750.19
	Royalty	10,055.28	5,892.34
	Directors' sitting fees	16.29	10.16
	Insurance	59.61	41.30
	Communication expenses	4,488.62	4,166.09
	As Auditor:		
	- Audit fees	154.02	135.38
	- Tax audit fees	7.64	7.43
	- Out of pocket	7.57	6.85
	In any other manner:		
	- Certification	52.02	2.34
	Bank charges	2,948.87	3,050.09
	Professional charges on securitisation	2,162.18	3,170.41
	Legal and professional charges	3,181.76	3,464.29
	Donations	934.31	617.72
	Loss on sale of fixed assets (net)	36.37	35.75
	Issue expenses for equity shares	152.78	152.78
	Service charges	5,016.04	4,528.64
	CSR expenses [Refer note 32]	929.42	73.89
	Miscellaneous expenses	11,285.80	9,274.77
	Total	72,194.28	65,310.69

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
21	PROVISIONS AND WRITE-OFFS		
	Provision for non-performing assets	90,446.24	35,385.68
	Provision for standard assets [Refer note (f) of note 2.1]	4,990.48	2,980.95
	Bad debts written off	110,420.78	90,548.64
	Total	205,857.50	128,915.27

Particulars		Year ended March 31, 2016	Year ended March 31, 2015
22	EARNINGS PER SHARE		
	Net Profit after tax as per Statement of Profit and Loss (Rs. in lacs) (A)	117,819.76	123,780.98
	Weighted average number of equity shares for calculating basic EPS (in lacs) (B)	2,268.83	2,268.83
	Weighted average number of equity shares for calculating diluted EPS (in lacs) (C)	2,268.83	2,268.83
	Basic earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (B)	51.93	54.56
	Diluted earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (C)	51.93	54.56

23 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

The Company has an 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 Company has funded Rs. 217.82 lacs during the financial year 2015-16 and Rs. 307.86 lacs during the financial year 2014-15.

Consequent to the adoption of revised AS 15 'Employee Benefits' issued under the Companies (Accounts) Rules 2014, as amended, the following disclosures have been made as required by the standard:

Statement of Profit and Loss

Particulars	Gratuity	
	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
Net employee benefit expense (recognized in employee cost)		
Current service cost	363.99	310.19
Interest cost on benefit obligation	202.48	181.73
Expected return on plan assets	(200.50)	(165.01)
Net actuarial (gain) / loss recognised in the year	306.37	(47.77)
Past service cost	Nil	Nil
Net benefit expense*	672.34	279.14
Actual return on plan assets	240.89	218.29

*Gratuity expenses as per note 18 of Statement of Profit and Loss for the year ended March 31, 2016 is after netting of Rs.13.60 lacs on account of gratuity transferred from other company.

Balance sheet

Particulars	Gratuity	
	(Rs. in lacs)	
	March 31, 2016	March 31, 2015
Benefit asset/(liability)		
Present value of defined benefit obligation	3,460.20	2,439.01
Fair value of plan assets	2,980.67	2,422.78
Surplus/(deficit)	(479.53)	(16.23)
Less: Unrecognised past service cost	Nil	Nil
Plan asset / (liability)*	(479.53)	(16.23)

*Gratuity liability for the year ended March 31, 2016 disclosed under note 7 - Provisions is after netting off amount paid to trust on account of relieved employees Rs. 234.11 lacs and gratuity transferred to other company Rs. 17.16 lacs

Changes in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	(Rs. in lacs)	
	March 31, 2016	March 31, 2015
Opening defined benefit obligation	2,439.01	1,941.59
Interest cost	202.48	181.73
Current service cost	363.99	310.19
Liability transferred in / on account of amalgamation (Refer note. 33)	107.95	Nil
Benefits paid	Nil	Nil
Actuarial (gains) / losses on obligation	346.77	5.50
Closing defined benefit obligation	3,460.20	2,439.01

Changes in the fair value of the plan assets are as follows:

Particulars	Gratuity	
	(Rs. in lacs)	
	March 31, 2016	March 31, 2015
Opening fair value of plan assets	2,422.78	1,896.63
Expected return	200.50	165.01
Contributions by employer	217.82	307.86
Assets transferred in / on account of amalgamation (Refer note. 33)	99.18	Nil
Benefits paid	Nil	Nil
Actuarial (gains) / losses	40.39	53.28
Closing fair value of plan assets	2,980.67	2,422.78

The Company expects to contribute Rs. 885.30 Lacs to gratuity in the next year.

23 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS (Contd.)

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
	%	%
Investments with insurer	100	100

The principal assumptions used in determining gratuity obligations for the Company's plan are shown below:

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Discount rate	7.80%	7.95%
Expected rate of return on assets	7.80%	7.95%
Increase in compensation cost	5.00%	5.00%
Employee Turnover*	7.50% and 20.00%	5.00% and 15.00%

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.

*7.50% in case of employees with service period of 5 years and above and 20.00% for all other employees for the current year.

*5.00% in case of service greater than 5 years and 15.00% for all other employees for the previous year.

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 period and previous four years are as follows:

(Rs. in lacs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined benefit obligation	3,460.20	2,439.01	1,941.59	1,760.07	1,364.76
Plan assets	2,980.67	2,422.78	1,896.63	NA	NA
Surplus / (deficit)	(479.53)	(16.23)	(44.96)	(1,760.07)	(1,364.76)
Experience adjustments on plan liabilities (gains)/losses	172.80	(263.30)	56.98	72.75	338.86
Experience adjustments on plan assets (losses)/gains	40.39	53.28	46.75	NA	NA

24 SEGMENT INFORMATION

The Company operates in a single reportable segment that is financing, which has similar risks and returns for the purpose of AS-17 on 'Segment Reporting' notified under the Companies (Accounting Standard) Rules, 2014 (as amended). The Company operates in a single geographical segment i.e. domestic.

25 LEASES

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 recognized in the Statement of Profit and Loss are Rs. 8,683.95 lacs (March 31, 2015: Rs. 7,869.58 lacs). Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. The non-cancellable operating lease agreements are ranging for a period 11 to 180 months. There are no restrictions imposed by lease arrangements.

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	Year ended March 31, 2016	Year ended March 31, 2015
Minimum lease payments:		
Not later than one year	3,222.16	2,005.21
Later than one year but not later than five years	6,570.19	3,762.66
Later than five years	3,331.56	1,629.73

26

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 to the extent of Rs. 116,276.00 lacs (March 31, 2015: Rs. 76,576.00 lacs) in favour of trustees representing the public deposit holders of the Company.

27 RELATED PARTY DISCLOSURE
Related party where control exists

Subsidiary : Shriram Equipment Finance Company Limited (SEFCL)
 (amalgamated with STFC w.e.f. April 1, 2015)
 Shriram Automall India Limited (SAIL)

Other related parties

Enterprises having significant influence : Shriram Capital Limited
 over the Company Shriram Ownership Trust
 Shriram Financial Ventures (Chennai) Private Limited
 Piramal Enterprises Limited

Related parties as per AS 18 with whom transactions have taken place during the year

Key management personnel : Mr. Umesh Revankar, Managing Director

Relatives of Key management personnel : Mrs. Suchita U. Revankar (spouse of Managing Director)
 Mr. 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)

Related parties as per the Companies Act, 2013 with whom transactions have taken place during the year

Key management personnel : Mr. Vivek Achwal, Company Secretary
 Mr. Parag Sharma, Chief Financial Officer

Relatives of Key management personnel : Mrs. Ranjana Achwal (spouse of Company Secretary)
 Mr. Anish Achwal (son of Company Secretary)
 Mrs. Shelly Sharma (spouse of Chief Financial Officer)
 Ms. Atibhi Sharma (daughter of Chief Financial Officer)
 Mr. Amit Sharma (brother of Chief Financial Officer)
 Mrs. Rama Sharma (mother of Chief Financial Officer)
 Mr. Madan Mohan Sharma (father of Chief Financial Officer)

27 RELATED PARTY DISCLOSURE (Contd.)

Particulars	Enterprises having significant influence over the Company		Subsidiaries		Key management personnel (Managing Director, whole time director, manager and other management personnel)		Relative of key management personnel		Total	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
	(Rs. in lacs)									
Payments/Expenses										
Employee benefits for key management personnel \$	-	-	-	-	117.66	109.23	-	-	117.66	109.23
Royalty paid to Shriram Ownership Trust @	10,055.28	5,892.34	-	-	-	-	-	-	10,055.28	5,892.34
Service charges paid to Shriram Capital Limited @	5,016.04	4,528.64	-	-	-	-	-	-	5,016.04	4,528.64
Equity dividend paid Ω	-	-	-	-	3.57	6.23	0.01	-	3.58	6.23
- Shriram Capital Limited	5,910.32	4,728.25	-	-	-	-	-	-	5,910.32	4,728.25
- Piramal Enterprises Limited	2,260.00	-	-	-	-	-	-	-	2,260.00	-
Car hire charges	-	-	-	-	-	-	6.47	5.01	6.47	5.01
Non-convertible debenture matured Ω	-	-	-	-	-	-	2.38	23.08	2.38	23.08
Fixed deposit matured Ω	-	-	-	-	-	-	3.00	1.10	3.00	1.10
Subordinated debt matured Ω	-	-	-	-	-	-	-	-	-	-
- Shriram Capital Limited	28.09	-	-	-	-	-	-	-	28.09	-
Interest on fixed deposit	-	-	-	-	-	-	4.51	2.07	4.51	2.07
Interest on subordinated debt	-	-	-	-	-	-	0.16	0.14	0.16	0.14
- Shriram Automall India Limited	-	-	5.37	-	-	-	-	-	5.37	-
- Shriram Capital Limited	42.16	12.03	-	-	-	-	-	-	42.16	12.03
Interest on non-convertible debenture	-	-	-	-	0.39	0.35	1.59	3.50	1.98	3.85
- Shriram Capital Limited	0.54	0.54	-	-	-	-	-	-	0.54	0.54
Rent paid @	-	-	-	-	-	-	-	-	-	-
- Shriram Automall India Limited	-	-	456.01	529.93	-	-	-	-	456.01	529.93
- Shriram Capital Limited	224.68	95.29	-	-	-	-	-	-	224.68	95.29
Interest paid on unsecured loan	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	88.39	-	-	-	-	-	88.39
Business mobilisation expenses paid to Shriram Automall India Limited @	-	-	253.39	246.81	-	-	-	-	253.39	246.81
Other administrative expenses @	-	-	-	-	-	-	-	-	-	-
- Shriram Capital Limited	94.58	31.89	-	-	-	-	-	-	94.58	31.89
- Shriram Automall India Limited	-	-	97.34	95.10	-	-	-	-	97.34	95.10

27 RELATED PARTY DISCLOSURE (Contd.)

Particulars	Enterprises having significant influence over the Company		Subsidiaries		Key management personnel (Managing Director, whole time director, manager and other management personnel)		Relative of key management personnel		Total
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	
	(Rs. in lacs)								
Receipts/Income									
Recovery of common sharing expenses									
- Shriram Automall India Limited	-	77.97	41.75	-	-	-	-	-	77.97
- Shriram Equipment Finance Company Limited	-	469.64	-	-	-	-	-	-	469.64
Interest received on unsecured loan									
- Shriram Equipment Finance Company Limited	-	723.91	-	-	-	-	-	-	723.91
Recovery of rent and electricity									
- Shriram Capital Limited	26.03	13.44	-	-	-	-	-	-	26.03
- Shriram Automall India Limited	-	-	183.60	134.45	-	-	-	-	183.60
Recovery of other administrative expenses									
- Shriram Automall India Limited	-	21.07	68.75	21.07	-	-	-	-	21.07
Fixed deposit μ	-	-	-	-	-	-	7.17	31.89	31.89
Unsecured loan and advances repaid by μ									
- Shriram Automall India Limited	-	-	267.29	-	-	-	-	-	267.29
- Shriram Equipment Finance Company Limited	-	14,152.06	-	-	-	-	-	-	14,152.06
Unsecured loan and advances received from μ									
- Shriram Automall India Limited	-	3.85	-	-	-	-	-	-	3.85
- Shriram Equipment Finance Company Limited	-	773.36	-	-	-	-	-	-	773.36
Dividend on preference share Shriram Equipment Finance Company Limited	-	2.50	-	-	-	-	-	-	2.50

27 RELATED PARTY DISCLOSURE (Contd.)

Particulars	Enterprises having significant influence over the Company		Subsidiaries		Key management personnel (Managing Director, whole time director, manager and other management personnel)		Relative of key management personnel		Total	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
	(Rs. in lacs)									
Balance outstanding at the year end										
Share capital	-	-	-	-	5.95	5.95	0.02	-	5.97	5.95
- Shriram Capital Limited	5,910.32	5,910.32	-	-	-	-	-	-	5,910.32	5,910.32
- Piramal Enterprises Limited	2,260.00	-	-	-	-	-	-	-	2,260.00	-
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	-	-	-	25,000.00	-	-	-	-	-	25,000.00
Unsecured loan and advances recoverable from subsidiary companies										
- Shriram Automall India Limited	-	-	183.97	22.25	-	-	-	-	183.97	22.25
Unsecured loan and advances payable to subsidiary companies										
- Shriram Equipment Finance Company Limited	-	-	-	773.36	-	-	-	-	-	773.36
Interest payable on unsecured Loan										
- Shriram Equipment Finance Company Limited	-	-	-	8.15	-	-	-	-	-	8.15
Expenses recoverable										
- Shriram Equipment Finance Company Limited	-	-	-	99.80	-	-	-	-	-	99.80
Non-convertible debenture										
- Shriram Capital Limited	5.00	5.00	-	-	3.00	3.00	11.95	14.33	14.95	17.33
Interest payable on non-convertible debenture										
Rent receivable from Shriram Capital Limited	2.17	4.12	-	-	-	0.96	0.57	1.31	1.88	1.88
Rent Payable to Shriram Capital Limited	42.14	-	-	-	-	-	-	-	42.14	-



27 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the Company		Subsidiaries		Key management personnel (Managing Director, whole time director, manager and other management personnel)		Relative of key management personnel		Total	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Balance outstanding at the year end (Contd.)										
Outstanding expenses										
- Shriram Capital Limited	283.42	13.69	-	-	-	-	-	-	283.42	13.69
- Shriram Ownership Trust	1,140.93	180.35	-	-	-	-	-	-	1,140.93	180.35
Fixed deposit	-	-	-	-	-	-	41.15	36.98	41.15	36.98
Interest payable on Fixed deposit	-	-	-	-	-	-	5.99	2.53	5.99	2.53
Subordinated debt	-	-	-	-	-	-	1.10	1.10	1.10	1.10
- Shriram Automall India Limited	-	-	78.64	-	-	-	-	-	78.64	-
- Shriram Capital Limited	339.94	268.03	-	-	-	-	-	-	339.94	268.03
Interest payable on subordinated debt	-	-	-	-	-	-	0.48	0.32	0.48	0.32
- Shriram Automall India Limited	-	-	3.74	-	-	-	-	-	3.74	-
- Shriram Capital Limited	65.57	25.24	-	-	-	-	-	-	65.57	25.24
Guarantee given by the Company										
- Shriram Equipment Finance Company Limited	-	-	-	100.00	-	-	-	-	-	100.00
- Shriram Automall India Limited	-	-	200.00	200.00	-	-	-	-	200.00	200.00

Ω Denotes payments

μ Denotes receipts

\$ As the liabilities for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, the amounts pertaining to the Key management personnel are not included above.

@ Denotes expenses including service tax

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
28 CONTINGENT LIABILITIES NOT PROVIDED FOR		
a. In respect of Income tax demands where the Company has filed appeal before CIT(Appeals)	14,284.36	17,494.75
b. VAT demand where the Company has filed appeal before Tribunal	7,843.00	4,769.50
c. Service tax liability pertaining to HP/Lease	12,833.93	12,833.93
d. Guarantees and counter guarantees	153,309.05	119,798.42
e. Guarantees given for subsidiaries	200.00	300.00

Future cash outflows in respect of (a), (b) and (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. 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)

	As at March 31, 2016	As at March 31, 2015
Disputed income tax demand are on account of		
a. Transfer to statutory reserve and securitisation and royalty	2,094.69	5,594.44
b. Disallowance of ESOP expenses, 14A, derivatives etc.	1,146.38	1,095.53
c. Interest as per assessment orders, etc	11,043.29	10,804.78
Total	14,284.36	17,494.75

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
Commitments not provided for		
a. Estimated amount of contracts remaining to be executed on capital account	422.56	541.43
b. Uncalled amount in investment in ICICI Investment Management Company Limited	809.83	809.83
c. Commitments related to loans sanctioned but undrawn	1,056.07	847.46

- 29** 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, 2016	As at March 31, 2015
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as at 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 appointed 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	-	-

- 30** 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 public issue of non-convertible debentures of Rs. Nil (March 31, 2015: Rs. 60.61 lacs) [including out of pocket expenses of Rs. Nil (March 31, 2015: Rs. 1.06 lacs)] have been amortised as per note 13 and shown under other assets.

(Rs. in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
31 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)		
Computer software	14.24	-
Computer charges	-	1.94
Resource mobilisation	27.18	-
Membership fees	0.10	0.16
Advertisement	20.20	-
Total	61.72	2.10

(Rs. in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
32 DETAILS OF CSR EXPENSES		
a) Gross amount required to be spent by the Company during the year	3,789.53	3,815.26
b) Amount spent during the year		
- On purposes other than construction/acquisition of any asset		
Paid in cash	1,863.73	691.61
Yet to be paid in cash	-	-
Total	1,863.73	691.61

33 **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.



34 DISCLOSURE OF RESTRUCTURED ACCOUNTS

Sr. No.	Type of restructuring Financial year	Others										
		Year ended March 31, 2016					Year ended March 31, 2015					
		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	
1	Restructured accounts as on April 1	-	4,454	-	12	4,466	-	2,188	-	-	2,188	
	No. of borrowers	-	13,832.01	-	110.11	13,942.12	-	6,686.57	-	-	6,686.57	
	Amount outstanding	-	5,079.26	-	110.11	5,189.37	-	911.07	-	-	911.07	
2	Fresh restructuring during the year	-	11,667	-	-	11,667	-	4,357	-	-	4,357	
	No. of borrowers	-	26,515.10	-	-	26,515.10	-	11,390.11	-	-	11,390.11	
	Amount outstanding	-	13,054.52	-	-	13,054.52	-	2,258.08	-	-	2,258.08	
3	Upgradation	632	(631)	-	(1)	-	1,345	(1,345)	-	-	-	
	No. of borrowers	1,674.94	(1,666.55)	-	(8.39)	-	5,031.79	(5,031.79)	-	-	-	
	Amount outstanding	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	(632)	-	-	-	(632)	(1,345)	-	-	-	(1,345)	
	Amount outstanding	(1,674.94)	-	-	-	(1,674.94)	(5,031.79)	-	-	-	(5,031.79)	
	Provision thereon	(438.48)	-	-	-	(438.48)	(505.67)	-	-	-	(505.67)	
5	Downgradation of restructured accounts during the year	-	(271)	244	27	-	-	(1)	-	1	-	
	No. of borrowers	-	(1,965.18)	1,757.92	207.26	-	-	(0.26)	-	0.26	-	
	Amount outstanding	-	(1,965.18)	1,757.92	207.26	-	-	(0.03)	-	0.03	-	
	Provision thereon	-	(1,365)	-	(1)	(1,366)	-	(917)	-	(1)	(918)	
6	Write offs of restructured accounts during the year	-	(4,863.28)	-	(22.89)	(4,886.17)	-	(2,158.05)	-	(0.26)	(2,158.31)	
	Amount outstanding	-	2,363.55	-	(22.89)	2,340.66	-	(173.18)	-	(0.03)	(173.21)	
	Provision thereon	-	13,854	244	37	14,135	-	4,282	-	-	4,282	
7	Restructured accounts as on March 31	-	31,852.10	1,757.92	286.09	33,896.11	-	10,886.58	-	-	10,886.58	
	Amount outstanding	-	18,102.03	1,757.92	286.09	20,146.04	-	2,490.27	-	-	2,490.27	
	Provision thereon	-	-	-	-	-	-	-	-	-	-	

The outstanding amount and number of borrowers as at March 31, 2016 and March 31, 2015 is after considering recoveries during the year.

The figures as on April 01, 2015 includes the numbers of amalgamated entity and hence will not match with previous year closing.

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 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

35 CREDIT RATING			
Instruments	Credit Rating Agency	As on March 31, 2016	As on March 31, 2015
Bank Loan Long term	CRISIL	CRISIL AA+/ Stable	CRISIL AA/ Positive
Bank Loan Short term	CRISIL	CRISIL A1+	CRISIL A1+
Fixed deposit	CRISIL	CRISIL FAAA/Stable	CRISIL FAA+/Positive
Fixed deposit	ICRA	MAA+ with Stable outlook	MAA+ with Stable outlook
Non-convertible debentures	CARE	CARE AA+	CARE AA+
Non-convertible debentures-Public	CRISIL	CRISIL AA+/ Stable	CRISIL AA/ Positive
Non-convertible debentures-Public	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND AA+/Stable Outlook	IND AA+/Stable Outlook
Short term debt	CRISIL	CRISIL A1+	CRISIL A1+
Subordinated debt	CARE	CARE AA+	CARE AA+
Subordinated debt	India Ratings & Research Private Limited (Formerly known as "FITCH")	IND AA+/Stable Outlook	IND AA+/Stable Outlook
Subordinated debt	CRISIL	CRISIL AA+/ Stable	CRISIL AA/Positive

(Rs. in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
36 CAPITAL		
i) CRAR (%)	17.56	20.52
ii) CRAR - Tier I Capital (%)	14.71	16.40
iii) CRAR - Tier II Capital (%)	2.85	4.12
iv) Amount of subordinated debt raised as Tier-II capital*	352,045.50	396,304.41
v) Amount raised by issue of Perpetual Debt Instruments	-	-

*** Note:**

Discounted value of Rs. 214,273.07 lacs (March 31, 2015: Rs. 250,538.17 lacs) considered for Tier II capital against the book value is Rs. 352,045.50 lacs (March 31, 2015: Rs. 396,304.41 lacs).

(Rs. in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
37 INVESTMENTS		
(1) Value of Investments		
(i) Gross Value of Investments		
(a) In India	135,641.50	332,743.62
(b) Outside India,	-	-
(ii) Provisions for Depreciation		
(a) In India	25.00	25.00
(b) Outside India,	-	-
(iii) Net Value of Investments		
(a) In India	135,616.50	332,718.62
(b) Outside India,	-	-
(2) Movement of provisions held towards depreciation on investments.		
(i) Opening balance	25.00	41.81
(ii) Add : Provisions made during the year	-	-
(iii) Less : Write-off / write-back of excess provisions during the year	-	16.81
(iv) Closing balance	25.00	25.00

38 DERIVATIVES

38.1 Forward rate agreement / Interest rate swap

(Rs. in lacs)

Particulars		As at March 31, 2016	As at March 31, 2015
(i)	The notional principal of swap agreements	41,725.00	30,795.00
(ii)	Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	NIL	NIL
(iii)	Collateral required by the NBFC upon entering into swaps	NIL	NIL
(iv)	Concentration of credit risk arising from the swap	NIL	NIL
(v)	The fair value of the swap book	41,725.00	30,795.00

38.2 Exchange Traded interest rate (IR) derivatives : NIL

38.3 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.

(Rs. in lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives
(i) Derivatives (Notional principal amount) For hedging	41,725.00		30,795.00	
(ii) Marked to market positions [1]				
a) Asset (+)	NIL	NIL	NIL	NIL
b) Liability (-)	NIL	NIL	NIL	NIL
(iii) Credit exposure [2]	NIL	NIL	NIL	NIL
(iv) Unhedged exposures	NIL	NIL	NIL	NIL

39 DISCLOSURES RELATING TO SECURITISATION

39.1 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, 2016	As at March 31, 2015
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	35	44
2	Total amount of securitised assets as per books of the SPVs sponsored	964,926.71	916,559.38
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	-	282.25
	Others	-	-
	(b) On-Balance Sheet Exposures		
	First loss	93,086.83	97,512.02
	Others	47,721.45	44,761.53
4	Amount of exposures to securitisation transactions other than MRR		
	(a) Off-Balance Sheet Exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	76,122.94	100,438.85

39 DISCLOSURES RELATING TO SECURITISATION (Contd.)

		(Rs. in lacs)	
Sr. No.	Particulars	As at March 31, 2016	As at March 31, 2015
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet Exposures		
	(i) Exposure to own securitisations		
	First loss	-	376.37
	Others	30,969.18	17,208.72
	(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, 2016	As at March 31, 2015
1	No. of transactions assigned by the Company	25	16
2	Total amount outstanding	166,539.92	116,735.73
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	18,474.48	12,716.68
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
	Loss	271.00	3,083.00
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet Exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

39 DISCLOSURES RELATING TO SECURITISATION (Contd.)

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, 2016	As at March 31, 2015
1	No. of transactions assigned by the Company	-	-
2	Total amount outstanding	-	-
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	-	-
	Loss	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet Exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

39.2 No financial assets are sold to securitisation / reconstruction company for asset reconstruction as on March 31, 2016 and March 31, 2015.

39.3 Details of Assignment transactions undertaken by NBFCs

		(Rs. in lacs)	
Particulars		Year ended March 31, 2016	Year ended March 31, 2015
i)	No. of accounts	170,931	27,096
ii)	Aggregate value (net of provisions) of accounts sold	237,630.14	44,160.81
iii)	Aggregate consideration *	248,497.50	44,708.56
iv)	Additional consideration realized in respect of accounts transferred in earlier years	4,590.78	17,071.19
v)	Aggregate gain / loss over net book value	15,458.15	17,618.94

* Includes income on securitisation realised in respect of accounts transferred in current year.

39.4 The Company has not purchased / sold non-performing assets for the year ended March 31, 2016 and March 31, 2015.

40 ASSET LIABILITY MANAGEMENT MATURITY PATTERN OF CERTAIN ITEMS OF ASSETS AND LIABILITIES AS AT MARCH 31, 2016

(Rs. in lacs)

	Up to 30/ 31 days	Over 1 month upto 2 Months	Over 2 months upto 3 Months	Over 3 month & up to 6 Months	Over 6 Months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 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	-	-	-	-	-	-	-	-	-

41 EXPOSURE TO REAL ESTATE SECTOR

The Company has no exposure to real estate sector as on March 31, 2016 and as on March 31, 2015.

42 EXPOSURE TO CAPITAL MARKET

(Rs. in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
(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;	3,242.20	4,242.20
(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;	-	-
(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)	1,655.64	1,655.64
Total exposure to capital market	4,897.84	70,897.84

43 ADDITIONAL DISCLOSURES

		(Rs. in lacs)	
43.1 Provisions and contingencies			
Break up of 'Provisions and contingencies' shown under the head Expenditure in profit and loss account		Year ended March 31, 2016	Year ended March 31, 2015
Provisions for depreciation on investment		-	-
Provision towards NPA		90,446.24	35,385.68
Provision made towards income tax		60,323.36	60,457.83
Other Provision and contingencies (with details)			
Provision for leave encashment		1,190.23	809.31
Provision for gratuity		369.45	174.63
Provision for value added tax		108.15	865.31
Provision for standard assets		4,990.48	2,980.95

43.2 Draw down reserve

During the year ended March 31, 2016, the draw down from reserves was Rs. Nil.

44 CONCENTRATION OF DEPOSITS, ADVANCES, EXPOSURES AND NPAs

44.1 Concentration of deposits (for deposit taking NBFCs)		(Rs. in lacs)	
		As at March 31, 2016	
Total deposits of twenty largest depositors		47,664.51	
Percentage of deposits of twenty largest depositors to total deposits of the NBFC		5.71%	

44.2 Concentration of advances		(Rs. in lacs)	
		As at March 31, 2016	
Total advances to twenty largest borrowers*		20,231.01	
Percentage of advances to twenty largest borrowers to total advances of the NBFC*		0.33%	

* Excludes retained interest on securitisation Rs. 66,195.93 lacs

44.3 Concentration of exposures		(Rs. in lacs)	
		As at March 31, 2016	
Total exposure to twenty largest borrowers / customers*		84,732.22	
Percentage of exposures to twenty largest borrowers / customers to total exposure of the NBFC on borrowers / customers*		1.36%	

* Excludes retained interest on securitisation Rs. 66,195.93 lacs

44.4 Concentration of NPAs		(Rs. in lacs)	
Particulars		As at March 31, 2016	
Total exposure to top four NPA accounts		4,126.84	

44.5 Sector-wise NPAs*		(Rs. in lacs)	
Sr. No.	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	11.34%	
6	Auto loans	6.04%	
7	Others	-	

* The loans mentioned above include loans given to corporates.

45 MOVEMENT OF NPAS

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
(i) Net NPAs to net advances (%)	1.91%	0.79%
(ii) Movement of NPAs (Gross)		
(a) (i) Opening balance	189,413.90	145,050.35
(a) (ii) Transfer from SEFC on account of amalgamation	47,185.08	-
(b) Additions during the year	322,592.68	240,554.13
(c) Reductions during the year	172,167.82	196,190.58
(d) Closing balance	387,023.84	189,413.90
(iii) Movement of Net NPAs		
(a) (i) Opening balance	37,912.06	30,291.24
(a) (ii) Transfer from SEFC on account of amalgamation	18,930.62	-
(b) Additions during the year	184,907.14	118,984.03
(c) Reductions during the year	127,380.12	111,363.21
(d) Closing balance	114,369.70	37,912.06
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) (i) Opening balance	151,501.84	114,759.11
(a) (ii) Transfer from SEFC on account of amalgamation	28,254.46	-
(b) Provisions made during the year	137,685.54	121,570.10
(c) Write-off / write-back of excess provisions	44,787.70	84,827.37
(d) Closing balance	272,654.14	151,501.84

46 OVERSEAS ASSETS (FOR THOSE WITH JOINT VENTURES AND SUBSIDIARIES ABROAD)

The Company does not have any joint venture or subsidiary abroad, hence not applicable.

Off-Balance Sheet SPVs sponsored

The Company has not sponsored any off-Balance Sheet SPV.

47 CUSTOMER COMPLAINTS

	Year ended March 31, 2016
(a) Number of complaints pending at the beginning of the year	313
(b) Number of complaints received during the year	7,281
(c) Number of complaints redressed during the year	6,769
(d) Number of complaints pending at the end of the year	825

48 PENALTIES

During the year ended March 31, 2016, no penalties have been levied by any regulator on the Company.

49 PREVIOUS YEAR COMPARATIVES

Pursuant to the amalgamation of Shriram Equipment Finance Company Limited (Refer note 33), the figures of the current year are not strictly comparable to those of the previous year. 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 **S.R. BATLIBOI & Co. LLP**

ICAI Firm Registration No. 301003E / E300005

Chartered Accountants

per **Shrawan Jalan**

Partner

Membership No. 102102

Mumbai

April 29, 2016

For **G. D. Apte & Co.**

ICAI Firm Registration No. 100515W

Chartered Accountants

Ameya D. Tambekar

Partner

Membership No. 128355

For and on behalf of the Board of Directors of

Shriram Transport Finance Company Limited

S. Lakshminarayanan

Chairman

DIN: 02808698

Parag Sharma

Chief Financial Officer

Umesh Revankar

Managing Director

DIN: 00141189

Vivek M. Achwal

Company Secretary

As required in terms of Paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(Rs. in lacs)

Particulars	As at March 31, 2016	
	Amount outstanding	Amount overdue
Liabilities side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debenture : Secured	1,729,670.78	9,327.74 #
: Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	2,010,227.91	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits*@	805,485.12	6,469.69 #
(g) Other Loans - Subordinate Debts	396,386.94	2,028.85 #
- Cash Credit	201,453.71	NIL
- Deposits from Corporates	29,412.25	84.21
@ excludes deposits from corporates		
*Please see Note 1 below		

	Amount outstanding	Amount overdue
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures	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
(c) Other public deposits	805,485.12	6,469.69
*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) :	
(a) Secured	359.78
(b) Unsecured	169,145.37

	Amount outstanding
(4) Break up of leased assets and stock on hire counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors :	
(a) Financial lease	NIL
(b) Operating lease	NIL
(ii) Stock on hire including hire charges under sundry debtors :	
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Other loans counting towards AFC Activities :	
(a) Loans where assets have been repossessed	19,080.67
(b) Loans other than (a) above	5,999,251.56

As required in terms of Paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(Rs. in lacs)

	Amount outstanding
(5) Break-up of investments :	
Current investments :	
1. Quoted :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debenture and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	399.52
(v) Others (Please specify)	NIL
2. Unquoted :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	10,000.00
(iv) Government securities	NIL
(v) Others (Please specify)	NIL
Long Term investments :	
1. Quoted :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	115,126.15
(v) Others (Please specify)	NIL
2. Unquoted :	
(i) Shares : (a) Equity	3,042.20
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	200.00
(iv) Government securities	NIL
(v) Others - Venture capital fund	1,655.64
Investment in subordinate debts	5,000.00

(6) Borrower group-wise classification of assets, financed as in (3) and (4) above : Please see Note 2 below	Amount (Net of provisions)		
	Secured	Unsecured	Total
Category			
1. Related Parties **			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	5,765,548.19	149,962.67	5,915,510.86

As required in terms of Paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(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	Market Value / Break up or fair value or NAV*	Book Value (Net of Provisions)
Category		
1. Related Parties **		
(a) Subsidiaries	5,136.90	3,000.00
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	124,951.57	122,423.51

* Disclosure is made in respect of available information.

** As per Accounting Standard of ICAI (Please see Note 3)

(8) Other information	Amount
Particulars	
(i) Gross non-performing assets	
(a) Related parties	NIL
(b) Other than related parties	387,023.84
(ii) Net non-performing assets	
(a) Related parties	NIL
(b) Other than related parties	114,369.70
(iii) Assets acquired in satisfaction of debt	NIL

Notes :

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- 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.

(Pursuant to first proviso to sub-section(3) of Section 129 Read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART A: Subsidiaries

(Rs. in lacs)

Sr. No.	Particulars	Shriram Automall India Limited
1	Capital	3,000.00
2	Reserves	2,136.90
3	Total assets	8,282.41
4	Total liabilities	3,145.51
5	Investment included in total assets	1,415.09
6	Turnover	7,571.25
7	Profit before taxation	784.73
8	Provision for taxation	242.66
9	Profit after taxation	542.07
10	Dividend including dividend distribution tax	-
11	% of shareholding	100.00

PART B: Associates and Joint Venture

The Company does not have any joint venture or associate, hence not applicable.



FINANCIAL SECTION

CONSOLIDATED ACCOUNTS

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To the Members of
Shriram Transport Finance Company Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Shriram Transport Finance Company Limited (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding

Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting

principles generally accepted in India of the consolidated state of affairs of the Group, as at March 31, 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards

specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the auditors who are appointed under Section 139 of the Act, of its subsidiary Company incorporated in India, none of the directors of the Group's Companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, incorporated in India, refer to our separate report in "Annexure 1" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group - Refer Note 30 to the consolidated financial statements;

- ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary incorporated in India.

OTHER MATTER

- (a) The accompanying consolidated financial statements include total assets of Rs. 8,200 lacs after elimination of inter group transaction balance as at March 31, 2016, and total revenues and net cash outflows of Rs. 6,891 lacs and Rs. 2,071 lacs after elimination of inter group transaction for the year ended on that date, in respect of Shriram Automall India Limited, subsidiary which

have been audited by G.D. Apte & Co., Chartered Accountant, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 301003E / E300005

per Shrawan Jalan

Partner

Membership No. : 102102

Place : Mumbai

Date : April 29, 2016

For **G. D. Apte & Co.**

Chartered Accountants

ICAI Firm Registration No. 100515W

Ameya Tambekar

Partner

Membership No. : 128355

Place : Mumbai

Date : April 29, 2016

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of Shriram Transport Finance Company Limited as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Shriram Transport Finance Company Limited (hereinafter referred to as the "Holding Company") and its subsidiary Company, which is Company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary Company, which is Company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered

Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance

with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **S.R. BATLIBOI & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 301003E / E300005

per Shrawan Jalan
Partner
Membership No. : 102102

Place : Mumbai
Date : April 29, 2016

Opinion

In our opinion, the Holding Company, its subsidiary Company, which is Company incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to the subsidiary Company, which is Company incorporated in India, is based on the corresponding reports of the auditors of such subsidiary Company incorporated in India.

For **G. D. Apte & Co.**
Chartered Accountants
ICAI Firm Registration No. 100515W

Ameya Tambekar
Partner
Membership No. : 128355

Place : Mumbai
Date : April 29, 2016

Particulars	Note No	(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	22,690.67	22,690.67
(b) Reserves and surplus	4	994,857.66	903,891.11
		1,017,548.33	926,581.78
(2) Non-current liabilities			
(a) Long-term borrowings	5	3,026,888.74	3,285,558.30
(b) Other Long-term liabilities	6	116,346.89	97,162.18
(c) Long-term provisions	7	284,271.68	187,198.41
		3,427,507.31	3,569,918.89
(3) Current liabilities			
(a) Short-term borrowings	8	333,044.38	295,262.91
(b) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditor other than micro enterprises and small enterprises		153,657.67	122,834.24
(c) Other current liabilities	6	1,818,370.04	1,260,072.34
(d) Short-term provisions	7	51,218.95	40,691.28
		2,356,291.04	1,718,860.77
Total		6,801,346.68	6,215,361.44
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		15,052.81	15,276.44
(ii) Intangible assets		158.43	149.29
(b) Non-current investments	10	122,251.16	82,426.49
(c) Deferred tax assets (net)	11	30,887.14	25,778.33
(d) Long-term loans and advances	12	4,301,326.73	3,248,125.45
(e) Other non-current assets	13	1,389.01	9,310.56
		4,471,065.28	3,381,066.56
(2) Current assets			
(a) Current investments	14	11,699.19	221,292.13
(b) Trade receivables	15	1,009.48	298.86
(c) Cash and bank balances	16	236,555.03	476,117.88
(d) Short-term loans and advances	12	2,075,953.30	2,130,329.48
(e) Other current assets	13	5,064.40	6,256.53
		2,330,281.40	2,834,294.88
Total		6,801,346.68	6,215,361.44
Significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date
For **S.R. BATLIBOI & Co. LLP**
ICAI Firm Registration No. 301003E / E300005
Chartered Accountants

per **Shrawan Jalan**
Partner
Membership No. 102102

Mumbai
April 29, 2016

For **G. D. Apte & Co.**
ICAI Firm Registration No. 100515W
Chartered Accountants

Ameya D. Tambekar
Partner
Membership No. 128355

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

S. Lakshminarayanan **Umesh Revankar**
Chairman *Managing Director*
DIN: 02808698 *DIN: 00141189*

Parag Sharma **Vivek M. Achwal**
Chief Financial Officer *Company Secretary*

STATEMENT OF CONSOLIDATED **PROFIT AND LOSS**
FOR THE YEAR ENDED MARCH 31, 2016

CONSOLIDATED ACCOUNTS

Particulars	Note No	(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
INCOME			
Revenue from operations	17	1,031,028.83	917,699.82
Other income	18	346.19	261.85
Total		1,031,375.02	917,961.67
EXPENDITURE			
Employee benefit expenses	19	62,373.31	50,403.91
Finance cost	20	505,792.37	467,464.51
Depreciation and amortisation	9	3,763.16	4,315.49
Other expenses	21	74,660.84	69,599.82
Provisions and write-offs	22	205,857.50	161,222.39
Total		852,447.18	753,006.12
Profit before taxation		178,927.84	164,955.55
Provision for taxation			
Current tax / Minimum alternate tax		65,674.83	62,280.81
Deferred tax		(5,108.81)	(169.71)
Total tax expense / (income)		60,566.02	62,111.10
Profit after tax from operations		118,361.82	102,844.45
Net profit after taxes and share of profit of associate		118,361.82	102,844.45
Earnings per share	23		
Basic (Rs.)		52.17	45.33
Diluted (Rs.)		52.17	45.33
Nominal value of equity share (Rs.)		10.00	10.00
Significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For **S.R. BATLIBOI & Co. LLP**

ICAI Firm Registration No. 301003E / E300005

Chartered Accountants

per Shrawan Jalan

Partner

Membership No. 102102

Mumbai

April 29, 2016

For **G. D. Apte & Co.**

ICAI Firm Registration No. 100515W

Chartered Accountants

Ameya D. Tambekar

Partner

Membership No. 128355

For and on behalf of the Board of Directors of

Shriram Transport Finance Company Limited

S. Lakshminarayanan

Chairman

DIN: 02808698

Parag Sharma

Chief Financial Officer

Umesh Revankar

Managing Director

DIN: 00141189

Vivek M. Achwal

Company Secretary

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
A. Cash flow from operating activities		
Profit before taxes	178,927.84	164,955.55
Depreciation and amortisation	3,763.16	4,315.49
Loss / (profit) on sale of fixed assets (net)	35.36	38.74
Employees stock option compensation cost	(38.70)	55.33
Premium on government securities	82.30	19.74
Amortisation of discount on government securities	(221.42)	(165.69)
Amortisation of issue expenses for equity shares	152.78	168.85
Amortisation of public issue expenses for non-convertible debentures	1,303.09	1,761.70
Provisions for Non-performing Assets and bad debt written off	200,867.02	158,456.12
Provisions for standard assets	4,990.48	2,766.27
Provision for gratuity	190.74	(17.39)
Provision for leave encashment	301.61	123.06
Operating profit before working capital changes	390,354.26	332,477.77
Movements in working capital:		
Increase / (decrease) in trade payables	30,823.43	67,538.96
Increase / (decrease) in provisions	2,451.60	(5,437.65)
Increase / (decrease) in other liabilities	47,045.44	(34,802.43)
Decrease / (increase) in trade receivables	(710.62)	(108.20)
(Increase) / decrease in investments	169,905.15	(60,048.58)
Decrease / (increase) in loans and advances	(1,110,571.68)	(1,256,453.78)
Decrease/(increase) in bank deposits (having original maturity of more than three months)(net)	(25,816.52)	53,175.48
Decrease / (increase) in other assets	984.20	1,846.63
Cash generated from operations	(495,534.74)	(901,811.80)
Direct taxes paid (net of refunds)	(55,183.14)	(59,277.72)
Net cash flow used in operating activities (A)	(550,717.88)	(961,089.52)
B. Cash flows from investing activities		
Purchase of fixed including intangible assets	(3,654.73)	(4,523.10)
Proceeds from sale of fixed assets	72.94	64.52
Net cash used in investing activities (B)	(3,581.79)	(4,458.58)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2016 (Contd.)

CONSOLIDATED ACCOUNTS

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
C. Cash flows from financing activities		
Amount received from institutional borrowing	2,109,331.46	2,393,115.61
Amount received from public issue of non-convertible debentures	-	197,484.71
Increase / (decrease) in retail borrowings	97,664.77	165,612.77
Amount redeemed for public issue of non-convertible debentures	(41,795.50)	(34,306.30)
Repayment of institutional borrowing	(1,855,651.85)	(1,915,501.98)
Public issue expenses for non-convertible debentures paid	-	(1,255.33)
Dividend paid	(22,688.27)	(18,150.62)
Tax on dividend	(4,618.80)	(3,356.86)
Net cash from financing activities (C)	282,241.81	783,642.00
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(272,057.86)	(181,906.10)
Cash and cash equivalents at the beginning of the year	352,605.06	534,511.16
Cash and cash equivalents at the end of the year	80,547.20	352,605.06

Components of cash and cash equivalents	(Rs. in lacs)	
	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents at the end of the year		
i) Cash on hand	10,124.16	10,990.89
ii) Cheques on hand	4,698.24	7,576.72
iii) Balances with scheduled banks in:		
Current accounts	59,765.26	166,700.86
Unclaimed dividend accounts *	923.26	821.59
Deposits with original maturity of less than three months	5,036.28	166,515.00
Total cash and cash equivalents (note 16)	80,547.20	352,605.06

Significant accounting policies (note 2.1)

The accompanying notes are an integral part of the financial statements.

Notes

- The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounts) Rules 2014.
- All figures in brackets indicate outflow.
- Direct tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities.
- *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 **S.R.BATLIBOI & Co. LLP**

ICAI Firm Registration No. 301003E / E300005

Chartered Accountants

per Shrawan Jalan

Partner

Membership No. 102102

Mumbai

April 29, 2016

For **G. D. Apte & Co.**

ICAI Firm Registration No. 100515W

Chartered Accountants

Ameya D. Tambekar

Partner

Membership No. 128355

For and on behalf of the Board of Directors of

Shriram Transport Finance Company Limited

S. Lakshminarayanan

Chairman

DIN: 02808698

Parag Sharma

Chief Financial Officer

Umesh Revankar

Managing Director

DIN: 00141189

Vivek M. Achwal

Company Secretary

1 BASIS OF PREPARATION

The consolidated financial statements relates to M/s. Shriram Transport Finance Company Limited (the Company) and its subsidiary companies. The Company and its subsidiary companies 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 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 policies 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 used in the consolidation are drawn up to the same reporting date as of the Company i.e. year ended March 31, 2016 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 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 companies have 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 dates 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 investment of the Company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.
 - 3 Minority interest, if any, in the net assets of consolidated subsidiaries 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 companies and further movements in their share in the equity, subsequent to the dates of investments as stated above.
- (iv) The following subsidiary companies are considered in the consolidated financial statements:

Sr. No.	Name of the subsidiary company	Country of incorporation	Share of ownership interest as at March 31, 2016	Share of ownership interest as at March 31, 2015
1	Shriram Equipment Finance Company Limited (SEFC) (w.e.f. December 15, 2009 till March 31, 2015) (amalgamated w.e.f. April 01, 2015)	India	-	100%
2	Shriram Automall India Limited (SAIL) (w.e.f. February 11, 2010)	India	100%	100%

2.1 Significant accounting policies

(a) Change in accounting policy

Pursuant to Reserve Bank of 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 180 days to 150 days and increased provision on standard assets 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, 2016 would have been lower by Rs. 30,071.80 lacs, income from operations for the same period would have been higher by Rs. 1,582.92 lacs and profit before tax for the same period would have been higher by Rs. 31,654.72 lacs (net of tax Rs. 20,699.65 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.

During the year, the Company has revised its estimate for provision on Non-performing Asset. Had the Company continued to use the earlier estimate for provision of Non-performing Asset, provisions and write-offs for the year ended March 31, 2016 would have been higher by Rs. 41,562.71 lacs and profit before tax for the same period would have been lower by Rs. 41,562.71 lacs (net of tax Rs. 27,178.69 lacs).

(d) **Fixed assets, depreciation/amortisation and impairment**

Tangible fixed assets

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 tangible fixed assets

Depreciation on tangible fixed assets is provided on Straight Line basis ('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 Non-Banking Financial (Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as and when amended. Delinquencies on assets securitised/assigned are provided for based on management estimates.

Provision on standard assets is made as per Non-Banking Financial (Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as and when amended.

(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 five months or more in case of secured/unsecured loans 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, if any/expenditure for securitisation /direct assignment is recognised upfront.
- vi. Interest income on fixed deposits/margin money, call money (Collateralised borrowing and lending obligation), certificate of deposits, pass through certificates, subordinated 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.
- ix. Income from services is recognised as per the terms of the contract on accrual basis.
- x. Income from operating lease is recognised as rentals, as accrued on straight line basis over the period of the lease.
- xi. Income from services (for eg. facilitation fees) is recognised as per the terms of contracts on accrual basis.

(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 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.

Leave encashment

Accumulated leave, which is expected to be utilized 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 and expenses 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 recognize a contingent liability but discloses its existence in the financial statements.

(Rs. in lacs)

		As at March 31, 2016	As at March 31, 2015
3	SHARE CAPITAL		
	Authorised		
	647,000,000 (March 31, 2015: 397,000,000)	64,700.00	39,700.00
	Equity shares of Rs.10/- each		
	95,000,000 (March 31, 2015: 20,000,000)	95,000.00	20,000.00
	Preference shares of Rs.100/- each		
		159,700.00	59,700.00
	Issued and subscribed share capital		
	226,936,877 (March 31, 2015: 226,936,877) equity shares of Rs. 10/- each	22,693.69	22,693.69
	Paid up (fully paid up)		
	Equity Shares		
	226,882,736 (March 31, 2015: 226,882,736)	22,688.27	22,688.27
	equity shares of Rs. 10/- each		
		22,688.27	22,688.27
	48,000 equity shares of Rs.10/- each (Rs. 5/- each paid up forfeited)	2.40	2.40
	Total	22,690.67	22,690.67

	As at March 31, 2016		As at March 31, 2015	
	Numbers of shares	Rs. in lacs	Numbers of shares	Rs. in lacs
a. Reconciliation of the equity shares outstanding at the beginning and at end of reporting period				
Shares outstanding at the beginning of the year	226,882,736	22,688.27	226,882,736	22,688.27
Movement during the year	-	-	-	-
Shares outstanding at the end of the year	226,882,736	22,688.27	226,882,736	22,688.27

b. 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.

During the year ended March 31, 2016, the amount of per equity share dividend recognized as distributions to equity shareholders was Rs. 10.00 (March 31, 2015 : Rs. 10.00). Out of the total dividend declared during the year ended March 31, 2016, amount of interim dividend paid was Rs. 4.00 per equity share (March 31, 2015: Rs. 4.00) and amount of final dividend proposed was Rs. 6.00 per equity share (March 31, 2015: Rs. 6.00).

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.

c. Shares reserved for issue under options

During the year ended March 31, 2016 Nil (March 31, 2015: Nil) equity shares were vested and exercised.

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

The Company has issued total 722,068 equity shares (March 31, 2015 : 1,364,918) 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 500,868 (March 31, 2015 : 500,868) equity shares issued on account of merger of Shriram Holdings (Madras) Private Limited.

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

Details of shareholding	As at March 31, 2016		As at March 31, 2015	
	Numbers of shares	% holding in the class	Numbers of shares	% holding in the class
Equity shares of Rs. 10/- each				
Shriram Capital Limited	59,103,162	26.05%	59,103,162	26.05%
Piramal Enterprises Limited	22,600,000	9.96%	22,600,000	9.96%

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

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
4	RESERVES AND SURPLUS		
	Capital reserve	2,761.83	2,761.83
	Capital redemption reserve	5,388.35	5,388.35
	Securities premium account	175,481.06	175,481.06
	Debenture redemption reserve		
	Balance as per last account	62,791.26	41,335.44
	Add: Transfer from surplus balance in the Statement of Profit and Loss	31,310.86	31,389.47
	Less: Transfer to Statement of Profit and Loss on account of redemption	(15,267.47)	(9,933.65)
	Closing balance	78,834.65	62,791.26
	Stock option outstanding		
	Employee stock option outstanding	31.14	114.75
	Less : Deferred employee compensation outstanding	(4.28)	(49.19)
	Closing balance	26.86	65.56
	Other reserves		
	Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
	Balance as per last account	184,855.44	159,855.44
	Add: Transfer from surplus balance in the Statement of Profit and Loss	24,000.00	25,000.00
	Closing balance	208,855.44	184,855.44
	General reserve		
	Balance as per last account	90,653.63	78,153.63
	Add: Transfer from surplus balance in the Statement of Profit and Loss	12,000.00	12,500.00
	Closing balance	102,653.63	90,653.63
	Surplus in Statement of Profit and Loss		
	Balance as per last account	381,893.98	365,341.05
	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	118,361.82	102,844.45
	Less: Appropriations		
	Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(24,000.00)	(25,000.00)
	Transfer to general reserve	(12,000.00)	(12,500.00)
	Transfer to/from debenture redemption reserve	(16,043.39)	(21,455.82)
	Interim dividend [amount per share Rs. 4.00 (March 31, 2015: Rs. 4.00)]	(9,075.31)	(9,075.31)
	Tax on interim dividend	(1,897.02)	(1,814.51)
	Proposed final dividend [amount per share Rs. 6.00 (March 31, 2015: Rs. 6.00)]	(13,612.96)	(13,612.96)
	Tax on proposed dividend	(2,771.28)	(2,721.78)
	Total appropriations	(79,399.96)	(86,180.38)
	Net surplus in Statement of Profit and Loss	420,855.84	381,893.98
	Total	994,857.66	903,891.11

(Rs. in lacs)

	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities*	Non-current portion	Current maturities*
5 LONG-TERM BORROWINGS				
Subordinated debts (unsecured)	330,187.40	21,438.42	351,304.46	66,100.82
Redeemable non-convertible debentures				
Secured	1,057,917.41	554,683.97	1,419,090.97	399,865.01
Less: Unamortised discount	(0.08)	(27.67)	(27.92)	(117.73)
	1,057,917.33	554,656.30	1,419,063.05	399,747.28
Unsecured	-	-	-	2,150.00
Term loans from banks				
Unsecured	10,000.00	12,000.00	10,000.00	10,000.00
Secured	938,402.76	755,728.36	965,952.38	506,868.17
Fixed deposits (Unsecured) #	582,024.48	197,625.47	470,043.50	65,925.29
Term loans from financial institutions / corporates				
Secured	108,000.00	77,566.67	68,900.00	37,800.00
Loans and advances from related parties				
Subordinated debts (Unsecured)				
from Relative of key management personnel	0.80	0.30	1.10	-
from Enterprises having significant influence over the Company	311.14	28.80	239.94	28.09
Redeemable non-convertible debentures (Secured)				
from Key management personnel	-	4.38	3.00	1.38
from Relative of key management personnel	2.20	9.89	11.89	2.58
from Enterprises having significant influence over the Company	-	5.00	5.00	-
Fixed deposits (Unsecured)				
from Relative of key management personnel	42.63	4.09	33.98	7.10
Total	3,026,888.74	1,619,067.68	3,285,558.30	1,088,630.71

* Amount disclosed under the Note 6-Other current liabilities

Includes deposits from corporates Rs. 28,161.91 lacs (March 31, 2015 Rs. 7,308.61 lacs).

A) Subordinated debt - unsecured

i) Privately placed subordinated debts of Rs. 100,000/- each

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%	>=12% <14%	
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

5 LONG-TERM BORROWINGS (Contd.)

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%	>=12% <14%	
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

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

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%	>=12% <14%	
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

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%	>=12% <14%	
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

5 LONG-TERM BORROWINGS (Contd.)

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

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%	>=12% <14%	
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
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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%	>=12% <14%	
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
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iv) 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, 2016	As at March 31, 2015	Redeemable at par on
Option -IV	10.40%	91.00	91.00	1-Jun-17
	10.81%	-	1,687.00	1-Mar-17
	11.25%	-	3,746.08	1-Dec-16
Option -V	10.25%	110.30	110.30	1-Jun-17
	10.75%	204.32	204.32	1-Jun-17
	11.00%	2,471.61	2,471.61	1-Jun-17
Total		2,877.23	8,310.31	

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on
Option -IV	10.81%	1,687.00	-	1-Mar-17
	11.25%	3,746.08	-	1-Dec-16
Total		5,433.08	-	

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Total subordinated debts	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	327,622.11	16,034.44	343,235.19	66,128.91
Public issue (iv)	2,877.23	5,433.08	8,310.31	-
Total subordinated debts	330,499.34	21,467.52	351,545.50	66,128.91
Less: issued to related parties	311.94	29.10	241.04	28.09
Total	330,187.40	21,438.42	351,304.46	66,100.82

B) Non-convertible debenture (NCD) - secured

i) Privately placed redeemable non-convertible debentures of Rs. 1,000/- each

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%	>= 12% < 14%	>= 14% < 16%	
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
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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%	>= 12% < 14%	>= 14% < 16%	
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
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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.

5 LONG-TERM BORROWINGS (Contd.)

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

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%	>= 14% < 16%	
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%	>= 14% < 16%	
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	12-Aug-16
2	9.85%	20,000.00	20-Jul-16
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.

¥ 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	12-Aug-16
Total		625.00	

5 LONG-TERM BORROWINGS (Contd.)

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%	>= 14% < 16%	
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	20-Jul-15
2	10.95%	30,000.00	25-Sep-15
3	9.35%	20,000.00	22-Jun-15
Total		70,000.00	

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.

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

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%	>= 14% < 16%	
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%	>= 14% < 16%	
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)

Upto 12 months*	-	1,000.00	-	-	1,000.00
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*Partly paid to the extent of Rs. 1,000,000/-

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.

5 LONG-TERM BORROWINGS (Contd.)

iv) **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, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Option -II	9.50%	278.58	-	1-Jun-17	-
	10.00%	453.23	-	1-Jun-17	-
	10.25%	3,157.85	-	1-Jun-17	-
	10.50%	571.77	-	1-Jun-17	-
Total		4,461.43	-		

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Option -I	9.00%	-	1,424.68	1-Jun-15	-
	9.50%	-	3,918.31	1-Jun-15	-
	9.75%	-	1,160.23	1-Jun-15	-
	10.00%	-	210.37	1-Jun-15	-
Option -II	9.50%	-	897.03	1-Jun-17	2-Jun-15
	10.00%	-	785.25	1-Jun-17	2-Jun-15
	10.25%	-	3,799.51	1-Jun-17	2-Jun-15
	10.50%	-	672.17	1-Jun-17	2-Jun-15
Option -III	9.75%	-	807.77	1-Jun-15	-
	10.25%	-	782.70	1-Jun-15	-
	10.50%	-	1,779.74	1-Jun-15	-
	10.75%	-	359.56	1-Jun-15	-
Total		-	16,597.32		

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 14-July-2011, Rs 128.64 lacs on 28-October-2014 and as per the terms of the issue Rs. 7,472.34 lacs were redeemed on 1-June-2013, Rs. 7,472.34 lacs were redeemed on 1-June-2014, Rs. 10,443.36 lacs were redeemed on 01-June-2015.

Put options were exercised for option I on 1-June-2013 and Rs. 9,019.04 lacs were paid on 05-July-2013 in compliance with the terms of issue.

Put options were exercised for option II on 1-June-2015 and Rs. 1,440.95 lacs were paid on 02-July-2015 and Rs. 251.58 lacs were paid on 03-July-2015 in compliance with the terms of issue.

5 LONG-TERM BORROWINGS (Contd.)
v) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each - (2011)
Terms of repayment
Long term borrowing

Outstanding as at March 31, 2016 and March 31, 2015: Rs. Nil.

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Option -I	11.60%	52,241.36	53,467.20	11-Jul-16	12-Jul-15
	11.35%	23,254.35	24,304.40	11-Jul-16	12-Jul-15
	11.10%	7,264.68	7,324.64	11-Jul-16	12-Jul-15
Total		82,760.39	85,096.24		

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 28-October-2014 and as per the terms of the issue Rs. 14,874.96 lacs were redeemed on 11-July-2014

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

vi) 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, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -II	11.40%	13,382.08	13,349.04	9-Aug-17	-
	10.50%	12,812.18	12,845.22	9-Aug-17	-
Series -IV	11.40%	6,288.04	6,251.50	9-Aug-17	-
	10.50%	139.09	175.63	9-Aug-17	-
Total		32,621.39	32,621.39		

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -I	11.15%	-	8,572.90	9-Aug-15	-
	10.25%	-	14,871.99	9-Aug-15	-
Series -III	11.15%	-	3,731.19	9-Aug-15	-
	10.25%	-	147.68	9-Aug-15	-
Total		-	27,323.76		

5 LONG-TERM BORROWINGS (Contd.)

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 07-August-2015

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

Terms of repayment

Long term borrowing

Series detail	Rate of interest	(Rs. in lacs)		Redeemable at par on	Put and Call option
		As at March 31, 2016	As at March 31, 2015		
Series -I	10.90%	-	12,850.81	1-Aug-16	-
	9.65%	-	13,542.26	1-Aug-16	-
Series -II	11.15%	11,558.97	11,561.58	31-Jul-17	-
	9.80%	3,381.06	3,378.46	31-Jul-17	-
	11.15%	11,558.97	11,561.58	31-Jul-18	-
	9.80%	3,381.07	3,378.46	31-Jul-18	-
Series -III	10.63%	5,822.11	5,801.02	31-Jul-18	-
	9.40%	74.91	96.00	31-Jul-18	-
Series -IV	10.90%	-	6,044.39	1-Aug-16	-
	9.65%	-	72.64	1-Aug-16	-
Series -V	11.15%	2,597.72	2,631.70	31-Jul-17	-
	9.80%	43.63	9.66	31-Jul-17	-
	11.15%	2,597.72	2,631.70	31-Jul-18	-
	9.80%	43.64	9.64	31-Jul-18	-
Total		41,059.80	73,569.90		

Current maturity

Series detail	Rate of interest	(Rs. in lacs)		Redeemable at par on	Put and Call option
		As at March 31, 2016	As at March 31, 2015		
Series -I	10.90%	12,819.78	-	1-Aug-16	-
	9.65%	13,573.29	-	1-Aug-16	-
Series -IV	10.90%	6,067.30	-	1-Aug-16	-
	9.65%	49.73	-	1-Aug-16	-
Total		32,510.10	-		

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 .

5 LONG-TERM BORROWINGS (Contd.)

viii) 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, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -I	11.25%	-	7,745.00	24-Oct-16	-
	10.75%	-	19,390.84	24-Oct-16	-
Series -II	11.50%	3,165.18	3,167.15	24-Oct-18	-
	10.75%	7,488.34	7,486.37	24-Oct-18	-
Series -III	11.75%	4,703.56	4,710.54	24-Oct-20	-
	10.75%	3,053.99	3,047.01	24-Oct-20	-
Series -IV	11.25%	-	2,250.99	24-Oct-16	-
	10.75%	-	14.61	24-Oct-16	-
Series -V	11.50%	806.60	809.92	24-Oct-18	-
	10.75%	8.37	5.05	24-Oct-18	-
Series -VI	11.75%	1,349.17	1,348.34	24-Oct-20	-
	10.75%	23.35	24.18	24-Oct-20	-
Total		20,598.56	50,000.00		

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2016	As at March 31, 2015	Redeemable at par on	Put and Call option
Series -I	11.25%	7,749.14	-	24-Oct-16	-
	10.75%	19,386.70	-	24-Oct-16	-
Series -IV	11.25%	2,250.16	-	24-Oct-16	-
	10.75%	15.44	-	24-Oct-16	-
Total		29,401.44	-		

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.

5 LONG-TERM BORROWINGS (Contd.)

ix) **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, 2016	As at March 31, 2015	Redeemable at par on	Put and call option
Series -I	9.85%	111,397.42	111,578.53	15-Jul-17	-
	11.00%	6,980.86	6,571.96	15-Jul-17	-
	11.25%	7,514.40	7,742.19	15-Jul-17	-
Series -II	10.00%	33,235.44	33,145.30	15-Jul-19	-
	11.25%	3,175.43	3,138.76	15-Jul-19	-
	11.50%	2,000.16	2,126.97	15-Jul-19	-
Series -III	10.15%	5,334.05	5,588.00	15-Jul-21	-
	11.50%	5,765.62	5,327.02	15-Jul-21	-
	11.75%	2,507.20	2,691.85	15-Jul-21	-
Series -IV	9.57%	45.42	51.76	15-Jul-19	-
	10.71%	1,512.84	1,427.85	15-Jul-19	-
	10.94%	1,225.38	1,304.03	15-Jul-19	-
Series -V	9.71%	2.51	2.17	15-Jul-21	-
	10.94%	2,158.80	2,090.82	15-Jul-21	-
	11.17%	1,357.35	1,425.67	15-Jul-21	-
Series -VI	9.85%	5,007.91	5,018.55	15-Jul-17	-
	11.00%	2,899.34	2,803.29	15-Jul-17	-
	11.25%	1,032.70	1,118.11	15-Jul-17	-
Series -VII	10.00%	6.05	4.55	15-Jul-19	-
	11.25%	1,048.43	1,023.08	15-Jul-19	-
	11.50%	465.75	492.60	15-Jul-19	-
Series -VIII	10.15%	33.57	33.17	15-Jul-21	-
	11.50%	1,947.07	1,893.46	15-Jul-21	-
	11.75%	831.01	885.02	15-Jul-21	-
Total		197,484.71	197,484.71		

Current maturity

Outstanding as at March 31, 2016 & March 31, 2015: Rs. Nil.

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.

(Rs. in lacs)

Total non-convertible debentures- secured	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	761,693.72	410,031.31	1,065,434.86	270,851.65
Public issue (iv+v+vi+vii+viii+ix)	296,225.89	144,671.93	353,676.00	129,017.32
Total non-convertible debentures- secured	1,057,919.61	554,703.24	1,419,110.86	399,868.97
Less: issued to related parties	2.20	19.27	19.89	3.96
Total	1,057,917.41	554,683.97	1,419,090.97	399,865.01

5 LONG-TERM BORROWINGS (Contd.)

C) Redeemable non-convertible debentures (NCD)- unsecured

Privately placed unsecured redeemable non-convertible debentures of Rs. 1,000,000/- each

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		Total
	<10%	>=10% <12%^	
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.

D) Term loan from banks - unsecured

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
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

E) Term loans from banks - secured

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 #
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 10.65%	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.

5 LONG-TERM BORROWINGS (Contd.)

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	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

F) Fixed deposits- unsecured -Refer note 28
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	37,146.33	-	37,146.33
36-48 months	8,224.08	24,046.33	32,270.41
24-36 months	206,850.56	12,876.90	219,727.46
12-24 months	33,110.82	259,812.09	292,922.91
Total	285,331.79	296,735.32	582,067.11
Current maturity			
Upto 12 months	63,311.06	134,318.50	197,629.56

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	5,136.39	24,017.39	29,153.78
36-48 months	305.36	12,958.74	13,264.10
24-36 months	19,388.02	262,174.47	281,562.49
12-24 months	9,874.37	136,222.74	146,097.11
Total	34,704.14	435,373.34	470,077.48
Current maturity			
Upto 12 months	37,711.68	28,220.71	65,932.39

5 LONG-TERM BORROWINGS (Contd.)

(Rs. in lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total fixed deposits	582,067.11	197,629.56	470,077.48	65,932.39
Less: issued to related parties	42.63	4.09	33.98	7.10
Total	582,024.48	197,625.47	470,043.50	65,925.29

G) Term loan from financial institutions/corporates - secured

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.

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.

(Rs. in lacs)

Total long-term borrowings	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Secured borrowings	2,104,322.29	1,387,970.60	2,453,935.32	944,419.41
Unsecured borrowings	922,566.45	231,097.08	831,622.98	144,211.30
Total long-term borrowings	3,026,888.74	1,619,067.68	3,285,558.30	1,088,630.71

(Rs. in lacs)

6	OTHER LIABILITIES	As at March 31, 2016		As at March 31, 2015	
		Long-term	Short-term	Long-term	Short-term
	Creditors other than Micro, Small and Medium Enterprises				
	- for fixed assets	-	1.82	-	3.68
	Current maturities of long term debts [Refer note 5]	-	1,619,067.68	-	1,088,630.71
	Interest accrued but not due on loans	69,417.78	106,312.92	57,257.61	103,004.74
	Investor Education and Protection Fund shall be credited by the following amounts (as and when due)				
	- Unclaimed dividend	-	923.26	-	821.59
	- Unclaimed matured deposits and interest accrued thereon	-	6,553.91	-	3,718.52
	- Unclaimed matured debentures and interest accrued thereon	-	9,327.74	-	5,566.28
	- Unclaimed matured subordinate debts and interest accrued thereon	-	2,028.85	-	1,855.92
	Temporary credit balance in bank accounts	-	4,097.72	-	3,436.05
	Tax deducted at source	-	2,568.66	-	2,038.99
	Service tax payable	-	105.69	-	65.39
	Statutory dues pertaining to employees	-	551.17	-	505.27
	Value added tax	-	520.49	-	412.34
	Works contract tax payable	-	2.31	-	3.67
	Unrealised gain on securitisation *	30,657.73	66,307.82	24,387.06	50,009.19
	Retention and others	16,271.38	-	15,517.51	-
	Total	116,346.89	1,818,370.04	97,162.18	1,260,072.34

*Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/assignment.
(Rs. in lacs)

7	PROVISIONS	As at March 31, 2016		As at March 31, 2015	
		Long-term	Short-term	Long-term	Short-term
	For employee benefits				
	For gratuity	-	228.26	-	37.52
	For leave encashment and availment	-	2,161.46	-	1,859.85
	For others				
	For non-performing assets	272,654.14	-	179,756.30	-
	For standard assets [Refer note (f) of note 2.1]	11,617.54	6,015.51	7,442.11	5,200.46
	For service tax- contested	-	8,793.99	-	8,793.99
	For value added tax	-	575.66	-	575.66
	For income tax [net of advance tax Rs. 293,809.10 lacs (March 31, 2015: Rs. 225,492.60 lacs)]	-	17,059.83	-	7,889.06
	Proposed dividend	-	13,612.96	-	13,612.96
	Corporate dividend tax	-	2,771.28	-	2,721.78
	Total	284,271.68	51,218.95	187,198.41	40,691.28

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
8 SHORT-TERM BORROWINGS		
Secured		
Redeemable non-convertible debentures	25,000.00	-
Term loans		
From banks	102,625.00	236,344.91
Loans repayable on demand (secured)		
Cash credit	201,419.38	26,918.00
Working capital demand loan from banks	-	12,500.00
Unsecured		
Term loan from banks	4,000.00	12,000.00
Term loan from financial institutions	-	7,500.00
Total	333,044.38	295,262.91

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, 2016

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	Total
	<=10%	
Upto 12 months	25,000.00	25,000.00
Total	25,000.00	25,000.00

Outstanding as at March 31, 2015 : Rs. Nil.

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 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, 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

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

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to hypothecation loans.

8 SHORT-TERM BORROWINGS (Contd.)

C) Term loans from banks - unsecured

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.

D) Cash credit from bank (Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
Secured by hypothecation of specific assets covered under hypothecation loan agreements	201,419.38	26,918.00
Total	201,419.38	26,918.00

E) Working capital demand loan -secured

Terms of repayments as on March 31, 2016

Outstanding as at March 31, 2016 : 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, 2015
upto 12 months	10.25% to 11.00%	Bullet	12,500.00
Total			12,500.00

Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans

F) Term loan from financial institutions - unsecured

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
upto 12 months	-	7,500.00
Total	-	7,500.00

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
Total short-term borrowings		
Secured borrowings	329,044.38	275,762.91
Unsecured borrowings	4,000.00	19,500.00
Total short-term borrowings	333,044.38	295,262.91

(Rs. in lacs)

Particulars	Tangible fixed assets							Intangible assets			
	Land - freehold	Buildings	Plant and equipment	Office equipment and fixtures	Furniture and fixtures	Vehicles	Leasehold improvement	Total tangible fixed assets	Trade marks	Computer software	Total intangible assets
9 TANGIBLE AND INTANGIBLE FIXED ASSETS											
Gross block											
As at April 01, 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
Depreciation											
As at April 01, 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
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	-	-	-	-	-	-	-
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
Net block											
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

* Adjustment is on account of regrouping of fixed assets

(Rs. in lacs)

	Year ended	
	March 31, 2016	March 31, 2015
Depreciation and amortisation		
on tangible assets	3,663.14	4,177.80
on intangible assets	97.78	135.46
on investment property	2.24	2.23
Total	3,763.16	4,315.49

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
10 NON-CURRENT INVESTMENTS		
1 Investment property (net of depreciation)	192.99	195.23
2 Non trade :		
A. Investment in equity shares-unquoted	67.20	67.20
B. Investment in government securities	115,126.15	75,333.42
C. Investment in subordinated debts	5,034.18	5,000.00
D. Investment in venture capital fund	1,655.64	1,655.64
E. Investment in mutual fund	200.00	200.00
Less : Aggregate provision for diminution in value of investments	(25.00)	(25.00)
Total	122,251.16	82,426.49

(Rs. in lacs)

Particulars	Face value	Quantity	Amount	Quantity	Amount
		As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
1 Investment property (at cost less accumulated depreciation)					
Cost of land and building given on operating lease			211.66		211.66
Less: accumulated depreciation			18.67		16.43
Net Block			192.99		195.23
2 Non trade (valued at cost unless stated otherwise)					
A. Shares : Fully paid up					
Unquoted - Equity shares					
Investment in other companies					
State Industrial Investment Corporation of Maharashtra Limited	10	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, 2015: Rs. 25.00 lacs))	10	25,000	-	25,000	-
The Zoroastrian Co-operative Bank Limited	25	100	0.03	100	0.03
Freight Commerce Solutions Private Limited	10	3,705	0.37	3,705	0.37
Shriram Seva Sankalp Foundation	10	18,000	1.80	18,000	1.80

10 NON-CURRENT INVESTMENTS (Contd.)

Particulars	Face value	(Rs. in lacs)			
		Quantity	Amount	Quantity	Amount
		As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
B. Government securities [Refer note 28]					
Quoted					
6.13% GOI Loan 2028	100	176,000	177.26	176,000	177.36
6.35% GOI Loan 2020	100	2,500,000	2,425.39	2,500,000	2,405.49
6.90% GOI Loan 2019	100	5,000,000	4,871.87	5,000,000	4,832.76
7.02% GOI Loan 2016	100	-	-	400,000	398.27
7.16% GOI Loan 2023	100	12,500,000	11,947.76	12,500,000	11,917.43
7.80% GOI Loan 2020	100	2,500,000	2,496.84	2,500,000	2,496.07
8.13% GOI Loan 2022	100	2,500,000	2,501.76	2,500,000	2,502.04
8.24% GOI Loan 2027	100	500,000	497.70	500,000	497.49
8.26% GOI Loan 2027	100	7,500,000	7,385.00	7,500,000	7,374.83
8.28% GOI Loan 2027	100	15,000,000	14,341.91	15,000,000	14,284.44
8.33% GOI Loan 2026	100	7,500,000	7,491.38	7,500,000	7,490.54
8.60% GOI Loan 2028	100	7,500,000	7,975.80	7,500,000	8,220.41
8.83% GOI Loan 2023	100	10,000,000	10,069.00	10,000,000	10,078.04
8.97% GOI Loan 2030	100	2,500,000	2,648.14	2,500,000	2,658.25
8.15% GOI Loan 2026 (Purchased during the year)	100	10,000,000	10,082.07	-	-
7.88% GOI Loan 2030 (Purchased during the year)	100	22,200,000	22,111.98	-	-
8.20% GOI Loan 2025 (Purchased during the year)	100	8,000,000	8,102.29	-	-
C. Unquoted-Investment in subordinated debts					
Yes Bank Limited	1,000,000	500	5,000.00	500	5,000.00
Shriram City Union Finance Company Limited (Purchased during the year)	1,000	2,920	34.18	-	-
D. Unquoted- Venture capital fund					
ICICI Investment Management Company Limited (Subscribed during the year Rs. Nil (March 31, 2015: Rs. 237.13 lacs) and redeemed during the year is Rs. Nil (March 31, 2015: Rs. 34.54 lacs))	10,000	16,556	1,655.64	16,556	1,655.64
E. Unquoted- Investment in mutual fund					
Shriram Equity & Debt Opportunities Fund Direct -Growth	10	2,000,000	200.00	2,000,000	200.00
Total			122,251.16		82,426.49
Aggregate value of quoted investments					
Cost of acquisition			115,126.15		75,533.42
Market value			117,783.14		78,023.63
Aggregate value of unquoted investments					
Cost of acquisition			6,957.02		6,722.84
Aggregate provision for diminution in value of investments			25.00		25.00

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
11 DEFERRED TAX ASSETS (NET)		
Deferred tax asset		
Fixed asset: Impact of difference between tax depreciation and depreciation /amortisation charged for financial reporting period	1,454.68	1,122.49
Impact of expenditure charged to the Statement of Profit and Loss in the current year but claimed as expense for tax purpose on payment basis	4,408.88	4,072.89
Provision for securitisation	19,497.03	17,509.87
Provision for standard assets	6,102.45	4,081.61
Gross deferred tax assets (A)	31,463.04	26,786.86
Deferred tax liability		
Debenture issue expenses	575.90	1,008.53
Gross deferred tax liability (B)	575.90	1,008.53
Net deferred tax assets (A-B)	30,887.14	25,778.33

(Rs. in lacs)

	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current portion #	Non-current portion	Current portion #
12 LOANS AND ADVANCES				
Unsecured, considered good				
Capital advances	237.74	-	246.60	-
Security deposits	3,047.08	794.25	2,842.25	722.56
Secured, considered good				
Hypothecation loans	3,800,745.73	1,847,547.58	2,888,862.86	1,947,908.15
Retained interest on securitisation	28,365.13	37,830.80	24,011.94	33,466.27
Other loans	280.89	78.89	48,625.79	16,503.67
Securitisation deferred consideration receivable *	30,657.73	66,307.82	24,387.06	50,009.19
Unsecured, considered good				
Unsecured loans ^	38,122.56	111,822.99	8,730.59	73,807.56
Advance - hypothecation loans	-	2,410.94	1,119.60	-
Doubtful				
Secured hypothecation loans	367,627.98	-	225,869.97	-
Unsecured loan	19,199.82	-	10,692.98	-
Advances recoverable in cash or in kind or for value to be received	196.04	-	36.03	-

12 LOANS AND ADVANCES (Contd.)

	(Rs. in lacs)			
	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current portion #	Non-current portion	Current portion #
Other loans and advances -Unsecured, considered good				
Advances recoverable in cash or in kind or for value to be received	4,198.69	5,741.27	2,753.55	4,147.78
Service tax credit (input) receivable	-	2,858.91	-	3,261.89
Prepaid expenses	100.00	559.85	77.96	502.41
Advance income tax (net of provision for taxation) [net of provision for income tax Rs 236,191.09 lacs (March 31, 2015: Rs. 249,131.37 lacs)]	8,547.34	-	9,868.27	-
Total	4,301,326.73	2,075,953.30	3,248,125.45	2,130,329.48

Includes current maturities of long term loans and advances

^ Advance given to the Company in which the director is interested Rs. 0.60 lacs (March 31, 2015: Rs. Nil)

* Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised / assigned deals.

	(Rs. in lacs)			
	As at March 31, 2016		As at March 31, 2015	
	Non-current portion	Current portion	Non-current portion	Current portion
13 OTHER ASSETS				
Unsecured, considered good				
Fixed deposits with banks (Note 16)	0.25	-	290.80	-
Margin money deposit with banks (Note 16)	340.03	-	6,727.97	-
Interest accrued on investments	1.23	2,031.82	-	1,578.11
Interest accrued on fixed deposits with banks	40.98	1,799.29	58.14	3,221.27
Plan Asset - gratuity	-	6.17	-	1.29
Public issue expenses for non-convertible debentures	589.71	1,074.35	1,664.06	1,303.09
Issue expenses for equity shares	416.81	152.77	569.59	152.77
Total	1,389.01	5,064.40	9,310.56	6,256.53

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
14	CURRENT INVESTMENTS		
1	Investment in government securities	399.52	499.32
2	a) Investment in certificate of deposit with banks	-	220,792.81
	b) Investment in mutual fund	11,298.67	-
	c) Investment in subordinated debt	1.00	-
	Total	11,699.19	221,292.13

(Rs. in lacs)					
Particulars	Face value	Quantity	Amount	Quantity	Amount
		As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
Current portion of long term investments (valued at cost unless otherwise mentioned)					
1 Quoted: Government securities [Refer note 28]					
6.49% GOI Loan 2015	100	-	-	500,000	499.32
Redeemed during the year at par					
7.02% GOI Loan 2016	100	400,000	399.52	-	-
This security is redeemable on August 17, 2016 at par					
2 Current Investments (At lower of cost and fair value)					
a) Unquoted: Investment in certificate of deposit with banks					
Andhra Bank		-	-	10,000	9,817.48
Bank of Maharashtra		-	-	25,000	24,562.73
Corporation Bank		-	-	30,000	29,386.23
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 and Jaipur		-	-	25,000	24,496.16
Syndicate Bank		-	-	25,000	24,568.65
UCO Bank		-	-	20,000	19,581.86
b) Unquoted: Investment in mutual fund					
Kotak Liquid Scheme Plan A - Direct Plan -Growth	10	325,651	10,000.00	-	-
Axis Liquid Fund - Direct Growth	1,000	77,414	1,298.67	-	-
c) Unquoted: Investment in subordinated debt					
Shriram City Union Finance Company Limited	1,000	100	1.00	-	-
Total			11,699.19		221,292.13
Aggregate value of quoted investments					
Cost of acquisition			399.52		499.32
Market value			399.53		498.04
Aggregate value of unquoted investments					
Cost of acquisition			11,299.67		220,792.81
Aggregate provision for diminution in value of investments			-		-

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
		Current portion	Current portion
15	TRADE RECEIVABLES		
	Unsecured, considered good		
	Outstanding for a period exceeding six months from the date they are due for payment	-	-
	Other receivables (Unsecured, considered good)		
	Other receivables	1,009.48	298.86
	Total	1,009.48	298.86

		As at March 31, 2016		As at March 31, 2015	
		Non-current portion	Current portion	Non-current portion	Current portion
16	CASH AND BANK BALANCES				
	Cash and cash equivalents				
	i) Balances with scheduled banks in:				
	Current accounts	-	59,765.26	-	166,700.86
	Unclaimed dividend accounts	-	923.26	-	821.59
	Deposits with original maturity of less than three months	-	5,036.28	-	166,515.00
	ii) Cheques on hand	-	4,698.24	-	7,576.72
	iii) Cash on hand	-	10,124.16	-	10,990.89
		-	80,547.20	-	352,605.06
	Other bank balances				
	Deposits with original maturity for more than 12 months	0.25	10.38	290.80	9.22
	Deposits with original maturity for more than 3 months but less than 12 months	-	30,296.87	-	6,588.28
	Margin money deposit # @	340.03	125,700.58	6,727.97	116,915.32
		340.28	156,007.83	7,018.77	123,512.82
	Amount disclosed under non-current assets [Refer note 13]	(340.28)	-	(7,018.77)	-
	Total	-	236,555.03	-	476,117.88

@ Includes deposits of Rs. 0.71 lacs (March 31, 2015 Rs. 1.64 lacs) pledged with VAT authorities.

Includes deposits of Rs. 124,055.99 lacs (March 31, 2015: Rs. 115,097.11 lacs) pledged with Banks as margin for credit enhancement, Rs. 1,527.60 lacs (March 31, 2015: Rs. 8,106.35 lacs) as margin for guarantees and Rs. 457.02 lacs (March 31, 2015: Rs. 439.84 lacs) pledged as lien against loans taken.

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
17	REVENUE FROM OPERATIONS		
	Interest income on:-		
	- loan portfolio and related charges	923,123.19	773,833.99
	- direct assignment	7,331.14	22,006.48
	- securitisation including interest on pass through certificates*	40,758.92	32,754.04
	- margin money on securitisation/ assignments	8,466.80	10,971.17
	- deposits with banks	2,288.03	1,728.06
	- long-term investments	8,087.83	4,675.73
	- current investments	321.37	867.55

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
17	REVENUE FROM OPERATIONS (Contd.)		
	Other financial services		
	Reversal of provision for securitisation	15,782.24	24,348.30
	Income from portfolio management services	-	1.68
	Income from commission services	6,190.42	5,414.12
	Bad debt recovery	870.08	594.08
	Dividend on long-term investments	-	0.25
	Dividend on current investments	-	2.19
	Profit on sale of current investments (net)	11,028.08	34,050.05
	Facilitation fees	6,780.73	6,452.13
	Total	1,031,028.83	917,699.82

* Includes Rs 2,832.11 lacs (March 31, 2015: Rs. 7,033.92 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
18	OTHER INCOME		
	Income from operating lease	7.12	10.14
	Profit on sale of assets (net)	1.01	-
	Miscellaneous income	338.06	251.71
	Total	346.19	261.85

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
19	EMPLOYEE BENEFIT EXPENSES		
	Salaries, other allowances and bonus	57,005.67	45,140.67
	Gratuity expenses	704.30	725.50
	Contribution to provident and other funds	3,465.73	2,986.91
	Staff welfare expenses	1,197.61	1,550.83
	Total	62,373.31	50,403.91

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
20	FINANCE COST		
	Interest expense		
	Debentures	179,322.04	177,916.28
	Subordinated debts	43,647.53	50,057.08
	Fixed deposits	69,966.24	41,603.99
	Loans from banks	185,256.81	166,626.43
	Loans from institutions and others	15,248.50	11,626.42
	Commercial paper	866.28	1,315.63
	Other borrowing costs		
	Professional charges - resource mobilisation	3,709.84	9,557.88
	Processing charges on loans	604.99	910.17
	Brokerage	5,867.05	6,088.93
	Amortisation of public issue expenses for non-convertible debentures	1,303.09	1,761.70
	Total	505,792.37	467,464.51

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
21	OTHER EXPENSES		
	Rent	8,346.60	7,750.80
	Lease rent for parking yards	323.07	182.89
	Electricity expenses	1,440.13	1,257.77
	Direct selling associates commission	-	51.10
	Repairs and maintenance		
	- Buildings	36.50	24.25
	- Others	742.09	861.83
	Rates and taxes	126.06	50.93
	Printing and stationery	1,485.84	1,543.70
	Travelling and conveyance	13,191.95	12,152.07
	Advertisement	156.72	328.57
	Business promotion	5,972.77	8,816.10
	Buyer and seller facilitation expense	789.80	819.58
	Royalty	10,096.80	6,249.24
	Directors' sitting fees	18.48	12.26
	Insurance	89.09	59.25
	Communication expenses	4,680.83	4,472.86
	Payment to auditor [Refer note 33]		
	As Auditor:		
	- Audit fees	163.55	160.40
	- Tax audit fees	11.15	10.93
	- Out of pocket	8.39	8.46
	In any other manner:		
	- Certification	52.02	3.09
	Bank charges	2,981.59	3,106.81
	Professional charges on securitisation	2,162.18	3,170.41
	Legal and professional charges	3,519.14	3,762.89
	Donations	934.31	617.72
	Loss on sale of fixed assets (net)	36.37	38.74
	Issue expenses for equity shares	152.78	152.78
	Security charges	78.97	18.77
	Service charges paid	5,016.04	4,528.64
	CSR expenses [Refer note 35]	929.42	74.10
	Miscellaneous expenses	11,118.20	9,312.88
	Total	74,660.84	69,599.82

		(Rs. in lacs)	
		Year ended March 31, 2016	Year ended March 31, 2015
22	PROVISIONS AND WRITE-OFFS		
	Provision for non-performing assets	90,446.24	60,954.86
	Provision for standard assets [Refer note (f) of note 2.1]	4,990.48	2,766.27
	Bad debts written off	110,420.78	97,501.26
	Total	205,857.50	161,222.39

	Year ended March 31, 2016	Year ended March 31, 2015
23 EARNINGS PER SHARE		
Net Profit after tax as per Statement of Profit and Loss (Rs. in lacs) (A)	118,361.82	102,844.45
Weighted average number of equity shares for calculating basic EPS (in lacs) (B)	2,268.83	2,268.83
Weighted average number of equity shares for calculating diluted EPS (in lacs) (C)	2,268.83	2,268.83
Basic earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (B)	52.17	45.33
Diluted earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (C)	52.17	45.33

24 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 Rs. 235.39 lacs during the financial year 2015-16 and Rs. 372.43 lacs during the financial year 2014-15.

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

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
Net employee benefit expense (recognized in employee cost)		
	Gratuity	
Current service cost	387.34	352.87
Interest cost on benefit obligation	215.29	199.16
Expected return on plan assets	(213.46)	(180.42)
Net actuarial (gain) / loss recognised in the year	328.71	(30.84)
Past service cost	Nil	Nil
Net benefit expense*	717.88	340.77
Actual return on plan assets	256.62	239.79

*Gratuity expenses as per note 19 of Statement of Profit and Loss for the year ended March 31, 2016 is after netting of Rs.13.60 lacs on account of gratuity transferred from other company.

Balance sheet

Particulars	(Rs. in lacs)	
	March 31, 2016	March 31, 2015
Benefit asset/(liability)		
	Gratuity	
Present value of defined benefit obligation	3,683.62	2,709.10
Fair value of plan assets	3,178.01	2,685.99
Surplus/(deficit)	(505.61)	(23.11)
Less: Unrecognised past service cost	Nil	Nil
Plan asset / (liability) *	(505.61)	(23.11)

*Gratuity liability for the year ended March 31, 2016 disclosed under note 7 – Provisions and note 13- Other assets is after netting off amount paid to trust on account of relieved employees Rs. 271.76 lacs and gratuity transferred to other company Rs. 11.76 lacs.

24 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS (Contd.)

Changes in the present value of the defined benefit obligation are as follows: (Rs. in lacs)

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Opening defined benefit obligation	2,709.10	2,128.54
Interest cost	215.29	199.16
Current service cost	387.34	352.87
Benefits paid	Nil	Nil
Actuarial (gains) / losses on obligation	371.89	28.53
Closing defined benefit obligation	3,683.62	2,709.10

Changes in the fair value of the plan assets are as follows: (Rs. in lacs)

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Opening fair value of plan assets	2,685.99	2,073.76
Expected return	213.46	180.42
Contributions by employer	235.39	372.43
Benefits paid	Nil	Nil
Actuarial gains / (losses)	43.17	59.37
Closing fair value of plan assets	3,178.01	2,685.99

The Group expects to contribute Rs. 936.09 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, 2016	March 31, 2015
	%	%
Investments with insurer	100	100

The principal assumptions used in determining gratuity obligations for the Group's plan are shown below:

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Discount rate	7.80%	7.95%
Expected rate of return on assets	7.80%	7.95%
Increase in compensation cost	5.00%	5.00%
Employee Turnover*	7.50% and 20.00%	5.00% and 15.00%

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.

*7.50% in case of employees with service period of 5 years and above and 20.00% for all other employees for the current year.

*5.00% in case of service greater than 5 years and 15.00% for all other employees for the previous year.

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, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined benefit obligation	3,683.62	2,709.10	2,128.54	1,927.94	1,460.99
Plan assets	3,178.01	2,685.99	2,073.77	Not applicable	Not applicable
Surplus / (deficit)	(505.61)	(23.11)	(54.77)	(1,927.94)	(1,460.99)
Experience adjustments on plan liabilities (gains)/losses	200.11	(271.95)	58.31	94.64	343.18
Experience adjustments on plan assets (losses)/gains	43.17	59.37	51.10	Not applicable	Not applicable

25

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, 2016

(Rs. in lacs)

Particulars	Financing activities	Facilitation service division	Total
Segment revenue	1,024,484.39	6,890.63	1,031,375.02
Segment results (Profit before tax and after interest on financing segment)	178,497.97	435.01	178,932.98
Less: Unallocated reconciling items	-	5.14	5.14
Net profit before tax			178,927.84
Less: Income Taxes			60,566.02
Net profit after tax			118,361.82
Add: Share of profit of associate			-
Net profit after taxes and share of loss of associate			118,361.82
Other information:			
Segment assets	6,754,011.87	7,900.33	6,761,912.21
Unallocated corporate assets	39,176.16	258.32	39,434.48
Total assets	6,793,188.03	8,158.65	6,801,346.69
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	213,858.26	196.31	214,054.57

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 loss 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

26	EMPLOYEE STOCK OPTION PLAN	Series I (SAIL)
	Date of grant	28-Jan-14
	Date of board/committee approval	6-May-13
	Date of shareholder's approval	11-Nov-13
	Number of options granted	100,000
	Method of settlement (cash/equity)	Equity
	Graded vesting period	
	After 1 year of grant date	20% of options granted
	After 2 years of grant date	30% of options granted
	After 3 years of grant date	50% of options granted
	Exercisable period	10 years from vesting date
	Vesting Conditions	on achievement of pre-determined targets

The details of Series I have been summarized below:

Shriram Automall (India) Limited

	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	Weighted Average Exercise Price(Rs.)	Number of Shares	Weighted Average Exercise Price(Rs.)
Outstanding at the beginning of the period	100,000	10.00	100,000	10.00
Add: Granted during the period	-	-	-	-
Outstanding at the end of the period	100,000	10.00	100,000	10.00
Exercisable at the end of the period	-	-	-	-
Weighted average remaining contractual life (in years)	-	4.84	-	5.84
Weighted average fair value of options granted	-	27.40	-	27.40

The share price is Rs 33.51 as per the share valuation derived by Black Scholes Model as on 31st March 2016.

The details of exercise price for stock options outstanding for Series I at the end of the year are:

Shriram Automall (India) Limited

As at	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price
March 31, 2016	Rs. 10/-	100,000	4.84	Rs. 10/-
March 31, 2015	Rs. 10/-	100,000	5.84	Rs. 10/-

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, 2016	As at March 31, 2015
Total compensation cost pertaining to employee share-based payment plan (entirely equity-settled)	9.07	55.33
Liability for employee stock options outstanding as at year end	31.14	114.75
Deferred compensation cost	4.28	49.19

26 EMPLOYEE STOCK OPTION PLAN (Contd.)

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:

	Year ended March 31, 2016	Year ended March 31, 2015
Profit as reported (Rs. in lacs)	118,361.82	102,844.45
Add: Employee stock compensation under intrinsic value method (Rs. in lacs)	9.07	55.33
Less: Employee stock compensation under fair value method (Rs. in lacs)	9.25	19.39
Proforma profit (Rs. in lacs)	118,361.64	102,880.39
Less: Preference dividend	-	-
Proforma net profit for equity shareholders	118,361.64	102,880.39
Earnings per share		
Basic (Rs.)		
- As reported	52.17	45.33
- Proforma	52.17	45.33
Diluted (Rs.)		
- As reported	52.17	45.33
- Proforma	52.17	45.33
Nominal Value (Rs.)	10.00	10.00

27 LEASES

In case of 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 recognized in the Statement of Profit and Loss are Rs. 8,346.60 lacs (March 31, 2015: Rs.7,750.80 lacs). Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. The non-cancellable operating lease agreements are ranging for a period 11 to 180 months. There are no restrictions imposed by lease arrangements.

The future minimum lease payments in respect of non-cancellable operating lease as at the Balance Sheet date are summarized below :

(Rs. in lacs)

	As at March 31, 2016	As at March 31, 2015
Minimum lease payments:		
Not later than one year	3,222.16	2,102.27
Later than one year but not later than five years	6,570.19	4,053.62
Later than five years	3,331.56	1,838.92

28 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 to the extent of Rs. 116,276.00 lacs (March 31, 2015: Rs. 76,576.00 lacs) in favour of trustees representing the public deposit holders of the Company.

29 RELATED PARTY DISCLOSURE

Related party where control exists

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

Related parties as per AS 18 with whom transactions have taken place during the year

Key management personnel : Mr. Umesh Revankar, Managing Director
Mr. Sameer Malhotra, Whole Time Director of SAIL
Mr. Pratap Paode, CEO (w.e.f 01-04-2011) of SEFC

29 RELATED PARTY DISCLOSURE (Contd.)

Relatives of key management personnel : Mrs. Suchita U. Revankar (spouse of Managing Director)
Mr. 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)
Mrs. Kamini Malhotra (spouse of Mr. Sameer Malhotra)
Mrs. Bidisha Paode (spouse of Mr. Pratap Paode)

Related parties as per the Companies Act, 2013 with whom transactions have taken place during the year

Key management personnel : Mr. Vivek Achwal, Company Secretary
Mr. Parag Sharma, Chief Financial Officer
Mr. Nitin Lokhande, Company Secretary of SAIL
Mrs. Harshita Phophalia, Chief Financial Officer of SAIL
Mr. Amit Agarwal, Chief Financial Officer of SEFC
Ms. Reema Desai, Company Secretary of SEFC

Relatives of key management personnel : Mrs. Ranjana Achwal (spouse of Company Secretary)
Mr. Anish Achwal (son of Company Secretary)
Mrs. Shelly Sharma (spouse of Chief Financial Officer)
Ms. Atibhi Sharma (daughter of Chief Financial Officer)
Mr. Amit Sharma (brother of Chief Financial Officer)
Mrs. Rama Sharma (mother of Chief Financial Officer)
Mr. Madan Mohan Sharma (father of Chief Financial Officer)

29 RELATED PARTY DISCLOSURE (Contd.)

Particulars	(Rs. in lacs)						
	Enterprises having significant influence over the Company		Key management personnel (Managing director, whole time director, manager and other management personnel)		Relative of key management Personnel		Total
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	
Payments/Expenses							
Employee benefits for key management personnel \$	-	-	221.35	305.53	-	-	305.53
Royalty paid to Shriram Ownership Trust @	10,096.80	6,249.24	-	-	-	-	6,249.24
Service charges paid to Shriram Capital Limited @	5,016.04	4,528.64	-	-	-	-	4,528.64
Equity dividend paid Ω	-	-	3.57	6.23	0.01	-	6.23
- Shriram Capital Limited	5,910.32	4,728.25	-	-	-	-	4,728.25
- Piramal Enterprises Limited	2,260.00	-	-	-	-	-	2,260.00
Car hire charges	-	-	-	-	10.55	10.89	10.89
Non-convertible debenture matured Ω	-	-	-	-	2.38	23.08	23.08
Fixed deposit matured Ω	-	-	-	-	3.00	1.10	1.10
Subordinated debt matured Ω	-	-	-	-	-	-	-
- Shriram Capital Limited	28.09	-	-	-	-	-	28.09
Interest on fixed deposit	-	-	-	-	5.05	2.57	2.57
Interest on subordinated debt	-	-	-	-	0.16	0.14	0.14
- Shriram Capital Limited	42.16	12.03	-	-	-	-	12.03
Interest on Non-convertible debenture	-	-	0.55	0.51	1.61	3.52	4.03
- Shriram Capital Limited	0.54	0.54	-	-	-	-	0.54
Rent paid to Shriram Capital Limited @	224.68	95.29	-	-	-	-	95.29
Other administrative expenses	-	-	-	-	-	-	-
- Shriram Capital Limited	94.58	31.89	-	-	-	-	31.89

Particulars	(Rs. in lacs)						
	Enterprises having significant influence over the Company		Key management personnel (Managing director, whole time director, manager and other management personnel)		Relative of key management personnel		Total
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	
Receipts/Income							
Recovery of rent & electricity	-	-	-	-	-	-	-
- Shriram Capital Limited	26.03	13.44	-	-	-	-	13.44
Fixed deposit μ	-	-	-	-	7.17	31.89	31.89

Particulars	(Rs. in lacs)									
	Enterprises having significant influence over the Company		Key management personnel (Managing director, whole time director, manager and other management personnel)		Relative of key management Personnel		Total			
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Balance outstanding at the year end										
Share capital	-	-	5.95	5.95			0.02	-	5.97	5.95
- Shriram Capital Limited	5,910.32	5,910.32	-	-			-	-	5,910.32	5,910.32
- Piramal Enterprises Limited	2,260.00	-	-	-			-	-	2,260.00	-
Non-convertible debenture	-	-	4.38	4.38			11.96	14.47	16.34	18.85
- Shriram Capital Limited	5.00	5.00	-	-			-	-	5.00	5.00
Interest payable on non-convertible debenture	-	-	0.96	0.57			0.92	1.31	1.88	1.88
Receivable from Shriram Capital Limited	2.17	4.12	-	-			-	-	2.17	4.12
Rent Payable to Shriram Capital Limited	42.14	-	-	-			-	-	42.14	-
Outstanding expenses										
- Shriram Capital Limited	283.42	13.69	-	-			-	-	283.42	13.69
- Shriram Ownership Trust	1,184.10	294.88	-	-			-	-	1,184.10	294.88
Fixed deposit	-	-	-	-			46.72	41.08	46.72	41.08
Interest payable on fixed deposit	-	-	-	-			6.06	3.53	6.06	3.53
Subordinated debt	-	-	-	-			1.10	1.10	1.10	1.10
- Shriram Capital Limited	339.94	268.03	-	-			-	-	339.94	268.03
Interest payable on subordinated debt	-	-	-	-			0.48	0.32	0.48	0.32
- Shriram Capital Limited	65.57	25.24	-	-			-	-	65.57	25.24

Ω Denotes payments

μ Denotes receipts

\$ As the liabilities for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, the amounts pertaining to the Key management personnel are not included above.

@ Denotes expenses including service tax

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
30	CONTINGENT LIABILITIES NOT PROVIDED FOR		
a.	In respect of Income tax demands where the Group has filed appeal before CIT(Appeals)	14,285.88	17,494.75
b.	VAT demand where the Group has filed appeal before Tribunal	8,019.55	4,944.18
c.	Service tax liability pertaining to HP/Lease	12,833.93	12,833.93
d.	Guarantees and counter guarantees	153,509.05	120,098.42

Future cash outflows in respect of (a), (b) and (c) above are determinable only on receipt of judgements /decisions pending with various forums/authorities. The Group 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 Group'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. Shriram Automall India Limited, (wholly owned subsidiary) has received show cause notice demanding service tax due to the difference in the availment of Cenvat Credit. The notice was given based on the audit conducted by the Department for the period 2010-11 and 2011-12 and the same is contested by the Company.

(Rs. in lacs)

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
Disputed income tax demand are on account of			
a.	Transfer to statutory reserve and securitisation and royalty	2,096.21	5,594.44
b.	Disallowance of ESOP expenses, 14A, derivatives etc.	1,146.38	1,095.53
c.	Interest as per assessment orders, etc	11,043.29	10,804.78
	Total	14,285.88	17,494.75

		(Rs. in lacs)	
		As at March 31, 2016	As at March 31, 2015
Commitments not provided for			
a.	Estimated amount of contracts remaining to be executed on capital account	424.36	543.03
b.	Uncalled amount in investment in ICICI Investment Management Company Limited	809.83	809.83
c.	Commitments related to loans sanctioned but undrawn	1,056.07	847.46

31 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, 2016	As at March 31, 2015
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	35	44
2	Total amount of securitised assets as per books of the SPVs sponsored	964,926.71	916,559.38
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	-	282.25
	Others	-	-
	(b) On-Balance Sheet exposures		
	First loss	93,086.83	97,512.02
	Others	47,721.45	44,761.53
4	Amount of exposures to securitisation transactions other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	76,122.94	100,438.85
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	376.37
	Others	30,969.18	17,208.72
	(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, 2016	As at March 31, 2015
1	No. of transactions assigned by the Company	25	16
2	Total amount outstanding	166,539.92	116,735.73
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	18,474.48	12,716.68

31 DISCLOSURES RELATING TO SECURITISATION (Contd.)

			(Rs. in lacs)
Sr. No.	Particulars	As at March 31, 2016	As at March 31, 2015
4	Amount of exposures to assigned transactions other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	407.00	1,359.00
	Loss	271.00	3,083.00
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(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, 2016	As at March 31, 2015
1	No. of transactions assigned by the Company	-	-
2	Total amount outstanding	-	-
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 transactions other than MRR		
	(a) Off-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-Balance Sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Others	-	-
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

- 32** 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, 2016	As at March 31, 2015
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as at 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 appointed day during the year	-	-
The amount of interest due and payable for the period 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	-	-

- 33** 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 public issue of non-convertible debentures of Rs. Nil (March 31, 2015: Rs. 60.61 lacs) [including out of pocket expenses of Rs. Nil (March 31, 2015: Rs. 1.06 lacs)] have been amortised as per note 13 and shown under other assets.

34 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Computer software	14.24	-
Computer charges	-	1.94
Resource mobilisation	27.18	-
Membership fees	0.10	0.16
Advertisement	20.20	-
Total	61.72	2.10

35 DETAILS OF CSR EXPENSES

Particulars	(Rs. in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
a) Gross amount required to be spent by the Group during the year	3,815.19	4,059.92
b) Amount spent during the year		
- On purposes other than construction/acquisition of any asset		
Paid in cash	1,863.73	691.82
Yet to be paid in cash	-	-
Total	1,863.73	691.82

36 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 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 & 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.

37 PREVIOUS YEAR COMPARATIVES

Previous year figures have been regrouped / rearranged, wherever considered necessary, to conform with current year's presentation.

As per our report of even date
For **S.R. BATLIBOI & Co. LLP**
ICAI Firm Registration No. 301003E / E300005
Chartered Accountants

per Shrawan Jalan
Partner
Membership No. 102102

Mumbai
April 29, 2016

For **G. D. Apte & Co.**
ICAI Firm Registration No. 100515W
Chartered Accountants

Ameya D. Tambekar
Partner
Membership No. 128355

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

S. Lakshminarayanan **Umesh Revankar**
Chairman Managing Director
DIN: 02808698 DIN: 00141189

Parag Sharma **Vivek M. Achwal**
Chief Financial Officer Company Secretary

(Rs. in lacs)

Name of the entity in the Group	Net Asset, i.e, total assets minus total liabilities		Shares in profit or loss	
	As % of consolidated net assets	Amount	As % of Consolidated profit or loss	Amount
1	2	3	4	5
Parent				
Shriram Transport Finance Company Limited	99.79%	1,015,411.46	99.54%	117,819.76
Subsidiaries				
Indian				
Shriram Automall (India) Limited	0.50%	5,136.90	0.46%	542.07
Foreign	Not applicable	Not applicable	Not applicable	Not applicable
Minority interests in all subsidiaries, associates (Investment as per the equity method)				
Indian	Not applicable	Not applicable	Not applicable	Not applicable
Foreign	Not applicable	Not applicable	Not applicable	Not applicable
Inter-company adjustment	-0.29%	(3,000.00)	-	-
TOTAL	100.00%	1,017,548.36	100.00%	118,361.83



Shriram Transport Finance Company Limited
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