

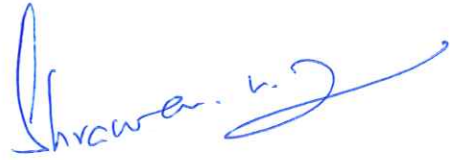




FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1	Name of the Company:	Shriram Transport Finance Company Limited
2	Annual financial statements for the year ended	31st March 2015
3	Type of Audit observation	Un-qualified
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 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 	
	<ul style="list-style-type: none"> 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.



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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)

S. Lakshminarayanan (Independent)
(w.e.f. January 24, 2015)

Arun Duggal
(upto November 15, 2014)

CEO & Managing Director

Umesh Revankar

Directors

Maya Shanker Verma (Independent)
(upto July 09, 2014)

Sumatiprasad M. Bafna (Independent)

Amitabh Chaudhry (Independent)

Kishori Udeshi (Independent)

S. Sridhar (Independent)
(w.e.f. October 20, 2014)

R. Sridhar

Puneet Bhatia

Gerrit Lodewyk Van Heerde

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

COMPANY SECRETARY

Vivek Achwal

AUDITORS

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

M/s. G. D. Apte & Co., Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENTS

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 TRUSTEE

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

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

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
IDFC Ltd
J. P. Morgan Securities India Private Limited

BANKERS

Abu Dhabi Commercial Bank
Allahabad Bank
Andhra Bank
Axis Bank
Barclays Bank PLC
Bank of America N.A.
Bank of Bahrain & Kuwait B.S.C.
Bank of Baroda
Bank of Ceylon
Bank of India
Bank of Maharashtra
Bank of Tokyo - Mitsubishi UFJ
Canara Bank
Central Bank of India
Citibank N.A.
City Union Bank
Corporation Bank
Credit Suisse Group AG
The Development Bank
of Singapore Limited
Dena Bank
Deutsche Bank AG
Dhanlaxmi Bank
HDFC Bank Limited
The Hongkong and Shanghai Banking
Corporation
ICICI Bank
The Industrial Development Bank
of India
Indian Bank
Indian Overseas Bank
IndusInd Bank
Industrial and Commercial Bank
of China Limited

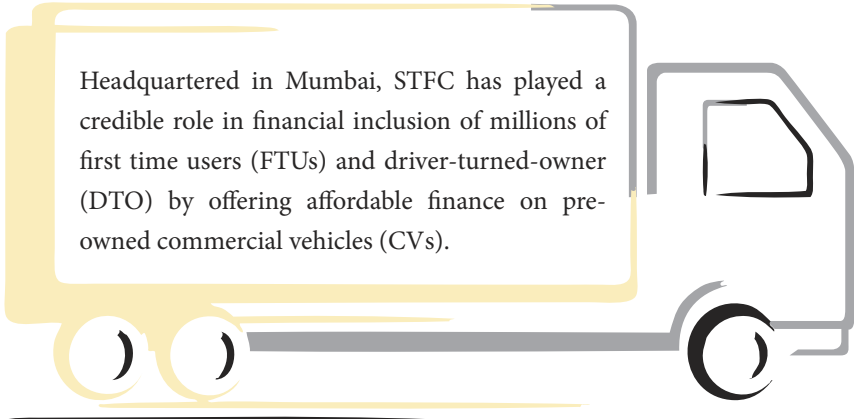
JP Morgan Chase Bank N.A.
Karnataka Bank
Karur Vysya Bank
Kotak Mahindra Bank
Lakshmi Vilas Bank
Mizuho Corporate Bank
Oriental Bank of Commerce
Punjab & Sind Bank
RBL Bank Ltd.
Shinhan Bank
Societe Generale Corporate &
Investment Banking
Standard Chartered Bank
State Bank of Bikaner & Jaipur
State Bank of Hyderabad
State Bank of India
State Bank of Mauritius
State Bank of Mysore
State Bank of Patiala
State Bank of Travancore
Syndicate Bank
The Federal Bank
The Jammu & Kashmir Bank
The South Indian Bank
The Zoroastrain Co-op.
Bank Ltd.
UCO Bank
Union Bank of India
United Bank of India
Vijaya Bank
Woori Bank
Yes Bank




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.



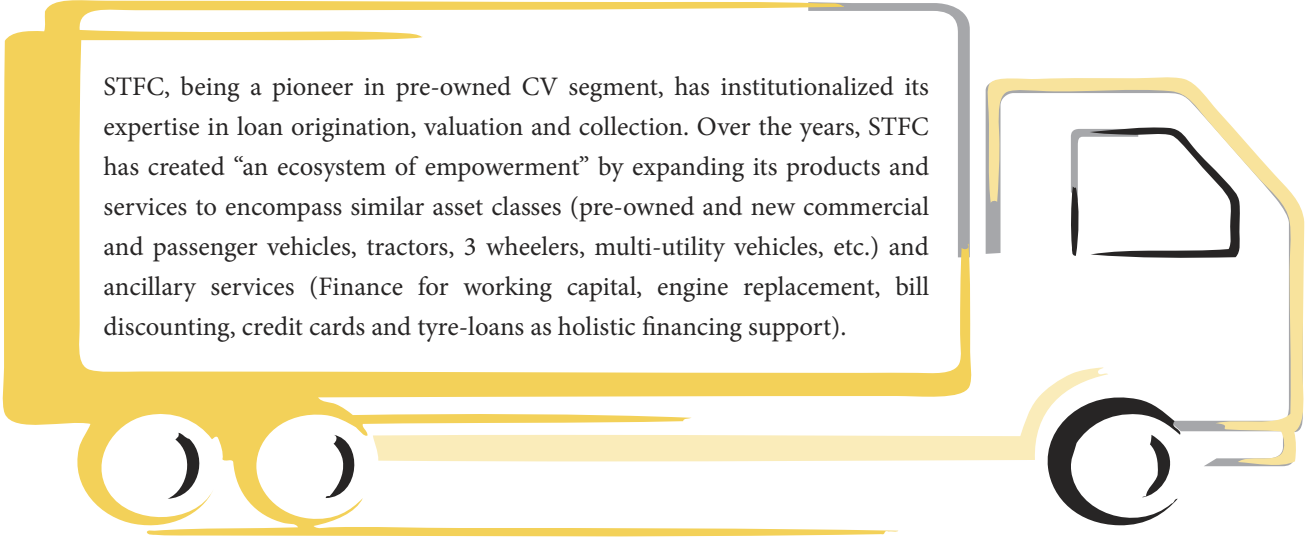
Established in 1979, STFC has evolved into largest asset financing Non Banking Finance Company.



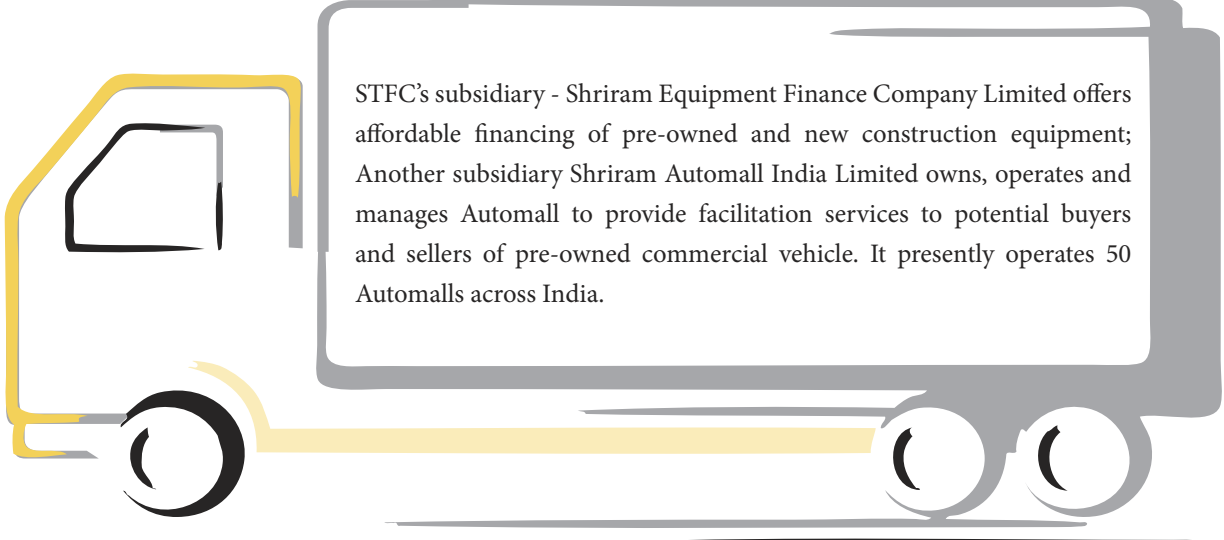
Headquartered in Mumbai, STFC has played a credible role in financial inclusion of millions of first time users (FTUs) and driver-turned-owner (DTO) by offering affordable finance on pre-owned commercial vehicles (CVs).



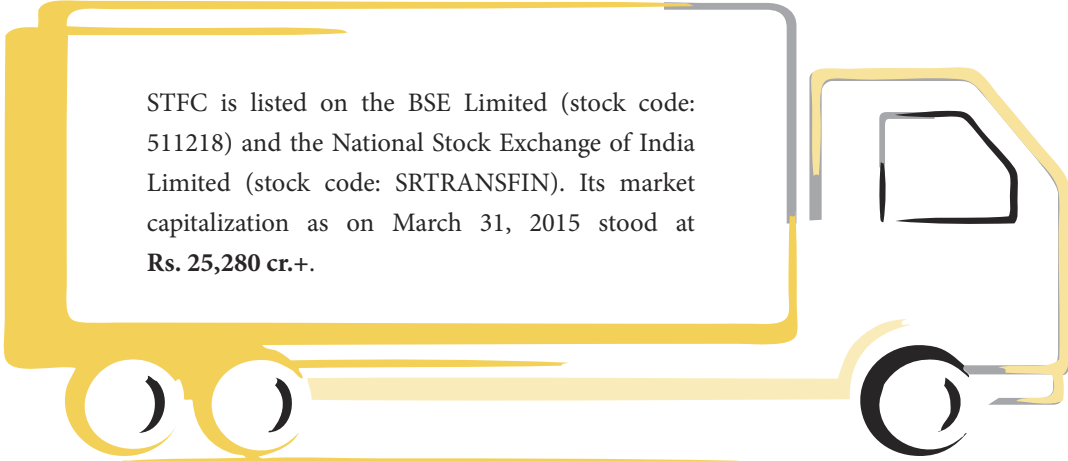
A professionally managed company, presently led by Mr. Umesh Revankar, Managing Director; STFC has fostered the culture of entrepreneurship across all levels in the organization. Presently, the company is driven by **16,000+** motivated entrepreneurs (including ~9,700 product/credit executives) championing a unique “relationship-based” business model through a pan-India network comprising **741** branches, **776** 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 Equipment Finance Company Limited offers affordable financing of pre-owned and new construction equipment; Another 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 50 Automalls across India.



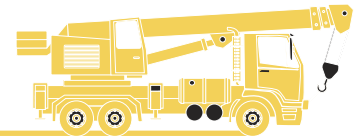
STFC is listed on the BSE Limited (stock code: 511218) and the National Stock Exchange of India Limited (stock code: SRTRANSFIN). Its market capitalization as on March 31, 2015 stood at **Rs. 25,280 cr.+**.

STANDALONE BASIS

Assets under management crossed **Rs.59,000** crore-mark



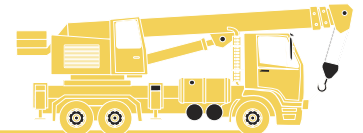
Securitisation done for the year 2014-15 **Rs.4,481** crore



Total income for the year 2014-15 **Rs.8,644.72** crore



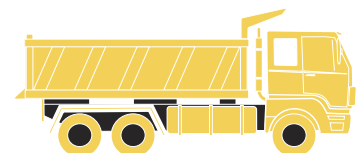
The profit after tax stands at **Rs.1,237.81** crore



Net interest income for the year 2014-15 **Rs.4,112.94** crore



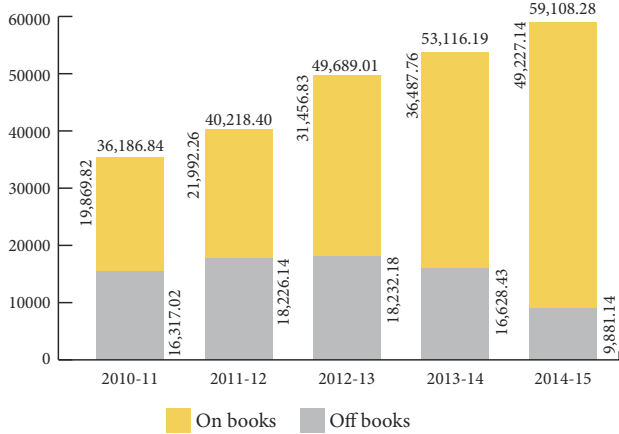
The earning per share stands at **Rs.54.56**



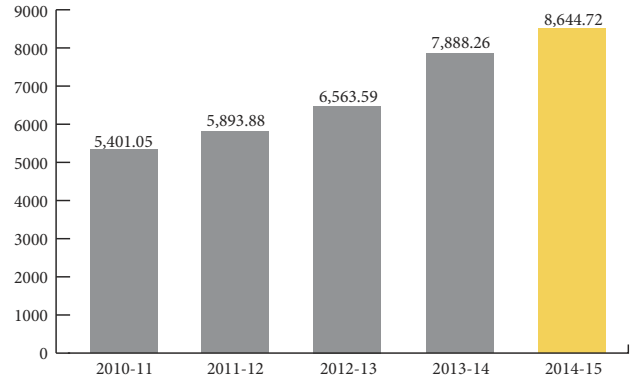
ANNUAL

PERFORMANCE TRENDS STANDALONE BASIS

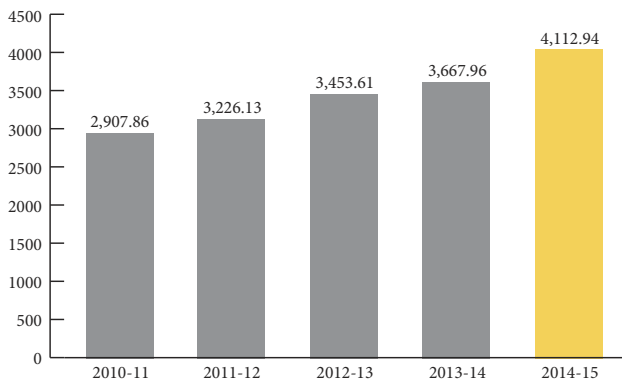
ASSETS UNDER MANAGEMENT (Rs. crore)



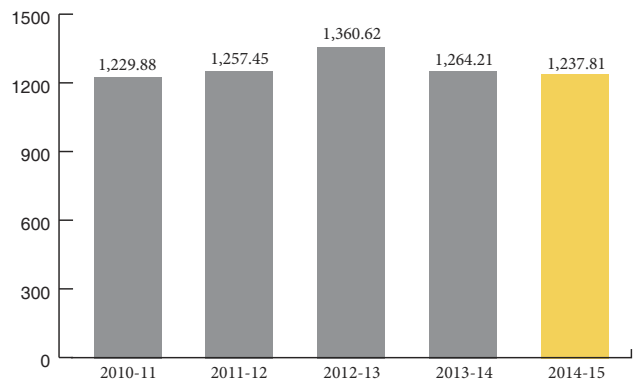
TOTAL INCOME (Rs. crore)



NET INTEREST INCOME (Rs. crore)



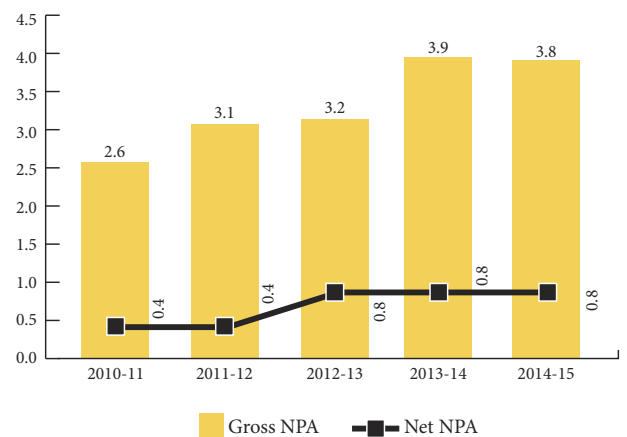
NET PROFIT (Rs. crore)



EPS (BASIC) (Rs.)



NPA (%)



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
ANAKAPALLE
ANANATHAPUR
ANAND
ANCHAL
ANGAMALY
ANGUL
ARAKALGUD
ARAKONAM
ARANI
ARANTHANGI
ARASIKERE
ARCOT
ARIYALUR
ARRAH
ASANSOL
ATTINGAL
ATTUR
AURANGABAD

AZADPUR
AZAMGARH

B

BACHHELI
BADDI
BAGALKOT
BALASORE
BALGHAT
BANDA
BANKURA
BANSWARA
BARAMATI
BARAN
BARASAT
BARDOLI
BAREILLY
BARMER
BARODA
BASAVAKALYAN
BASTI
BATLAGUNDU
BEED
BEGUSARAI
BEHRAICH
BELGAUM
BELLARY
BELTHANGADY
BENGALURU
BERHAMPUR
BETUL
BHADRAK
BHAGALPUR
BHANDARA
BHARATPUR
BHARUCH
BHATINDA
BHAVANIPURAM
BHAVNAGAR
BHAWANIPATNA
BHDARAVATI
BHILAI

BHILWARA
BHIMAVARAM
BHIND
BHIVANI
BHIWANDI
BHOPAL
BHUBANESWAR
BHUJ
BHUSAWAL
BIDAR
BIJAPUR
BIJNORE
BIKANER
BILASHPUR
BILASPUR
BIORA
BIRBHUM
BODELI
BODINAYAKANUR
BOKARO
BONGAIGAON
BONGAON
BOTAD
BRAHMAPURI
BULANDSHAHER
BUNDI
BURDWAN
BURHANPUR

C

CALICUT
CHALLAKERE
CHAMARAJNAGAR
CHANDAN NAGAR
CHANDAPURA
CHANDIGARH
CHANDIKHOL
CHANDRAPUR
CHANNAGERI
CHANNAPATNA
CHANNARAYAPATNA
CHATTARPUR

CHENGALPATTU
CHENNAI
CHICKBALLAPUR
CHICKMAGALUR
CHIDAMBARAM
CHIKHLI
CHIKKABALLAPUR
CHIKKAMANGALORE
CHIKODI
CHINCHWAD
CHINDWARA
CHIDLUN
CHIRALA
CHITRADURGA
CHITRAKOOT
CHITTORE
CHITTORGARH
CHOWTUPPAL
CHURU
COIMBATORE
COLONELGANJ
COOCHBEHAR
CUDDALORE
CUDDAPAH
CUMBUM
CUTTACK

D

DABASPET
DAHOD
DAMOH
DARBHANGA
DAUSA
DAVANGERE
DEEPIKA
DEHRADUN
DEOGHAR
DEORIA
DEWAS
DHAMTARI
DHANBAD
DHAR

DHARMAPURI
DHARWAD
DHULE
DINDIGUL
DODDABALLAPUR
DURGAPUR

E

EAST GODAVARI
ELURU
ERNAKULAM
ERODE
ETAWAH

F

FAIZABAD
FARIDABAD
FARUKHABAD
FATHEPUR
FIROZPUR

G

GADAG
GADHINGLAJ
GADWAL
GAJUWAKA
GAJWEL
GANDHIDHAM
GANGANAGAR
GANGAVATHI
GANGTOK
GANJBASODA
GAYA
GHAZIPUR
GOBICHETTIPALAYAM
GODHARA
GODHAVARIKHANI
GONDIA
GORAKHPUR
GUDIVADA

GUDIYATHAM
GUDUR
GUDUVANCHERY
GULBARGA
GUMMIDIPOONDI
GUNA
GUNTUR
GURDASPUR
GURGAON
GUWAHATI
GWALIOR

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HALDWANI
HALOL
HAMIRPUR
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HANUMANGARH
HARIHARA
HARUR
HASSAN
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HAZARIBAGH
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HINDUPUR
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HOOGHLY
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HUBLI
HUVINAHADAGALI
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ICHALKARANJI
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ITCHAPURAM

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JABALPUR
JAGADAMBA
JAGDALPUR
JAIPUR
JAISALMER
JAJPUR
JALANDHAR
JALGAON
JALNA
JALORE
JALPAIGURI
JAMKHAMBHALLIA
JAMMU
JAMNAGAR
JAMSHEDPUR
JANJGIR
JAUNPUR
JEWARGI
JHALAWAR
JHANSI
JHARSUGUDA
JHUNJHUNU
JIND
JODHPUR
JORHAT
JUNAGADH
JYEPURE

K

KADIRI
KAITHAL
KAKINADA
KALLAKURICHI
KALPAKKAM

KALYAN
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KANCHIPURAM
KANGEYAM
KANGRA
KANKAVALI
KANNUR
KANPUR
KARAD
KARAIKUDI
KARIMNAGAR
KARMALA
KARNAL
KARUR
KASARAGOD
KASHIPUR
KATHUA
KATNI
KATOL
KATTAPPANA
KATTEDAN
KAVALI
KAWARDHA
KAYAMKULAM
KEKDI
KEONJHAR
KHAMGAON
KHAMMAM
KHANDWA
KHARAGPUR
KHARGONE
KODADA
KOLAR
KOLHAPUR
KOLKATA
KOLLAM
KOMPALLY
KOPPAL
KORBA
KOTA
KOTHAGUDEM
KOTHPUTALI
KOTTAYAM

KOVIIPATTI
KRISHNAGIRI
KRISHNANAGAR
KUKATPALLY
KULITHALAI
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KUMBAKONAM
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KUNNANKULAM
KURNOOL
KUSHALNAGAR

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L B NAGAR
LAKHIMPUR
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LALITPUR
LATUR
LINGASUGUR
LUCKNOW
LUDHIANA
LUNAWADA

M

MACHILIPATNAM
MADANAPALLE
MADHURAWADA
MADIKERI
MADIWALA
MADURAI
MAHABOBNAGAR
MAINPURI
MALAPPURAM
MALDA
MALEGAON
MALUR
MANAPPARAI

MANCHERIAL
MANDAPETA
MANDI
MANDSAUR
MANENDRAGARH
MANGALORE
MANJERI
MARATHALI
MARKAPURAM
MARTHANDAM
MATHURA
MAYILADITHURAI
MEDAK
MEERUT
MEHSANA
MELMARUVATHUR

MELUR
METTUPALAYAM
METTUR
MIRYALAGUDA
MODASA
MOGA
MORADABAD
MORBI
MORENA
MOTIHARI
MUDBIDRI
MUMBAI
MURSHIDABAD
MUZAFFARPUR
MYSORE

N

NADIAD
NAGAMANGALA
NAGAPATTINAM
NAGERCOIL
NAGOLE
NAGOUR
NAGPUR
NAMAKKAL

NANDED
NANDIGAMA
NANDURBAR
NANDYAL
NARAGUND
NARASARAOPETA
NARASIPATNAM
NARNAUL
NARSINGHPUR
NASHIK
NATHAM
NAVI MUMBAI
NAVSARI
NEEMUCH
NELAMANGALA
NELLORE
NEW DELHI
NEYATINKARA
NIRMAL
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NIZAMABAD
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NOKHA

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OTTAPALAM

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PANDHARPUR

PANJIM
PARAMAKUDI
PARATWADA
PARAVATHIPURAM
PARBHANI
PATAN
PATHANAMTHITTA
PATHANKOT
PATNA
PATTUKOTTAI
PENDURTHI
PERAMBALUR
PIDUGURALLA
POLLACHI
PONDICHERRY
PORBANDAR
PRODDATUR
PUDUKOTTAI
PUNE
PURI
PURNEA
PUSAD
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RAIBAREILLY
RAICHUR
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RAIGARH
RAIPUR
RAISEN
RAJAHMUNDRY
RAJAPALAYAM
RAJKOT
RAJNANDGAON
RAJPIPLA
RAJSAMAND
RAMANAGAR
RAMESWARAM
RAMGARH
RANCHI

RANGA REDDY
RANIPET
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RAYAGADA
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ROHTAK
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SAHARANPUR
SAHIBABAD
SAKALESH PURA
SALEM
SALUR
SAMALKHA
SAMBALPUR
SANDUR
SANGAGIRI
SANGAMNER
SANGAREDDY
SANGLI
SANGRUR
SARAIPALLI
SATANA
SATARA
SAWAIMADHOPUR
SECUNDRABAD
SEDAM
SEHORE
SENDHWA
SEONI
SHAHAPUR

SHAH DOL
SHEVGAON
SHILLONG
SHIMLA
SHIMOGA
SHIVPURI
SHOLINGANALLUR
SHRIGONDA
SHRIRAMPUR
SIDDHARTH NAGAR
SIKAR
SILCHAR
SILIGURI
SINDHANUR
SINGARAYAKONDA

SIRA
SIRKALI
SIRMOUR
SIROHI
SIRSA
SIRSI
SIVAGANGA
SIVAKASI
SOLAN
SOLAPUR
SRIGANGANAGAR
SRIKAKULAM
SRINAGAR
SRIPERUMBUDUR
SULTANPUR
SULTHANBATHERY
SULUR
SUNDARGARH
SURAT
SURENDRANAGAR

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TADIPATRI
TAMBARAM

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TANJAVUR
TENALI
TENKASI
TEZPUR
THALAIVASAL
THALASSERY
THANE
THANJAVUR
THARAD
THENNI
THINGAL NAGAR
THIRUNAGAR
THIRUPPATHUR
THIRUVALLUR

THIRUVARUR
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TINDIVANAM
TINSUKIA
TIPTUR
TIRUCHENDUR
TIRUCHENGODE
TIRUNELVELI
TIRUPATHI
TIRUPPUR
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TIRUVANNAMALAI
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TRICHY
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TUTICORIN

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UDHAMPUR
UDUPI

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ULUNDRUPET
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VAPI
VARANASI
VATAKARA
VELLORE
VERAVAL
VIJAYAWADA
VILLUPURAM
VIRUDHACHALAM
VIRUDHUNAGAR
VISAKHAPATNAM
VIZIANAGARAM

W

WADI
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WAIDHAN
WARANGAL
WARDHA
WARDHAMAN NAGAR
WASHIM
WAYANAD

Y

YADGIR
YAMUNA NAGAR
YAVATMAL
YELAHANKA

Management Discussion and Analysis



ECONOMIC OVERVIEW OF GLOBAL ECONOMY

Year 2014 was a challenging year for the global economy owing to the various challenges across multiple economies. The Eurozone grappled with its currency crisis, with inflation rising in Greece and Spain. The slowdown began to take shape in China, with the government deciding to ditch the “growth at all cost” strategy employed since 2008 and took initiatives to control credit flow. This started to hurt the Germans, as the orders of machines were impacted. The US started to show results on which still remains a long road to recovery. There was a sharp dip of 60% in the oil prices between June 2014 and January 2015. The crude oil price had reached 6 year low at \$45.19 per barrel in January 2015. The speculations continue to thrive on the rise of bank rates by the Central Bank, in wake of the economic upturn. Now with the weaker outlook on Europe and China, and the potential impact on US Dollar, the rate rise may be further delayed.

OVERVIEW OF INDIAN ECONOMY

Financial Year 2014-15 can be termed as a euphoric year of contrasts. The national elections of 2014 set the tone in terms of uprising of a single largest party. The mandate along with the bleak economic situation led people to believe that growth will be brisk and therefore various business optimism indices reflected the optimism. While the equity markets rose, due to election results and business confidence; the reality continued to bear the brunt of heightened optimism. In spite of falling crude prices, the investment cycles from the corporates remain stagnant. Moreover, while the plans are being made and the grounds being laid to kick-start investment programs in infrastructure sector; the current scenario is demonstrating the signs of impatience. While the indigenous programs like “Make in India” and “Swachh Bharat Abhiyaan” have also been initiated; the predictions signal a timeline of two years for the optimism to ferment into economic growth.

The Government is now focused on 'Ease of doing business' thereby simplifying processes and attracting more investments from the Indian diaspora outside country along with global companies. The Government also focused on removing policy bottlenecks to simplify documentation and processes to initiate business activities. The Union Budget announced measures to restart the infrastructure creation and prior to that the coal blocks allocations were completed successfully. Given the large consumer economy and favourable demographic indicators, the country is attractively poised to reignite its economic machinery.

India is the second most economically confident nation due to the improved performance by the industry and services sectors, according to a recent report by global research company, Ipsos, called *Ipsos Economic Pulse of the World*. India needs to revitalize the investment cycle and fast-track structural reforms to speed up growth, the report says.

HIGHLIGHTS

Economic Survey 2014-15

presented by
Finance Minister
Arun Jaitely

Economic Growth
pegged at **8.1-8.5%**
in 2015-16
Inflation shows
declining trend during

April-
December

Double digit growth trajectory; 8-10% GDP in coming years

CAD to decline to about 1% in 2015-16

To adhere to fiscal deficit target of 4.1% of GDP; to aim for 3%

Committed to fiscal consolidation; to enhance revenue generation

More reforms on anvil; GST, expanding direct benefit transfers to be game-changers.

OUTLOOK OF INDIAN ECONOMY

The International Monetary Fund (IMF) in its annual assessment of the Indian economy, raised the growth estimate to 7.2% for 2015-16 based on firm policy action and lower global oil prices. However, reforms in agriculture, land acquisition, mining, power sectors and labour markets would be crucial to enhance growth.

A World Bank report recently said the Indian economy appeared to be better than it was in 2012 and 2013. The report also said

India's growth would catch up with China's in 2016-17, buoyed by economic reform measures taken by the Indian government.

Progress on the reform agenda—particularly implementation of the Goods and Services Tax (GST), and easing the process of doing business could transform India into a common market and dramatically boost competitiveness.

Externally, the scenario is predicated on exports boost from improving growth and job prospects in the US and largely stable or declining crude prices.

The Government of India estimated economic growth at 7.4 percent in Financial Year 2014 - 15, against 6.9 percent in Financial Year 2013-14, as India changed its definition of Gross Domestic Product (GDP) and the base year for calculating it. The new GDP data takes into account gross value addition in goods and services and indirect taxes. The base year has been shifted to 2011-12 from 2004-05. This reading of Indian GDP data is however seen as being at odds with other indicators such as industrial production and trade data, which suggest the economy is still suffering from slack. Focus will be on revitalizing the PPP model to revive investment with strong emphasis on the manufacturing and services sectors.

PPP rank	2014		2050	
	Country	GDP at PPP (2014 US\$bn)	Country	Projected GDP at PPP (2014 US\$bn)
1	China	17,632	China	61,079
2	United States	17,416	India	42,205
3	India	7,277	United States	41,384
4	Japan	4,788	Indonesia	12,210
5	Germany	3,621	Brazil	9,164
6	Russia	3,559	Mexico	8,014
7	Brazil	3,073	Japan	7,914
8	France	2,587	Russia	7,575
9	Indonesia	2,554	Nigeria	7,345
10	United Kingdom	2,435	Germany	6,338

Recently, rating agency Moody's observed that, the US and India "are among the main beneficiaries" (among G20 nations) of cheaper oil as consumers and companies spend part of the gains in real income, while it expects India's economy to grow by nearly 7.0 percent in 2016.

Sustained structural reforms can help India to become the second biggest economy in the world by 2050, according to a report by global audit firm PwC.

In 2050, the Indian economy can grow to US\$42,205 billion, only behind China's at US\$61,079 billion, says the report. The US could fall to third place at US\$41,384 billion.

All this has cheered global investors, marking a sharp turnaround in India's image as an investment destination among analysts who had been unsparing in their criticism of the previous government's management of the economy, hit by a policy standstill, corruption scandals and tax disputes.

COMMERCIAL VEHICLES INDUSTRY

According to data furnished by Society of Indian Automobile Manufacturers (SIAM), total passenger vehicle sales, which include cars, utility vehicles and vans, went up by 3.90 percent at 2,601,111 units from 2,503,509 units sold in the corresponding fiscal.

After two years of down cycle, the domestic Commercial Vehicle (CV) industry is gradually showing some signs of recovery. SIAM data showed that sales of utility vehicles grew by 5.30 percent at 553,699 units, while the off-take of vans declined by 10.19 percent at 171,395 units. However, the industry data for 2014-15 reported a 2.83 percent decline in the overall commercial vehicles segment sales, which is a key indicator of economic activity. The commercial vehicles segment off-take stood at 614,961 units during 2014-15 from 632,851 units sold in the corresponding 2013-14 fiscal. This number indicates that total volume of Medium and Heavy Commercial Vehicles (M&HCV) is far lower than the glory days of 2011-12.

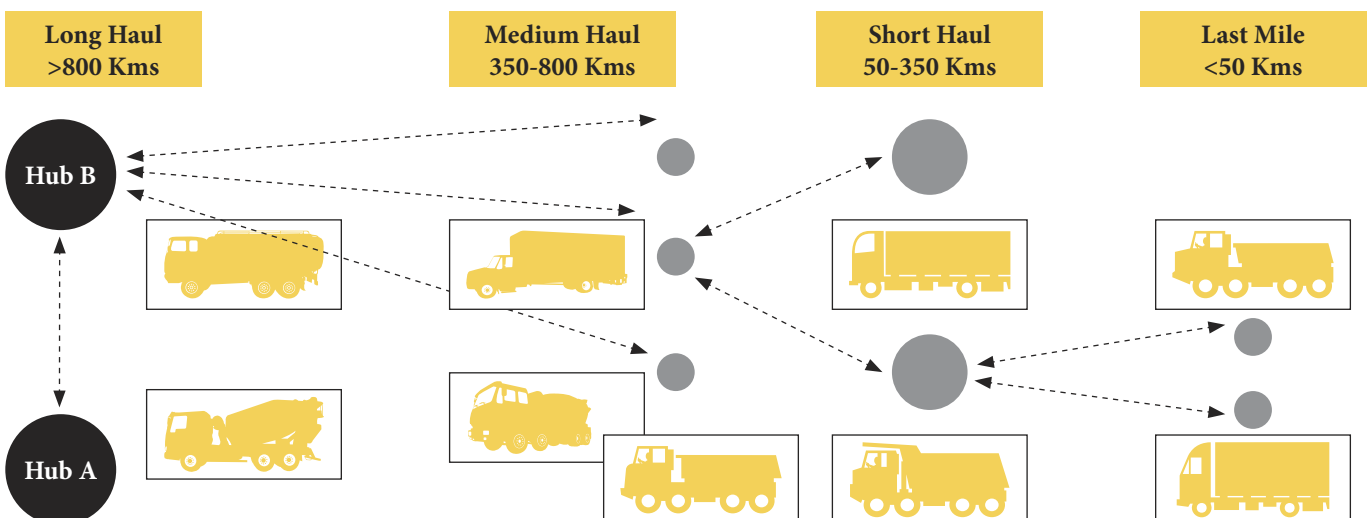
M&HCV sales registered growth by 16.02% on back of capacity addition by organized fleet operators and replacement

demand to some extent. While the M&HCV Truck segment seems to have bottomed out, the Light Commercial Vehicle (LCV) Truck segment is still experiencing demand contraction as significant capacity addition over the past few years and constrained financing environment amidst rising delinquencies remains a challenge for the segment. The bus segment, which contributes nearly 13% to industry sales, is also set to witness improvement in sales after various State Road Transport Undertakings (SRTUs) recently placed orders for new buses as part of the JNNURM II programme. Three-wheeler sales rose by 10.80 percent in the fiscal under review at 531,927 units from 480,085 units sold in 2013-14.

The Indian transport Industry is maturing with the years. Evolving industries like e-commerce and agriculture products are leading to novel strategies in distribution networks and solutions. While the vehicle restrictions imposed across towns and cities, the reliance on LCVs as the connector to the last mile has increased immensely in the past decade. The strengthening of road networks further would ensure higher need for HCVs, coupled with better emission standards.

The impact of sharp drop in crude oil prices since June 2014 and subsequently diesel prices has been favorable for CV fleet owners, who had witnessed sharp drop in their earnings over the past couple of years owing to steadily rising operating costs (including fuel) and limited ability to increase freight rates in wake of subdued economic activity. Although the current trend in freight rates is favorable of fleet operators and also suggest that cargo availability is possibly improving; the freight rates may correct in the near-term as end-users would start negotiating for lower rates.

DISTRIBUTION CHAIN - HUB AND SPOKE MODEL



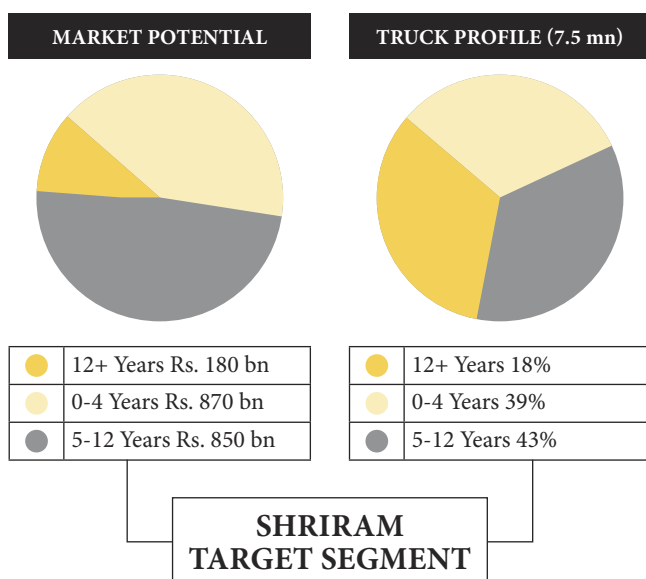
PRE-OWNED COMMERCIAL VEHICLES

Pre-owned commercial vehicles segment is the key segment of presence for the company, ever since its inception. The total estimated size of the pre-owned commercial vehicle segment is around Rs. 1900 billion, with vehicle population of ~6 million plus. The company has established its leadership in the segment by pioneering the process of ensuring near-zero defaults, thereby offering a spotlight on the sector for other Banking, Financial Services and Insurance (BFSI) players. The company targets the largest market segment of pre-owned vehicles – those aged between 5-12 years, accounting for 43% of the total market volume. Market for pre-owned truck financing is under penetrated 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 initiate their entrepreneurial journey as a Small Road Transport Operator (SRTO). The company empowers such small SRTOs and new drivers with affordable financing and advice regarding the commercial vehicles.

Optimism stems from replacement cycle

Legislative pressure on banning trucks beyond 15 years is likely to trigger replacement boom for the commercial vehicles. Transport associations’ introduction of Voluntary Retirement Scheme for old trucks with better financing options. Financing amount of Rs 1,078 bn to be triggered through replacement demand for 1.35 mn new as well as pre-owned trucks.



Life cycle of a CV offers multiple financing opportunities

A typical nine tonne CV generally changes ownership four times in its life cycle. It starts of on the long haul national highways, moves down to interstate by the fifth year, further on to less than 300 km intercity routes and finally goes on

to local uses like garbage trucks after 13-14 years. These changes of ownership create multiple financing options for financiers.

COMPANY REVIEW

About the company

Established in 1979, Shriram Transport Finance Company Limited is the largest asset financing NBFC with Assets Under Management (AUM) of Rs. 59,108.28 crore. The company is a leader in organised financing of pre-owned trucks having a pan-India presence with a network of 741 branches and partnership with ~500 private financiers, the company has revitalized the pre-owned commercial vehicle industry and thereby ensured inclusive growth to its strong customer base of over 12 lacs first time users and driver-turned-owners.

2014-15 in review

The company preferred to strengthen its credit norms and kept a close watch on delinquencies. Moreover, demand for used vehicles remained robust and sustained the strong pace of growth. As a result, the share of used vehicles increased further. The company has also benefitted from decline in borrowing costs as it sourced more funds through capital markets rather than relying on its traditional source of bank funding. The company also deployed its resources towards strengthening its technology across branches. Technology adoption has allowed the company to improve productivity in its back-offices. Hence, the company is focused on adding field officers and feels that it can cater to the enhanced branch strength with the same number of employees in the back-offices. During 2014-15, the total assets under management increased by 11.28% to Rs. 59,108.28 crore. The net interest income increased by 12.1% to Rs. 4,112.94 crore. However our net profits were lower at Rs. 1,237.81 crore as compared to Rs. 1,264.21 crore in the previous year mainly on account of higher provisions and write off. The company expanded its reach to 741 branches, with addition of 87 new branches this year. The company’s gross NPAs and net NPAs stood at 3.80% and 0.79% respectively.

Capital Adequacy Ratio (CAR)

The Company maintained a CAR of 20.52% during 2014-15 against a minimum 15% as required by The Reserve Bank of India (RBI) norms.

Borrowing Profile

The Company’s total external borrowings increased from Rs. 35,924.61 crore as of March 31, 2014 to Rs. 44,276.18 crore as of March 31, 2015.

Assets Under Management

The total Assets Under Management as on March 31, 2015 stood at Rs. 59,108.28 crore against Rs. 53,116.19 crore as on March 31, 2014.

Securitisation

During 2014-15 the company securitised its assets worth Rs. 4,481.4 crore (accounting for 7.58% of the total assets under management as on March 31, 2015) as against Rs. 10,679.5 crore during 2013-14. 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. 9,830.00 crore as on March 31, 2015.

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 organisational 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 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.









As far as facilitation services and construction equipment finance services provided by the subsidiary companies of the company namely, Shriram Automall India Limited and Shriram Equipment Finance Company Limited are concerned, please refer to the Directors' Report.

Human Resources


As of March 31, 2015, the Company had 16,160 employees on its payrolls including 9,658 product/credit executives.

SWOT ANALYSIS






Strengths

-  The pioneer in the pre-owned commercial vehicles financing sector
-  Knowledge-driven and relationship-based business model
-  Pan-India presence with 741 branch offices
-  A well-defined and scalable organisation structure based on product, territory and process knowledge
-  Strong financial track record driven by fast growth in AUM 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 12 lacs customers across India

Weaknesses

-  The Company's business and its growth are directly linked to the GDP growth of the country

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 the Company to enhance its reach without significant investments in building infrastructure

Threats

-  Regulatory changes in the NBFC and ancillary sectors

RISK MANAGEMENT

Risk Management is an ongoing process. The Board of Directors have constituted a Risk Management Committee of 3 members majority of whom are Directors. The Risk Management Committee has approved the revised Risk Policy. The Board has 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 Risk Management Policy, approval of Risk Management Plan, implementing and monitoring the Risk Management Plan.

Enterprise Risk Management (ERM) Framework for the Company was revised based on 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, simplifying and strengthening compliance.

The Company maintains 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 was revised. The process of Risk Management includes Risk Identification and Categorization, Risk Description and Risk Mitigation. The Risk Owners (RO) and Risk Managers (RM) 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 Fund Transfer
2. Information Technology: Data Security and UNO
3. Credit Administration

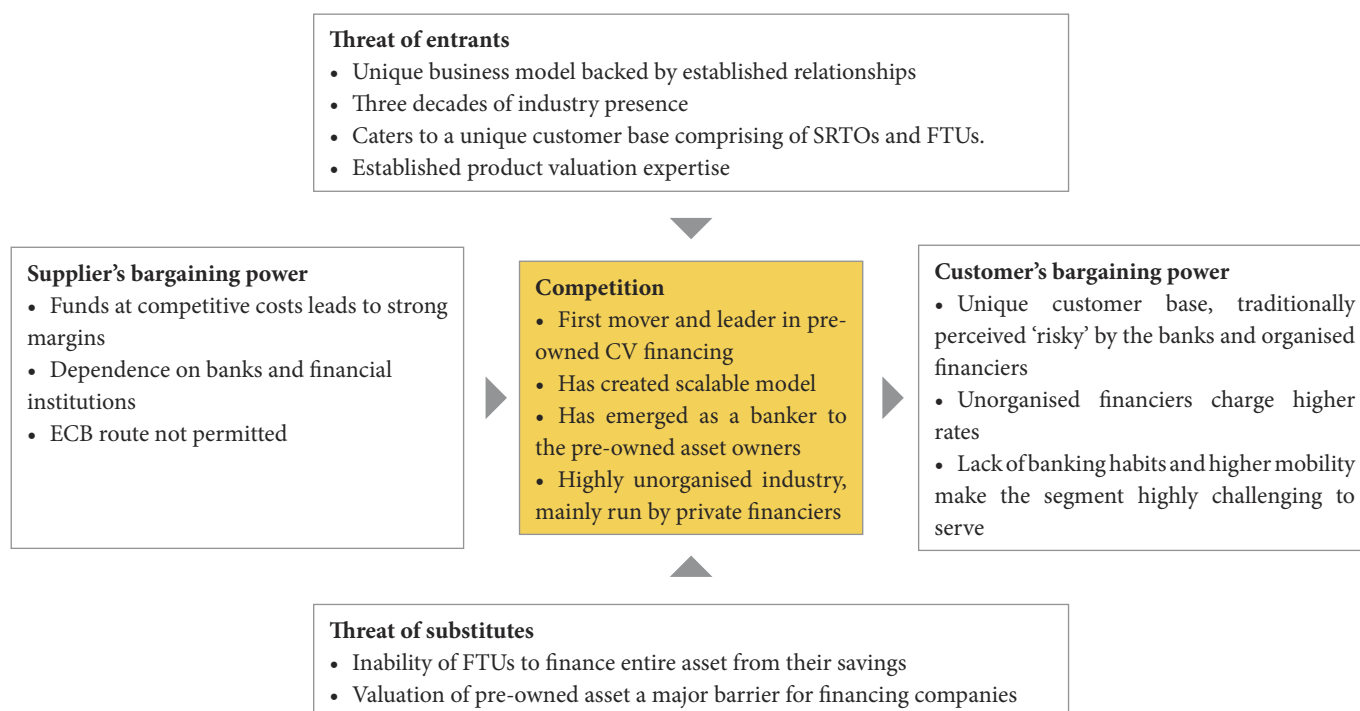
The Company is exposed to Credit Risk, Economy Risk, Interest Rate Risk, Asset Liability Mismatch Risk, Cash Management Risk etc. The expertise in lending operations acquired by the company over past 3 decades has helped to mitigate credit risk. The company ensures that the short term and long term resources of funds are favourably matched with deployment. To avoid any asset liability mismatch risk, the company resorted to long term funding instruments such as NCDs and securitization. The company has continued to enjoy trust and support from its investors, security holders, depositors, banks and financial institutions, due to its impeccable record in servicing debts on time. The company is primarily engaged in financing of pre-owned commercial vehicles and has diversified its assets portfolio to cater to passenger vehicles segment. This has mitigated the risk arising out of industrial and economic slowdown. The substantial monthly collections are made in the form of cash due to underdeveloped banking habits of our customers. This exposes our company to cash management risk. In order to mitigate the same, the company ensures efficient and secured

collection across all its branches through cash management network with leading banks. The company has also adopted stringent checks and internal controls across all branches. At regional level each branch's collections are monitored and reconciled on a daily basis. The company has initiated necessary steps to address the operational risk arising from inadequate internal process, people and system or from external events. The company mitigates its interest rate risk through innovative resource mobilization technique, prudent fund management etc. Superior credit rating of company's financial instruments enables it to raise funds at competitive rates. The Asset Liability Management Committee regularly reviews the interest rate risk and liquidity risk.

The Reserve Bank of India has recently notified revised regulatory framework for NBFCs regarding identification of non-performing assets, deposit acceptance, capital adequacy etc. to be implemented in a phased manner. The company is in the process of aligning its procedures, policies and practices in line with the RBI regulations.

KEY RISKS AND MITIGATION MEASURES

Porter's Five Forces Analysis



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 Sixth Annual Report and the Audited Statements of Accounts for the financial year ended March 31, 2015.

FINANCIAL HIGHLIGHTS

Particulars	(Rs. in lacs)	
	2014-15	2013-14
Profit Before Depreciation and Taxation	188,289.43	185,718.05
Less: Depreciation and Amortisation	4,050.62	2,913.79
Profit Before Tax	184,238.81	182,804.26
Less: Provision for Taxation	60,457.83	56,383.49
Profit After Tax	123,780.98	126,420.77
Add: Balance brought forward from previous year	346,310.96	288,626.08
Balance Available For Appropriation	470,091.94	415,046.85
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	12,500.00	13,000.00
Statutory Reserve	25,000.00	26,000.00
Debenture Redemption Reserve	21,455.82	11,155.41
Dividend on Equity Shares of Rs. 10/- each	22,688.27	15,881.79
Tax on Dividend	4,536.29	2,698.69
Balance carried to Balance Sheet	383,829.91	346,310.96

DIVIDEND

Your Directors at their meeting held on October 20, 2014 declared higher interim dividend of Rs.4/- per equity share (i.e.40%) for the financial year 2014-15 as against interim dividend of Rs.3/- per equity share (i.e.30%) for the financial year 2013-14. The interim dividend for the current year was paid on November 10, 2014.

Your Directors have recommended a final dividend of Rs.6/- per equity share (i.e. 60%) for the financial year ended March 31, 2015 as against final dividend of Rs.4/- per equity share (i.e. 40%) for financial year ended March 31, 2014. Thus, the total dividend (including interim dividend paid) for the year ended March 31, 2015 shall be Rs.10 per equity share (i.e.100%) as against the total dividend (including interim dividend) for the year ended March 31, 2014 of Rs.7 per equity share (i.e.70%).

The credit rating enjoyed by the Company as on March 31, 2015 is as follows:

Credit Rating Agency	Instruments	Ratings
CARE	Non-Convertible Debentures	CARE AA+
CARE	Subordinated Debt	CARE AA+
CRISIL	Fixed Deposit	CRISIL FAA+/Positive
CRISIL	Subordinated Debts	CRISIL AA/Positive
CRISIL	Non-Convertible Debentures	CRISIL AA/ Positive
CRISIL	Short Term Debt	CRISIL A1+
CRISIL	Bank Loan- Short Term	CRISIL A1+
CRISIL	Bank Loan- Long Term	CRISIL AA/ Positive
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

ECONOMIC AND BUSINESS ENVIRONMENT

According to the advance estimates of National Income for the year 2014-15 issued by the Central Statistical Office (CSO), Ministry of Statistics and Programme Implementation, Government of India vide Press Release dated February 9, 2015, the growth of Gross Domestic Product (GDP) during 2014-15 is estimated at 7.4% as compared to growth rate of 6.9% in the year 2013-14 (previous year) with a revised Base Year 2011-12. The Agriculture sector comprising 'agriculture, forestry and fishing' sectors is likely to show a growth of 1.1% in its Gross Value Added (GVA) during 2014-15 as against the previous year's growth rate of 3.7%. The production of foodgrains is expected to decline by 2.9% as compared to

CAPITAL ADEQUACY RATIO

Your Company's total Capital Adequacy Ratio (CAR), as of March 31, 2015, stood at 20.52% 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

During the year under consideration, India Ratings & Research on June 20, 2014 has upgraded Company's Long-Term Issuer Rating to 'IND AA+' from 'IND AA' and CRISIL on August 28, 2014 has revised its rating outlook on the long-term debt instruments, bank facilities and fixed deposits of the Company to 'Positive' from 'Stable'.

increase of 3.0% in the previous agriculture year. In Industry sector growth of 6.8% is estimated in the 'manufacturing' sector as compared to the growth of 5.3% in the previous year. The mining and quarrying growth of 2.3% is estimated as compared to the growth of 5.4% in the previous year. A growth rate of 4.5% is estimated in the 'construction' as compared to 2.5% in the previous year. In the Service sector 'trade, hotels, transport and communication and services related to broadcasting services' is placed at 8.4% as against growth of 11.1% in the previous year. The sector 'financial, real estate and professional services' is expected to show a growth rate of 13.7% as compared to growth rate of 7.9% in the previous year.

For the F.Y. 2014-15, the Retail Inflation measured by Consumer Price Index (CPI) fell to 6% from 9.5% in the F.Y. 2013-14 on account of base effect, lower Minimum Support Prices (MSP), quick measures taken by the government to keep a tap on food inflation, reduction in vegetables inflation volatility and subdued oil price amongst other things.

The CPI was marginally lower to 5.17% in the month of March, 2015 compared with 5.37% in the month of February, 2015 and was sharply lower against the same 8.25% in the month of March, 2014.

The Annual rate of inflation based on monthly Wholesale Price Inflation (WPI), stood at -2.33% (provisional) for the month of March, 2015 (over March, 2014) as compared to -2.06% (provisional) for the month of February, 2015 and 6.00% as compared to March, 2014.

Automobile Industry

The Society of Indian Automobile Manufacturers (SIAM) has reported that domestic sales of Passenger Vehicles grew by 3.90% during the year April, 2014 - March, 2015 as compared to the year 2013-2014 (last year). The overall Commercial Vehicles sales registered a de-growth of 2.83% in April, 2014 - March, 2015 as compared to the last year. Medium & Heavy Commercial Vehicles (M&HCVs) registered growth of 16.02% and Light Commercial Vehicles declined by 11.57%. Three Wheelers sales grew by 10.80% in April, 2014 - March, 2015 as compared to the last year. Passenger Carriers and Goods Carriers grew by 12.16% and 5.27% respectively in April, 2014- March, 2015 as compared to the last year.

OPERATIONS & COMPANY'S PERFORMANCE

For the financial year ended March 31, 2015, your Company earned Profit Before Tax of Rs.184,238.81 lacs as against Rs.182,804.26 lacs in the previous financial year and the Profit After Tax of Rs.123,780.98 lacs as against Rs. 126,420.77 lacs in the previous financial year. The total Income for the year under consideration was Rs. 864,472.45 lacs and total expenditure was Rs.680,233.64 lacs. As on March 31, 2015, the outstanding hypothecation loans were Rs.4,762,792.71 lacs.

During the financial year ended March 31, 2015, the Company mobilized Rs.806,009.71 lacs through Non-Convertible Debentures, Rs.5,000.00 lacs through subordinated debts, Rs.1,606,695.00 lacs through term loans, Rs.448,142.52 lacs through assignment of loan receivables from the customers and Rs. 346,340.65 lacs through Fixed deposit.

The Company's performance during the year under consideration was satisfactory. The total Assets Under Management had increased from Rs.53,116.19 crore to Rs. 59,108.28 crore. The Company continued its focus on financing of pre-owned commercial vehicles and maintained its leadership position in the segment due to its relationship based business model. The Company continued its focus on penetration into rural market. During the year under consideration, the Company opened 147 new Rural Centres and 87 new Branch Offices. With this the total number of Rural Centres has now increased to 776 and the total number of Branch offices across India has now increased to 741.

There was improvement in net interest margin as compared to the last year on account of reduction in Repo Rate by Reserve Bank of India twice by 25 basis point each in January and March 2015, better negotiation with banks, financial institutions, etc., Company's good track record of debt servicing, innovative resource planning and efficient management of working capital.

OUTLOOK AND OPPORTUNITIES

Unseasonal rains and hailstorms in March 2015 had adversely impacted Rabi crops. According to the agriculture ministry 62 lacs hectare of total 306 lacs hectare sown area has been damaged. As a result, overall inflation might witness an upward pressure in the coming months. However, it is believed that the impact of inflation will only be temporary if the government efficiently uses its large pool of food grain stocks.

It is expected that the average inflation for F.Y. 2015 -16 would be 5.8% as compared to 6% for F.Y. 2014 -15 due to lower crude oil prices resulting into lower production and transportations costs, normal monsoon, proactive steps by the government such as lower MSP increases and better utilization of food grain stocks and reduction in fiscal deficit. Mining Sector has reported expansion of 2.5% in output in the month of March, 2015. Index for coal was also up nearly 12.6% during March, 2015. The successful coal auctions should push growth in mining and power sector.

The inflation is expected to be under control leading to further cut in Repo Rate by RBI for F.Y. 2015-16. The GDP is expected to grow at 8% in the F.Y. 2015-16. The green shoots of recovery are visible from improvement in the March, 2015 figures indicating rise in industrial production, commercial vehicles sales, new investment announcement, rise in Foreign Direct Investment, and revival of stalled projects.

In the light of the above factors, our Company expects to achieve better performance during the F.Y. 2015-16.

FIXED DEPOSITS

As on March 31, 2015, there were 4,150 fixed deposits aggregating to Rs. 3,227.43 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 3,312 deposits amounting to Rs. 2,549.95 lacs. Appropriate steps are being taken continuously to obtain the depositors' instructions so as to ensure renewal/ repayment of the matured deposits in time.

ISSUE OF SECURITIES

Share Capital

There was no change in the paid up Equity Share Capital in the Financial Year 2014-15. The Company has not allotted Shares under Employee Stock Option Scheme of the Company during the year under consideration. The disclosures in compliance with Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014 are furnished in Annexure- A.

Public Issue of Secured Redeemable Non-Convertible Debentures

In July 2014, the Company made Public Issue of Secured Redeemable Non-Convertible Debentures (NCDs) of face value of Rs.1000 each for an amount aggregating upto Rs. 50,000 lacs (Base Issue Size), with an option to retain oversubscription upto the Shelf Limit (i.e. Rs. 300,000 lacs) i.e. 3,00,00,000 NCDs (Tranche-I Issue), pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended. The Company issued and allotted 1,97,48,471 NCDs aggregating to Rs. 19,74,84,71,000/-. After considering the technical rejections, the Issue was subscribed 3.95 times of the Base Issue Size and 0.66 times of the Tranche I Issue Size. The objects of the Public Issue was to raise funds for various financing activities including lending and investments, to repay existing loans and for business operations including for meeting capital expenditure and working capital requirements.

BOARD OF DIRECTORS

Mr. M. S. Verma, Non-Executive, Independent Director had retired on conclusion of the 35th Annual General Meeting held on July 09, 2014. The Board has placed on record its appreciation of the invaluable services rendered by him since joining the Board of Directors on October 26, 2006.

The Board of Directors in its meeting held on October 20, 2014 appointed Mr. S. Sridhar as an Additional Director of the Company in the category of Non-Executive Independent Director subject to approval of member at the ensuing Annual General Meeting (AGM). Pursuant to Section 161 of the Companies Act, 2013, Mr. S. Sridhar holds office of Additional Director upto the ensuing AGM. Accordingly, a resolution is included in the Notice of AGM for appointment of Mr. S. Sridhar as an Independent Director of the Company to hold the office for a term of five years with effect from October 20, 2014. The Board has recommended appointment of Mr. S. Sridhar as Director of the Company.

Mr. Arun Duggal, Non-Executive Chairman of the Company resigned from the Chairmanship of the Company on November 15, 2014. The Board has placed on record its appreciation of the invaluable services rendered by Mr. Arun Duggal during his tenure of nine years as Chairman of the Company.

The three existing Independent Directors Mr. Amitabh Chaudhry, Mr. S. Lakshminarayanan and Mrs. Kishori Udeshi were appointed as an Independent Directors of the Company each for a term of five years with effect from January 24, 2015 under Section 149 of the Companies Act, 2013 as per the resolution passed by the shareholders on March 30, 2015 through Postal Ballot/E-voting.

The Board of Directors in its meeting held on June 18, 2015 appointed Mr. D. V. Ravi as an Additional Director of the Company in the category of Non-Executive Non-Independent Director. Pursuant to Section 161 of the Companies Act, 2013, Mr. D. V. Ravi holds office of Additional Director upto the ensuing AGM. Accordingly, a resolution is included in the Notice of AGM for appointment of Mr. D. V. Ravi as a Non-Executive Non-Independent Director of the Company liable to retire by rotation. The Board has recommended appointment of Mr. D. V. Ravi as Director of the Company.

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. R. Sridhar will retire by rotation at the ensuing AGM

and is eligible for re-appointment. Mr. R. Sridhar is Whole Time Director of Shriram Capital Limited. He does not seek re-appointment as a Director at the ensuing AGM of the Company in order to focus on his new assignment.

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 the directors, key managerial personnel and other employees in the Nomination Remuneration and Compensation Committee Policy/Charter. The Policy on Board Diversity and Nomination Remuneration and Compensation Committee Policy/Charter are annexed to this report as Annexure B-I and B-II and are also uploaded on the Company's Website: www.stfc.in.

Number of Meetings of the Board

During the year five 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 Clause 49 of the Listing Agreement, 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.

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 of the Accounts 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, 2015 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.

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 the 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. 2.10 lacs.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Clause 55 of the listing agreement with the stock exchanges, 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.

In the backdrop of these objectives the Company has undertaken/carried out following CSR projects/activities during the F.Y. 2014-15:

School Projects -

The Company continued to provide funds for various CSR projects undertaken through Shriram Foundation, a registered trust, having experience of more than 3 years for handling similar projects. These included running of schools for underprivileged and weaker sections of the society, imparting vocational education to boys and girls studying in the said schools, providing nutritious diet to the school children, school uniforms, student scholarship, providing vocational training to women belonging to poor sections of the society, etc. Shriram Foundation is implementing this project at 5 Schools covering about 2000 students. It is expected that number of students and the number of schools participating in this project will increase progressively, consequently the requirement for funds for implementing this project will be higher. We are committed to meet the increased requirement of funds for this projects.

Our Company also became founder member of Shriram Seva Sankalp Foundation (SSSF), a non-profit making Section 8 Company incorporated with the objective for undertaking CSR activities/ projects on behalf of our Company and other group Companies.

Driver's Training Project -

Our country is facing high unemployment issue and there is also shortage of trained and skilled drivers for heavy commercial vehicles including trucks. In order to address this issue of unemployment and generate driving skills among unemployed youths of the Country, our Company has entered into a Memorandum of Undertaking (MoUs) with an Implementing agency to provide training and skill development to unemployed youth for driving commercial vehicles. The project is aimed at filling up this gap, contributing to the safe driving and providing employment opportunities to the unemployed youth.

Mobile Clinic/ Ambulance Project -

The commercial vehicle operators plying trucks for movement of cargo throughout India on a round the clock basis in adverse climatic and road conditions are in bad need of medical checkup and preventive health care checkup facilities to be made available in the course of plying the commercial vehicles. Realising this need, the company felt that the Mobile Clinic/Ambulance equipped with medical checkup facility would be very useful for the commercial vehicle operators, small transporters and their dependent who often belong to the financially weaker community.

A pilot Mobile Clinic/Ambulance Project in and around Navi Mumbai was funded by the Company by donating well equipped mobile van to an Implementing agency having experience of more than 3 years for handling similar project. In the event of emergency/ accident cases, the mobile van will also be used as ambulance to provide prompt hospitalization. Under the project free health checkup benefits are provided to commercial vehicle operators, small transporters and their dependent.

CSR Report for the Financial Year 2014-15

The CSR Report for the Financial Year 2014-15 is annexed to this report as Annexure-C.

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(5) 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-D.

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, the details of the Current Investments and Non-Current Investments of the Company are furnished under note 10 & 11 respectively forming part of the Financial Statements for the year ended March 31, 2015.

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 Listing Agreement. 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.

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.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 note 28 of the Financial Statements forming part of this Annual Report and the particulars of RPTs in Form AOC-2 is annexed to this report as Annexure-E.

Risk Management Policy

Pursuant to the Clause 49 of the Listing Agreement as amended, the Company has re-constituted a Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report. The Company has framed Risk Management Policy to identify, 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.

Directors and Key Managerial Personnel

- Directors – The information regarding the Directors appointed or retired/resigned during the year under consideration is provided in this report.
- Key Managerial Personnel – None of the Key Managerial Personnel has resigned or appointed during the year under review.

Subsidiaries, Joint Ventures or Associate Companies

No companies have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.

Significant and Material Orders

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.

Internal Financial Controls

The details in respect of adequacy of internal financial controls with reference to the Financial Statements –

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.

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.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of four directors namely, Mr. Umesh Revankar– Chairman, Mrs. Kishori Udeshi, Mr. R. Sridhar and Mr. Amitabh Chaudhry.

Performance and Financial Position of the Wholly Owned subsidiaries of the Company viz. namely ShriramAutomall India Limited (SAIL) and Shriram Equipment Finance Company Limited (SEFCL)

SAIL

SAIL has been instrumental in offering a unique market place for mutual transaction between aspiring truck owner and seller for pre-owned vehicles, facilitating better price discovery. SAIL had 50 such Automalls as on March 31, 2015. 18 new Automalls were opened during 2014-15. Automall offers absolute transparency in valuation process, backed with assured title, quality and performance of the vehicle to the buyers and assured payment to the sellers. For the year ended March 31, 2015, SAIL's total income from operations was Rs. 6,979 lacs as against Rs. 7,446 lacs in the previous year 2013-14 and the Net Profit of Rs. 789 lacs as against net profit of Rs. 826 lacs in the previous year 2013-14.

SEFCL

SEFCL is engaged in financing of Construction Equipment ("CE") viz, Cranes, Backhoe Loaders, Excavators, Tippers etc. These equipments are primarily used in the construction, irrigation, mining and quarrying projects. SEFCL's customer profile primarily consists of small contractors and sub – contractors who are First Time Buyers (FTBs). 81% of the secondary/used CE portfolio of SEFCL consists of retail customers.

Owing to sluggishness in new contracts allocations, regulatory hurdles in environmental clearances, problems in land acquisition, the CE industry started de-growing since the year 2012 onwards. The secondary/used CE market has de-grown by nearly 50%. The average asset deployment has drastically fallen from 75% to 45% owing to lack of work resulting into overall increase in delinquency in the retail segment consisting of small contractors and sub-contractors. SEFCL's Income from operations for the year 2014-15 was

lower at Rs. 48,241.91 lacs as against Rs. 54,392.97 lacs in the year 2013-14. SEFCL incurred a Loss before Taxation of Rs. 20,463.21 lacs in the FY 2014-15 as against Profit before Taxation of Rs. 13,135.28 lacs in the FY 2013-14. The Net loss after Tax amounted to Rs. 21,722.61 lacs in the FY 2014-15 as against Profit After Tax of Rs. 8,683.45 lacs in FY 2013-14.

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

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.

In order to strengthen the network of SEFCL, on April 30, 2015 the Company has subscribed 10,00,00,000 fully paid up Equity Shares of face value of Rs. 10/- each of SEFCL for cash at par aggregating to Rs. 100 Crore.

The Board of Directors of the Company in its meeting held on June 26, 2015 approved the Scheme of Amalgamation of Shriram Equipment Finance Company Limited (SEFCL) with the Company ('the Scheme of Amalgamation') subject to approval of High Court, Shareholders and Creditors, and other relevant regulatory authorities as may be necessary. SEFCL being Wholly Owned Subsidiary of the Company, no shares of the Company will be issued. The proposed Scheme of Amalgamation, amongst other benefits, would enable greater focus, attain synergy and optimal utilization of resources and better administration and cost reduction.

Change in the nature of business, if any: - Nil

Details relating to Deposits covered under Chapter V of the Act: - 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.

- (a) Accepted during the year:- Not Applicable
- (b) remained unpaid or unclaimed as at the end of the year; - Not Applicable

- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:
- at the beginning of the year - Not Applicable
 - maximum during the year - Not Applicable
 - at the end of the year - Not Applicable

Details of deposits which are not in compliance with the requirements of Chapter V of the Act - Not Applicable for the reason mentioned above.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given in the Business Responsibility Report.

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 subsidiaries and a statement on consolidated financial position of the Company with that of the subsidiaries 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 Listing Agreement.

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 Disclosure required as under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as Annexure – F.

AUDITORS

M/s. S. R. BATLIBOI & Co. LLP, Chartered Accountants, Mumbai and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, 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. 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 2014-15. The Secretarial Audit Report is annexed to this report as Annexure-G. The report does not contain any qualification.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, The Report on Corporate Governance forms part of the Annual Report, and is annexed herewith together with Auditors' Certificate on Corporate Governance, the Certificate, duly signed by the Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2015 as submitted to the Board of Directors and the declaration by the Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct

The Management Discussion & Analysis is given as a separate report forming part of the Annual Report.

FELICITATION

CNBC AWAAZ on its 10th Anniversary, felicitated your Company at the CNBC AWAAZ 'ACT for good governance summit' held on January 21, 2015 as one of the Most Promising Company of the Next Decade.

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
June 26, 2015

EMPLOYEES STOCK OPTION SCHEME 2005 (ESOS)

Particulars	Shriram Transport Finance Company Limited Employees Stock Option Scheme 2005					
a) Option granted	4,941,000 equity shares of Rs.10 each					
b) The pricing formula	Rs.35 per Option					
c) Options vested	3,953,450					
d) Options exercised (as at March 31, 2015)	3,821,850					
e) The total number of shares arising as a result of exercise of options	3,821,850 equity shares of Rs.10 each					
f) Options lapsed (as at March 31, 2015)	1,119,150					
g) Variations of terms of options	Nil					
h) Money realized by exercise of options	Rs.133,764,750/-					
i) Total number of option in force (as at March 31, 2015)	Nil					
j) Director and Employees to whom options were granted during the year:						
i) Director(s) including Managing Director and Senior Management personnel	None					
ii) Any other employee who received a grant of options amounting to 5 percent or more of options granted	None					
iii) Identified employees who were granted options equal to or exceeding 1 percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None					
k) Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 "Earning Per Share"	Rs.54.56 (since there were no options outstanding at the beginning of the year, basic and diluted EPS are same.					
i) Methods of calculation of employee compensation cost	N.A					
ii) Difference between the employee compensation cost so computed at i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options	N.A					
iii) The impact of this difference on Profits and on EPS of the Company	N.A					
	Series I	Series II	Series III	Series IV	Series V	Series VI
l) Weighted average exercise price	Rs.35.00	Rs.35.00	Rs.35.00	Rs.35.00	Rs.35.00	Rs.35.00
Weighted average fair value	Rs.59.04	Rs.91.75	Rs.74.85	Rs.136.40	Rs.253.90	Rs.201.45
m) Fair Value of option based on Black Scholes methodology –Options outstanding as on March 2015 is nil, hence no disclosure.						

POLICY ON BOARD DIVERSITY**1. Purpose**

In accordance with the clause 49 of Listing Agreement as amended, the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

2. Vision

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

3. 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, necessary for achieving sustainable and balanced development. For appointments 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, Listing Agreement and the statutory, regulatory and contractual obligations of the Company.

4. 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.

5. Disclosure of the Policy

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of the Listing Agreement and the Companies Act, 2013.

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 inter act 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. 20,000/- for every meeting of Board and Rs. 15,000/- 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, and 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, 1992; 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.

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 CSR Committee consist of following members:

Name of the Member	Category
Mr. Umesh Revankar - Chairman	CEO and Managing Director-Executive
Mrs. Kishori Udeshi	Non Executive-Independent
Mr. R. Sridhar	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. 3,815.26 Lacs. During the Financial Year 2014-15, the CSR Committee has identified and approved various CSR projects totalling Rs. 4,052.80 Lacs to be spent in a phased manner. The Company has spent Rs. 692.45 Lacs on the ongoing CSR projects during the Financial Year 2014-15.

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

(Rs. in lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. 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 there reporting period	Amount spent: Direct or through implementing agency *
1	Shriram Matriculation School	Education	Thirumeermalai District, Chennai, Tamil Nadu	139	138.25	138.25	Implementing Agency
2	Sri Sri VidyaMandir Matriculation School	Education	Anaikoil District, Chennai, Tamil Nadu	119	96.92	96.92	Implementing Agency
3	Shriram Matriculation School	Education	Vijaywada District, Andhra Pradesh	9	7.66	7.66	Implementing Agency
4	Shriram Pragna Bharati Vidya Kendra	Education	Nittur, Shimoga District, Karnataka	61	58.27	58.27	Implementing Agency
5	VSR School	Education	Andhra Pradesh	20	31.73	31.73	Implementing Agency
6	Indira Gandhi National Open University	Education	Thirumeermalai and Anaikoil, District, Chennai, Tamil Nadu	90	75.36	75.36	Implementing Agency
7	Donations to various Organisations	Education	Across India	12	17.62	17.62	Implementing Agency
8	Project Mission 100 Schools	Education	Krishna District, Andhra Pradesh	475	24.19	24.19	Implementing Agency
9	Scholarship Scheme for children of Truck Drivers and cleaners	Education	Across India	300	167.72	167.72	Implementing Agency
10	Various Projects for Promotion and development of traditional Art, Education, Road Safety, etc.	Promotion and development of traditional Art, Education, Road Safety, etc.	Across India	25	21.21	21.21	Implementing Agency

(Rs. in lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. 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 there reporting period	Amount spent: Direct or through implementing agency *
11	Project for promoting health care and preventive health care for disabled	Promoting and preventive health care	Coimbatore, Tamil Nadu	1	0.58	0.58	Implementing Agency
12	Subscription towards Share Capital of the Company Licensed under Section 8 of the Companies Act, 2013.	Promotion of various CSR activities	Chennai, Tamil Nadu	1001.80	1.80#	1.80#	Direct
13	Driver's Training	Promotion of Road safety through Driver's Training	Nagpur, Maharashtra	1500	31.00	31.00	Implementing Agency
14	Mobile Clinic/ Ambulance – Pilot Project	Promoting Health including preventive Health Care	Navi - Mumbai, Maharashtra	300	20.14	20.14	Implementing Agency
	TOTAL			4052.80	692.45	692.45	

Contribution towards Share Capital.

*Following Implementing Agencies were involved in the above projects namely, Shriram Foundation, Shriram Seva Sankalp Foundation, Rise India Solutions Pvt. Ltd., Radhee Disaster and Education Foundation, The United Orphanage for the Disabled, The Fine Arts Society, Vashi Fine Arts Society, K.C.College, OIKYOTAN Trust, Sri Shanmukhananda Fine Arts & Sangeetha Sabha, Dombivli Fine Arts, SMP Namsankirtan and other implementing agencies engaged in carrying out various social/cultural activities.

During the Financial Year 2014-15, the Company was engaged in approving CSR Policy, identification of CSR activities/projects and identifying Implementing agencies, laying basic framework for the CSR projects, incorporation of a Section 8 Company i.e. Shriram Seva Sankalp Foundation, etc. The Company commenced implementation of Driver's Training project and Mobile Clinic/ Ambulance project. The Company will undertake similar projects at various locations across India. Similarly, the Mobile Clinic/ Ambulance pilot project is proposed to contribute more mobile vans to the Implementing agencies and monitor utilization of the same. Accordingly, the scope of both the projects will be enlarged in a phased manner. The Company will ensure achievements of the target spend on CSR activities in the Financial Years.

The CSR Committee hereby confirms that the Company has set in place a structured framework and approved several projects in order to ensure that the CSR spend is as per the requirements of the Section 135 of the Companies Act, 2013.

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 30, 2015

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2015

[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
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	94.22%

ATTACHMENT (II)

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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 Equipment Finance Company Limited	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu, India - 600004.	U65910TN2009PLC073914	Wholly Owned Subsidiary	100.00(*)	2(87)
2	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 01/04/2014)				No. of shares held at the end of the year (as on 31/03/2015)				% Change during the year (01/04/2014 to 31/03/2015)		
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares			
A	PROMOTERS										
(1)	Indian										
	a	Individual/HUF									
	b	Central Government									
	C	State Governments									
	d	Bodies Corporate	59,103,162	-	59,103,162	26.05	59103162	59103162	26.05	0.00	
	e	Banks / Fis									
	f	Any other (Specify)									
	Sub Total A(1)		59,103,162	-	59,103,162	26.05	59,103,162	-	59,103,162	26.05	0.00
(2)	Foreign										
	a	NRI - Individuals									
	b	Other - Individuals									

Category of Shareholder			No. of shares held at the beginning of the year (as on 01/04/2014)				No. of shares held at the end of the year (as on 31/03/2015)				% Change during the year (01/04/2014 to 31/03/2015)
			Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	c	Bodies Corporate	-	-	-	-	-	-	-	-	0.00
	e	Banks / Fis									
	e	Any other (Specify)									
		Sub Total A(2)	-	-	-	-	-	-	-	-	0.00
		Total shareholding of Promoter (A)= (A)(1) +(A)(2)	59,103,162	-	59,103,162	26.05	59,103,162	-	59,103,162	26.05	0.00
B	Public Shareholding										
	(1)	Institutions									
	a	Mutual Funds (includes UTI)	2,313,756	34,570	2,348,326	1.04	9,342,070	34,045	9,376,115	4.13	3.10
	b	Financial Institutions / Banks	13,720	260	13,980	0.01	47,396	210	47,606	0.02	0.01
	c	Central Government									
	d	State Governments				-				-	0.00
	e	Venture capital Funds									
	f	Insurance Companies				-				-	0.00
	g	FIs	111,044,991	-	111,044,991	48.94	92,180,943	-	92,180,943	40.63	(8.31)
	h	Foreign Venture Capital Investors									
	i	Any other (Specify) - Qualified Foreign Investor	11,273,933	-	11,273,933	4.97	24,070,103	-	24,070,103	10.61	5.64
		Sub Total B(1)	124,646,400	34,830	124,681,230	54.95	125,640,512	34,255	125,674,767	55.39	0.44
	(2)	Non-Institutions									
	a	Bodies Corporate									
	(i)	Indian	25,667,780	41,633	25,709,413	11.33	27,445,506	35,553	27,481,059	12.11	0.78
	(ii)	Overseas		50	50	0.00		50	50	0.00	0.00
	b	Individuals									
	(i)	Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh	6,992,056	5,704,219	12,696,275	5.60	6,457,216	4,979,278	11,436,494	5.04	(0.56)
	(ii)	Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh	2,686,233	203,737	2,889,970	1.27	1,900,471	186,937	2,087,408	0.92	(0.35)
	c	Any other-Clearing Members	920,168	-	920,168	0.41	267,136	-	267,136	0.12	(0.29)
		-Trusts	417,582	-	417,582	0.18	287,838	-	287,838	0.13	(0.06)
		-NRI	233,598	125,975	359,573	0.16	418,902	124,750	543,652	0.24	0.08
		- Limited Liability partner ship	105,313	-	105,313	0.05	1,170	-	1,170	0.00	(0.05)
		Sub Total B(2)	37,022,730	6,075,614	43,098,344	19.00	36,778,239	5,326,568	42,104,807	18.56	0.44
		Total Public Shareholding (B)= (B)(1)+(B)(2)	161,669,130	6,110,444	167,779,574	73.95	162,418,751	5,360,823	167,779,574	73.95	0.00
C	Shares held by Custodians for GDRs and ADRs										
	Grand Total (A) + (B) + (C)		220,772,292	6,110,444	226,882,736	100.00	221,521,913	5,360,823	226,882,736	100.00	0.00

Notes -

- 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 and (18) Novus Clouds Solutions Pvt. Ltd.

2. 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) Shriram Automall India Limited, (viii)Shriram Equipment Finance Company Limited and (ix) Sanlam Life Insurance Limited.
3. 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. (2) and (18) in Note No. I and the entities/persons at Sr. No. (i),(iii), (v), (vi) and (ix) in Note No II which are PACs for less than three years.
4. 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 01/04/2014)			Shareholding at the end of the year (as on 31/03/2015)			% change in share holding during the year (01/04/2014 to 31/03/2015)
		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	59103162	26.05	N.A	59103162	26.05	N.A	0.00
	Total	59103162	26.05	N.A	59103162	26.05	N.A	0.00

ATTACHMENT (V)

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

c) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year (as on 01/04/2014)		Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	At the beginning of the year	59103162	26.05	59103162	26.05
2	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
3	At the end of the year	59103162	26.05	59103162	26.05

Note: There is no change in the Shareholding of promoters from April 01, 2014 to March 31, 2015.

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.	Shareholder's Name	Shareholding at the beginning of the Year (as on 01/04/2014)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares	% of total Shares of the company					No. of Shares	% of total shares of the Company
1	PHL Capital Private Limited	22,600,000	9.96	-	-	0.00	-	22,600,000	9.96

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year (as on 01/04/2014)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares	% of total Shares of the company					No. of Shares	% of total shares of the Company
2	Genesis Indian Investment Company Limited -General Sub Fund	13,648,064	6.02	23/05/2014	(6,49,594)	(0.29)	Transfer	12,998,470	5.73
				30/05/2014	(1,713,249)	(0.76)	Transfer	11,285,221	4.97
				20/06/2014	(277,073)	(0.12)	Transfer	11,008,148	4.85
				18/07/2014	(16,295)	(0.01)	Transfer	10,991,853	4.84
				25/07/2014	(17,254)	(0.01)	Transfer	10,974,599	4.84
				01/08/2014	(465,260)	(0.21)	Transfer	10,509,339	4.63
				08/08/2014	(1,832,376)	(0.81)	Transfer	8,676,963	3.82
				15/08/2014	(143,297)	(0.06)	Transfer	8,533,666	3.76
				22/08/2014	(967,344)	(0.43)	Transfer	7,566,322	3.33
				29/08/2014	(321,399)	(0.14)	Transfer	7,244,923	3.19
				05/09/2014	(1,155,463)	(0.51)	Transfer	6,089,460	2.68
				12/09/2014	(480,240)	(0.21)	Transfer	5,609,220	2.47
				19/09/2014	(89,466)	(0.04)	Transfer	5,519,754	2.43
				30/09/2014	(786,477)	(0.35)	Transfer	4,733,277	2.09
				03/10/2014	(128,005)	(0.06)	Transfer	4,605,272	2.03
				10/10/2014	(572,904)	(0.25)	Transfer	4,032,368	1.78
				17/10/2014	(542,689)	(0.24)	Transfer	3,489,679	1.54
				24/10/2014	(224,179)	(0.10)	Transfer	3,265,500	1.44
				31/10/2014	(1,537,874)	(0.68)	Transfer	1,727,626	0.76
				07/11/2014	(1,028,520)	(0.45)	Transfer	699,106	0.31
		14/11/2014	(394,099)	(0.17)	Transfer	305,007	0.13		
		21/11/2014	(305,007)	(0.13)	Transfer	-	-		
3	Ontario Teachers' Pension Plan Board- NP3A - All	11,315,872	4.99	23/05/2014	(10,930)	(0.00)	Transfer	11,304,942	4.98
				30/05/2014	(1,476,700)	(0.65)	Transfer	9,828,242	4.33
				06/06/2014	(623,561)	(0.27)	Transfer	9,204,681	4.06
				13/06/2014	(1,379,410)	(0.61)	Transfer	7,825,271	3.45
				20/06/2014	(20,557)	(0.01)	Transfer	7,804,714	3.44
				05/09/2014	(455,460)	(0.20)	Transfer	7,349,254	3.24
				12/09/2014	(744,482)	(0.33)	Transfer	6,604,772	2.91
				19/09/2014	(77,578)	(0.03)	Transfer	6,527,194	2.88
				30/09/2014	(509,618)	(0.22)	Transfer	6,017,576	2.65
				03/10/2014	(2,978)	(0.00)	Transfer	6,014,598	2.65
				14/11/2014	(709,656)	(0.31)	Transfer	5,304,942	2.34
				28/11/2014	(1,144,717)	(0.50)	Transfer	4,160,225	1.83
				05/12/2014	(755,283)	(0.33)	Transfer	3,404,942	1.50
				20/02/2015	(332,050)	(0.15)	Transfer	3,072,892	1.35
				27/02/2015	(4,684)	(0.00)	Transfer	3,068,208	1.35
				06/03/2015	(230,773)	(0.10)	Transfer	2,837,435	1.25
		13/03/2015	(888)	(0.00)	Transfer	2,836,547	1.25		
		20/03/2015	(16,617)	(0.01)	Transfer	2,819,930	1.24		
4	Sanlam Life Insurance Limited	11,272,233	4.97	20/06/2014	(1,070,858)	(0.47)	Transfer	10,201,375	4.50
				26/06/2014	(3,002,732)	(1.32)	Transfer	7,198,643	3.17
				30/06/2014	(441,376)	(0.19)	Transfer	6,757,267	2.98
5	Centaura Investments (Mauritius) Pte Ltd	7,526,849	3.32	20/06/2014	(35,889)	(0.02)	Transfer	7,490,960	3.30
				21/11/2014	(3,000,000)	(1.32)	Transfer	4,490,960	1.98

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year (as on 01/04/2014)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares	% of total Shares of the company					No. of Shares	% of total shares of the Company
6	Stichting Pensioenfonds ABP	3,554,151	1.57	04/04/2014	1,89,978	0.08	Transfer	3,744,129	1.65
				02/05/2014	(259,942)	(0.11)	Transfer	3,484,187	1.54
				09/05/2014	(260,701)	(0.11)	Transfer	3,223,486	1.42
				16/05/2014	(233,151)	(0.10)	Transfer	2,990,335	1.32
				13/06/2014	726,405	0.32	Transfer	3,716,740	1.64
				26/06/2014	161,062	0.07	Transfer	3,877,802	1.71
				30/06/2014	449,633	0.20	Transfer	4,327,435	1.91
				18/07/2014	686	0.00	Transfer	4,328,121	1.91
				25/07/2014	(455)	(0.00)	Transfer	4,327,666	1.91
				01/08/2014	64,907	0.03	Transfer	4,392,573	1.94
				08/08/2014	314,585	0.14	Transfer	4,707,158	2.07
				19/09/2014	(337)	(0.00)	Transfer	4,706,821	2.07
				10/10/2014	152,577	0.07	Transfer	4,859,398	2.14
				17/10/2014	58,810	0.03	Transfer	4,918,208	2.17
				24/10/2014	(144,986)	(0.06)	Transfer	4,773,222	2.10
				31/10/2014	(54,222)	(0.02)	Transfer	4,719,000	2.08
				07/11/2014	(36,263)	(0.02)	Transfer	4,682,737	2.06
				14/11/2014	(13,896)	(0.01)	Transfer	4,668,841	2.06
				21/11/2014	(10,754)	(0.00)	Transfer	4,658,087	2.05
				28/11/2014	(145,323)	(0.06)	Transfer	4,512,764	1.99
		19/12/2014	(171,433)	(0.08)	Transfer	4,341,331	1.91		
		31/12/2014	(249,963)	(0.11)	Transfer	4,091,368	1.80		
		02/01/2015	(27,914)	(0.01)	Transfer	4,063,454	1.79		
		09/01/2015	(117,135)	(0.05)	Transfer	3,946,319	1.74		
		13/02/2015	107,681	0.05	Transfer	4,054,000	1.79		
7	Smallcap World Fund, Inc	2,300,363	1.01	13/06/2014	(28,228)	(0.01)	Transfer	2,272,075	1.00
				20/06/2014	(2,179)	(0.00)	Transfer	2,269,896	1.00
				12/09/2014	(6,907)	(0.00)	Transfer	2,262,989	1.00
				30/09/2014	(40,852)	(0.02)	Transfer	2,222,137	0.98
				07/11/2014	1,500,000	0.66	Transfer	3,722,137	1.64
				14/11/2014	(126,774)	(0.06)	Transfer	3,595,363	1.58
8	Vanguard Emerging Markets Stock Index Fund, A series of Vanguard International Equity Index Fund	2,262,905	1.00	04/04/2014	13,280	0.01	Transfer	2,276,185	1.00
				11/04/2014	16,268	0.01	Transfer	2,292,453	1.01
				18/04/2014	2,324	0.00	Transfer	2,294,777	1.01
				23/05/2014	5,976	0.00	Transfer	2,300,753	1.01
				11/07/2014	11,620	0.01	Transfer	2,312,373	1.02
				25/07/2014	13,280	0.01	Transfer	2,325,653	1.03
				01/08/2014	21,248	0.01	Transfer	2,346,901	1.03
				22/08/2014	8,300	0.00	Transfer	2,355,201	1.04
				12/09/2014	9,296	0.00	Transfer	2,364,497	1.04
				28/11/2014	9,296	0.00	Transfer	2,373,793	1.05
				05/12/2014	8,300	0.00	Transfer	2,382,093	1.05
				09/01/2015	(13,612)	(0.01)	Transfer	2,368,481	1.04
				16/01/2015	(5,976)	(0.00)	Transfer	2,362,505	1.04
				23/01/2015	(5,644)	(0.00)	Transfer	2,356,861	1.04
				06/02/2015	(1,660)	(0.00)	Transfer	2,355,201	1.04
		13/02/2015	(6,640)	(0.00)	Transfer	2,348,561	1.04		
		31/03/2015	(4,980)	(0.00)	Transfer	2,343,581	1.03		

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year (as on 01/04/2014)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares	% of total Shares of the company					No. of Shares	% of total shares of the Company
9	Route One Investment Company, L.P. A/C Route One Fund I, L.P.	2,012,551	0.89	09/05/2014	12,012	0.01	Transfer	2,024,563	0.89
				06/06/2014	5,338	0.00	Transfer	2,029,901	0.89
				04/07/2014	5,381	0.00	Transfer	2,035,282	0.90
				08/08/2014	5,504	0.00	Transfer	2,040,786	0.90
				05/09/2014	(5,446)	(0.00)	Transfer	2,035,340	0.90
				10/10/2014	22,042	0.01	Transfer	2,057,382	0.91
				07/11/2014	(26,235)	(0.01)	Transfer	2,031,147	0.90
				14/11/2014	(388,442)	(0.17)	Transfer	1,642,705	0.72
				21/11/2014	(372,279)	(0.16)	Transfer	1,270,426	0.56
				28/11/2014	(60,482)	(0.03)	Transfer	1,209,944	0.53
				05/12/2014	(38,042)	(0.02)	Transfer	1,171,902	0.52
		12/12/2014	(25,255)	(0.01)	Transfer	1,146,647	0.51		
		19/12/2014	(1,146,647)	(0.51)	Transfer	-	-		
10	Abu Dhabi Investment Authority - Gulab	1,996,672	0.88	06/06/2014	215,897	0.10	Transfer	2,212,569	0.98
				26/06/2014	1,628	0.00	Transfer	2,214,197	0.98
				30/06/2014	234	0.00	Transfer	2,214,431	0.98
				04/07/2014	6,252	0.00	Transfer	2,220,683	0.98
				11/07/2014	32,070	0.01	Transfer	2,252,753	0.99
				18/07/2014	16,092	0.01	Transfer	2,268,845	1.00
				19/09/2014	13,801	0.01	Transfer	2,282,646	1.01
				28/11/2014	34,731	0.02	Transfer	2,317,377	1.02
				19/12/2014	16,882	0.01	Transfer	2,334,259	1.03
				06/03/2015	(52,041)	(0.02)	Transfer	2,282,218	1.01

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 (as on 01/04/2014)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares	% of total Shares of the company					No. of Shares	% of total shares of the Company
A	Directors								
1	Umesh Revankar (CEO and Managing Director)	55184	0.02	18/11/2014	(1183)	(0.00)	Sale	54001	0.02
				19/11/2014	(35551)	(0.02)	Sale	18450	0.01
2	S.M. Bafna (Non- Executive Independent Director)	1200	0.00	-	-	-	-	1200	0.00
B	KMP								
1	Parag Sharma (Executive Director & CFO)	43000	0.02	19/11/2014	(2000)	(0.00)	Sale	41000	0.02

ATTACHMENT (VIII)

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2015

(Rs. in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,811,094.11	550,942.64	230,424.30	3,592,461.05
ii) Interest due but not paid (unclaimed)	1,651.64	2,722.29	578.12	4,952.05
iii) Interest accrued but not due	80,904.50	56,842.43	11,192.65	148,939.58

(Rs. in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Total (i+ii+iii)	2,893,650.25	610,507.36	242,195.07	3,746,352.68
Change in Indebtedness during the financial year				
• Addition*	2,492,616.58	60,764.45	389,405.49	2,942,786.52
• Reduction*	1,821,774.53	209,252.95	69,111.65	2,100,139.13
Net Change	670,842.05	(148,488.50)	320,293.84	842,647.39
Indebtedness at the end of the financial year				
i) Principal Amount	3,470,380.43	421,227.77	536,009.86	4,427,618.06
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	562,488.90	4,589,000.06

* 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.)
		Umesh Revankar – Managing Director		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		3,522,400.00	3,522,400.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		578,799.00	578,799.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission		-	-
	- as % of profit		-	-
	- others, specify...		-	-
5	Others, please specify		-	-
	PF Contribution		389,520.00	389,520.00
	NPS Contribution		324,000.00	324,000.00
	Total (A)		4,814,719.00	4,814,719.00
	Ceiling as per the Act		-	2,027,020,050.00

ATTACHMENT (X)

b) Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount (Rs.)
		S. M. Bafna	Kishori Udeshi	M.S. Verma (up to July 09, 2014)	S. Lakshminarayanan	Amitabh Chaudhry	S. Sridhar	
1	Independent Directors							
	• Fee for attending Board Committee meetings	310,000.00	275,000.00	35,000.00	220,000.00	75,000.00	55,000.00	970,000.00
	• Commission	500,000.00	500,000.00	-	500,000.00	500,000.00	250,000.00	2,250,000.00
	• Others, please specify	0	0	-	0	0	0	0
	Total (1)	810,000.00	775,000.00	35,000.00	720,000.00	575,000.00	305,000.00	3,266,040.00

Sr. No.	Particulars of Remuneration	Name of Directors					
		Ramachandran Sridhar		Puneet Bhatia		Gerrit Lodewyk Van Heerde	
2	Other Non-Executive Directors	N.A.					
	• Fee for attending board committee meetings						
	• Commission						
	• Others, please specify						
	Total (2)	0	0	0	0	0	0
	Total (B)=(1+2)	810,000.00	775,000.00	35,000.00	720,000.00	575,000.00	3,266,040.00
	Total Managerial Remuneration	810,000.00	775,000.00	35,000.00	720,000.00	575,000.00	3,266,040.00
	Overall Ceiling as per the Act (#)						184,274,550.00

(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	
		Vivek M. Achwal	Parag Sharma	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,812,541.00	3,022,300.00	5,834,841.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5	Others, please specify			
	PF Contribution	100,800.00	172,800.00	273,600.00
	Total	2,913,341.00	3,195,100.00	6,108,441.00

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

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - There were no contracts or arrangements or transactions entered into during the year ended March 31, 2015 which were not at arm's length basis.
 - (a) Name(s) of the related party and nature of relationship - N.A.
 - (b) Nature of contracts/arrangements/transactions - N.A.
 - (c) Duration of the contracts / arrangements/transactions - N.A.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any- N.A.
 - (e) Justification for entering into such contracts or arrangements or transactions - N.A.
 - (f) date(s) of approval by the Board - N.A.
 - (g) Amount paid as advances, if any: - N.A.
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 - N.A.
2. Details of *material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Shriram Capital Limited - Promoter	Service Agreement	October 01, 2011 to September 30, 2016	Service charges at the rate of Rs. 75,000,000/- for every quarter subject to an annual hike of 15% over the fees last paid.	February 10, 2012	Nil
2	Shriram Ownership Trust - Promoter	License Agreement	October 01, 2014 to September 30, 2019	Royalty equivalent to 1% of the total income to be paid annually.	October 20, 2014	Nil

Note: Both the above mentioned contracts are in the ordinary course of business.

* The transactions under the above mentioned contracts are not material transactions as per the criteria of materiality laid down in Clause 49(VII) of the Listing Agreement as well as the Company's Policy on Materiality of Related Party Transactions. This disclosure has been made as a matter of abundant precaution in absence of definition of material contract in the Companies Act, 2013.

For and on behalf of the Board of Directors

S. Lakshminarayanan

Chairman

(DIN: 02808698)

Mumbai
April 30, 2015

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

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 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 2014-15	Ratio of Remuneration of each Director/to Median Remuneration of Employees
1.	Mr. Umesh Revankar CEO & Managing Director	0.05	23.41x
2.	Mr. S. Lakshminarayanan Chairman Independent Director	-	1.07x
3.	Mr. M.S. Verma Independent Director	-	0.17x
4.	Mr. S.M. Bafna Independent Director	-	1.51x
5.	Mr. Amitabh Chaudhry Independent Director	-	0.36x
6.	Mrs. Kishori Udeshi Independent Director	-	1.34x
7.	Mr. S. Sridhar Independent Director	-	0.27x
8.	Mr. Parag Sharma Chief Financial Officer	25.38	Not Applicable
9.	Mr. Vivek Achwal Company Secretary	7.86	Not Applicable

- (ii) In the financial year, there was an increase of 6.82% in the median remuneration of the employees.

- (iii) There were 16,160 permanent employees on the roll of Company as on March 31,2015.

- (iv) Relationship between average increase in remuneration & company performance:-

The increase in revenue from operations in F.Y. 2014-15 is 9.60%, whereas the increase in median remuneration is 6.82%.

- (v) Variations in the market capitalization of the Company:-
- a) The market capitalization of the Company has increased by 45.19% as on March 31,2015 to Rs. 25,282.68 crores from Rs 17,413.25 crores as on March 31, 2014.
 - b) Price Earnings Ratio of the Company was 20.42 as at March 31, 2015 and was 13.77 as at March 31,2014.
 - c) 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 1,114.35 per share as on March 31, 2015.
- (vi) Average percentage increase made in salaries of employees other than the managerial personnel in the last financial year i.e 2014-15 was 19.66% whereas the increase in the managerial remuneration for the same financial year was 10.59%.
- (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 of the Company.

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FINANCIAL YEAR ENDED MARCH 31, 2015

[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 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, 2015, 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, 2015 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999 repealed by 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;
- 6) Reserve Bank of India Act, 1934
 - 7) Non- Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
 - 8) Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998
 - 9) Non- Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
 - 10) Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 - 11) Trade Mark Act, 1999
 - 12) Copyright Act, 1957
 - 13) Employee State Insurance Act, 1948
 - 14) Income Tax Act, 1961
 - 15) Service Tax Act, 1994
 - 16) Indian Stamp Act 1999 including The Bombay Stamp Act 1958 & other State Stamp Acts
 - 17) The Negotiable Instruments Act, 1881
 - 18) Payment of Gratuity Act, 1972
 - 19) Payment of Wages Act, 1936 and other applicable labour laws.
 - 20) Equal Remuneration Act , 1976
 - 21) The Maternity Benefit Act, 1961
 - 22) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
 - 23) Minimum Wages Act, 1948
 - 24) Shop and Establishment Act, 1947 and other similar State Acts.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited; Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) is yet to be notified and hence not applicable to the Company during the audit period.

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 and Independent Directors. 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 applicable laws, rules, regulations and guidelines.

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) Public Issue of Secured Redeemable Non-Convertible Debentures in the year 2014.
- (iv) Redemption of Certain Options of NCD issued vide Public Issue made in the years 2009 and 2011.
- (v) 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 27, 2015

CP No: 3310

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, five meetings of the Board of Directors were held on April 29, 2014, July 09, 2014, July 25, 2014, October 20, 2014 and January 24, 2015.

The maximum gap between any two meetings was not more than four months. The thirty fifth Annual General Meeting was held on July 09, 2014.

As mandated by Clause 49 of the Listing Agreement, as of March 31, 2015, none of the Directors is a member of more than ten Board level committees and no such Director is a Chairman 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.

As of March 31, 2015, the Company's Board comprised of nine directors. The Chairman of the Board is non-executive Independent Director. The CEO and Managing Director is an Executive of the Company.

The agenda papers along with the explanatory notes for Board Meetings are sent in advance to the Directors. In some instances, documents are tabled at the meetings and 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 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, 2015

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	
				Member-ships in Audit / Stakeholders Relationship Committee	Member-ships in other Committees	Chairman-ships in Audit / Stakeholders Relationship Committee	Chairman-ships in other Committees
*Mr. Arun Duggal Chairman-Non-Executive Non- Independent Director (upto November 15, 2014) DIN: 00024262	4	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
**Mr. S Lakshminarayanan Chairman-Non-Executive, Independent Director DIN: 02808698	5	Yes	5	1	2	1	1
Mr. Umesh Revankar CEO and Managing Director DIN: 00141189	5	Yes	3	0	1	0	1
Mr. R. Sridhar Non- Executive Non-Independent Director DIN:00136697	5	Yes	7	0	3	-	-
*Mr. M. S. Verma Non-Executive, Independent Director (upto July 09, 2014) DIN:00115431	1	Yes	N.A.	N.A.	N.A.	N.A.	N.A.

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	
				Member-ships in Audit / Stakeholders Relationship Committee	Member-ships in other Committees	Chairman-ships in Audit / Stakeholders Relationship Committee	Chairman-ships in other Committees
Mr. S. M. Bafna Non-Executive, Independent Director DIN: 00162546	5	Yes	13	1	1	-	-
Mr. Puneet Bhatia Non-Executive, Non- Independent Director DIN: 00143973	3	Yes	10	-	-	-	-
Mr. Amitabh Chaudhry Non-Executive and Independent Director DIN: 00531120	3	No	4	2	9	-	2
Mrs. Kishori Jayendra Udeshi, Non-Executive and Independent Director DIN: 01344073	4	Yes	7	3	5	-	3
\$Mr.Gerrit Lodewyk Van Heerde, Non-Executive and Non-Independent Director DIN: 06870337	3	No	15	6	1	-	-
\$\$ Mr. Sridhar Srinivasan, Non-Executive and Independent Director DIN: 00004272	2	Not Appli- cable	12	2	-	3	-

Notes:

1. While considering the total number of directorships of Directors, their directorships in private companies, Section 8 companies and foreign companies, if any, have been included and their directorship in the Company has been excluded.
2. The memberships and chairmanships of Directors in committees do not include their memberships and chairmanships in the Company.
3. The memberships and chairmanships of Directors in committees include their memberships and chairmanships in the wholly owned subsidiaries of the Company.
4. None of the above Directors are related inter- se.
5. * Mr. M. S. Verma retired by rotation after 35th Annual General Meeting held on July 09, 2014. Mr. Arun Duggal, Chairman of the Board w.e.f. November 15, 2014 resigned from the directorship of the Company.
6. **Mr. S. Lakshminarayanan was appointed as Chairman of the Board w.e.f. January 24, 2015.
7. \$ Mr. Gerrit Van Heerde was appointed as Non-Executive and Non-Independent Director in the 35th AGM held on July 09, 2014.
8. \$\$ The Board of Directors appointed Mr. Sridhar Srinivasan as an Additional Director of the Company w.e.f. October 20, 2014.

Policy for prohibition of Insider Trading: In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, (as amended from time to time) 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/Officers and Designated employees of the Company, relating to dealings by them in the securities of the Company.

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

PERFORMANCE EVALUATION

The Board has carried out the annual performance evaluation of its own performance, the Directors individually (including the Independent Directors) as well as the evaluation of the working of its Committees. The exercise was carried out through a structured evaluation process covering various aspects of the functioning of the Board and its committees, Number of Committees and their roles, Frequency of meetings, Level of participation, independence of judgement, performance of their 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 Board and its Committees with the Company.

A separate meeting of the Independent Directors of the Company was held on March 17, 2015 to evaluate the 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 stakeholders. 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 timeliness of flow of information between the company management and the Board.

FAMILIARIZATION PROGRAMME

The Company has put in place a system to familiarize its Independent Directors about the Company, its financial products, the industry and business model of the company and its subsidiaries. In addition, the Company also undertakes various measures to update the Independent Directors about the ongoing events and developments relating to the Company.

Familiarization Programmes were conducted and attended by the Independent Directors of the company. The details of Familiarization Programmes is uploaded on the Company's website at the web link:

<http://stfc.in/pdf/Familiarisation-Programme-for-Independent-Directors.pdf>

COMMITTEES OF DIRECTORS

(A) Mandatory Committees

Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

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.

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Granting omnibus approval to related party transactions of repetitive nature which are in the ordinary course of business and on an arm’s length pricing basis and to review and approve such transactions.

During the year under review, four meetings were held on April 29, 2014, July 25, 2014, October 20, 2014, and January 24, 2015. The maximum gap between any two meetings was not more than four months.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. M. S. Verma – Chairman (Upto July 09, 2014)	Non-Executive,Independent	1
Mr. Puneet Bhatia	Non-Executive, Non- Independent	2
Mr. S. M. Bafna	Non-Executive, Independent	4
Mrs. KishoriUdeshi	Non-Executive, Independent	4
**Mr. S. Sridhar w.e.f October 20, 2014	Non-Executive, Independent	1

**The Board of Directors in its meeting held on October 20, 2014 appointed Mr. S. Sridhar, Independent Director as a new member of the Audit Committee and appointed as Chairman of Audit Committee w.e.f. January 24, 2015.

The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors, Internal Auditor, the Managing Director and the Chief Financial Officer and the Head of Accounts Department of the Company attend and participate in the meetings of the Audit Committee.

NOMINATION REMUNERATION AND COMPENSATION COMMITTEE

During the year under review, the nomenclature of the Remuneration and Compensation Committee was changed to “Nomination Remuneration and Compensation Committee” as required under the provisions of Section 178 (1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement as amended (w.e.f. October 01, 2014).

Terms of Reference

The terms of reference of the Nomination Remuneration and Compensation Committee (‘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 shall 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. To devise 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.

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. 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. 20,000/-for every meeting of board and Rs. 15,000/- 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.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr S. Lakshminarayanan, Chairman of the Board, who was also Chairman of this Committee has stepped down as Chairman of the Committee but continues to be a Member on the Committee. Mr S. M. Bafna, an Independent Director, has been appointed as Chairman of the Committee.

During the year under review, four meetings of the Committee were held on April 29, 2014, July 25, 2014, September 23, 2014 and January 24, 2015.

The necessary quorum was present for all the meetings.

Employees Stock Option Scheme (ESOS)

The 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.

The Committee's responsibility also covers establishment of guidelines for and approval of the grant 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 such Options.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. S. Lakshminarayan - Chairman (Upto January 24, 2015)	Non Executive-Independent	4
Mr. Puneet Bhatia	Non Executive – Non - Independent	2
Mr. S. M. Bafna - Chairman (w.e.f. January 24, 2015)	Non Executive-Independent	4

The details of sitting fees/remuneration paid to the Directors during the year 2014 - 15 are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meetings (Rs.)	Salary, Perquisites & ESOS (Rs.)	*Commission (Rs.)	Total (Rs.)
1	Mr. Arun Duggal, Chairman (upto November 15, 2014)	-	-	-	-
2	Mr. Umesh Revankar CEO and Managing Director	-	48,14,719/-	-	4,814,719/-
3	Mr. R. Sridhar	-	-	-	-
4	Mr. M. S. Verma	35,000/-	-	-	35,000/-
5	Mr. S. M. Bafna	3,10,000/-	-	5,00,000/-	8,10,000/-
6	Mr. S. Lakshminarayanan, Chairman (w.e.f. January 24, 2015)	2,20,000/-	-	5,00,000/-	7,20,000/-
7	Mr. Puneet Bhatia	-	-	-	-
8	Mr. Amitabh Chaudhry	75,000/-	-	5,00,000/-	5,75,000/-
9	Mrs. Kishori Udeshi	2,75,000/-	-	5,00,000/-	7,75,000/-
10	Mr. Gerrit Lodewyk Van Heerde (w.e.f. May 15, 2014)	-	-	-	-
11	Mr. Sridhar Srinivasan (w.e.f. October 20, 2014)	55,000/-	-	2,50,000/-	3,05,000/-
	Service Tax on sitting fees paid to the Directors				46,040/-

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 Rs. 35,22,400/- p.a., Perquisites of Rs. 5,78,799/- p.a., contribution to Provident Fund of Rs. 3,89,520/- p.a. and contribution to NPS Rs. 3,24,000/- 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, 2015 will be paid to all Independent Directors subject to deduction of tax after adoption of Accounts by the Shareholders in the ensuing 36th AGM of the Company.

Details of Shares / Warrants held by the Directors as on March 31, 2015, are as below:

Name of the Director	Share / Warrant holdings
Mr. S. Lakshminarayanan Chairman	-
Mr. Umesh Revankar CEO and Managing Director	18,450 shares
Mr. R. Sridhar	-
Mr. S. M. Bafna	1,200 shares
Mr. Puneet Bhatia	-
Mr. Amitabh Chaudhry	-
Mrs. Kishori Udeshi	-
Mr. Gerrit Lodewyk Van Heerde	-
Mr. Sridhar Srinivasan	-

STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year under review, the nomenclature of the Shareholders'/Investors' Grievance Committee was changed to "Stakeholders' Relationship Committee" as required under the provisions of Section 178 (5) of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement as amended (w.e.f. October 01, 2014).

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.

Stakeholders'/Investors' Complaints:

Status of Complaints	No. of Complaints Equity	No. of Complaints Non Convertible Debentures	No. of Complaints Fixed Deposits
Complaints pending as on April 01, 2014	1	NIL	NIL
Complaints received during the period April 01, 2014 to March 31, 2015	3	13*	6
Complaints identified and reported under Clause 41 of the Listing Agreement	4	13	6
Complaints disposed of during the year ended March 31, 2015	4	13	6
Complaints unresolved as of March 31, 2015	NIL	NIL	NIL

* Out of which two complaints are general complaints

As on March 31,2015, no investor grievance has remained unattended/ pending for more than thirty days.

- 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 four times on April 28, 2014, July 24, 2014, October 20, 2014 and January 24, 2015.

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	4
Mr. Umesh Govind Revankar	CEO and Managing Director-Executive	4

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.

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 2013 Act 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 two times on October 20, 2014 and January 16, 2015.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Umesh Revankar - Chairman	CEO and Managing Director-Executive	2
Mrs. Kishori Udeshi	Non Executive-Independent	2
Mr. R. Sridhar	Non Executive-Non-Independent	2

RISK MANAGEMENT COMMITTEE

Pursuant to Clause 49 of the Listing Agreement as amended majority of the Committee shall consist of members of Board of Directors. Accordingly, the Company has reconstituted its Risk Management Committee.

The terms of reference of the Risk Management Committee shall be 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 two times on July 17, 2014 and March 12, 2015.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Umesh Revankar- Chairman	CEO and Managing Director-Executive	2
Mr. R. Sridhar (w.e.f. March 12, 2015)	Non Executive-Non-Independent	1
Mr. Vinay Kelkar	Deputy Managing Director	2
Mr. Parag Sharma (upto July 17, 2014)	Executive Director & CFO	1
Mr. S. Sunder (upto July 17, 2014)	Executive Director - Accounts & Admin	1
Mr. Hardeep Singh (upto July 17, 2014)	Executive Director & CEO - West & North	-

ASSET LIABILITY MANAGEMENT COMMITTEE

Terms of reference

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 five times on April 29, 2014, May 16, 2014, August 19, 2014, October 29, 2014 and January 29, 2015.

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	5
Mrs. Kishori Udeshi	Non Executive-Independent	5
Mr. Parag Sharma	Executive Director & CFO	5

B. NON-MANDATORY COMMITTEE 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 45 times.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
1. Mr. Umesh Revankar - Chairman	CEO and Managing Director	43
2. Mr. Vinay Kelkar	Deputy Managing Director	43
3. Mr. Parag Sharma	Executive Director & CFO	43

GENERAL BODY MEETINGS

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

Year	AGM	Location	Date & Time
2011-12	33rd AGM	Narada Gana Sabha (Main Hall), No, 314, TTK Road, Alwarpet, Chennai – 600018.	July 05, 2012 at 11.00 A.M
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

- a) No special resolution was passed in 33rd AGM.
- b) 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.
- c) In compliance with the Companies Act 2013 ('Act') 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 Polls as per the provisions of the Companies Act, 2013. 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 Companies Act, 2013 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

- e) At the ensuing AGM to be held on July 31, 2015, (a) One special resolution is proposed for passing through Postal Ballot for the purpose of Creation of Security in connection with borrowings under Section 180(1)(a) of the Companies Act, 2013. (b) A 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 Companies Act, 2013 and (ii) Issue of securities not open to public offer but on private placement basis. Details of special resolutions are given in the notice of the ensuing AGM. Procedure for Postal Ballot for special resolution is mentioned in the Postal Ballot Notice dated April 30, 2015.

POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, three special resolutions were passed through Postal Ballot/ E-voting for appointment of Mr. Amitabh Chaudhry, Mr. S. Lakshminarayanan and Mrs. Kishori Udeshi as Independent Directors of the Company for a term of five years with effect from January 24, 2015.

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. The results were declared on March 30, 2015 and all the resolutions were passed with requisite majority.

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

(i) **Appointment of Mr. Amitabh Chaudhry as an Independent Director**

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	147492645	147480303	98.84	12342	0.01
Votes cast through physical Postal Ballot	1723397	1716721	1.15	6676	0.004
Total	149216042	149197024	99.99	19018	0.01

(ii) **Appointment of Mr. S. Lakshminarayanan as an Independent Director**

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	147492645	143427466	96.12	4065179	2.72
Votes cast through physical Postal Ballot	1725106	1712831	1.15	12275	0.01
Total	149217751	145140297	97.27	4077454	2.73

(iii) **Appointment of Mrs. Kishori Udeshi as an Independent Director**

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	147492470	147481278	98.83	11192	0.01
Votes cast through physical Postal Ballot	1721267	1706008	1.15	15259	0.01
Total	149213737	149187286	99.98	26451	0.02

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 interest 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 Accounts. 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.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 Clause 49 of the Listing Agreement. 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 in line with Clause 49 of the Listing Agreement with the Stock Exchanges, for employees/directors to report concerns about unethical behavior. No person has been denied access to the Audit Committee. 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.

- The Company does not have any material listed/unlisted subsidiary companies as defined in Clause 49 of the Listing Agreement. 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.pdf>

- The Company has complied with all the mandatory requirements as stipulated in clause 49 of the Listing Agreement and fulfilled the non-mandatory requirements as prescribed in Annexure I D to Clause 49 of the Listing Agreement with the Stock Exchanges of the following:

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

Capital Audit

The 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 31/12/2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Qualified Practicing Company Secretary carries out 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

Certification by the CEO and Managing Director and the Chief Financial Officer is annexed to this.

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 other general information about the Company are also available on the Company's website www.stfc.in.

Our Company does NSE Online filing through web based application : NEAPS and BSE Online filing.

36th Annual General Meeting

Particulars	As at March 31, 2015
a. Date and Time	July 31, 2015 at 11.00 A.M
b. Venue	Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018.
c. Financial Year	2014-15
d. Book Closure Date	July 24, 2015 to July 31, 2015 (both days inclusive)
e. Dividend	An Interim Dividend of 40% was declared by the Board of Directors at its meeting held on October 20, 2014 and the payments thereof were effected on November 10, 2014. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after August 05, 2015.
f. Financial Calendar	2015 - 2016
Annual General Meeting	September 2016
Unaudited results for the quarter ending June 30, 2015	First week of August, 2015
Unaudited results for the quarter/ half - year ending September 30, 2015	Last week of October, 2015
Unaudited results for the quarter ending December 31, 2015	Last week of January 2016
Audited results for the year ending March 31, 2016	May 2016
g. Stock Code	
BSE Limited	511218
National Stock Exchange of India Limited	SRTRANSFIN
Demat ISIN in NSDL & CDSL	INE721A01013

The Company has paid the annual listing and custodian fees for the financial year 2015-16 to the stock exchanges and depositories.

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	Put and Call option
NCDs II - 2010							
Secured NCDs (Option I) (Reserved Individuals)	INE721A07AL7	BSE - 934793 NSE - N6	9.75% (*)	ANNUAL	02/06/2010	01/06/2015	NA
Secured NCDs (Option I) (Unreserved Individuals)	INE721A07AK9	BSE - 934794 NSE - N7	9.50%	ANNUAL	02/06/2010	01/06/2015	NA
Secured NCDs (Option I) (Others)	INE721A07AJ1	BSE - 934795 NSE - N8	9.00%	ANNUAL	02/06/2010	01/06/2015	NA
Secured NCDs (Option II) (Reserved Individuals)	INE721A07AO1	BSE - 934796 NSE - N9	10.25% (*)	SEMI-ANNUAL	02/06/2010	01/06/2017	Note - (\$)
Secured NCDs (Option II) (Unreserved Individuals)	INE721A07AN3	BSE - 934797 NSE - NA	10.00%	SEMI-ANNUAL	02/06/2010	01/06/2017	Note - (\$)
Secured NCDs (Option II) (Others)	INE721A07AM5	BSE - 934798 NSE - NB	9.50%	SEMI-ANNUAL	02/06/2010	01/06/2017	Note - (\$)

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates	Put and Call option
Secured NCDs (Option III) (Reserved Individuals)	INE721A07AR4	BSE - 934799 NSE - NC	10.5% (*)	ANNUAL	02/06/2010	• 20% of Face value to be redeemed on 01/06/2015	NA
Secured NCDs (Option III) (Unreserved Individuals)	INE721A07AQ6	BSE - 934800 NSE - ND	10.25%	ANNUAL	02/06/2010	• 20% of Face value to be redeemed on 01/06/2015	NA
Secured NCDs (Option III) (Others)	INE721A07AP8	BSE - 934801 NSE - NE	9.75%	ANNUAL	02/06/2010	• 20% of Face value to be redeemed on 01/06/2015	NA
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/-	NA
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/-	NA
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/-	NA
Unsecured NCDs (Option V) (Reserved Individuals)	INE721A08AC4	BSE - 934805 NSE - NI	11.00%	ANNUAL	02/06/2010	01/06/2017	NA
Unsecured NCDs (Option V) (Unreserved Individuals)	INE721A08AB6	BSE - 934806 NSE - NJ	10.75%	ANNUAL	02/06/2010	01/06/2017	NA
Unsecured NCDs (Option V) (Others)	INE721A08AA8	BSE - 934807 NSE - NK	10.25%	ANNUAL	02/06/2010	01/06/2017	NA
NCDs III- 2011							
Secured NCDs (Option I) (Reserved)	INE721A07AV6	BSE - 934811 NSE - NL	11.60%	ANNUAL	12/07/2011	11/07/2016	Note - (^)
Secured NCDs (Option I) (Unreserved)	INE721A07AW4	BSE - 934812 NSE - NM	11.35%	ANNUAL	12/07/2011	11/07/2016	Note - (^)
Secured NCDs (Option I) (Others)	INE721A07AX2	BSE - 934810 NSE - NN	11.10%	ANNUAL	12/07/2011	11/07/2016	Note - (^)

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates	Put and Call option
NCDs IV- 2012							
Secured NCDs (Series I)	INE721A07DL1	BSE – 934850 NSE – NR	(&) 10.25%	ANNUAL	10/08/2012	09/08/2015	NA
Secured NCDs (Series II)	INE721A07DM9	BSE – 934851 NSE – NS	(&) 10.50%	ANNUAL	10/08/2012	09/08/2017	NA
Secured NCDs (Series III)	INE721A07DN7	BSE – 934852 NSE – NT	NA	(!)	10/08/2012	09/08/2015	NA
Secured NCDs (Series IV)	INE721A07DO5	BSE – 934853 NSE – NU	NA	(!!)	10/08/2012	09/08/2017	NA
NCDs V- July 2013							
Secured NCDs (Series I)	INE721A07FU7	BSE – 934886 NSE – NV	(~) 9.65%	ANNUAL	01/08/2013	31/07/2016	NA
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)	NA
Secured NCDs (Series III)	INE721A07FW3	BSE – 934888 NSE – NX	(#) 9.40%	MONTHLY	01/08/2013	31/07/2018	NA
Secured NCDs (Series IV)	INE721A07FX1	BSE – 934889 NSE – NY	NA	(*@)	01/08/2013	31/07/2016	NA

Security Description	ISIN	Codes in Stock Exchanges	Coupon (%) p.a.	Coupon Duration and Interest Payable	Date of Allotment	Maturity Dates	Put and Call option
Secured NCDs (Series V)	NE721A07FY9	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)	NA

NCDs VI - October 2013

Secured NCDs (Series I)	INE721A07GR1	BSE – 934915 NSE – Y1	(&&) 10.75%	ANNUAL	24/10/2013	24/10/2016	NA
Secured NCDs (Series II)	INE721A07GS9	BSE – 934916 NSE – Y2	(##) 10.75%	ANNUAL	24/10/2013	24/10/2018	NA
Secured NCDs (Series III)	INE721A07GT7	BSE – 934917 NSE – Y3	(\$\$) 10.75%	ANNUAL	24/10/2013	24/10/2020	NA
Secured NCDs (Series IV)	INE721A07GU5	BSE – 934918 NSE – Y4	NA	(*@@)	24/10/2013	24/10/2016	NA
Secured NCDs (Series V)	INE721A07GV3	BSE – 934919 NSE – Y5	NA	(*@@@)	24/10/2013	24/10/2018	NA
Secured NCDs (Series VI)	INE721A07GW1	BSE – 934920 NSE – Y6	NA	(*@@@@)	24/10/2013	24/10/2020	NA

NCDs VII - July 2014

Secured NCDs (Series I)	INE721A07HH0	BSE – 935128 NSE – Y7	(**) (@@) (^ ^) 9.85%	ANNUAL	15/07/2014	15/07/2017	NA
Secured NCDs (Series II)	INE721A07HI8	BSE – 935130 NSE – Y8	(**) (@@) (###) 10.00%	ANNUAL	15/07/2014	15/07/2019	NA
Secured NCDs (Series III)	INE721A07HJ6	BSE – 935132 NSE – Y9	(**) (@@) (~ ~) 10.15%	ANNUAL	15/07/2014	15/07/2021	NA
Secured NCDs (Series IV)	INE721A07HK4	BSE – 935134 NSE – YA	(**) (&&&) (\$\$\$) (***) 9.57%	MONTHLY	15/07/2014	15/07/2019	NA
Secured NCDs (Series V)	INE721A07HL2	BSE – 935136 NSE – YB	(**) (&&&) (\$\$\$) (^ ^ ^) 9.71%	MONTHLY	15/07/2014	15/07/2021	NA
Secured NCDs (Series VI)	INE721A07HM0	BSE – 935138 NSE – YC	NA	(@#)	15/07/2014	15/07/2017	NA
Secured NCDs (Series VII)	INE721A07HN8	BSE – 935140 NSE – YD	NA	(@##)	15/07/2014	15/07/2019	NA
Secured NCDs (Series VIII)	INE721A07HO6	BSE – 935142 NSE – YG	NA	(@###)	15/07/2014	15/07/2021	NA

Note:

1. (*) - Senior Citizens (First Allottee) shall be entitled to an additional interest at the rate of 0.25 % per annum.
2. (\$) – Exercise of Put / Call option from 02-June-2015 (at the expiry of the 60 months from the deemed date of allotment).
3. NA - Not Applicable
4. (^) - Exercise of Put / Call option from July 12, 2015 (at the expiry of the 48 months from 12/07/2011 (date of allotment).
5. (&) – 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.
6. (!) Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,373.19 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,340.10 per NCD.
7. (!!) Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,716.15 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,647.90 per NCD.
8. (~) – 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.
9. (@) – 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.
10. (#) – 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.
11. (*@)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,364.33 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,318.67 per NCD.
12. (**@)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 763.37 per NCD at the end of the 48 months from the Date of Allotment and ₹ 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 ₹ 726.93 per NCD at the end of the 48 months from the Date of Allotment and ₹ 798.17 per NCD at the end of 60 months from the Date of Allotment.
13. (&&) – 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.
14. (##) – 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.
15. (\$\$) – 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.
16. (*@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,377.30 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,358.79 per NCD.
17. (*@@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,723.87 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,666.63 per NCD.
18. (*@@@@) - Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 2,177.70 per NCD and the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 2,044.79 per NCD.

19. (^) - 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.
20. (###) - 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.
21. (~) - 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.
22. (***) - 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.
23. (^^) - 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.
24. (**) - Senior Citizens (only First Allottee) shall be entitled to an additional yield at the rate of 0.25 % per annum.
25. (@@) – subject to applicable tax deducted at source, if any.
26. (&&&) – 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.
27. (\$\$\$) – Monthly Option shall be available only to Individuals applying for Allotment of NCDs in demat form only.
28. (@#)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,368.02 per NCD, the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,325.90 per NCDs and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of ₹ 1,377.29 per NCDs at the end of the 36 months from the Date of Allotment.
29. (@##)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 1,704.62 per NCD, the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,610.93 per NCD and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of ₹ 1,723.87 per NCD at the end of the 60 months from the Date of Allotment.
30. (@###)-Subject to applicability of tax deducted at source the NCD Holders who are Individuals will be redeemed for an amount of ₹ 2,143.79 per NCD, the NCD Holders who are Non-Individuals will be redeemed for an amount of ₹ 1,968.44 per NCD and the NCD Holders who are Senior Citizens (only First Allottee) will be redeemed for an amount of ₹ 2,177.70 per NCD at the end of the 84 months from the Date of Allotment.

Pursuant to Section 124 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividends up to financial year – 2006-07 (Final Dividend), 2006-07 (Interim Dividend), have been transferred to the Investor Education and Protection Fund established by the Central Government. No claim shall lie against the said Fund or the Company for the amounts so transferred nor shall any payment to be made in respect of such claim. Members who have not yet encashed their dividend warrant(s) for the financial years from – 2007-08 (Final Dividend) and 2008-09 (Interim Dividend) are requested to make their claims without any delay to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited.

Our Company does NSE Online filing through web based application: NEAPs and BSE Online filing.

GENERAL SHAREHOLDER INFORMATION

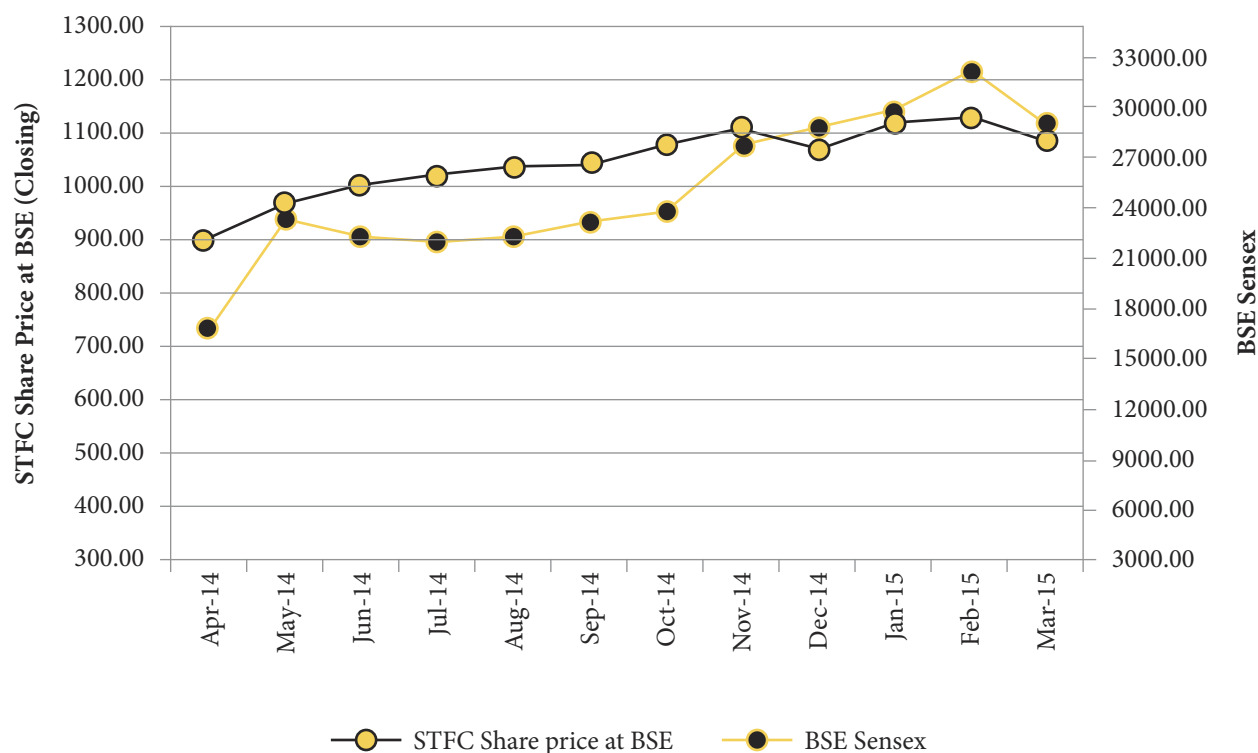
h. Stock Market Data

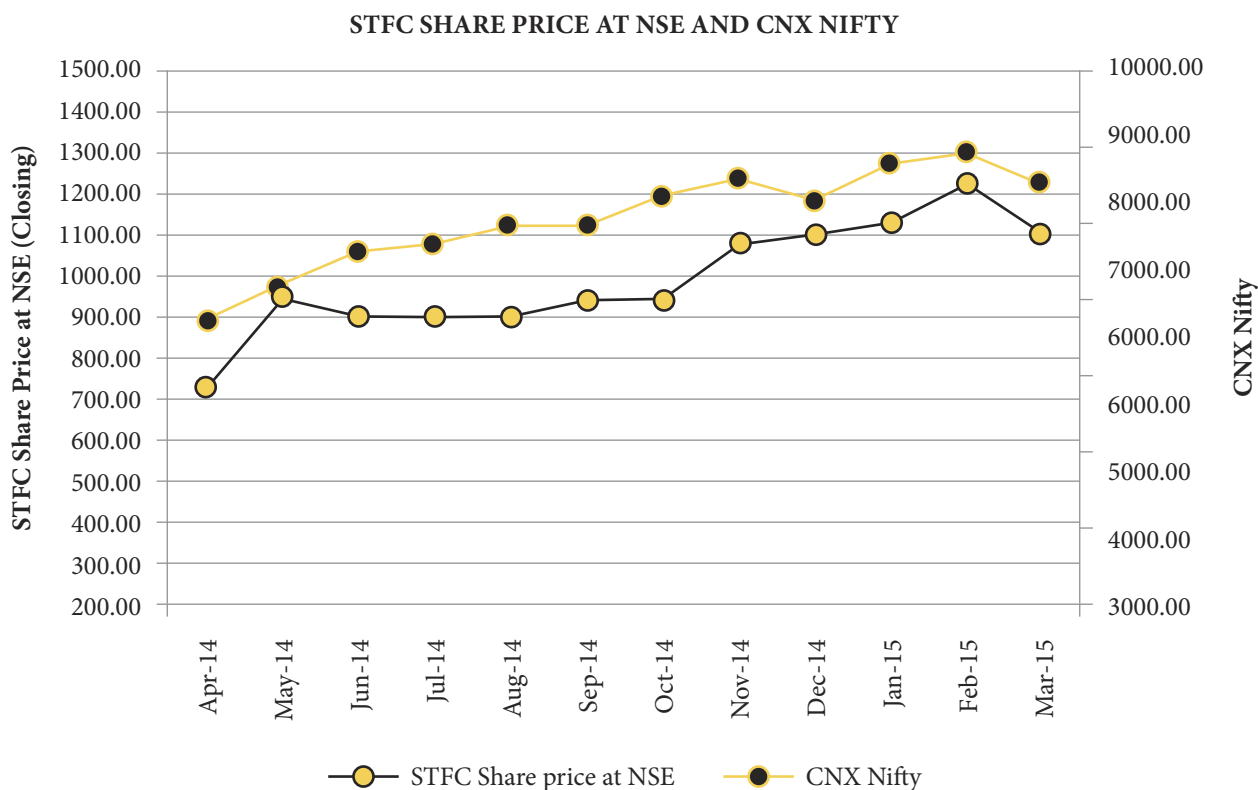
The high and low market price and volume of shares traded during each month of the financial year ended March 31, 2015, are given below :

Months	BSE Limited			National Stock Exchange of India Ltd.		
	Share Prices		Volume	Share Prices		Volume
	High (Rs.)	Low (Rs.)		High (Rs.)	Low (Rs.)	
April 2014	833.40	711.00	879789	833.90	711.25	9020041
May 2014	957.20	697.00	2664103	963.70	697.00	16372001
June 2014	1021.30	843.40	3172634	1023.00	842.00	13031159
July 2014	970.90	846.00	281897	971.95	847.95	9851198
August 2014	959.00	867.50	1269375	958.90	865.00	10910413
September 2014	999.00	891.00	1643476	998.70	890.05	12560593
October 2014	954.00	857.00	1698728	953.05	855.30	11910808
November 2014	1097.00	933.30	453366	1099.00	933.00	20173296
December - 2014	1222.40	1017.55	388277	1224.00	1015.75	11828415
January 2015	1175.00	1019.60	696741	1177.10	1020.00	12546371
February 2015	1281.60	1128.55	393849	1284.45	1130.05	9854103
March 2015	1286.40	1045.25	321308	1287.70	1045.00	10240157

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

STFC SHARE PRICE AT BSE AND BSE SENSEX





j. Registrar & Share Transfer Agents

The Registrar and Share Transfer Agents of the Company are:

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: corpserv@integratedindia.in

Website :www.integratedindia.in

k. Share Transfer System:

The authority to approve share transfers has been delegated by the Board of Directors to the Securities Transfer Committee. Requests received for transfer of shares are attended to once in a week.

l. Distribution of shareholding as on March 31, 2015

Sr. No.	No. of Equity shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1	1 - 500	33479	83.16	4543988	2
2	501 - 1000	3990	9.91	2977703	1.31
3	1001 - 2000	1336	3.32	1909175	0.84
4	2001 - 3000	398	0.99	982411	0.43
5	3001 - 4000	128	0.32	449183	0.2
6	4001 - 5000	128	0.32	586160	0.26
7	5001 - 10000	202	0.5	1463090	0.64
8	10001 AND ABOVE	597	1.48	213971026	94.32
	Total	40258	100.00	226882736	100.00

m. Categories of shareholders as on March 31, 2015

Category of Shareholders	No. of Shares held	% of shareholding
Promoters and Promoter Group	59103162	26.05
Mutual Funds/ UTI	9376115	4.13
Financial Institutions / Banks	47606	0.02
Foreign Institutional Investors	92180943	40.63
Foreign Port Folio	24070103	10.61
Bodies Corporate	27481059	12.11
Directors and Relatives+ Firms/AOP+Resident Indian	13523902	5.96
NRI'S / OCB's /Foreign National	543702	0.24
Trusts	287838	0.13
Clearing Members	267136	0.12
Limited Liability	1170	0.00
Grand Total	226882736	100.00

n. 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, 2015, the total of 221521913 equity shares constituting 97.64% of the paid up capital, have been dematerialized.

o. The Company has not issued any GDRs/ADRs, warrants or other instruments which are pending for conversion.

p. Address for correspondence & Registered Office:

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. Locations

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

For details pursuant to Clause 49 VIII (E) (I) of the Listing Agreement in respect of Directors Seeking appointment/re-appointment, please refer to the annexure to the notice of 36th Annual General Meeting already sent to you separately.

r. Unclaimed Shares in Physical Form

As required under Clause 5A (II) of the Listing Agreement, 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 Participants 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. However, during the year ended March 31, 2015, the Company has not received any request in this regard. As on March 31, 2015, there were 3,49,919 unclaimed equity shares in the Unclaimed Suspense Account.

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, 2015 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 material deficiencies in internal controls over financial reporting during the year;
 - ii. All the significant changes in accounting policies during the year, if any, 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 30, 2015

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 revised Clause 49 of the Listing Agreement with the Stock Exchanges where the shares of the Company are listed.

As provided under Clause 49 of the Listing Agreement 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, 2015.

UMESH REVANKAR

CEO and Managing Director

Mumbai
April 30, 2015

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, 2015, as stipulated in Clause 49 of 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 above mentioned Listing Agreement.

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

per Shrawan Jalan
Partner
Membership Number: 102102

Mumbai
April 30, 2015

For **G. D. Apte & Co.**
Chartered Accountants
ICAI Firm Registration No. 100515W

Ameya D. Tambekar
Partner
Membership Number: 128355

Mumbai
April 30, 2015

BUSINESS RESPONSIBILITY

REPORT 2014-15

BUSINESS RESPONSIBILITY

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	2014-15
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 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 : 741 Branches
10	Markets served by the Company Local/State/National/International/	The Company is a leader in organized financing of pre-owned trucks with presence across India

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	864,472.45
3	Total profit after taxes	123,780.98
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	0.56%
5	List of Activities in which expenditure in above point 4 has been incurred: Please refer Annexure C (Report on CSR Activities)	

SECTION C

OTHER DETAILS

S R .

NO.	PARTICULARS	DETAILS
1	Company subsidiaries	Shriram Automall India Limited and Shriram Equipment Finance Company 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

SECTION D

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)

Sr. No	Questions	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
		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? Is 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-new.pdf (iii) The Fair practice code of the Company is available at http://stfc.in/pdf/Fair-Practice-Code.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

2. a. If answer to 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

(i) The Business Responsibility Committee reviews the Company's BR performance on periodical basis. (ii) The Company will publish the Business Responsibility (BR) Report annually as per the requirements of the Listing Agreement entered into with Stock Exchanges.

SECTION E

PRINCIPLE-WISE PERFORMANCE

Ethics of The Company

Principle 1: Business 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 familiarization 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: Business 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 medical check-up, health care workshop, medical test at subsidized rates. 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. 377 employees participated for Management Education Scheme for the financial year ended 2014-15. 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. We have a track record of getting overwhelming response from investors to our past seven Public Issue of Redeemable Non-Convertible Debentures, reflecting the investors' confidence.

Our operational efficiency, integrity and a strong focus on catering to the needs of 'Aam Aadmi' (common man) are the values driving the Company. These values are deep-rooted within the organization and have been strongly adhered to over the decades. It is this guiding philosophy of putting 'Aam Aadmi' first that has brought us closer to the grassroots, and made it the preferred choice for all the truck financing requirements amongst customers.

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.

Social Audit

In order to understand the magnitude of company's social and economic impact on the Small Road Transport Operators (SRTOs) and First Time Users (FTUs) at large, a Social Accounting and Audit (SAA) exercise was conducted by Social Audit Network (SAN) India team. The Report states that the Company has directly impacted the local economy and has been instrumental in creating sustained livelihoods in the transport and its allied sectors of Tamilnadu State. Average Social value of Re. 1 lent to any customer of the Company is actually Rs. 1.59 (159%).

2. Our Investors

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 offer variety of options to our investors to subscribe various series of redeemable non-convertible debentures, secured and unsecured, of different maturities and interest pay-out dates providing good return and safety. We make timely payment of interest and repayment of debt instrument on their maturity.

3. Our Deposit holders and lenders

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.

4. Our Society

Please refer to Annexure C (Report on CSR Activities).

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. We encourage the customers to carryout timely maintenance of vehicles financed by us, replacement of engine parts, tyres. We also distribute the material highlighting and educating about the importance of environment protection to our customers and employees.

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: Business, 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: Business 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 C) containing our CSR projects undertaken for the benefit of financially weaker and vulnerable sections of the society.

Value of Customers

Principle 9: Business 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. For instance the SRTO who was the owner of Light Commercial Vehicle has progressed and became owner of Heavy Commercial Vehicle (HCV), the owner of single HCV has progressed and purchased second vehicle.

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 Axis Bank to provide co-branded credit cards, tie-up with service centers for refurbishing vehicles.

BUSINESS RESPONSIBILITY PARAMETER INDEX

Principle-Wise Performance

S R .

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 extends only to the subsidiary Companies.
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 complaints were 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, primarily to Small Road Transport Operators (SRTOs).
2 For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional): i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain? ii. 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)? i. 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? 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. As a matter of practice, we give preference for recruitment of local people 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.	16160
2 Please indicate the Total number of employees hired on temporary/contractual/casual basis.	NIL
3 Please indicate the Number of permanent women employees.	885
4 Please indicate the Number of permanent employees with disabilities	30
5 Do you have an employee association that is recognized by management	No

BUSINESS RESPONSIBILITY

REPORT 2014-15 (Contd.)

BUSINESS RESPONSIBILITY

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 1 NIL
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? • Permanent Employees • Permanent Women Employees • Casual/Temporary/Contractual Employees • Employees with Disabilities	Yes, 60% 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 subsidiaries.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	No complaints were 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 subsidiaries
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?	We are not engaged in manufacture of any goods. We are engaged in the business of financing of commercial vehicles, primarily to Small Road Transport Operators (SRTOs).
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 percentage of customer complaints/ consumer cases are pending as on the end of financial year.	304 complaints are pending as on the end of financial 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 comprise the Balance Sheet as at March 31, 2015, 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 but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, 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, 2015 ("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, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) 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 29 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 number: 301003E

per **Shrawan Jalan**

Partner

Membership No.: 102102

Place: Mumbai

Date: April 30, 2015

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

Chartered Accountants

ICAI Firm registration number: 100515W

Ameya Tambekar

Partner

Membership No.: 128355

Place: Mumbai

Date: April 30, 2015

Annexure 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.
- (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) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for rendering of services. The activities of the Company do not involve purchase of inventory and the sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.

- (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, wealth-tax, professional 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, wealth-tax, professional 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.

- (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:

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	11,813.15	A.Y. 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	4,795.47	A.Y. 2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax demands	7,570.02	A.Y. 2010-11	Income Tax Appellate Tribunal
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	Madras High Court

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	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 A.Y. 2009-10	CESTAT (Custom, Excise and Service tax appellate tribunal)
Finance Act, 1994 (Service tax)	Service tax demands	300*	A.Y. 2003-04 to A.Y. 2004-05	Commissioner of Central Excise and Customs
Maharashtra Value Added Tax	Value added tax	1,843	A.Y. 2006-07	Maharashtra Sales Tax Tribunal
Maharashtra Value Added Tax	Value added tax	0.15*	A.Y. 2006-07	Maharashtra Sales Tax Tribunal
Tamil Nadu VAT Act, 2006	Value added tax	2,234.55*	A.Y. 2006-07 to A.Y. 2013-2014	Appellate Deputy Commissioner (Commercial Tax)
Andhra Pradesh Value Added Tax	Value added tax	348.41*	A.Y. 2005-06 to A.Y. 2008-09	Andhra Pradesh High Court
Rajasthan Value Added Tax	Value added tax	193.33*	A.Y. 2006-07 to A.Y. 2013-14	Deputy Commissioner (Appeals Rajasthan)
Orissa Value Added Tax	Value added tax	9.04*	A.Y. 2008-09 to A.Y. 2012-13	Assistant Commissioner of Commercial tax (Appeals)

*Net of amount paid under protest

- (d) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) We have been informed that during the year under audit few borrowers of the Company have defrauded the Company by forging documents after borrowing and consequently such loans amounting to Rs. 44.43 lacs have become doubtful of recovery and the same have been fully provided for by the Company. The Company has also taken necessary action against the said borrowers.

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

Chartered Accountants

ICAI Firm registration number: 301003E

per **Shrawan Jalan**

Partner

Membership No.: 102102

Place: Mumbai

Date: April 30, 2015

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

Chartered Accountants

ICAI Firm registration number: 100515W

Ameya Tambekar

Partner

Membership No.: 128355

Place: Mumbai

Date: April 30, 2015

Particulars	Note No	(Rs. in lacs)	
		As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	22,690.67	22,690.67
(b) Reserves and surplus	4	901,105.83	804,631.06
		923,796.50	827,321.73
(2) Non-current liabilities			
(a) Long-term borrowings	5	3,157,076.48	2,271,208.89
(b) Other Long-term liabilities	6	97,134.26	96,871.42
(c) Long-term provisions	7	158,650.37	127,174.08
		3,412,861.11	2,495,254.39
(3) Current liabilities			
(a) Short-term borrowings	8	266,140.59	298,589.79
(b) Trade payables		115,968.91	47,396.12
(c) Other current liabilities	6	1,174,164.15	1,225,628.63
(d) Short-term provisions	7	39,783.94	29,355.70
		1,596,057.59	1,600,970.24
Total		5,932,715.20	4,923,546.36
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		9,944.50	9,901.78
(ii) Intangible assets		127.87	164.49
(b) Non-current investments	10	111,426.49	68,979.99
(c) Deferred tax assets (net)	11	25,648.45	25,116.23
(d) Long-term loans and advances	12	3,082,287.15	2,210,036.75
(e) Other non-current assets	13	9,310.56	9,442.50
		3,238,745.02	2,323,641.74
(2) Current assets			
(a) Current investments	14	221,292.13	203,546.33
(b) Cash and bank balances	15	472,339.89	708,597.76
(c) Short-term loans and advances	12	1,994,093.70	1,679,759.86
(d) Other current assets	13	6,244.46	8,000.67
		2,693,970.18	2,599,904.62
Total		5,932,715.20	4,923,546.36
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
Chartered Accountants

per **Shrawan Jalan**
Partner
Membership No. 102102

Mumbai
April 30, 2015

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, 2015

STANDALONE ACCOUNTS

Particulars	Note No	(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
INCOME			
Revenue from operations	16	863,694.73	788,009.70
Other income	17	777.72	816.21
Total		864,472.45	788,825.91
EXPENDITURE			
Employee benefit expenses	18	42,958.86	40,885.97
Finance cost	19	438,998.20	393,251.86
Depreciation and amortisation	9	4,050.62	2,913.79
Other expenses	20	65,310.69	54,090.34
Provisions and write offs	21	128,915.27	114,879.69
Total		680,233.64	606,021.65
Profit before taxation		184,238.81	182,804.26
Provision for taxation			
Current tax		60,947.79	53,116.92
Deferred tax		(489.96)	3,266.57
Total tax expense / (income)		60,457.83	56,383.49
Profit after tax from operations		123,780.98	126,420.77
Earnings per share	22		
Basic (Rs.)		54.56	55.72
Diluted (Rs.)		54.56	55.72
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
Chartered Accountants

per **Shrawan Jalan**
Partner
Membership No. 102102

Mumbai
April 30, 2015

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

Particulars	(Rs. in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
A. Cash flow from operating activities		
Profit before taxes	184,238.81	182,804.26
Depreciation and amortisation	4,050.62	2,913.79
Loss / (profit) on sale of fixed assets (net)	35.75	(308.21)
Provision for diminution in value of investments	-	16.81
Employees stock option compensation cost	-	0.90
Premium on Government Securities	19.74	10.49
Amortisation of Discount on Government Securities	(165.69)	(91.77)
Amortisation of issue expenses for equity shares	168.85	152.78
Amortisation of public issue expenses for non-convertible debentures	1,761.70	1,467.06
Provisions for non performing assets and bad debt written off	125,934.32	113,601.45
Provisions for standard assets	2,980.95	1,261.43
Provision for gratuity	(16.44)	(1,715.11)
Provision for leave encashment	70.81	193.79
Operating profit before working capital changes	319,079.42	300,307.67
Movements in working capital:		
Increase / (decrease) in trade payables	68,572.79	(12,481.13)
Increase / (decrease) in provisions	(5,437.65)	(19,302.54)
Increase / (decrease) in provision for service tax- contested	-	15.81
Increase / (decrease) in other liabilities	(32,940.26)	(122,625.38)
(Increase) / decrease in investments	(60,048.59)	84,326.95
(Increase) / decrease in investments in associates	-	100.00
(Increase) / decrease in investments in subsidiaries	-	0.01
Decrease / (increase) in loans and advances	(1,277,132.89)	(567,328.34)
Decrease/(increase) in bank deposits (having original maturity of more than three months)(net)	53,179.53	15,450.96
Decrease / (increase) in other assets	1,857.14	273.42
Cash generated from operations	(932,870.51)	(321,262.57)
Direct taxes paid (net of refunds)	(57,743.68)	(56,581.90)
Net cash flow from in operating activities (A)	(990,614.19)	(377,844.47)
B. Cash flows from investing activities		
Purchase of fixed including intangible assets	(4,277.66)	(7,180.19)
Proceeds from sale of fixed assets	63.10	515.91
Net cash used in investing activities (B)	(4,214.56)	(6,664.28)

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015 (Contd.)

STANDALONE ACCOUNTS

Particulars	(Rs. in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
C. Cash flows from financing activities		
Proceeds from issuance of equity share capital	-	1.88
Securities premium on issue of equity capital	-	4.70
Amount received from institutional borrowing	2,220,993.36	1,758,710.00
Amount received from public issue of non-convertible debentures	197,484.71	123,589.04
Increase / (decrease) in retail borrowings	165,612.77	127,215.42
Amount redeemed for public issue of non-convertible debentures	(34,306.30)	(27,120.05)
Repayment of institutional borrowing	(1,714,627.52)	(1,492,591.85)
Public issue expenses for non-convertible debentures paid	(1,255.33)	(2,448.01)
Dividend paid	(18,150.62)	(15,881.04)
Tax on dividend	(3,356.44)	(2,698.57)
Net cash from financing activities (C)	812,394.63	468,781.52
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(182,434.12)	84,272.77
Cash and cash equivalents at the beginning of the year	531,266.88	446,994.11
Cash and cash equivalents at the end of the year	348,832.76	531,266.88

Components of cash and cash equivalents	(Rs. in lacs)	
	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents at the end of the year		
i) Cash on hand	10,794.43	13,587.88
ii) Cheques on hand	7,367.11	1,976.67
iii) Call money (CBLO)	-	69,882.53
iv) Balances with scheduled banks in:		
Current accounts	165,145.63	184,449.84
Unpaid dividend accounts *	821.59	773.96
Deposits with original maturity of less than three months	164,704.00	260,596.00
Total cash and cash equivalents (Note 15)	348,832.76	531,266.88

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 (Accounting Standards) Rules, 2006 (as amended).
- 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 unpaid dividend liability.

As per our report of even date

For **S.R.BATLIBOI & Co. LLP**
ICAI Firm Registration No. 301003E
Chartered Accountants

per Shrawan Jalan
Partner
Membership No. 102102

Mumbai
April 30, 2015

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

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 and other loans.

The Company is registered with the Reserve Bank of India (RBI), Ministry of Corporate Affairs and Insurance Regulatory and Development Authority of India (IRDA). The registration details are as follows:

RBI	07-00459
Corporate Identification No. (CIN)	L65191TN1979PLC007874
IRDA	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

Depreciation on fixed assets

Till the year ended March 31, 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013.

1. *Useful lives/ depreciation rates*

Effective from April 01, 2014, the Company has provided depreciation on fixed assets based on useful lives as provided in Schedule II of the Companies Act, 2013 or as re-assessed by the Company. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets.

This change in accounting policy has resulted in additional charge of depreciation of Rs. 737.85 lacs for the year ended March 31, 2015 and has impacted the opening reserve to the extent of Rs. 82.07 lacs (net of deferred tax).

2. *Component accounting*

Further, on application of Schedule II to the Companies Act, 2013, the Company has changed the manner of depreciation for its fixed assets. Now, the Company identifies and determines separate useful life for each major component of the fixed asset, if they have useful life that is materially different from that of the remaining asset.

3. *Depreciation on assets costing less than Rs. 5,000/-*

Till the year ended March 31, 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on assets costing less than Rs. 5,000/- in the year of purchase. However, Schedule II to the Companies Act 2013, applicable from the current year, does not recognize such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the Company has changed its accounting policy for depreciation of assets costing less than Rs. 5,000/-. As per the revised policy, the Company is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after April 01, 2014.

The change in accounting for depreciation of assets costing less than Rs. 5,000/- did not have any material impact on financial statements of the Company for the current year.

(b) Current / non-current classification of assets / liabilities

The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/ liabilities are classified as non-current.

(c) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires

management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.

(d) Fixed assets, depreciation/amortisation and impairment

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 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 & Machinery	15 years	15 years
Electrical Equipment	10 years	10 years
Generator	10 years	10 years
Furniture & 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 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 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. Delinquencies on assets securitised/assigned are provided for based on management estimates of the historical data.

Provision on standard assets is made as per the notification DNBS.PD.CC.No.207/ 03.02.002 /2010-11 issued by Reserve Bank of India.

(g) Loans

Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the balance sheet date as reduced by the amounts received and loans securitised.

(h) Leases

Where the Company is the lessor

Assets given on operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(i) Foreign currency translation

Initial recognition

Transactions in foreign currency entered into during the year are recorded at the exchange rates prevailing on the date of the transaction.

Conversion

Monetary assets and liabilities denominated in foreign currency are translated in to rupees at exchange rate prevailing on the date of the balance sheet.

Exchange differences

All exchange differences are dealt with including differences arising on translation settlement of monetary items in the statement of profit and loss.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

(j) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. 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 recognized on accrual basis.
- ii. Subvention income is recognised as income over the tenor of the loan agreement. 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 six 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/expenditure, if any, in respect of securitisation /direct assignment is recognised upfront.
Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/ assignment.
Securitisation deferred consideration receivable comprises of Company's share of future interest strip receivables in case of a par structure securitised / assigned deals.
- vi. Interest income on fixed deposits/margin money, call money (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 recognized 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 recognized as rentals, as accrued on straight line basis over the period of the lease.

(k) Retirement and other employee benefits

Provident fund

All the employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future provident fund benefits other than its annual contribution and recognises such contributions as an expense in the period in which service is received.

Gratuity

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated 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 recognized 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. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

The un-recognised deferred tax assets are re-assessed by the Company at each balance sheet date and are recognised to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying cost of the deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(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 SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the 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 recognized 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 recognized 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, 2015	As at March 31, 2014
3	SHARE CAPITAL		
	Authorised		
	397,000,000 (March 31, 2014: 397,000,000) Equity Shares of Rs.10/- each	39,700.00	39,700.00
	20,000,000 (March 31, 2014: 20,000,000) Preference Shares of Rs.100/- each	20,000.00	20,000.00
		59,700.00	59,700.00
	Issued and Subscribed share capital		
	226,936,877 (March 31, 2014: 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, 2014: 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, 2015		As at March 31, 2014	
	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	226,863,936	22,686.39
Issued during the period - Employee stock option scheme	-	-	18,800	1.88
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, 2015, the amount of per equity share dividend recognized as distributions to equity shareholders was Rs. 10.00 (March 31, 2014 : Rs. 7.00). Out of the total dividend declared during the year ended March 31, 2015, amount of interim dividend paid was Rs. 4.00 per equity share (March 31, 2014: Rs. 3.00) and amount of final dividend proposed was Rs. 6.00 per equity share (March 31, 2014: Rs. 4.00).

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

c. Shares reserved for issue under options

During the year ended March 31, 2015 Nil (March 31, 2014 : 18,800) 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 1,364,918 equity shares (March 31, 2014 : 3,712,568) 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 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, 2015		As at March 31, 2014	
	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%
PHL Capital Private Limited	22,600,000	9.96%	22,600,000	9.96%
Genesis Indian Investment Company Limited	-	-	13,648,064	6.02%

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, 2015	As at March 31, 2014
Capital reserve	2,761.83	2,761.83
Capital redemption reserve	5,388.35	5,388.35
Securities premium account		
Balance as per last account	175,481.06	175,442.36
Add: Addition on ESOPs exercised	-	4.70
Add: Transferred from stock options outstanding	-	34.00
Closing balance	175,481.06	175,481.06
Debenture redemption reserve		
Balance as per last account	41,335.44	30,180.03
Add: Transfer from surplus balance in the statement of profit and loss	31,389.47	19,370.76
Less: Transfer to statement of profit and loss on account of redemption	(9,933.65)	(8,215.35)
Closing balance	62,791.26	41,335.44
Other reserves		
Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
Balance as per last account	155,199.79	129,199.79
Add: Transfer from surplus balance in the statement of profit and loss	25,000.00	26,000.00
Closing balance	180,199.79	155,199.79
General reserve		
Balance as per last account	78,153.63	65,153.63
Add: Transfer from surplus balance in the statement of profit and loss	12,500.00	13,000.00
Closing balance	90,653.63	78,153.63
Surplus in statement of profit and loss		
Balance as per last account	346,310.96	288,626.08
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	123,780.98	126,420.77
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	(25,000.00)	(26,000.00)
Transfer to general reserve	(12,500.00)	(13,000.00)
Transfer to/from debenture redemption reserve	(21,455.82)	(11,155.41)

		(Rs. in lacs)	
		As at March 31, 2015	As at March 31, 2014
4	RESERVES AND SURPLUS (Contd.)		
	Interim dividend [amount per share Rs. 4.00 (March 31, 2014: Rs. 3.00)]	(9,075.31)	(6,806.48)
	Tax on interim dividend	(1,814.51)	(1,156.34)
	Proposed final dividend [amount per share Rs. 6.00 (March 31, 2014: Rs. 4.00)]	(13,612.96)	(9,075.31)
	Tax on proposed dividend	(2,721.78)	(1,542.35)
	Total appropriations	(86,180.38)	(68,735.89)
	Net surplus in statement of profit and loss	383,829.91	346,310.96
	Total	901,105.83	804,631.06

		(Rs. in lacs)			
		As at March 31, 2015		As at March 31, 2014	
		Non- Current portion	Current maturities*	Non- Current portion	Current maturities*
5	LONG TERM BORROWINGS				
	Subordinated debts (Unsecured)	329,934.46	66,100.82	391,303.31	50,441.72
	Redeemable non-convertible debentures				
	Secured	1,380,890.97	396,866.53	891,321.70	424,315.39
	Less: Unamortised discount	(27.92)	(117.73)	(145.65)	(582.15)
		1,380,863.05	396,748.80	891,176.05	423,733.24
	Unsecured	-	2,150.00	2,150.00	79,580.00
	Less: Unamortised discount	-	-	-	(110.08)
		-	2,150.00	2,150.00	79,469.92
	Term loans from banks				
	Unsecured	10,000.00	-	10,000.00	-
	Secured	897,040.56	435,638.46	718,448.56	392,182.66
	Fixed deposits (Unsecured) #	470,043.50	65,929.39	192,407.45	38,010.66
	Term loans from financial institutions / corporates				
	Secured	68,900.00	37,800.00	65,700.00	38,800.00
	Loans and advances from related parties				
	Subordinated debts (Unsecured)				
	from Relative of Key Management Personnel	1.10	-	1.10	-
	from Enterprises having significant influence over the Company	239.94	28.09	-	-
	Redeemable non-convertible debentures (Secured)				
	from Key Management Personnel	3.00	-	3.00	-
	from Relative of Key Management Personnel	11.89	2.44	14.33	23.08
	from Enterprises having significant influence over the Company	5.00	-	-	-
	Fixed deposits (Unsecured)				
	from Relative of Key Management Personnel	33.98	3.00	5.09	1.10
	Total	3,157,076.48	1,004,401.00	2,271,208.89	1,022,662.38

* Amount disclosed under the Note 6 Other current liabilities

Includes deposits from corporates Rs. 7,497.61 lacs (March 31, 2014 Rs. 3,452.55 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, 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

Terms of repayment as on March 31, 2014

Long term borrowing

(Rs. in lacs)

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

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

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

5 LONG TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2014

Long term borrowing (Rs. in lacs)

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

Current maturity

Outstanding as at March 31, 2014 : Rs. Nil.

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

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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Terms of repayment as on March 31, 2014

Long term borrowing (Rs. in lacs)

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

Current maturity

Upto 12 months	-	8,038.37	21,903.35	29,941.72
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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, 2015	As at March 31, 2014	Redeemable at par on
Option -IV	10.40%	91.00	91.00	1-Jun-17
	10.81%	1,687.00	1,687.00	1-Mar-17
	11.25%	3,746.08	3,746.08	1-Dec-16
Option -V	10.25%	110.30	110.30	1-Jun-17
	10.75%	204.32	204.32	1-Jun-17
	11.00%	2,471.61	2,471.61	1-Jun-17
Total		8,310.31	8,310.31	

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014 : Rs. Nil.

Total subordinated debts	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	321,865.19	66,128.91	382,994.10	50,441.72
Public issue (iv)	8,310.31	-	8,310.31	-
Total subordinated debts	330,175.50	66,128.91	391,304.41	50,441.72
Less: issued to related parties	241.04	28.09	1.10	-
Total	329,934.46	66,100.82	391,303.31	50,441.72

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, 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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Terms of repayment as on March 31, 2014

Long term borrowing		(Rs. in lacs)				
Redeemable at par (from the date of the Balance Sheet)	Rate of interest					Total *
	< 10%	>= 10% < 12%	>= 12% < 14%	>= 14% < 16%		
48-60 months	-	1,978.33	-	-	-	1,978.33
36-48 months	-	9,385.75	939.52	-	-	10,325.27
24-36 months	1.84	47,445.47	719.40	0.88	-	48,167.59
12-24 months	2,584.05	137,415.90	-	792.92	-	140,792.87
Total	2,585.89	196,225.45	1,658.92	793.80	-	201,264.06

Current maturity

Upto 12 months	8,736.18	100,014.14	6.40	311.80	109,068.52
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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, 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.

¥ 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 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	

5 LONG TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2014

Long term borrowing (gross of unamortised discount on debenture of Rs. 145.65 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				Total
	< 10%^	>= 10% < 12%*^¥	>= 12% < 14%	>= 14% < 16%	
Over 60 months	5,960.00	120,920.00	-	-	126,880.00
48-60 months	1,500.00	17,500.00	-	-	19,000.00
36-48 months^	3,800.00	76,000.00	-	-	79,800.00
24-36 months*^¥	7,750.00	123,805.00	-	-	131,555.00
12-24 months^	6,600.00	40,800.00	-	-	47,400.00
Total	25,610.00	379,025.00	-	-	404,635.00

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

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

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

Sr No	Rate of interest	Amount	Put/Call option date
1	10.60%	625.00	12-Aug-16
Total		625.00	

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

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				Total
	< 10%^¥	>= 10% < 12%*^¥	>= 12% < 14%	>= 14% < 16%	
upto 12 months*^¥	62,010.00	217,585.00	-	-	279,595.00

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

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

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

Sr No	Rate of interest	Amount	Put/Call option date
1	10.50%	625.00	13-Aug-14
2	10.30%	20,000.00	20-Jul-14
3	9.35%	5,000.00	23-Jun-14
4	9.35%	15,000.00	23-Jun-14
Total		40,625.00	

Nature of security

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

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

5 LONG TERM BORROWINGS (Contd.)

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

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

Upto 12 months*	-	1,000.00	-	-	1,000.00
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*Partly paid to the extent of Rs. 1,000,000/-

Terms of repayment as on March 31, 2014

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

Outstanding as at March 31, 2014 : Rs. Nil.

Current maturity

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	
Upto 12 months*	-	1,600.00	-	-	1,600.00

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

Nature of security

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

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

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

Terms of repayment

Long term borrowing

Outstanding as at March 31, 2015 & March 31, 2014 : Rs. Nil.

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.00%	-	1,484.62	26-Aug-14	-
	11.25%	-	260.36	26-Aug-14	-
Option -II	11.25%	-	1,123.20	26-Aug-14	-
	11.50%	-	351.72	26-Aug-14	-
Option -III	11.03%	-	7,508.65	26-Aug-14	-
Option -IV	11.00%	-	999.10	26-Aug-14	-
Total		-	11,727.65		

Nature of security

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

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

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

5 LONG TERM BORROWINGS (Contd.)

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

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

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

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

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

Terms of repayment

Long term borrowing

(Rs. in lacs)					
Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	-	1,424.68	1-Jun-15	-
	9.50%	-	3,918.55	1-Jun-15	-
	9.75%	-	1,160.60	1-Jun-15	-
	10.00%	-	231.60	1-Jun-15	-
Option -II	9.50%	-	897.03	1-Jun-17	2-Jun-15
	10.00%	-	832.20	1-Jun-17	2-Jun-15
	10.25%	-	3,802.59	1-Jun-17	2-Jun-15
	10.50%	-	722.54	1-Jun-17	2-Jun-15
Option -III	9.75%	-	808.45	1-Jun-15	-
	10.25%	-	785.68	1-Jun-15	-
	10.50%	-	1,756.76	1-Jun-15	-
	10.75%	-	385.28	1-Jun-15	-
Total		-	16,725.96		

Current maturity

(Rs. in lacs)					
Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	1,424.68	-	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	-
	9.75%	-	1,616.90	1-Jun-14	-
	10.25%	-	1,571.36	1-Jun-14	-
	10.50%	-	3,513.52	1-Jun-14	-
10.75%	-	770.56	1-Jun-14	-	
Total		16,597.32	7,472.34		

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.

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 and as per the terms of the issue Rs. 7,472.34 lacs were redeemed on 1-June-2013.

Put options were exercised for option I on 1-June-2013 and Rs. 9,109.04 lacs were paid on 05-July-2013 in compliance with the terms of issue.

The Company has bought back non-convertible debentures of Rs. 128.64 lacs on 28-October-2014.

The Company has redeemed non-convertible debenture of Rs. 7,472.34 lacs on 1-June-2014 as per the terms of the issue.

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

Terms of repayment

Long term borrowing

Option detail	Rate of interest	(Rs. in lacs)			
		As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.60%	-	53,470.83	11-Jul-16	12-Jul-15
	11.35%	-	24,313.78	11-Jul-16	12-Jul-15
	11.10%	-	7,340.36	11-Jul-16	12-Jul-15
Total		-	85,124.97		

Current maturity

Option detail	Rate of interest	(Rs. in lacs)			
		As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.60%	53,467.20	-	11-Jul-16	12-Jul-15
	11.35%	24,304.40	-	11-Jul-16	12-Jul-15
	11.10%	7,324.64	-	11-Jul-16	12-Jul-15
Option -II	11.35%	-	3,462.05	11-Jul-14	-
	11.10%	-	3,173.19	11-Jul-14	-
	11.00%	-	8,239.72	11-Jul-14	-
Total		85,096.24	14,874.96		

Nature of security

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

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

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

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

The Company has bought back non-convertible debentures of Rs. 28.73 lacs on 28-October-2014.

The Company has redeemed non-convertible debenture of Rs 14,874.96 lacs on 11-July-2014 as per the terms of the issue.

5 LONG TERM BORROWINGS (Contd.)

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

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, 2015	As at March 31, 2014		
Series -I	11.15%	-	8,569.28	9-Aug-15	-
	10.25%	-	14,894.88	9-Aug-15	-
Series -II	11.40%	13,349.04	13,423.10	9-Aug-17	-
	10.50%	12,845.22	12,788.11	9-Aug-17	-
Series -III	11.15%	-	3,725.06	9-Aug-15	-
	10.25%	-	161.04	9-Aug-15	-
Series -IV	11.40%	6,251.50	6,315.11	9-Aug-17	-
	10.50%	175.63	123.42	9-Aug-17	-
Total		32,621.39	60,000.00		

Terms of repayment

Current maturity

Series detail	Rate of interest	(Rs. in lacs)		Redeemable at par on	Put and Call option
		As at March 31, 2015	As at March 31, 2014		
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	-		

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.

5 LONG TERM BORROWINGS (Contd.)

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

Terms of repayment

Long term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series -I	10.90%	12,850.81	12,829.17	1-Aug-16	-
	9.65%	13,542.26	13,568.20	1-Aug-16	-
Series -II	11.15%	11,561.58	11,586.22	31-Jul-17	-
	9.80%	3,378.46	3,356.06	31-Jul-17	-
	11.15%	11,561.58	11,586.22	31-Jul-18	-
	9.80%	3,378.46	3,356.07	31-Jul-18	-
Series -III	10.63%	5,801.02	5,797.30	31-Jul-18	-
	9.40%	96.00	104.42	31-Jul-18	-
Series -IV	10.90%	6,044.39	6,075.57	1-Aug-16	-
	9.65%	72.64	43.60	1-Aug-16	-
Series -V	11.15%	2,631.70	2,637.50	31-Jul-17	-
	9.80%	9.66	5.61	31-Jul-17	-
	11.15%	2,631.70	2,637.50	31-Jul-18	-
	9.80%	9.64	5.60	31-Jul-18	-
Total		73,569.90	73,589.04		

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014 : 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. 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.

ix) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2013)-2

Terms of repayment

Long term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and call option
Series -I	11.25%	7,745.00	7,762.63	24-Oct-16	-
	10.75%	19,390.84	19,373.21	24-Oct-16	-
Series -II	11.50%	3,167.15	3,164.51	24-Oct-18	-
	10.75%	7,486.37	7,489.01	24-Oct-18	-
Series -III	11.75%	4,710.54	4,734.26	24-Oct-20	-
	10.75%	3,047.01	3,023.29	24-Oct-20	-
Series -IV	11.25%	2,250.99	2,253.65	24-Oct-16	-
	10.75%	14.61	11.95	24-Oct-16	-
Series -V	11.50%	809.92	809.97	24-Oct-18	-
	10.75%	5.05	5.00	24-Oct-18	-
Series -VI	11.75%	1,348.34	1,370.42	24-Oct-20	-
	10.75%	24.18	2.10	24-Oct-20	-
Total		50,000.00	50,000.00		

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014: Rs. Nil.

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. 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.

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

Terms of repayment

Long term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and call option
Series I	9.85%	111,578.53	-	15-Jul-17	-
	11.00%	6,571.96	-	15-Jul-17	-
	11.25%	7,742.19	-	15-Jul-17	-
Series II	10.00%	33,145.30	-	15-Jul-19	-
	11.25%	3,138.76	-	15-Jul-19	-
	11.50%	2,126.97	-	15-Jul-19	-
Series III	10.15%	5,588.00	-	15-Jul-21	-
	11.50%	5,327.02	-	15-Jul-21	-
	11.75%	2,691.85	-	15-Jul-21	-
Series IV	9.57%	51.76	-	15-Jul-19	-
	10.71%	1,427.85	-	15-Jul-19	-
	10.94%	1,304.03	-	15-Jul-19	-
Series V	9.71%	2.17	-	15-Jul-21	-
	10.94%	2,090.82	-	15-Jul-21	-
	11.17%	1,425.67	-	15-Jul-21	-
Series VI	9.85%	5,018.55	-	15-Jul-17	-
	11.00%	2,803.29	-	15-Jul-17	-
	11.25%	1,118.11	-	15-Jul-17	-
Series VII	10.00%	4.55	-	15-Jul-19	-
	11.25%	1,023.08	-	15-Jul-19	-
	11.50%	492.60	-	15-Jul-19	-
Series VIII	10.15%	33.17	-	15-Jul-21	-
	11.50%	1,893.46	-	15-Jul-21	-
	11.75%	885.02	-	15-Jul-21	-
Total		197,484.71	-		

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014: 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.

5 LONG TERM BORROWINGS (Contd.)

(Rs. in lacs)

Total non-convertible debentures- secured	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	1,027,234.86	267,851.65	605,899.06	390,263.52
Public issue (iv+v+vi+vii+viii+ix+x)	353,676.00	129,017.32	285,439.97	34,074.95
Total non-convertible debentures- secured	1,380,910.86	396,868.97	891,339.03	424,338.47
Less: issued to related parties	19.89	2.44	17.33	23.08
Total	1,380,890.97	396,866.53	891,321.70	424,315.39

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, 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.

Terms of repayment as on March 31, 2014

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

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	<10%	>=10% <12%^	
12-24 months^	-	2,150.00	2,150.00
Total	-	2,150.00	2,150.00

^NCDs amounting to Rs. 2,150.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Current maturity (gross of unamortised discount on debenture of Rs. 110.08 lacs)

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	<10%^	>=10% <12%^¥	
upto 12 months^¥	22,750.00	56,830.00	79,580.00
Total	22,750.00	56,830.00	79,580.00

^NCDs amounting to Rs. 23,170.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

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

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.07%	25,000.00	30-Apr-14
Total		25,000.00	

5 LONG TERM BORROWINGS (Contd.)

D) Term loans from bank- unsecured

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	-

As at March 31, 2014

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non- current portion	Current maturities
36-48 months	14.00%	Bullet	10,000.00	-
Total			10,000.00	-

E) Term loans from banks - secured

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.)

As at March 31, 2014

Terms of repayment

Long term borrowing

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non- current portion	Current maturities
48-60 months	10.50% to 11.20%	10 to 48 installments of monthly, quarterly and half-yearly frequency	126,488.69	32,000.00
36-48 months	10.35% to 11.25%	5 to 48 installments of monthly, quarterly, half-yearly and yearly frequency	308,208.36	116,668.67
24-36 months	10.00% to 11.75%	1 to 60 installments of bullet, monthly, quarterly, half-yearly and yearly frequency	213,203.52	110,714.29
12-24 months (* refer security details)	9.00% to 12.25%	1 to 60 installments of bullet, monthly, quarterly and half-yearly frequency	70,547.99	58,486.01
Upto 12 months	9.75% to 12.75%	1 to 48 installments of bullet, monthly and quarterly frequency	-	74,313.69
Total			718,448.56	392,182.66

(Rs. in lacs)

Nature of security	As at March 31, 2014
a) * includes secured by hypothecation of vehicles for own use	2.91
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,110,628.31
Total	1,110,631.22

F) Fixed deposits- unsecured -Refer note 27

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.)

Terms of repayment as on March 31, 2014

Long term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%	>=10% <12%	Total
48-60 months	-	9,075.19	9,075.19
36-48 months	-	5,968.13	5,968.13
24-36 months	0.02	134,125.09	134,125.11
12-24 months	14,325.65	28,918.46	43,244.11
Total	14,325.67	178,086.87	192,412.54
Current maturity			
Upto 12 months	19,502.62	18,509.14	38,011.76

(Rs. in lacs)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total Fixed deposits	470,077.48	65,932.39	192,412.54	38,011.76
Less: issued to related parties	33.98	3.00	5.09	1.10
Total	470,043.50	65,929.39	192,407.45	38,010.66

G) Term Loan from financial institution/corporates - secured

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	10.00%	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.

5 LONG TERM BORROWINGS (Contd.)

As at March 31, 2014

Terms of repayment

Long term borrowing

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non- current portion	Current maturities
36-48 months	11.10%	20 installments of quarterly frequency	27,500.00	10,000.00
24-36 months	10.50%	11 installments of quarterly frequency	33,200.00	16,800.00
12-24 months	11.00%	10 installments of quarterly frequency	5,000.00	12,000.00
Total			65,700.00	38,800.00

Nature of security

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

(Rs. in lacs)

Total long-term borrowing	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Secured borrowings	2,346,823.50	870,189.70	1,675,341.94	854,738.98
Unsecured borrowings	810,252.98	134,211.30	595,866.95	167,923.40
Total long-term borrowings	3,157,076.48	1,004,401.00	2,271,208.89	1,022,662.38

(Rs. in lacs)

6	OTHER LIABILITIES	As at March 31, 2015		As at March 31, 2014	
		Long-term	Short-term	Long-term	Short-term
	Current maturities of long term debts [Refer Note 5]	-	1,004,401.00	-	1,022,662.38
	Interest accrued but not due on loans β	57,229.69	101,569.80	48,797.04	100,142.54
	Investor education and protection fund shall be credited by the following amounts (as and when due)				
	- Unclaimed dividend	-	821.59	-	773.97
	- Unclaimed matured deposits and interest accrued thereon	-	3,718.52	-	4,496.26
	- Unclaimed matured debentures and interest accrued thereon	-	5,566.28	-	6,324.62
	- Unclaimed matured subordinate debts and interest accrued thereon	-	1,855.92	-	6,295.16
	Temporary credit balance in bank accounts	-	3,418.49	-	3,614.54
	Tax deducted at source	-	1,954.32	-	1,662.07
	Statutory dues pertaining to employees	-	433.13	-	340.68
	Value added tax	-	412.34	-	412.34
	Works contract tax payable	-	3.57	-	1.17
	Unrealised gain on securitisation*	24,387.06	50,009.19	35,842.13	78,270.16
	Payable to subsidiary company \$	-	-	-	632.74
	Retention and others	15,517.51	-	12,232.25	-
	Total	97,134.26	1,174,164.15	96,871.42	1,225,628.63

β Includes interest payable to subsidiary M/s. Shriram Equipment Finance Company Limited Rs. 8.15 lacs (March 31, 2014: Rs. Nil)

* Includes realised gain on premium structure securitisation / assignment deals amounting to Rs. Nil (March 31, 2014: Rs. 155.31 lacs) - Also refer note 2.1 (j) (v).

\$ Payable to subsidiary company M/s. Shriram Automall India Limited Rs. Nil (March 31, 2014: Rs. 632.74 lacs)

(Rs. in lacs)

7	PROVISIONS	As at March 31, 2015		As at March 31, 2014	
		Long-term	Short-term	Long-term	Short-term
	For employee benefits				
	For gratuity	-	28.52	-	44.96
	For leave encashment and availment	-	1,626.56	-	1,555.75
	For others				
	For non-performing assets	151,501.84	-	114,759.11	-
	For standard assets [Refer note (f) of note 2.1]	7,148.53	4,859.72	5,044.61	3,982.70
	For credit loss on securitisation	-	-	7,370.36	-
	For service tax- contested	-	8,793.99	-	8,793.99
	For value added tax	-	575.66	-	-
	For income tax [net of advance tax Rs. 224,663.81 lacs (March 31, 2014: Rs. 166,920.12 lacs)]	-	7,564.75	-	4,360.64
	Proposed dividend	-	13,612.96	-	9,075.31
	Corporate dividend tax	-	2,721.78	-	1,542.35
	Total	158,650.37	39,783.94	127,174.08	29,355.70

(Rs. in lacs)

	As at March 31, 2015	As at March 31, 2014
8 SHORT TERM BORROWINGS		
Secured		
Redeemable non-convertible debentures	-	41,000.00
Term loans		
i) From banks	236,344.91	194,799.86
ii) From financial institutions/corporates	-	10,000.00
Loans repayable on demand (secured)		
Cash credit	17,022.32	35,213.34
Unsecured		
Unsecured loan from subsidiary	773.36	-
Term loan from banks	12,000.00	2,200.00
Commercial papers from other than banks	-	16,000.00
Less: unamortised discount	-	(623.41)
	-	15,376.59
Total	266,140.59	298,589.79

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, 2015

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

Terms of repayment as on March 31, 2014

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	>=10% <12%¥	Total
Upto 12 months	40,000.00	40,000.00
Total	40,000.00	40,000.00

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

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.95%	30,000.00	26-Sep-14
2	10.72%	7,500.00	24-Sep-14
3	10.72%	2,500.00	24-Sep-14
Total		40,000.00	

Nature of security

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

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

8 SHORT TERM BORROWINGS (Contd.)

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

Terms of repayment as on March 31, 2015

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

Terms of repayment as on March 31, 2014

(Rs. in lacs)

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

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

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

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.50%	1,000.00	19-Aug-14

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, 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.

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.00 % to 11.25%	Bullet	194,799.86
Total			194,799.86

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

C) Term loans from financial institution - secured

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

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.25%	Bullet	10,000.00
Total			10,000.00

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.)

D) Term loans from bank -unsecured

			(Rs. in lacs)
Terms of repayment			
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.

			(Rs. in lacs)
Terms of repayment			
Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.00%	Bullet	2,200.00
Total			2,200.00

E) Cash credit from bank

		(Rs. in lacs)
		As at March 31, 2015
		As at March 31, 2014
Secured by hypothecation of specific assets covered under hypothecation loan agreements	17,022.32	35,213.34
Total	17,022.32	35,213.34

F) Commercial paper

Outstanding as at March 31, 2015 : Rs. Nil. (Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.20 % to 10.35 %	Bullet	16,000.00
Total			16,000.00

Note

The amount of commercial paper is disclosed at gross value. The amount of unamortised discount on commercial paper is Rs. 623.41 lacs.

G) Unsecured loan from subsidiary

			(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

Outstanding as at March 31, 2014 : Rs. Nil. (Rs. in lacs)

		(Rs. in lacs)
Total short-term borrowings		As at March 31, 2015
		As at March 31, 2014
Secured borrowings	253,367.23	281,013.20
Unsecured borrowings	12,773.36	17,576.59
Total short-term borrowings	266,140.59	298,589.79

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 & INTANGIBLE FIXED ASSETS									
Gross block									
As at April 01, 2013	10.76	526.03	5,702.35	219.90	1,593.14	82.27	4,881.84	13,016.29	986.30
Additions	3.39	-	2,834.05	91.68	744.52	0.10	3,417.34	7,091.08	89.11
Deletions	-	138.48	271.85	12.77	116.28	4.22	481.83	1,025.43	-
Adjustment*	-	-	-	-	-	-	-	-	-
As at March 31, 2014	14.15	387.55	8,264.55	298.81	2,221.38	78.15	7,817.35	19,081.94	1,075.41
Additions	-	25.31	1,279.75	551.31	521.13	24.64	1,807.29	4,209.43	68.23
Deletions	-	-	309.30	70.30	126.76	5.69	615.12	1,127.17	-
Adjustment*	-	-	(1,521.83)	1,521.83	-	-	-	-	-
As at March 31, 2015	14.15	412.86	7,713.17	2,301.65	2,615.75	97.10	9,009.52	22,164.20	1,143.64
Depreciation									
As at April 01, 2013	-	127.84	2,657.52	117.84	894.14	67.83	3,324.44	7,189.61	807.74
Charge for the year	-	7.33	1,118.14	43.37	512.19	4.57	1,122.68	2,808.28	103.18
Deletions	-	41.48	216.99	8.29	85.41	4.01	461.55	817.73	-
Adjustment*	-	-	-	-	-	-	-	-	-
As at March 31, 2014	-	93.69	3,558.67	152.92	1,320.92	68.39	3,985.57	9,180.16	910.92
Retained earnings	-	-	16.48	107.85	-	-	-	124.33	-
Charge for the year	-	6.50	1,671.35	421.00	388.69	2.94	1,453.05	3,943.53	104.85
Deletions	-	-	266.45	61.43	102.39	5.41	592.64	1,028.32	-
Adjustment*	-	-	(309.65)	309.65	-	-	-	-	-
As at March 31, 2015	-	100.19	4,670.40	929.99	1,607.22	65.92	4,845.98	12,219.70	1,015.77
Net Block									
As at March 31, 2014	14.15	293.86	4,705.88	145.89	900.46	9.76	3,831.78	9,901.78	164.49
As at March 31, 2015	14.15	312.67	3,042.77	1,371.66	1,008.53	31.18	4,163.54	9,944.50	127.87

* Adjustment is on account of regrouping of fixed assets

	Year ended	
	March 31, 2015	March 31, 2014
Depreciation and amortisation		
on tangible assets	3,943.53	2,808.28
on intangible assets	104.85	103.18
on investment property	2.24	2.33
Total	4,050.62	2,913.79

(Rs. in lacs)

		As at March 31, 2015	As at March 31, 2014
10	NON-CURRENT INVESTMENTS		
1	Investment property (net of depreciation)	195.23	197.47
2	Non trade :		
A.	a) Investment in equity shares-unquoted	4,067.20	4,065.00
	b) Investment in preference shares	25,000.00	25,000.00
B.	Investment in government securities	75,333.42	33,089.48
C.	Investment in subordinated debts	5,000.00	5,000.00
D.	Investment in venture capital fund	1,655.64	1,453.04
E.	Investment in mutual fund	200.00	200.00
	Less : Aggregate provision for diminution in value of investments	(25.00)	(25.00)
	Total	111,426.49	68,979.99

(Rs. in lacs)

Particulars	Face value	Quantity	Amount	Quantity	Amount
		As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
Investment property (at cost less accumulated depreciation)					
Cost of land and building given on operating lease			211.66		211.66
Less: accumulated depreciation			16.43		14.19
Net Block			195.23		197.47
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 @	10	10,000,000	1,000.00	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, 2014: Rs. 25.00 lacs))	10	25,000	-	25,000	-
The Zoroastrian Co-operative Bank Limited (Purchased 100 share of Rs 25/- each during the year)	25	100	0.03	-	-
Freight Commerce Solutions Private Limited (Purchased 3,705 share of Rs 10/- each during the year)	10	3,705	0.37	-	-
Shriram Seva Sankalp Foundation (Purchased 18,000 share of Rs 10/- each during the year)	10	18,000	1.80	-	-

10 NON-CURRENT INVESTMENTS (Contd.)

Particulars	Face value	Quantity		Amount	
		As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
(Rs. in lacs)					
b) Unquoted - Preference shares					
Investment in wholly owned subsidiaries					
Shriram Equipment Finance Company Limited	100	25,000,000	25,000.00	25,000,000	25,000.00
B. Government Securities [Refer note 27]					
Quoted					
6.13% GOI Loan 2028	100	176,000	177.36	176,000	177.47
6.35% GOI Loan 2020	100	2,500,000	2,405.49	2,500,000	2,385.64
6.49% GOI Loan 2015	100	-	-	500,000	495.73
6.90% GOI Loan 2019	100	5,000,000	4,832.76	5,000,000	4,793.75
7.02% GOI Loan 2016	100	400,000	398.27	400,000	397.02
7.80% GOI Loan 2020	100	2,500,000	2,496.07	2,500,000	2,495.30
8.13% GOI Loan 2022	100	2,500,000	2,502.04	2,500,000	2,502.31
8.24% GOI Loan 2027	100	500,000	497.49	500,000	497.28
8.26% GOI Loan 2027	100	7,500,000	7,374.83	7,500,000	7,364.70
8.28% GOI Loan 2027	100	7,500,000	7,019.13	7,500,000	6,980.61
8.97% GOI Loan 2030	100	2,500,000	2,658.25	2,500,000	2,668.33
8.33% GOI Loan 2026	100	2,500,000	2,345.07	2,500,000	2,331.34
8.28% GOI Loan 2027 (Purchased during the year)	100	7,500,000	7,265.31	-	-
8.83% GOI Loan 2023 (Purchased during the year)	100	10,000,000	10,078.04	-	-
7.16% GOI Loan 2023 (Purchased during the year)	100	12,500,000	11,917.43	-	-
8.33% GOI Loan 2026 (Purchased during the year)	100	5,000,000	5,145.47	-	-
8.60% GOI Loan 2028 (Purchased during the year)	100	7,500,000	8,220.41	-	-
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. 237.13 lacs (March 31, 2014: Rs. 579.89 lacs) and redeemed during the year is Rs. 34.54 lacs (March 31, 2014: Rs. Nil))	10,000	16,556	1,655.64	14,530	1,453.04
E. Quoted: Investment in mutual fund					
Shriram Equity & Debt Opportunities Fund Direct -Growth	10	2,000,000	200.00	2,000,000	200.00
Total			111,426.49		68,979.99
Aggregate value of quoted investments					
Cost of acquisition			75,533.42		33,289.48
Market value			78,023.63		29,642.13
Aggregate value of unquoted investments					
Cost of acquisition			35,722.84		35,518.04
Aggregate provision for diminution in value of investments			25.00		25.00

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

(Rs. in lacs)

	As at March 31, 2015	As at March 31, 2014
11 DEFERRED TAX ASSETS (NET)		
Deferred tax asset		
Fixed asset: Impact of difference between tax depreciation and depreciation /amortisation charged for financial reporting period	1,045.39	547.80
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.	4,020.11	4,440.61
Provision for securitisation	17,509.87	18,240.09
Provision for standard assets	4,081.61	3,068.38
Gross deferred tax assets (A)	26,656.98	26,296.88
Deferred tax liability		
Debenture issue expenses	1,008.53	1,180.65
Gross deferred tax liability (B)	1,008.53	1,180.65
Net deferred tax assets (A-B)	25,648.45	25,116.23

(Rs. in lacs)

	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current portion #	Non-current portion	Current portion #
12 LOANS AND ADVANCES				
Unsecured, considered good				
Capital advances	226.69	-	277.59	-
Security deposits	2,653.12	682.17	2,761.66	827.03
Secured, considered good				
Hypothecation loans	2,771,925.76	1,812,182.07	1,943,326.59	1,443,622.10
Retained interest on securitisation	24,011.94	33,466.27	41,178.54	40,768.00
Other loans	48,625.79	16,503.67	10.19	30.05
Securitisation deferred consideration receivable	24,387.06	50,009.19	37,139.46	79,937.37
Unsecured, considered good				
Unsecured loans	8,730.59	73,797.36	13,169.34	103,295.32
Advance - hypothecation loans	1,119.60	-	1,007.45	-
Debtors on securitisation (Net of delinquency provision Rs. 51,514.79 lacs, March 31, 2014 Rs. 46,292.75 lacs)	-	-	-	34.09
Unsecured, considered good				
Advance recoverable from subsidiaries [Refer note 28]*\$	-	22.25	14,152.06	189.96
Doubtful				
Secured hypothecation loans	178,684.89	-	139,211.07	-
Other loans	-	-	350.64	-
Unsecured loan	10,692.98	-	5,452.50	-
Advances recoverable in cash or in kind or for value to be received	36.03	-	36.14	-

12 LOANS AND ADVANCES (Contd.)

	(Rs. in lacs)			
	As at March 31, 2015		As at March 31, 2014	
	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	2,708.85	3,720.00	3,402.37	7,934.04
Service tax credit (input) receivable	-	3,238.41	-	2,308.62
Prepaid expenses	77.96	472.31	155.26	813.28
Advance income tax (net of provision for taxation) [net of provision for income tax Rs. 235,687.55 lacs (March 31, 2014: Rs. 235,687.55 lacs)]	8,405.89	-	8,405.89	-
Total	3,082,287.15	1,994,093.70	2,210,036.75	1,679,759.86

Includes current maturities of long term loans and advances

* Advance given to subsidiary M/s. Shriram Equipment Finance Company Limited Rs. Nil (March 31, 2014: Rs. 14,342.02 lacs)

* Maximum advance given to subsidiary M/s. Shriram Equipment Finance Company Limited at anytime during the year: Rs. 34,897.44 lacs (March 31, 2014: Rs. 49,666.37 lacs)

\$ Advance given to subsidiary M/s. Shriram Automall India Limited Rs. 22.25 lacs (March 31, 2014: Rs. Nil)

\$ Maximum advance given to subsidiary M/s. Shriram Automall India Limited at anytime during the year : Rs. 713.22 lacs (March 31, 2014: Rs. 1,849.97 lacs)

	(Rs. in lacs)			
	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current portion	Non-current portion	Current portion
13 OTHER ASSETS				
Unsecured, considered good				
Fixed deposits with banks (Note 15)	290.80	-	0.50	-
Margin money deposit with banks (Note 15)	6,727.97	-	6,374.05	-
Interest accrued on investments	-	1,578.11	-	1,029.29
Interest accrued on fixed deposits with banks	58.14	3,210.49	372.08	5,302.51
Public issue expenses for non-convertible debentures	1,664.06	1,303.09	1,957.42	1,516.10
Issue expenses for equity shares	569.59	152.77	738.45	152.77
Total	9,310.56	6,244.46	9,442.50	8,000.67

(Rs. in lacs)

	As at	As at
	March 31, 2015	March 31, 2014
14 CURRENT INVESTMENTS		
1 Investment in government securities	499.32	-
2 a) Investment in certificate of deposit with banks	220,792.81	203,561.74
b) Investment in mutual fund	-	1.40
Less : Aggregate provision for diminution in value of investments	-	(16.81)
	221,292.13	203,546.33

14 CURRENT INVESTMENTS (Contd.)

Particulars	Face value	(Rs. in lacs)			
		Quantity	Amount	Quantity	Amount
		As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
Current portion of long term investments (valued at cost unless otherwise mentioned)					
Quoted: Government Securities [Refer note 27]					
6.49% GOI loan 2015	100	500,000	499.32	-	-
This security is redeemable on June 8, 2015 at par					
Current investments (At lower of cost and fair value)					
a) Unquoted: Investment in Certificate of deposit with banks					
Allahabad Bank		-	-	20,000	19,587.42
Andhra Bank (At cost less provision for diminution in value of Rs. Nil (March 31, 2014: Rs. 9.39 Lacs))		10,000	9,817.48	30,000	29,458.76
Bank of Baroda (At cost less provision for diminution in value of Rs. Nil (March 31, 2014: Rs. 0.01 Lacs))		-	-	2,500	2,452.54
Bank of Maharashtra		25,000	24,562.73	-	-
Central Bank of India		-	-	10,000	9,896.90
Corporation Bank		30,000	29,386.23	-	-
Industrial Development Bank of India Limited (At cost less provision for diminution in value of Rs. Nil (March 31, 2014: Rs. 7.41 lacs))		-	-	25,000	24,556.87
Indusind Bank Limited		-	-	10,000	9,797.95
Jammu & Kashmir Bank		25,000	24,540.55	-	-
Oriental Bank of Commerce		35,000	34,422.50	-	-
Punjab & Sindh Bank		30,000	29,416.65	-	-
South Indian Bank		-	-	30,000	29,330.27
State Bank of Bikaner and Jaipur		25,000	24,496.16	-	-
Syndicate Bank		25,000	24,568.65	20,000	19,670.98
UCO Bank		20,000	19,581.86	30,000	29,301.33
Union Bank of India		-	-	20,000	19,670.98
Vijaya Bank		-	-	10,000	9,820.93
b) Quoted: Investment in Mutual Fund					
DWS Insta cash plus fund - direct plan - Growth (Redeemed during the year)	10	-	-	840.33	1.40
Total			221,292.13		203,546.33
Aggregate Value of Quoted Investments					
Cost of acquisition			499.32		1.40
Market value			498.04		1.40
Aggregate value of unquoted investments					
Cost of acquisition			220,792.81		203,544.93
Aggregate provision for diminution in value of investments			-		16.81

		As at March 31, 2015		As at March 31, 2014	
		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	-	165,145.63	-	184,449.84
	Unpaid dividend accounts	-	821.59	-	773.96
	Deposits with original maturity of less than three months	-	164,704.00	-	260,596.00
	ii) Cheques on hand	-	7,367.11	-	1,976.67
	iii) Cash on hand	-	10,794.43	-	13,587.88
	iv) Call Money (CBLO)	-	-	-	69,882.53
		-	348,832.76	-	531,266.88
	Other bank balances				
	Deposits with original maturity for more than 12 months	290.80	9.22	0.50	290.80
	Deposits with original maturity for more than 3 months but less than 12 months	-	6,582.59	-	31,878.40
	Margin money deposit #	6,727.97	116,915.32	6,374.05	145,161.68
		7,018.77	123,507.13	6,374.55	177,330.88
	Amount disclosed under non-current assets [Refer Note 13]	(7,018.77)	-	(6,374.55)	-
	Total	-	472,339.89	-	708,597.76

Includes deposits of Rs. 115,097.11 lacs (March 31, 2014 : Rs. 139,935.51 lacs) pledged with Banks as margin for credit enhancement, Rs. 8,106.35 lacs (March 31, 2014: Rs. 11,194.65 lacs) as margin for guarantees and Rs. 439.84 lacs (March 31, 2014: Rs. 405.57 lacs) pledged as lien against loans taken.

		Year ended March 31, 2015	Year ended March 31, 2014
16	REVENUE FROM OPERATIONS		
	Interest income on		
	- loan portfolio and related charges	726,549.70	583,812.47
	- securitisation and direct assignment	21,132.89	85,372.36
	- pass through certificates*	55,827.62	48,304.69
	- margin money on securitisation/assignments	10,971.17	13,354.78
	- deposits with banks	1,656.67	6,421.74
	- long-term investments	4,675.73	2,725.87
	- current investments	867.55	2,864.01
	Other financial services		
	Reversal of provision for credit loss on securitisation	2,148.31	11,475.54
	Income from portfolio management services	1.68	85.67
	Income from commission services	5,414.12	3,617.42
	Bad debt recovery	473.08	474.08
	Dividend on long-term investments [includes dividend from subsidiary Rs. 2.50 lacs (March 31, 2014: Rs. 2.50 lacs)]	2.75	3.00
	Profit on sale of long-term investments (net)	-	134.40
	Profit on sale of current investments (net)	33,973.46	29,363.67
	Total	863,694.73	788,009.70

* Includes Rs 7,033.92 lacs (March 31, 2014: Rs. 16,501.23 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
17	OTHER INCOME		
	Income from operating lease	10.14	10.14
	Profit on sale of assets (net)	-	308.21
	Miscellaneous income	767.58	497.86
	Total	777.72	816.21

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
18	EMPLOYEE BENEFIT EXPENSES		
	Salaries, other allowances and bonus	38,263.53	37,485.00
	Gratuity expenses	639.30	207.03
	Contribution to provident and other funds	2,639.32	2,079.94
	Expense on Employee Stock Option Scheme	-	0.90
	Staff welfare expenses	1,416.71	1,113.10
	Total	42,958.86	40,885.97

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
19	FINANCE COST		
	Interest expense		
	Debentures	174,222.09	157,834.99
	Subordinated debts	47,699.21	49,898.36
	Fixed deposits	41,603.99	18,404.23
	Loans from banks	145,429.78	126,487.99
	Loans from institutions and others	11,296.28	9,939.64
	Commercial paper	623.41	1,647.01
	Other borrowing costs		
	Professional charges-resource mobilisation	9,414.93	9,239.80
	Processing charges on loans	857.88	1,045.75
	Brokerage	6,088.93	12,270.88
	Sourcing fees	-	716.59
	Service charges	-	4,299.56
	Amortisation of public issue expenses for non-convertible debentures	1,761.70	1,467.06
	Total	438,998.20	393,251.86

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
20	OTHER EXPENSES		
	Rent	7,869.58	7,370.68
	Electricity expenses	1,175.06	930.76
	Repairs & maintenance		
	- Buildings	-	0.29
	- Others	634.37	890.26
	Rates & taxes	37.81	168.27
	Printing & stationery	1,354.51	1,350.57
	Travelling & conveyance	10,543.73	10,442.15

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
20	OTHER EXPENSES (Contd.)		
	Advertisement	315.21	156.27
	Business promotion	8,750.19	2,350.07
	Royalty	5,892.34	2,093.94
	Directors' sitting fees	10.16	10.93
	Insurance	41.30	39.43
	Communication expenses	4,166.09	4,074.20
	Payment to auditor [Refer Note 31]		
	As Auditor:		
	- Audit fees	135.38	122.64
	- Tax audit fees	7.43	6.90
	- Out of pocket	6.85	4.60
	In any other manner:		
	- Certification	2.34	2.34
	Bank charges	3,050.09	3,049.29
	Processing charges on securitisation	-	5.31
	Professional charges on securitisation	3,170.41	5,709.05
	Legal & professional charges	3,464.29	2,724.68
	Donations	617.72	477.25
	Loss on sale of fixed assets (net)	35.75	-
	Issue expenses for equity shares	152.78	152.78
	Service charges	4,528.64	3,937.95
	CSR Expenses	73.89	135.95
	Miscellaneous expenses	9,274.77	7,883.78
	Total	65,310.69	54,090.34

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
21	PROVISIONS AND WRITE OFFS		
	Provision for non performing assets	35,385.68	34,062.10
	Provision for standard assets [Refer note (f) of note 2.1]	2,980.95	1,261.43
	Provision for diminution in value of investments	-	16.81
	Bad debts written off	90,548.64	79,539.35
	Total	128,915.27	114,879.69

Particulars		Year ended March 31, 2015	Year ended March 31, 2014
22	EARNINGS PER SHARE		
	Net Profit after tax as per statement of profit and loss (Rs. in lacs) (A)	123,780.98	126,420.77
	Weighted average number of equity shares for calculating basic EPS (in lacs) (B)	2,268.83	2,268.76
	Weighted average number of equity shares for calculating diluted EPS (in lacs) (C)	2,268.83	2,268.76
	Basic earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) (A) / (B)	54.56	55.72
	Diluted earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) (A) / (C)	54.56	55.72

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 an insurance company in the form of qualifying insurance policy.

The Company funded Rs. 307.86 lacs during the financial year 2014-15 and Rs. 1,849.88 lacs during the financial year 2013-14.

Consequent to the adoption of revised AS 15 'Employee Benefits' issued under Companies Accounting Standard Rules, 2006, 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, 2015	Year ended March 31, 2014
Net employee benefit expense (recognized in employee cost)		
Current service cost	310.19	309.42
Interest cost on benefit obligation	181.73	140.81
Expected return on plan assets	(165.01)	Nil
Net actuarial (gain) / loss recognised in the year	(47.77)	(243.20)
Past service cost	Nil	Nil
Net benefit expense*	279.14	207.03
Actual return on plan assets	218.29	46.75

* Gratuity expense as per Note 18 of statement of profit and loss for the year ended March 31, 2015 includes gratuity paid to trust on account of relieved employees Rs. 336.43 lacs, gratuity provision on account of relieved employees Rs. 12.29 lacs and gratuity transferred to/from other companies Rs. 11.44 lacs.

Balance sheet

Particulars	Gratuity	
	(Rs. in lacs)	
	March 31, 2015	March 31, 2014
Benefit asset/(liability)		
Present value of defined benefit obligation	2,439.01	1,941.59
Fair value of plan assets	2,422.78	1,896.63
Surplus/(deficit)	(16.23)	(44.96)
Less: Unrecognised past service cost	Nil	Nil
Plan asset / (liability)*	(16.23)	(44.96)

*Gratuity liability for the year ended March 31, 2015 disclosed under Note 7 - Provisions includes gratuity provision on account of relieved employees Rs. 12.29 lacs.

Changes in the present value of the defined benefit obligation are as follows: (Rs. in lacs)

Particulars	Gratuity	
	(Rs. in lacs)	
	March 31, 2015	March 31, 2014
Opening defined benefit obligation	1,941.59	1,760.07
Interest cost	181.73	140.81
Current service cost	310.19	309.42
Benefits paid	Nil	(72.26)
Actuarial (gains) / losses on obligation	5.50	(196.45)
Closing defined benefit obligation	2,439.01	1,941.59

Changes in the fair value of the plan assets are as follows: (Rs. in lacs)

Particulars	Gratuity	
	(Rs. in lacs)	
	March 31, 2015	March 31, 2014
Opening fair value of plan assets	1,896.63	Nil
Expected return	165.01	Nil
Contributions by employer	307.86	1,849.88
Benefits paid	Nil	Nil
Actuarial (gains) / losses	53.28	46.75
Closing fair value of plan assets	2,422.78	1,896.63

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

The Company expects to contribute Rs. 344.74 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, 2015	March 31, 2014
	%	%
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, 2015	March 31, 2014
Discount rate	7.95%	9.36%
Expected rate of return on assets	7.95%	8.70%
Increase in compensation cost	5.00%	5.00%
Employee Turnover*	5% and 15%	5% and 10%

The estimates of future salary increases, considered in actuarial valuation, are on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*5% in case of employees with service period of more than 5 years and 15% for all other employees.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for the current period and previous four years are as follows:

(Rs. in lacs)

Particulars	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Defined benefit obligation	2,439.01	1,941.59	1,760.07	1,364.76	903.67
Plan assets	2,422.78	1,896.63	NA	NA	NA
Surplus / (deficit)	(16.23)	(44.96)	(1,760.07)	(1,364.76)	(903.67)
Experience adjustments on plan liabilities (gains)/losses	(263.30)	56.98	72.75	338.86	74.98
Experience adjustments on plan assets (losses)/gains	53.28	46.75	NA	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, 2006 (as amended). The Company operates in a single geographical segment i.e. domestic.

25 EMPLOYEE STOCK OPTION PLAN

	Series III	Series VI
Date of grant	9-Oct-06	13-May-09
Date of Board/committee Approval	6-Sep-06	13-May-09
Date of Shareholder's approval	13-Oct-05	13-Oct-05
Number of options granted	910,000	50,000
Method of Settlement (Cash/Equity)	Equity	Equity
Graded Vesting Period		
After 1 year of grant date	10% of options granted	10% of options granted
After 2 years of grant date	20% of options granted	20% of options granted
After 3 years of grant date	30% of options granted	30% of options granted
After 4 years of grant date	40% of options granted	40% of options granted
Exercisable period	10 years from vesting date	10 years from vesting date
Vesting Conditions	On achievement of predetermined targets.	

25 EMPLOYEE STOCK OPTION PLAN (Contd.)

The Serieswise details have been summarized below:

March 31, 2015

	Series III	Series VI
	Number of Shares	Number of Shares
Outstanding at the beginning of the period (Number of Shares)	-	-
Weighted average remaining contractual life (in years)	-	-
Weighted average fair value of options granted	74.85	201.45
Weighted average Exercise Price(Rs.)	35.00	35.00

March 31, 2014

	Series III	Series VI
	Number of Shares	Number of Shares
Outstanding at the beginning of the period (Number of Shares)	4,000	14,800
Add: Granted during the period (Number of Shares)	-	-
Less: Forfeited during the period (Number of Shares)	-	-
Less: Exercised during the period (Number of Shares)	4,000	14,800
Less: Expired during the period (Number of Shares)	-	-
Outstanding at the end of the period (Number of Shares)	-	-
Exercisable at the end of the period (Number of Shares)	-	-
Weighted average remaining contractual life (in years)	-	-
Weighted average fair value of options granted	74.85	201.45
Weighted Average Exercise Price(Rs.)	35.00	35.00

The weighted average share price for the period over which stock option were exercised was Rs. Nil (March 31, 2014 : Rs. 650.99).

The details of exercise price for stock options outstanding at the end of the year are:
There are no stock options outstanding as at March 31, 2015 and March 31, 2014.

25 EMPLOYEE STOCK OPTION PLAN (Contd.)

Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position:

	As at March 31, 2015	(Rs. in lacs) As at March 31, 2014
Total compensation cost pertaining to employee share-based payment plan (entirely equity settled)	-	0.90
Liability for employee stock options outstanding as at year end	-	-
Deferred compensation cost	-	-

Since the enterprise used the intrinsic value method the impact on the reported net profit and earnings per share by applying the fair value based method is as follows:

In March 2005, ICAI has issued a guidance note on “Accounting for Employees Share Based Payments” applicable to employee based share plan the grant date in respect of which falls on or after April 1, 2005. The said guidance note requires that the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note, the impact on the reported net profit and earnings per share would be as follows:

	Year ended March 31, 2015	Year ended March 31, 2014
Profit as reported (Rs. in lacs)	123,780.98	126,420.77
Add: Employee stock compensation under intrinsic value method (Rs. in lacs)	-	0.90
Less: Employee stock compensation under fair value method (Rs. in lacs)	-	0.86
Proforma profit (Rs. in lacs)	123,780.98	126,420.81
Earnings per share		
Basic (Rs.)		
- As reported	54.56	55.72
- Proforma	54.56	55.72
Diluted (Rs.)		
- As reported	54.56	55.72
- Proforma	54.56	55.72
Nominal Value	Rs. 10.00	Rs. 10.00

26 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 & loss are Rs. 7,869.58 lacs (March 31, 2014: Rs. 7,370.68 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 6 to 144 months. There are no restrictions imposed by lease arrangements.

The future minimum lease payments in respects of non-cancellable operating lease as at the balance sheet date are summarized below:

Particulars	(Rs. in lacs)	
	As at March 31, 2015	As at March 31, 2014
Minimum lease payments:		
Not later than one year	2,005.21	929.23
Later than one year but not later than five years	3,762.66	1,519.86
Later than five years	1,629.73	453.84

27 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. 76,576.00 lacs (March 31, 2014: Rs. 34,076.00 lacs) in favour of trustees representing the public deposit holders of the Company.

28 RELATED PARTY DISCLOSURE

Related party where control exists

Subsidiary : Shriram Equipment Finance Company Limited. (SEFCL)
Shriram Automall India Limited (SAIL)
Shriram Insurance Broking Company Limited (SIBCL)
(upto December 13, 2013)

Other related parties

Enterprises having significant influence over the Company : Shriram Capital Limited
Newbridge India Investments II Limited (upto May 10, 2013)
Shriram Ownership Trust
Shriram Financial Ventures (Chennai) Private Limited

Enterprises over which Key Management Personnel has significant influence : Shriram Seva Sankalp Foundation (from March 13, 2015)

Associates : Shriram Asset Management Company Limited (upto June 18, 2013)

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

Key Management Personnel : Mr. Umesh Revankar, Managing Director

Relatives of Key Management Personnel : Mrs. Suchita U. Revankar (spouse of Managing Director)
Master Shirish U. Revankar (son of Managing Director)
Master Shreyas U. Revankar (son of Managing Director)
Mrs. Geeta G. Revankar (mother 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)



28 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Subsidiaries		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	
Payments/Expenses														
Employee Benefits for Key Management Personnel \$	-	-	-	-	-	-	-	-	109.23	100.69	-	-	109.23	100.69
Royalty paid to Shriram Ownership Trust	5,892.34	2,093.94	-	-	-	-	-	-	-	-	-	-	5,892.34	2,093.94
Data sourcing fees paid to Shriram Ownership Trust	-	716.59	-	-	-	-	-	-	-	-	-	-	-	716.59
Service charges paid to Shriram Ownership Trust	-	4,299.56	-	-	-	-	-	-	-	-	-	-	-	4,299.56
Service charges paid to Shriram Capital Limited	4,528.64	3,937.95	-	-	-	-	-	-	-	-	-	-	4,528.64	3,937.95
Equity dividend paid Ω	-	-	-	-	-	-	-	-	6.23	6.10	-	-	6.23	6.10
- Shriram Capital Limited	4,728.25	4,104.08	-	-	-	-	-	-	-	-	-	-	4,728.25	4,104.08
Car hire charges	-	-	-	-	-	-	-	-	-	-	5.01	4.97	5.01	4.97
Non-convertible debenture matured Ω	-	-	-	-	-	-	-	-	-	-	23.08	2.01	23.08	2.01
Fixed deposit matured Ω	-	-	-	-	-	-	-	-	-	-	1.10	1.02	1.10	1.02
Interest on fixed deposit	-	-	-	-	-	-	-	-	-	-	2.07	0.54	2.07	0.54
Interest on subordinated debt	12.03	-	-	-	-	-	-	17.50	-	-	0.14	0.07	12.17	17.57
Interest on non-convertible debenture	0.54	-	-	-	-	-	-	0.12	0.35	0.22	3.50	4.37	4.39	4.71
Investment in equity share of Shriram Seva Sankalp Foundation	-	-	1.80	-	-	-	-	-	-	-	-	-	1.80	-
Rent paid	-	-	-	-	-	-	-	0.39	-	-	-	-	-	0.39
- Shriram Automall India Limited	-	-	-	-	529.93	383.87	-	-	-	-	-	-	529.93	383.87
- Shriram Capital Limited	95.29	20.55	-	-	-	-	-	-	-	-	-	-	95.29	20.55
Interest paid on unsecured loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Automall India Limited	-	-	-	-	-	156.86	-	-	-	-	-	-	-	156.86
- Shriram Equipment Finance Company Limited	-	-	-	-	88.39	-	-	-	-	-	-	-	88.39	-

28 RELATED PARTY DISCLOSURE (Contd.)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Subsidiaries		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	
	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	
Business mobilisation expenses paid to Shriram Automall India Limited	-	-	246.81	147.43	-	-	-	-	-	-	-	246.81	147.43	
Other administrative expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	
- Shriram Insurance Broking Company Limited	-	-	-	0.02	-	-	-	-	-	-	-	-	0.02	
- Shriram Capital Limited	31.89	5.11	-	-	-	-	-	-	-	-	-	31.89	5.11	
- Shriram Automall India Limited	-	-	28.87	8.59	-	-	-	-	-	-	-	28.87	8.59	
Branch opening expenses paid to Shriram Automall India Limited	-	-	54.81	11.22	-	-	-	-	-	-	-	54.81	11.22	
Service contract paid to Shriram Automall India Limited	-	-	11.42	46.54	-	-	-	-	-	-	-	11.42	46.54	
Unsecured loan given to	-	-	-	-	-	-	-	-	-	-	-	-	-	
- Shriram Automall India Limited	-	-	-	504.08	-	-	-	-	-	-	-	-	504.08	
- Shriram Equipment Finance Company limited	-	-	-	16,423.58	-	-	-	-	-	-	-	-	16,423.58	
Inter corporate deposit paid	-	-	-	-	-	-	-	-	-	-	-	-	-	
- Shriram Automall India Limited	-	-	-	2,375.00	-	-	-	-	-	-	-	-	2,375.00	
Receipts/Income														
Recovery of common sharing expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	
- Shriram Automall India Limited	-	-	77.97	133.57	-	-	-	-	-	-	-	77.97	133.57	
- Shriram Equipment Finance Company Limited	-	-	469.64	282.84	-	-	-	-	-	-	-	469.64	282.84	
Unsecured loan and advances repaid by	-	-	-	-	-	-	-	-	-	-	-	-	-	
- Shriram Insurance Broking Company Limited	-	-	-	0.15	-	-	-	-	-	-	-	-	0.15	
- Shriram Automall India Limited	-	-	-	1,722.33	-	-	-	-	-	-	-	-	1,722.33	
- Shriram Equipment Finance Company Limited	-	-	14,152.06	2,096.40	-	-	-	-	-	-	-	14,152.06	2,096.40	



28 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Subsidiaries		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	
Unsecured loan and advances received from µ														
- Shriram Automall India Limited	-	-	3.85	1,400.00	-	-	-	-	-	-	-	3.85	1,400.00	
- Shriram Equipment Finance Company Limited	-	-	773.36	-	-	-	-	-	-	-	-	773.36	-	
Interest received on unsecured loan														
- Shriram Equipment Finance Company Limited	-	-	723.91	1,854.47	-	-	-	-	-	-	-	723.91	1,854.47	
Recovery of rent & electricity														
- Shriram Capital Limited	13.44	11.32	-	-	-	-	-	-	-	-	-	13.44	11.32	
- Shriram Automall India Limited	-	-	134.45	90.29	-	-	-	-	-	-	-	134.45	90.29	
- Shriram Asset Management Company Limited	-	-	-	-	-	-	-	1.16	-	-	-	-	1.16	
Recovery of other administrative expenses														
- Shriram Automall India Limited	-	-	21.07	-	-	-	-	-	-	-	-	21.07	-	
Non-convertible debenture µ	-	-	-	-	-	-	-	-	-	-	3.29	-	3.29	
Fixed deposit µ	-	-	-	-	-	-	-	-	-	31.89	3.19	31.89	3.19	
Subordinated debts	-	-	-	-	-	-	-	-	-	-	0.80	-	0.80	
Dividend on preference share Shriram Equipment Finance Company Limited	-	-	2.50	2.50	-	-	-	-	-	-	-	2.50	2.50	

28 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Subsidiaries		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Balance Outstanding at the year end														
Share Capital	-	-	-	-	-	-	-	-	5.95	9.82	-	-	5.95	9.82
-Shriram Capital Limited	5,910.32	5,910.32	-	-	-	-	-	-	-	-	-	-	5,910.32	5,910.32
Investment in Equity shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	-	1,000.00	1,000.00	-	-	-	-	-	-	1,000.00	1,000.00
- Shriram Automall India Limited	-	-	-	-	3,000.00	3,000.00	-	-	-	-	-	-	3,000.00	3,000.00
- Shriram Seva Sankalp Foundation	-	-	1.80	-	-	-	-	-	-	-	-	-	1.80	-
Investment in preference shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	-	25,000.00	25,000.00	-	-	-	-	-	-	25,000.00	25,000.00
Unsecured loan and advances recoverable from subsidiary Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	-	-	14,152.06	-	-	-	-	-	-	-	14,152.06
- Shriram Automall India Limited	-	-	-	-	22.25	-	-	-	-	-	-	-	22.25	-
Unsecured loan and advances payable to Subsidiary Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Automall India Limited	-	-	-	-	-	632.74	-	-	-	-	-	-	-	632.74
- Shriram Equipment Finance Company Limited	-	-	-	-	773.36	-	-	-	-	-	-	-	773.36	-
Interest receivable on unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	-	-	189.96	-	-	-	-	-	-	-	189.96
Interest payable on unsecured loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	-	8.15	-	-	-	-	-	-	-	8.15	-
Expenses recoverable	-	-	-	-	-	-	-	-	-	-	-	-	-	-



28 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in lacs)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Subsidiaries		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total		
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2014	
- Shriram Equipment Finance Company Limited	-	-	-	53.38	99.80	-	-	-	-	-	-	-	-	99.80	53.38
- Shriram Automall India Limited	-	-	-	11.87	-	-	-	-	-	-	-	-	-	-	11.87
Non-convertible debenture	5.00	-	-	-	-	-	-	3.00	3.00	14.33	37.41	22.33	40.41	22.33	40.41
Interest payable on non-convertible debenture	-	-	-	-	-	-	-	0.57	0.22	1.31	7.43	1.88	7.65	1.88	7.65
Receivable from Shriram Capital Limited	4.12	0.78	-	-	-	-	-	-	-	-	-	4.12	0.78	4.12	0.78
Outstanding expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Capital Limited	13.69	3.65	-	-	-	-	-	-	-	-	-	13.69	3.65	13.69	3.65
- Shriram Ownership Trust	180.35	195.49	-	-	-	-	-	-	-	-	-	180.35	195.49	180.35	195.49
Fixed deposit	-	-	-	-	-	-	-	-	-	36.98	6.19	36.98	6.19	36.98	6.19
Interest payable on fixed deposit	-	-	-	-	-	-	-	-	-	2.53	0.56	2.53	0.56	2.53	0.56
Subordinated debt	268.03	-	-	-	-	-	-	-	-	1.10	1.10	269.13	1.10	269.13	1.10
Interest payable on subordinated debt	25.24	-	-	-	-	-	-	-	-	0.32	0.18	25.56	0.18	25.56	0.18
Guarantee given by Company	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Equipment Finance Company Limited	-	-	-	100.00	100.00	-	-	-	-	-	-	100.00	-	100.00	100.00
- Shriram Automall India Limited	-	-	-	200.00	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.

(Rs. in lacs)

	As at March 31, 2015	As at March 31, 2014
29 CONTINGENT LIABILITIES NOT PROVIDED FOR		
a. In respect of Income tax demands where the Company has filed appeal before CIT(Appeals)	36,900.27	52,678.52
b. VAT demand where the Company has filed appeal before Tribunal	4,769.50	2,532.82
c. Service tax liability pertaining to HP/Lease	12,824.07	12,824.07
d. Guarantees and counter guarantees	119,798.42	237,503.49
e. Guarantees given for subsidiaries	300.00	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 2012-13, the same are contested by the Company.

(Rs. in lacs)

Disputed income tax demand are on account of	As at March 31, 2015	As at March 31, 2014
a. Transfer to statutory reserve and securitisation and royalty	5,594.44	44,608.17
b. Provision for NPA	19,405.52	7,457.95
c. Disallowance of ESOP Expenses, 14A, derivatives etc.	1,095.53	612.40
d. Interest as per assessment orders, etc.	10,804.78	-
Total	36,900.27	52,678.52

(Rs. in lacs)

Commitments not provided for	As at March 31, 2015	As at March 31, 2014
a. Estimated amount of contracts remaining to be executed on capital account	541.43	191.76
b. Uncalled amount in investment in ICICI Investment Management Company Limited	809.83	1,046.96
c. Commitments related to loans sanctioned but undrawn	847.46	-

30 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, 2015	As at March 31, 2014
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as 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	-	-

31 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. 60.61 lacs (March 31, 2014: Rs. 120.62 lacs) [including out of pocket expenses of Rs. 1.06 lacs (March 31, 2014: Rs. 1.52 lacs)] have been amortised as per note 13 and shown under other assets.

(Rs. in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
32 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)		
Rating fees	-	43.90
Computer software	-	7.33
Computer charges	1.94	-
Membership Fees	0.16	-
Total	2.10	51.23

33 DISCLOSURE OF RESTRUCTURED ACCOUNTS

Sr. No.	Type of restructuring Financial year	Others									
		Year ended March 31, 2015					Year ended March 31, 2014				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	Restructured accounts as on April 1	-	2,188	-	-	2,188	-	181	-	-	181
	No. of borrowers	-	2,188	-	-	2,188	-	181	-	-	181
	Amount outstanding	-	6,686.57	-	-	6,686.57	-	652.90	-	-	652.90
	Provision thereon	-	911.07	-	-	911.07	-	43.54	-	-	43.54
2	Fresh restructuring during the year	-	4,357	-	-	4,357	-	2,007	-	-	2,007
	No. of borrowers	-	4,357	-	-	4,357	-	2,007	-	-	2,007
	Amount outstanding	-	11,390.11	-	-	11,390.11	-	6,942.48	-	-	6,942.48
	Provision thereon	-	2,258.08	-	-	2,258.08	-	916.46	-	-	916.46
3	Upgradation	1,345	(1,345)	-	-	-	-	-	-	-	-
	No. of borrowers	1,345	(1,345)	-	-	-	-	-	-	-	-
	Amount outstanding	5,031.79	(5,031.79)	-	-	-	-	-	-	-	-
	Provision thereon	505.67	(505.67)	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the year and hence need not be shown as restructured advances at the beginning of the next year	(5,031.79)	-	-	-	(5,031.79)	-	-	-	-	-
	Amount outstanding	(5,031.79)	-	-	-	(5,031.79)	-	-	-	-	-
	Provision thereon	(505.67)	-	-	-	(505.67)	-	-	-	-	-
5	Down gradation of restructured accounts during the year	-	(1)	-	0.26	-	-	-	-	-	-
	No. of borrowers	-	(1)	-	0.26	-	-	-	-	-	-
	Amount outstanding	-	(0.26)	-	0.26	-	-	-	-	-	-
	Provision thereon	-	(0.03)	-	0.03	-	-	-	-	-	-
6	Write offs of restructured accounts during the year	-	(917)	-	(1)	(918)	-	-	-	-	-
	No. of borrowers	-	(917)	-	(1)	(918)	-	-	-	-	-
	Amount outstanding	-	(2,158.05)	-	(0.26)	(2,158.31)	-	(908.81)	-	-	(908.81)
	Provision thereon	-	(173.18)	-	(0.03)	(173.21)	-	(48.93)	-	-	(48.93)
7	Restructured accounts as on March 31	-	4,282	-	-	4,282	-	2,188	-	-	2,188
	No. of borrowers	-	4,282	-	-	4,282	-	2,188	-	-	2,188
	Amount outstanding	-	10,886.58	-	-	10,886.58	-	6,686.57	-	-	6,686.57
	Provision thereon	-	2,490.27	-	-	2,490.27	-	911.07	-	-	911.07

The outstanding amount and number of borrowers as at March 31, 2015 and March 31, 2014 is after considering recoveries during the year.

There have been no upgradations of restructured advances during the year ended March 31, 2014.

Additional facilities availed by borrowers in existing restructured accounts are disclosed under "Fresh restructuring during the year" and partial repayments in existing restructured accounts are disclosed under "Write-offs of restructured accounts", however, for the purpose of arithmetical accuracy the number of existing borrowers availing additional facility or partial repayments have been ignored.

For the purpose of arithmetical accuracy as required by 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.

Additional disclosures required by Reserve Bank Of India

34 CREDIT RATING

Instruments	Credit Rating Agency	As on March 31, 2015	As on March 31, 2014
Bank Loan Long term	CRISIL	CRISIL AA/ Positive	CRISIL AA/ Stable
Bank Loan Short term	CRISIL	CRISIL A1+	CRISIL A1+
Fixed deposit	CRISIL	CRISIL FAA+/Positive	CRISIL FAA+/Stable
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/ Positive	CRISIL AA/Stable
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+
Subordinate debt	CARE	CARE AA+	CARE AA+
Subordinate debt	India Ratings & Research Private Limited (Formerly known as FITCH")	IND AA+/Stable Outlook	IND AA/Stable Outlook
Subordinate debt	CRISIL	CRISIL AA/Positive	CRISIL AA/Stable

(Rs. in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
35 CAPITAL		
i) CRAR (%)	20.52	23.37
ii) CRAR - Tier I Capital (%)	16.40	17.69
iii) CRAR - Tier II Capital (%)	4.12	5.68
iv) Amount of subordinated debt raised as Tier-II capital*	396,304.41	441,746.13
v) Amount raised by issue of Perpetual Debt Instruments	-	-

*** Note:**

Discounted value of Rs. 250,538.17 lacs (March 31, 2014: Rs.295,684.36 lacs) considered for Tier II capital against the book value is Rs. 396,304.41 lacs (March 31, 2014: Rs. 441,746.13 lacs).

(Rs. in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
36 INVESTMENTS		
(1) Value of Investments		
(i) Gross Value of Investments		
(a) In India	332,743.62	272,568.13
(b) Outside India,	-	-
(ii) Provisions for Depreciation		
(a) In India	25.00	41.81
(b) Outside India,	-	-
(iii) Net Value of Investments		
(a) In India	332,718.62	272,526.32
(b) Outside India,	-	-
(2) Movement of provisions held towards depreciation on investments.		
(i) Opening balance	41.81	167.50
(ii) Add : Provisions made during the year	-	16.81
(iii) Less : Write-off / write-back of excess provisions during the year	16.81	142.50
(iv) Closing balance	25.00	41.81

37 DERIVATIVES

- 37.1 There are no forward rate agreement/ interest rate swap as on March 31, 2015 and as on March 31, 2014.
37.2 There are no exchange traded interest rate (IR) derivatives as on March 31, 2015.
37.3 Quantitative disclosures on currency and interest rate derivatives are not applicable.

38 DISCLOSURES RELATING TO SECURITISATION

- 38.1 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, 2015	As at March 31, 2014
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	44	48
2	Total amount of securitised assets as per books of the SPVs sponsored	916,559.38	1,226,692.65
3	Total amount of exposures retained by the NBFC to comply with MRR as on the date of balance sheet		
	(a) Off-balance sheet exposures		
	First loss	282.25	751.25
	Others	-	-
	(b) On-balance sheet exposures		
	First loss	97,512.02	80,349.45
	Others	44,761.53	56,347.80
4	Amount of exposures to securitisation transactions other than MRR		
	(a) Off-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	100,438.85	96,464.92
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	376.37	11,664.54
	Others	17,208.72	27,307.99
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

38 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 par structure is given below:

(Rs. in lacs)			
Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
1	No. of transactions assigned by the Company	16	55
2	Total amount outstanding	116,735.73	423,228.38
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-balance sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	First loss	-	-
	Others	12,716.68	23,841.58
4	Amount of exposures to assigned transaction other than MRR		
	(a) Off-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	1,359.00	26,909.41
	Loss	3,083.00	97,287.54
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	19,737.27
	Others	-	575.61
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under premium structure is given below:

(Rs. in lacs)			
Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
1	No. of transactions assigned by the Company	-	6
2	Total amount outstanding	-	4,358.10
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-balance sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	First loss	-	-
	Others	-	-

38 DISCLOSURES RELATING TO SECURITISATION (Contd.)

(Rs. in lacs)			
Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
4	Amount of exposures to assigned transaction other than MRR		
	(a) Off-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	4,222.20
	Loss	-	1,831.00
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	1,754.36
	Others	-	303.45
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

38.2 No financial assets are sold to securitisation / reconstruction company for asset reconstruction as on March 31, 2015 and March 31, 2014.

38.3 Details of Assignment transactions undertaken by NBFCs (Rs. in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
i) No. of accounts	27,096	87,153
ii) Aggregate value (net of provisions) of accounts sold	44,160.81	262,319.32
iii) Aggregate consideration *	44,708.56	270,107.90
iv) Additional consideration realized in respect of accounts transferred in earlier years	17,071.19	62,883.60
v) Aggregate gain / loss over net book value	17,618.94	70,672.18

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

38.4 The Company has not purchased / sold non-performing assets for the year ended March 31, 2015 and March 31, 2014.

39 ASSET LIABILITY MANAGEMENT MATURITY PATTERN OF CERTAIN ITEMS OF ASSETS AND LIABILITIES AS AT MARCH 31, 2015

(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	7,518.94	4,445.92	4,971.40	22,366.56	37,971.99	444,546.38	43,895.14	-	565,716.34
Advances	342,820.34	161,510.18	161,654.62	440,781.09	829,183.16	2,328,398.99	562,295.73	1,631.02	4,828,275.13
Investments	220,792.81	-	499.32	-	-	398.27	7,238.25	103,789.97	332,718.62
Borrowings	80,501.60	30,590.69	137,725.66	385,572.39	467,510.28	1,623,918.23	623,468.64	542,320.71	3,891,608.19
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

40 EXPOSURE TO REAL ESTATE SECTOR

The Company has no exposure to real estate sector as on March 31, 2015 and as on March 31, 2014.

41 EXPOSURE TO CAPITAL MARKET

(Rs. in lacs)

Particulars		As at March 31, 2015	As at March 31, 2014
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	4,242.20	4,240.00
(ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	65,000.00	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-
(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	1,453.04
Total Exposure to Capital Market		70,897.84	5,693.04

42 ADDITIONAL DISCLOSURES

42.1 Provisions and Contingencies		(Rs. in lacs)	
Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account		Year ended March 31, 2015	Year ended March 31, 2014
Provisions for depreciation on Investment		-	16.81
Provision towards NPA		35,385.68	34,062.10
Provision made towards Income tax		60,457.83	56,383.49
Other Provision and Contingencies (with details)			
Provision for Leave encashment		809.31	740.54
Provision for gratuity		174.63	214.77
Provision for value added tax		865.31	-
Provision made towards service tax contested		-	15.81
Provision for Standard Assets		2,980.95	1,261.43

42.2 Draw down reserve

During the year ended March 31, 2015, the draw down from reserves was Rs. Nil.

43 CONCENTRATION OF DEPOSITS, ADVANCES, EXPOSURES AND NPAS

43.1 Concentration of Deposits (for deposit taking NBFCs)		(Rs. in lacs)
		As at March 31, 2015
Total Deposits of twenty largest depositors		12,893.01
Percentage of Deposits of twenty largest depositors to Total Deposits of the NBFC		2.28%

43.2 Concentration of Advances		(Rs. in lacs)
		As at March 31, 2015
Total Advances to twenty largest borrowers*		77,854.03
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC*		1.58%

* Excludes retained interest on securitisation Rs.57,478.21 lacs.

43.3 Concentration of Exposures		(Rs. in lacs)
		As at March 31, 2015
Total Exposure to twenty largest borrowers / customers*		77,854.03
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers*		1.58%

* Excludes retained interest on securitisation Rs.57,478.21 lacs.

43.4 Concentration of NPAs		(Rs. in lacs)
		As at March 31, 2015
Particulars		
Total Exposure to top four NPA accounts		1,836.98

43.5 Sector-wise NPAs*		Percentage of NPAs to Total Advances in that sector
Sr. No.	Sector	
1	Agriculture & allied activities	-
2	MSME	-
3	Corporate borrowers	-
4	Services	-
5	Unsecured working capital loans	11.45%
6	Auto loans	3.71%
7	Others	-

* The loans mentioned above include loans given to corporates.

44 MOVEMENT OF NPAS

Particulars	(Rs. in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
(i) Net NPAs to Net Advances (%)	0.79%	0.84%
(ii) Movement of NPAs (Gross)		
(a) Opening balance	145,050.35	98,204.53
(b) Additions during the year	240,554.13	206,828.18
(c) Reductions during the year	196,190.58	159,982.36
(d) Closing balance	189,413.90	145,050.35
(iii) Movement of Net NPAs		
(a) Opening balance	30,291.24	18,431.98
(b) Additions during the year	118,984.03	108,115.13
(c) Reductions during the year	111,363.21	96,255.87
(d) Closing balance	37,912.06	30,291.24
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	114,759.11	79,772.55
(b) Provisions made during the year	121,570.10	98,713.05
(c) Write-off / write-back of excess provisions	84,827.37	63,726.49
(d) Closing balance	151,501.84	114,759.11

45 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.

46 CUSTOMER COMPLAINTS

	Year ended March 31, 2015
(a) No. of complaints pending at the beginning of the year	230
(b) No. of complaints received during the year*	4,706
(c) No. of complaints redressed during the year	4,623
(d) No. of complaints pending at the end of the year	313

*The complainant has filed the complaint with SEBI SCORES to Company as well as Registrar M/s. Integrated Enterprises (India) Limited under NCD VII. Hence, the said complaint will be treated as a single complaint.

47 PENALTIES

During the year ended March 31, 2015, no penalties have been levied by any regulator on the Company.

48 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
Chartered Accountants

per **Shrawan Jalan**
Partner
Membership No. 102102

Mumbai
April 30, 2015

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, 2015	
	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	1,874,775.58	5,566.28 #
: Unsecured (other than falling within the meaning of public deposits*)	2,872.07	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	1,698,948.95	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits*@	557,673.70	3,693.40 #
(g) Other Loans - Subordinate Debts	437,379.05	1,855.92 #
- Cash Credit	17,092.93	NIL
- Corporate Loan	NIL	NIL
-Unsecured loan from subsidiary	773.36	NIL
-Deposits from Corporates	8,042.64	25.13
@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	557,673.70	3,693.40
*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	65,129.46
(b) Unsecured	93,220.94

	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	22,976.41
(b) Loans other than (a) above	4,740,935.90

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	31,785.28	29,000.00
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	306,070.01	303,523.38

* 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	189,413.90
(ii) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	37,912.06
(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 provision to sub-section(3) of Section 129 read with rule 5 to 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 Equipment Finance Company Limited	Shriram Automall India Limited
1	Capital	26,000.00	3,000.00
2	Reserves	1,199.52	1,585.76
3	Total assets	304,463.11	8,086.69
4	Total liabilities	277,263.59	3,500.93
5	Investment included in total assets	-	-
6	Turnover	48,329.32	7,041.71
7	Profit before taxation	(20,463.21)	1,182.45
8	Provision for taxation	1,259.40	393.86
9	Profit after taxation	(21,722.61)	788.59
10	Dividend including dividend distribution tax	-	-
11	% of shareholding	100.00	100.00

PART B: ASSOCIATES AND JOINT VENTURE

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



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") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31, 2015, 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 and 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, 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 consolidated 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 but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, their consolidated profit, and their consolidated 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, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding company and its subsidiaries incorporated in India, to whom the Order applies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the auditors of its subsidiary companies incorporated in India, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 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 Holding Company and its subsidiaries incorporated in India.

OTHER MATTER

- (a) The accompanying consolidated financial statements include total assets of Rs. 311,768 lacs after elimination of inter group transaction balance as at March 31, 2015,

and total revenues and net cash inflows of Rs. 54,756 lacs and Rs. 14,804 lacs after elimination of inter group transaction for the year ended on that date, in respect of Shriram Equipment Finance Company Limited and Shriram Automall India Limited, subsidiaries which have been audited by S.R. Batliboi & Co. LLP, Chartered Accountants and G. D. Apte & Co., Chartered Accountants, respectively, 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 these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports 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 number: 301003E

per **Shrawan Jalan**

Partner

Membership No.: 102102

Place: Mumbai

Date: April 30, 2015

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

Chartered Accountants

ICAI Firm registration number: 100515W

Ameya Tambekar

Partner

Membership No.: 128355

Place: Mumbai

Date: April 30, 2015

Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

The Group, comprising Shriram Transport Finance Company Limited (‘Holding Company’) and its subsidiaries to whom the provisions of the Order apply

- (i) (a) The Holding Company and the Subsidiary Companies have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (i) (b) Fixed assets have been physically verified by the management of the Holding Company and the Subsidiary Companies during the year and no material discrepancies were noticed on such verification.
- (ii) (a) The business of the Holding Company and the Subsidiary Companies does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Holding Company and the Subsidiary Companies and hence not commented upon.
- (iii) (a) According to the information and explanations given to us and as reported by the other auditors who audited the financial statements of the Subsidiaries, the Holding Company and the Subsidiary Companies have not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Holding Company and its subsidiary and hence not commented upon .
- (iv) In our opinion and according to the information and explanations given to us and as reported by the other auditors who audited the financial statements of the Subsidiaries there is an adequate internal control system commensurate with the size of the Holding Company and the Subsidiary Companies and the nature of their businesses, for the purchase of fixed assets and for rendering of services. The activities of the Holding Company and as reported by the other auditors who audited the financial statements / financial information of the aforesaid subsidiaries the activities of the Subsidiaries do not involve purchase of inventory and the sale of goods. During the course of our audit and as reported by the other auditors who audited the financial statements of the Subsidiaries, no major weakness was observed or continuing failure to correct any major

weakness in the internal control system of the Holding Company and the Subsidiary Companies in respect of these areas.

- (v) In respect of deposits accepted by holding Company, 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 of holding Company 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. As reported by the other auditors who audited the financial statements / financial information of the aforesaid subsidiaries, the Subsidiary Companies have not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained and as reported by the other auditors who audited the financial statements of the Subsidiaries, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Holding Company and the Subsidiary Company.
- (vii) (a) The Holding Company and as reported by the other auditors who audited the financial statements / financial information of the aforesaid subsidiaries, the subsidiaries are regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, wealth-tax, professional tax, service tax, value added tax, cess and other material statutory dues as applicable to the respective covered entities. The provisions relating to customs duty and excise duty are not applicable to the Holding Company and the Subsidiary Companies.
- (vii) (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, wealth-tax, professional 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 for the Holding Company and the Subsidiary Companies. The provisions relating to customs duty and excise duty are not applicable to the Holding Company and the Subsidiary Companies.

(vii) (c) According to the records of the Holding Company and as reported by the other auditors who audited the financial statements / financial information of the aforesaid subsidiaries, the dues outstanding of income-tax, value added tax and service tax on account of any dispute, are as follows:

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	11,813.15	A.Y. 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	37.76#	A.Y. 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	4,795.47	A.Y. 2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax demands	0.70#	A.Y. 2011-12	CIT (Appeals)
Income Tax Act, 1961	Income Tax demands	7,570.02	A.Y. 2010-11	Income Tax Appellate Tribunal
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	Madras High Court
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 A.Y. 2009-10	CESTAT (Custom, Excise and Service tax appellate tribunal)
Finance Act, 1994 (Service tax)	Service tax demands	300*	A.Y. 2003-04 to A.Y. 2004-05	Commissioner of Central Excise and Customs
Maharashtra Value Added Tax	Value added tax	1,843	A.Y. 2006-07	Maharashtra Sales Tax Tribunal
Maharashtra Value Added Tax	Value added tax	0.15*	A.Y. 2006-07	Maharashtra Sales Tax Tribunal
Tamil Nadu VAT Act, 2006	Value added tax	2,234.55*	A.Y. 2006-07 to A.Y. 2013-2014	Appellate Deputy Commissioner (Commercial Tax)
Andhra Pradesh Value Added Tax	Value added tax	348.41*	A.Y. 2005-06 to A.Y. 2008-09	Andhra Pradesh High court
Rajasthan Value Added Tax	Value added tax	193.33*	A.Y. 2006-07 to A.Y. 2013-14	Deputy Commissioner (Appeals Rajasthan)
Orissa Value Added Tax	Value added tax	9.04*	A.Y. 2008-09 to A.Y. 2012-13	Assistant Commissioner of Commercial tax (Appeals)

*net of amount paid under protest

#Amount pertaining to subsidiaries

- (vii) (d) According to the information and explanations given to us the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time to the extent applicable to the covered entities. As reported by the other auditors who audited the financial statements / financial information of the aforesaid subsidiaries, there are no amounts that need to be transferred to investor education and protection fund.
- (viii) In respect of holding Company and one of the subsidiary Company, have no accumulated losses at the end of the financial year and has not incurred cash losses in the current and immediately preceding financial year. In respect of subsidiary Company of Shriram Equipment Finance Company Limited, as reported by the other auditor who audited the financial statement, accumulated losses at the end of the financial year are less than fifty per cent of its net worth and it has incurred cash losses in the current financial year. However subsidiary Company has not incurred cash losses in the immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management and as reported by the other auditor who audited the financial statements of the Subsidiaries, we are of the opinion that the Holding Company and the Subsidiary Companies have not defaulted in their repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us and as reported by the other auditor who audited the financial statements of the Subsidiaries, the Holding Company and the Subsidiary Companies has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management and the report other auditors who audited the financial statements of the subsidiaries, term loans were applied for the purpose for which the loans were obtained by the Holding Company and the subsidiaries. As reported by the other auditors who audited the financial statements of the aforesaid subsidiaries, one of the Subsidiary Company have not raised any term loan during the year.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management and reports of the other auditors who audited the financial statements of the subsidiaries, which we have relied upon, we report that no fraud on or by subsidiaries have been noticed or reported during the year, except in Holding Company, few borrowers of the holding Company have defrauded the company by forging documents after borrowing and consequently such loans amounting to Rs. 44.43 lacs have become doubtful of recovery and the same have been fully provided for by the holding Company. The Holding company has also taken necessary action against the said borrowers.

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

Chartered Accountants

ICAI Firm registration number: 301003E

per **Shrawan Jalan**

Partner

Membership No.: 102102

Place: Mumbai

Date: April 30, 2015

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

Chartered Accountants

ICAI Firm registration number: 100515W

Ameya Tambekar

Partner

Membership No.: 128355

Place: Mumbai

Date: April 30, 2015

Particulars	Note No	(Rs. in lacs)	
		As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	22,690.67	22,690.67
(b) Reserves and surplus	4	903,891.11	828,327.04
		926,581.78	851,017.71
(2) Non-current liabilities			
(a) Long-term borrowings	5	3,285,558.30	2,396,208.30
(b) Other Long-term liabilities	6	97,162.18	96,981.84
(c) Long-term provisions	7	187,198.41	130,300.64
		3,569,918.89	2,623,490.78
(3) Current liabilities			
(a) Short-term borrowings	8	295,262.91	339,377.91
(b) Trade payables		122,834.24	55,295.28
(c) Other current liabilities	6	1,260,072.34	1,333,885.31
(d) Short-term provisions	7	40,691.28	30,160.07
		1,718,860.77	1,758,718.57
Total		6,215,361.44	5,233,227.06
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		15,276.44	15,266.57
(ii) Intangible assets		149.29	216.52
(b) Non-current investments	10	82,426.49	39,979.99
(c) Deferred tax assets (net)	11	25,778.33	25,555.80
(d) Long-term loans and advances	12	3,248,125.45	2,377,092.96
(e) Other non-current assets	13	9,310.56	9,442.50
		3,381,066.56	2,467,554.34
(2) Current assets			
(a) Current investments	14	221,292.13	203,546.33
(b) Trade receivables	15	298.86	190.67
(c) Cash and bank balances	16	476,117.88	711,843.68
(d) Short-term loans and advances	12	2,130,329.48	1,842,090.97
(e) Other current assets	13	6,256.53	8,001.07
		2,834,294.88	2,765,672.72
Total		6,215,361.44	5,233,227.06
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
Chartered Accountants

per **Shrawan Jalan**
Partner
Membership No. 102102

Mumbai
April 30, 2015

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 CONSOLIDATED **PROFIT AND LOSS**
FOR THE YEAR ENDED MARCH 31, 2015

CONSOLIDATED ACCOUNTS

Particulars	Note No	(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
INCOME			
Revenue from operations	17	917,699.82	847,587.37
Other income	18	261.85	431.32
Total		917,961.67	848,018.69
EXPENDITURE			
Employee benefit expenses	19	50,403.91	47,159.80
Finance cost	20	467,464.51	420,220.91
Depreciation and amortisation	9	4,315.49	3,278.41
Other expenses	21	69,599.82	58,992.39
Provisions and write offs	22	161,222.39	121,320.86
Total		753,006.12	650,972.37
Profit before taxation		164,955.55	197,046.32
Provision for taxation			
Current tax / MAT		62,280.81	58,095.87
Deferred tax		(169.71)	3,156.72
Total tax expense / (income)		62,111.10	61,252.59
Profit after tax from operations		102,844.45	135,793.73
Share of Profit of Associate		-	-
Net profit after taxes and share of profit of associate		102,844.45	135,793.73
Earnings per share			
	23		
Basic (Rs.)		45.33	59.85
Diluted (Rs.)		45.33	59.85
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
Chartered Accountants

per **Shrawan Jalan**
Partner
Membership No. 102102

Mumbai
April 30, 2015

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

Umesh Revankar
Managing Director
DIN: 00141189

Parag Sharma
Chief Financial Officer

Vivek M. Achwal
Company Secretary

Particulars	(Rs. in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
A. Cash flow from operating activities		
Profit before taxes	164,955.55	197,046.32
Depreciation and amortisation	4,315.49	3,278.41
Loss / (profit) on sale of fixed assets (net)	38.74	(306.92)
Provision for diminution in value of investments	-	16.81
Employees stock option compensation cost	55.33	11.14
Premium on Government Securities	19.74	10.49
Amortisation of Discount on Government Securities	(165.69)	(91.77)
Amortisation of issue expenses for equity shares	168.85	152.78
Amortisation of public issue expenses for non-convertible debentures	1,761.70	1,467.06
Provisions for non performing assets and bad debt written off	158,456.12	119,944.56
Provisions for standard assets	2,766.27	1,359.49
Provision for gratuity	(17.39)	(1,873.03)
Provision for leave encashment	123.06	211.10
Operating profit before working capital changes	332,477.77	321,226.44
Movements in working capital:		
Increase / (decrease) in trade payables	67,538.96	(22,440.01)
Increase / (decrease) in provisions	(5,437.65)	(19,302.54)
Increase / (decrease) in provision for service tax- contested	-	15.81
Increase / (decrease) in other liabilities	(34,802.43)	(127,092.83)
Decrease / (increase) in trade receivables	(108.20)	(190.17)
(Increase) / decrease in investments	(60,048.58)	84,561.29
Decrease / (increase) in loans and advances	(1,256,453.78)	(596,215.89)
Decrease/(increase) in bank deposits (having original maturity of more than three months)(net)	53,175.48	15,450.82
Decrease / (increase) in other assets	1,846.63	273.41
Cash generated from operations	(901,811.80)	(343,713.67)
Direct taxes paid (net of refunds)	(59,277.72)	(61,760.78)
Net cash flow used in operating activities (A)	(961,089.52)	(405,474.45)
B. Cash flows from investing activities		
Purchase of fixed including intangible assets	(4,523.10)	(11,743.34)
Proceeds from sale of fixed assets	64.52	516.39
Net cash used in investing activities (B)	(4,458.58)	(11,226.95)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015 (Contd.)

CONSOLIDATED ACCOUNTS

Particulars	(Rs. in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
C. Cash flows from financing activities		
Proceeds from issuance of equity share capital	-	1.88
Securities premium on issue of equity capital	-	4.70
Amount received from institutional borrowing	2,393,115.61	1,953,898.05
Amount received from public issue of non-convertible debentures	197,484.71	123,589.04
Increase / (decrease) in retail borrowings	165,612.77	127,215.42
Amount redeemed for public issue of non-convertible debentures	(34,306.30)	(27,120.05)
Repayment of institutional borrowing	(1,915,501.98)	(1,655,581.83)
Public issue expenses for non-convertible debentures paid	(1,255.33)	(2,448.01)
Dividend paid	(18,150.62)	(15,881.04)
Tax on dividend	(3,356.86)	(2,698.99)
Net cash from financing activities (C)	783,642.00	500,979.16
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(181,906.10)	84,277.76
Cash and cash equivalents at the beginning of the year	534,511.16	450,233.40
Cash and cash equivalents at the end of the year	352,605.06	534,511.16

Components of cash and cash equivalents	(Rs. in lacs)	
	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents at the end of the year		
i) Cash on hand	10,990.89	13,608.57
ii) Cheques on hand	7,576.72	4,197.25
iii) Call money (CBLO)	-	69,882.53
iv) Balances with scheduled banks in:		
Current accounts	166,700.86	185,452.85
Unpaid dividend accounts *	821.59	773.96
Deposits with original maturity of less than three months	166,515.00	260,596.00
Total cash and cash equivalents (Note 16)	352,605.06	534,511.16

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 (Accounting Standards) Rules, 2006 (as amended).
- 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 unpaid dividend liability.

As per our report of even date

For **S.R.BATLIBOI & Co. LLP**
ICAI Firm Registration No. 301003E
Chartered Accountants

per Shrawan Jalan
Partner
Membership No. 102102

Mumbai
April 30, 2015

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

1 BASIS OF PREPARATION

The consolidated financial statements relates to M/s. Shriram Transport Finance Company Limited (the Company), its subsidiary companies and associate (upto June 18, 2013). The Company, its subsidiary companies and associate (upto June 18, 2013) constitute the Group. The financial statements have been prepared in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and the 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 companies and the associate (upto June 18, 2013) used in the consolidation are drawn up to the same reporting date as of the Company i.e. year ended March 31, 2015 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' and AS 23 - 'Accounting for Investments in Associates' in 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 consolidated financial statements include the share of profit / loss of the associate company which has been accounted as per the 'Equity method', and accordingly, the share of profit / loss of the associate company (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture of the investor.
 - 3 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.
 - 4 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, 2015	Share of ownership interest as at March 31, 2014
1	Shriram Equipment Finance Company Limited (SEFC) (w.e.f. December 15, 2009)	India	100%	100%
2	Shriram Automall India Limited (SAIL) (w.e.f. February 11, 2010)	India	100%	100%

As the amount involved in transactions with Shriram Insurance Broking Company Limited are not material, the financial effects have not been considered in the financial statements.

2.1 Significant accounting policies

(a) Change in accounting policy

(i) Depreciation on fixed assets

Till the year ended March 31, 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to

the Companies Act, 2013.

1. Useful lives/ depreciation rates

Effective from April 01, 2014, the Group has provided depreciation on fixed assets based on useful lives as provided in Schedule II of the Companies Act, 2013 or as re-assessed by the Group. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets.

This change in accounting policy has resulted in additional charge of depreciation of Rs. 809.49 lacs for the year ended March 31, 2015 and has impacted the opening reserve to the extent of Rs. 111.14 lacs (net of deferred tax).

2. Component accounting

Further, on application of Schedule II to the Companies Act, 2013, the Group has changed the manner of depreciation for its fixed assets. Now, the Group identifies and determines separate useful life for each major component of the fixed asset, if they have useful life that is materially different from that of the remaining asset.

3. Depreciation on assets costing less than Rs. 5,000/-

Till the year ended March 31, 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Group was charging 100% depreciation on assets costing less than Rs. 5,000/- in the year of purchase. However, Schedule II to the Companies Act 2013, applicable from the current year, does not recognize such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the Group has changed its accounting policy for depreciations of assets costing less than Rs. 5,000/-. As per the revised policy, the Group is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after April 01, 2014.

The change in accounting for depreciation of assets costing less than Rs. 5,000/- did not have any material impact on financial statements of the Group for the current year.

(ii) Subvention income

During the year Shriram Equipment Finance Company Limited (wholly owned subsidiary) has changed its policy for recognising subvention income from upfront basis to amortisation over the tenure of the loan. On account of change in policy, the Company has deferred subvention income Rs. 449.00 lacs to future periods.

(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 financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/liabilities are classified as non-current.

(c) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.

(d) Fixed assets, depreciation/amortisation and impairment

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 & machinery	15 years	15 years
Electrical equipment	10 years	10 years
Generator	10 years	10 years
Furniture & fixture	10 years	10 years

Particulars	Useful life as prescribed by Schedule II of the Companies Act, 2013	Useful Life Estimated by Group
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 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 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. Delinquencies on assets securitised/assigned are provided for based on management estimates of the historical data.

Provision on standard assets is made as per the notification DNBS.PD.CC.No.207/ 03.02.002 /2010-11 issued by Reserve Bank of India.

(g) Loans

Loans are stated at the amount advanced including finance charges accrued and expenses recoverable, up to the balance sheet date as reduced by the amounts received and loans securitised.

(h) Leases

Where the Company is the lessor

Assets given on operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(i) Foreign currency translation

Initial recognition

Transactions in foreign currency entered into during the year are recorded at the exchange rates prevailing on the date of the transaction.

Conversion

Monetary assets and liabilities denominated in foreign currency are translated in to rupees at exchange rate prevailing on the date of the balance sheet.

Exchange differences

All exchange differences are dealt with including differences arising on translation settlement of monetary items in the statement of profit and loss.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

(j) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. 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 recognized 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 six 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/expenditure, if any, in respect of securitisation /direct assignment is recognised upfront.

Unrealised gain on securitisation comprises of future interest receivable under par structure of securitisation/ assignment.

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

- vi. Interest income on fixed deposits/margin money, call money (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 recognized 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 recognized as rentals, as accrued on straight line basis over the period of the lease.
- xi. Income from services (for eg. facilitation fees) is recognized as per the terms of contracts on accrual basis.
- xii. Pre-mature dealer payment discount is recognized as per the terms of the agreement.

(k) Retirement and other employee benefits

Provident fund

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 service is received.

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 recognized 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. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the 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 SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the 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 recognized 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 recognized 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, 2015	As at March 31, 2014
3	SHARE CAPITAL		
	Authorised		
	397,000,000 (March 31, 2014: 397,000,000) Equity Shares of Rs.10/- each	39,700.00	39,700.00
	20,000,000 (March 31, 2014: 20,000,000) Preference Shares of Rs.100/- each	20,000.00	20,000.00
		59,700.00	59,700.00
	Issued and Subscribed share capital		
	226,936,877 (March 31, 2014: 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, 2014: 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, 2015		As at March 31, 2014	
	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	226,863,936	22,686.39
Issued during the year - Employee stock option scheme	-	-	18,800	1.88
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, 2015, the amount of per equity share dividend recognized as distributions to equity shareholders was Rs. 10.00 (March 31, 2014 : Rs. 7.00). Out of the total dividend declared during the year ended March 31, 2015, amount of interim dividend paid was Rs. 4.00 per equity share (March 31, 2014: Rs. 3.00) and amount of final dividend proposed was Rs.6.00 per equity share (March 31, 2014: Rs. 4.00).

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

c. Shares reserved for issue under options

During the year ended March 31, 2015 Nil (March 31, 2014 : 18,800) 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 1,364,918 equity shares (March 31, 2014 : 3,712,568) 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 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, 2015		As at March 31, 2014	
	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%
PHL Capital Private Limited	22,600,000	9.96%	22,600,000	9.96%
Genesis Indian Investment Company Limited	-	-	13,648,064	6.02%

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, 2015	As at March 31, 2014
4 RESERVES AND SURPLUS		
Capital reserve	2,761.83	2,761.83
Capital redemption reserve	5,388.35	5,388.35
Securities premium account		
Balance as per last account	175,481.06	175,442.36
Add: Addition on ESOPs exercised	-	4.70
Add: Transferred from stock options outstanding	-	34.00
Closing balance	175,481.06	175,481.06
Debenture redemption reserve		
Balance as per last account	41,335.44	30,180.03
Add: Transfer from surplus balance in the statement of profit and loss	31,389.47	19,370.76
Less: Transfer to statement of profit and loss on account of redemption	(9,933.65)	(8,215.35)
Closing balance	62,791.26	41,335.44
Stock option outstanding		
Employee stock option outstanding	114.75	114.75
Less : Deferred employee compensation outstanding	(49.19)	(104.51)
Closing balance	65.56	10.24
Other reserves		
Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
Balance as per last account	159,855.44	132,055.44
Add: Transfer from surplus balance in the statement of profit and loss	25,000.00	27,800.00
Closing balance	184,855.44	159,855.44
General reserve		
Balance as per last account	78,153.63	65,153.63
Add: Transfer from surplus balance in the statement of profit and loss	12,500.00	13,000.00
Closing balance	90,653.63	78,153.63
Surplus in statement of Profit and Loss		
Balance as per last account	365,341.05	300,083.21
Depreciation charged off from retained profit as per Schedule II to the Companies Act, 2013	(163.95)	-
Deferred Tax expenses on above	52.81	-
Add: Profit for the current year	102,844.45	135,793.73

		(Rs. in lacs)	
		As at March 31, 2015	As at March 31, 2014
4	RESERVES AND SURPLUS (Contd.)		
	Less: Appropriations		
	Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(25,000.00)	(27,800.00)
	Transfer to general reserve	(12,500.00)	(13,000.00)
	Transfer to/from debenture redemption reserve	(21,455.82)	(11,155.41)
	Interim dividend [amount per share Rs. 4.00 (March 31, 2014: Rs. 3.00)]	(9,075.31)	(6,806.48)
	Tax on interim dividend	(1,814.51)	(1,156.34)
	Proposed final dividend [amount per share Rs. 6.00 (March 31, 2014: Rs. 4.00)]	(13,612.96)	(9,075.31)
	Tax on proposed dividend	(2,721.78)	(1,542.35)
	Total appropriations	(86,180.38)	(70,535.89)
	Net surplus in statement of profit and loss	381,893.98	365,341.05
	Total	903,891.11	828,327.04

		As at March 31, 2015		As at March 31, 2014	
		Non-Current portion	Current maturities*	Non-Current portion	Current maturities*
5	LONG TERM BORROWINGS				
	Subordinated debts (Unsecured)	351,304.46	66,100.82	411,673.31	50,441.72
	Redeemable non-convertible debentures				
	Secured	1,419,090.97	399,865.01	894,320.18	458,195.39
	Less: Unamortised discount	(27.92)	(117.73)	(145.65)	(1,194.02)
		1,419,063.05	399,747.28	894,174.53	457,001.37
	Unsecured	-	2,150.00	2,150.00	79,580.00
	Less: Unamortised discount	-	-	-	(110.08)
		-	2,150.00	2,150.00	79,469.92
	Term loans from banks				
	Unsecured	10,000.00	10,000.00	10,000.00	-
	Secured	965,952.38	506,868.17	820,077.97	463,713.06
	Fixed deposits (Unsecured) #	470,043.50	65,925.29	192,403.35	38,010.66
	Term loans from financial institutions / corporates				
	Secured	68,900.00	37,800.00	65,700.00	38,800.00
	Loans and advances from related parties				
	Subordinated debts (Unsecured)				
	from Relative of Key Management Personnel	1.10	-	1.10	-
	from Enterprises having significant influence over the Company	239.94	28.09	-	-
	Redeemable non-convertible debentures (Secured)				
	from Key Management Personnel	3.00	1.38	4.38	-
	from Relative of Key Management Personnel	11.89	2.58	14.47	23.08
	from Enterprises having significant influence over the Company	5.00	-	-	-
	Fixed deposits (Unsecured)				
	from Relative of Key Management Personnel	33.98	7.10	9.19	1.10
	Total	3,285,558.30	1,088,630.71	2,396,208.30	1,127,460.91

* Amount disclosed under the Note 6 Other current liabilities

Includes deposits from corporates Rs. 7,497.61 lacs (March 31, 2014 Rs. 3,452.55 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, 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

Terms of repayment as on March 31, 2014

Long term borrowing (Rs. in lacs)

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

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

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.)

Terms of repayment as on March 31, 2014

Long term borrowing (Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest			Total
	<10%	>=10% <12%	>=12% <14%	
Over 60 months	-	116,710.00	5,000.00	121,710.00
48-60 months	2,500.00	25,630.00	6,670.00	34,800.00
36-48 months	-	25,500.00	-	25,500.00
24-36 months	-	5,000.00	2,500.00	7,500.00
12-24 months	-	35,000.00	-	35,000.00
Total	2,500.00	207,840.00	14,170.00	224,510.00

Current maturity

Outstanding as at March 31, 2014 : Rs. Nil.

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

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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Terms of repayment as on March 31, 2014

Long term borrowing (Rs. in lacs)

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

Current maturity

Upto 12 months	-	8,038.37	21,903.35	29,941.72
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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, 2015	As at March 31, 2014	Redeemable at par on
Option -IV	10.40%	91.00	91.00	1-Jun-17
	10.81%	1,687.00	1,687.00	1-Mar-17
	11.25%	3,746.08	3,746.08	1-Dec-16
Option -V	10.25%	110.30	110.30	1-Jun-17
	10.75%	204.32	204.32	1-Jun-17
	11.00%	2,471.61	2,471.61	1-Jun-17
Total		8,310.31	8,310.31	

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014 : Rs. Nil.

(Rs. in lacs)

Total subordinated debts	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	343,235.19	66,128.91	403,364.10	50,441.72
Public issue (iv)	8,310.31	-	8,310.31	-
Total subordinated debts	351,545.50	66,128.91	411,674.41	50,441.72
Less: issued to related parties	241.04	28.09	1.10	-
Total	351,304.46	66,100.82	411,673.31	50,441.72

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, 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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Terms of repayment as on March 31, 2014

Long term borrowing

(Rs. in lacs)

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

Current maturity

Upto 12 months	8,736.18	100,014.14	6.40	311.80	109,068.52
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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, 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	

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	

5 LONG TERM BORROWINGS (Contd.)

Terms of repayment as on March 31, 2014

Long term borrowing (gross of unamortised discount on debenture of Rs. 145.65 lacs) (Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				Total
	< 10%^	>= 10% < 12%*^¥	>= 12% < 14%	>= 14% < 16%	
Over 60 months	5,960.00	120,920.00	-	-	126,880.00
48-60 months	1,500.00	17,500.00	-	-	19,000.00
36-48 months^	3,800.00	76,000.00	-	-	79,800.00
24-36 months*^¥	7,750.00	123,805.00	-	-	131,555.00
12-24 months^	6,600.00	43,800.00	-	-	50,400.00
Total	25,610.00	382,025.00	-	-	407,635.00

* Includes 2 NCDs of Rs. 625.00 lacs each partly paid to the extent of Rs. 50,000/-

^NCDs amounting to Rs. 4,700.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

¥ 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. 1,194.02 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*^¥	67,110.00	246,365.00	-	-	313,475.00

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

^NCDs amounting to Rs. 22,350.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

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

Sr No	Rate of interest	Amount	Put/Call option date
1	10.50%	625.00	13-Aug-14
2	10.00%	15,000.00	6-Aug-14
3	10.30%	20,000.00	20-Jul-14
4	9.35%	15,000.00	23-Jun-14
5	9.35%	5,000.00	23-Jun-14
6	9.75%	2,500.00	25-Apr-14
Total		58,125.00	

Nature of security

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

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

5 LONG TERM BORROWINGS (Contd.)

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

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

Upto 12 months*	-	1,000.00	-	-	1,000.00
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*Partly paid to the extent of Rs. 1,000,000/-

Terms of repayment as on March 31, 2014

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

Outstanding as at March 31, 2014 : Rs. Nil

Current maturity

(Rs. in lacs)

Redeemable at par/premium (from the date of the Balance Sheet)	Rate of interest				Total
	< 10%	>= 10% < 12%*	>= 12% < 14%	>= 14% < 16%	
Upto 12 months*	-	1,600.00	-	-	1,600.00

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

Nature of security

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

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

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

Terms of repayment

Long term borrowing

Outstanding as at March 31, 2015 & March 31, 2014: Rs. Nil.

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.00%	-	1,484.62	26-Aug-14	-
	11.25%	-	260.36	26-Aug-14	-
Option -II	11.25%	-	1,123.20	26-Aug-14	-
	11.50%	-	351.72	26-Aug-14	-
Option -III	11.03%	-	7,508.65	26-Aug-14	-
Option -IV	11.00%	-	999.10	26-Aug-14	-
Total		-	11,727.65		

Nature of security

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

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

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

5 LONG TERM BORROWINGS (Contd.)

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

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

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

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

v) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each - (2010)
Terms of repayment
Long term borrowing

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	-	1,424.68	1-Jun-15	-
	9.50%	-	3,918.55	1-Jun-15	-
	9.75%	-	1,160.60	1-Jun-15	-
	10.00%	-	231.60	1-Jun-15	-
Option -II	9.50%	-	897.03	1-Jun-17	2-Jun-15
	10.00%	-	832.20	1-Jun-17	2-Jun-15
	10.25%	-	3,802.59	1-Jun-17	2-Jun-15
	10.50%	-	722.54	1-Jun-17	2-Jun-15
Option -III	9.75%	-	808.45	1-Jun-15	-
	10.25%	-	785.68	1-Jun-15	-
	10.50%	-	1,756.76	1-Jun-15	-
	10.75%	-	385.28	1-Jun-15	-
Total		-	16,725.96		

Terms of repayment
Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	9.00%	1,424.68	-	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	-
	9.75%	-	1,616.90	1-Jun-14	-
	10.25%	-	1,571.36	1-Jun-14	-
	10.50%	-	3,513.52	1-Jun-14	-
	10.75%	-	770.56	1-Jun-14	-
Total		16,597.32	7,472.34		

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.

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 and as per the terms of the issue Rs. 7,472.34 lacs were redeemed on 1-June-2013.

Put options were exercised for option I on 1-June-2013 and Rs. 9,109.04 lacs were paid on 05-July-2013 in compliance with the terms of issue.

The Company has bought back non-convertible debentures of Rs. 128.64 lacs on 28-October-2014.

The Company has redeemed non-convertible debenture of Rs. 7,472.34 lacs on 1-June-2014 as per the terms of the issue.

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

Terms of repayment

Long term borrowing

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.60%	-	53,470.83	11-Jul-16	12-Jul-15
	11.35%	-	24,313.78	11-Jul-16	12-Jul-15
	11.10%	-	7,340.36	11-Jul-16	12-Jul-15
Total		-	85,124.97		

Terms of repayment

Current maturity

(Rs. in lacs)

Option detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Option -I	11.60%	53,467.20	-	11-Jul-16	12-Jul-15
	11.35%	24,304.40	-	11-Jul-16	12-Jul-15
	11.10%	7,324.64	-	11-Jul-16	12-Jul-15
Option -II	11.35%	-	3,462.05	11-Jul-14	-
	11.10%	-	3,173.19	11-Jul-14	-
	11.00%	-	8,239.72	11-Jul-14	-
Total		85,096.24	14,874.96		

Nature of security

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

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

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

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

The Company has bought back non-convertible debentures of Rs. 28.73 lacs on 28-October-2014.

The Company has redeemed non-convertible debenture of Rs. 14,874.96 lacs on 11-July-2014 as per the terms of the issue.

5 LONG TERM BORROWINGS (Contd.)

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

Terms of repayment

Long term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series -I	11.15%	-	8,569.28	9-Aug-15	-
	10.25%	-	14,894.88	9-Aug-15	-
Series -II	11.40%	13,349.04	13,423.10	9-Aug-17	-
	10.50%	12,845.22	12,788.11	9-Aug-17	-
Series -III	11.15%	-	3,725.06	9-Aug-15	-
	10.25%	-	161.04	9-Aug-15	-
Series -IV	11.40%	6,251.50	6,315.11	9-Aug-17	-
	10.50%	175.63	123.42	9-Aug-17	-
Total		32,621.39	60,000.00		

Current maturity

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series -I	11.15%	8,572.90	-	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	-		

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.

5 LONG TERM BORROWINGS (Contd.)

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

Terms of repayment

Long term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and Call option
Series -I	10.90%	12,850.81	12,829.17	1-Aug-16	-
	9.65%	13,542.26	13,568.20	1-Aug-16	-
Series -II	11.15%	11,561.58	11,586.22	31-Jul-17	-
	9.80%	3,378.46	3,356.06	31-Jul-17	-
	11.15%	11,561.58	11,586.22	31-Jul-18	-
Series -III	9.80%	3,378.46	3,356.07	31-Jul-18	-
	10.63%	5,801.02	5,797.30	31-Jul-18	-
Series -IV	9.40%	96.00	104.42	31-Jul-18	-
	10.90%	6,044.39	6,075.57	1-Aug-16	-
Series -V	9.65%	72.64	43.60	1-Aug-16	-
	11.15%	2,631.70	2,637.50	31-Jul-17	-
Series -V	9.80%	9.66	5.61	31-Jul-17	-
	11.15%	2,631.70	2,637.50	31-Jul-18	-
	9.80%	9.64	5.60	31-Jul-18	-
Total		73,569.90	73,589.04		

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014: 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. 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.

ix) Public issue of redeemable non-convertible debentures of Rs. 1,000/- each-(2013)-2

Terms of repayment

Long term borrowing

(Rs. in lacs)

Series detail	Rate of interest	As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and call option
Series -I	11.25%	7,745.00	7,762.63	24-Oct-16	-
	10.75%	19,390.84	19,373.21	24-Oct-16	-
Series -II	11.50%	3,167.15	3,164.51	24-Oct-18	-
	10.75%	7,486.37	7,489.01	24-Oct-18	-
Series -III	11.75%	4,710.54	4,734.26	24-Oct-20	-
	10.75%	3,047.01	3,023.29	24-Oct-20	-
Series -IV	11.25%	2,250.99	2,253.65	24-Oct-16	-
	10.75%	14.61	11.95	24-Oct-16	-
Series -V	11.50%	809.92	809.97	24-Oct-18	-
	10.75%	5.05	5.00	24-Oct-18	-
Series -VI	11.75%	1,348.34	1,370.42	24-Oct-20	-
	10.75%	24.18	2.10	24-Oct-20	-
Total		50,000.00	50,000.00		

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014: Rs. Nil.

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. 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.

x) **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)			
		As at March 31, 2015	As at March 31, 2014	Redeemable at par on	Put and call option
Series I	9.85%	111,578.53	-	15-Jul-17	-
	11.00%	6,571.96	-	15-Jul-17	-
	11.25%	7,742.19	-	15-Jul-17	-
Series II	10.00%	33,145.30	-	15-Jul-19	-
	11.25%	3,138.76	-	15-Jul-19	-
	11.50%	2,126.97	-	15-Jul-19	-
Series III	10.15%	5,588.00	-	15-Jul-21	-
	11.50%	5,327.02	-	15-Jul-21	-
	11.75%	2,691.85	-	15-Jul-21	-
Series IV	9.57%	51.76	-	15-Jul-19	-
	10.71%	1,427.85	-	15-Jul-19	-
	10.94%	1,304.03	-	15-Jul-19	-
Series V	9.71%	2.17	-	15-Jul-21	-
	10.94%	2,090.82	-	15-Jul-21	-
	11.17%	1,425.67	-	15-Jul-21	-
Series VI	9.85%	5,018.55	-	15-Jul-17	-
	11.00%	2,803.29	-	15-Jul-17	-
	11.25%	1,118.11	-	15-Jul-17	-
Series VII	10.00%	4.55	-	15-Jul-19	-
	11.25%	1,023.08	-	15-Jul-19	-
	11.50%	492.60	-	15-Jul-19	-
Series VIII	10.15%	33.17	-	15-Jul-21	-
	11.50%	1,893.46	-	15-Jul-21	-
	11.75%	885.02	-	15-Jul-21	-
Total		197,484.71	-		

Current maturity

Outstanding as at March 31, 2015 & March 31, 2014: 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.

5 LONG TERM BORROWINGS (Contd.)

(Rs. in lacs)

Total non-convertible debentures- secured	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Privately placed (i+ii+iii)	1,065,434.86	270,851.65	608,899.06	424,143.52
Public issue (iv+v+vi+vii+viii+ix+x)	353,676.00	129,017.32	285,439.97	34,074.95
Total non-convertible debentures- secured	1,419,110.86	399,868.97	894,339.03	458,218.47
Less: issued to related parties	19.89	3.96	18.85	23.08
Total	1,419,090.97	399,865.01	894,320.18	458,195.39

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, 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.

Terms of repayment as on March 31, 2014

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

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		Total
	<10%	>=10% <12%^	
12-24 months^	-	2,150.00	2,150.00
Total	-	2,150.00	2,150.00

^NCDs amounting to Rs. 2,150.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

Current maturity (gross of unamortised discount on debenture of Rs. 110.08 lacs)

(Rs. in lacs)

upto 12 months^¥	22,750.00	56,830.00	79,580.00
Total	22,750.00	56,830.00	79,580.00

^NCDs amounting to Rs. 23,170.00 lacs issued at zero coupon rates and redeemable at premium are included in above on the basis of IRR.

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

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.07%	25,000.00	30-Apr-14
Total		25,000.00	

5 LONG TERM BORROWINGS (Contd.)

D) Term loan from bank- unsecured

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

As at March 31, 2014

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non- current portion	Current maturities
36-48 months	14.00%	Bullet	10,000.00	-
Total			10,000.00	-

E) Term loans from banks - secured

As at March 31, 2015

Terms of repayment

Long term borrowing

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non- current portion #	Current maturities #
48-60 months	10.35% to 10.75%	16 to 20 installments of quarterly frequency	207,061.63	49,812.50
36-48 months	10.10% to 11.75%	1 to 48 installments of monthly, quarterly and half-yearly frequency	331,103.92	98,625.00
24-36 months	10.25% to 11.75%	1 to 48 installments of monthly, quarterly, half-yearly, yearly and specific frequency	216,488.60	127,668.67
12-24 months	9.85% to 11.75%	1 to 60 installments of bullet, monthly, quarterly, half-yearly and specific frequency	211,298.23	147,614.29
upto 12 months (* refer security details)	9.00% to 12.25%	1 to 60 installments of monthly, quarterly, half-yearly and yearly frequency	-	83,147.71
Total			965,952.38	506,868.17

#Loans are classified in respective time buckets based on option date

(Rs. in lacs)

Nature of security	As at March 31, 2015
a) * includes secured by hypothecation of vehicles for own use	0.44
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,472,820.11
Total	1,472,820.55

5 LONG TERM BORROWINGS (Contd.)

As at March 31, 2014

Terms of repayment

Long term borrowing

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non- current portion	Current maturities
48-60 months	10.25% to 11.75%	1 to 48 installments of monthly, quarterly and half-yearly frequency	133,988.69	34,500.00
36-48 months	10.25% to 11.75%	1 to 48 installments of monthly, quarterly, half-yearly and yearly frequency	322,582.86	121,668.67
24-36 months	10.00% to 11.75%	1 to 60 installments of bullet, monthly, quarterly, half-yearly and yearly frequency	280,099.49	150,130.96
12-24 months (* refer security details)	9.00% to 12.25%	1 to 60 installments of bullet, monthly, quarterly and half-yearly frequency	83,406.93	74,369.34
Upto 12 months	9.75% to 12.75%	1 to 48 installments of bullet, monthly and quarterly frequency	-	83,044.09
Total			820,077.97	463,713.06

(Rs. in lacs)

Nature of security	As at March 31, 2014
a) * includes secured by hypothecation of vehicles for own use	2.91
b) Secured by an exclusive charge by way of hypothecation of specific movable assets being fixed / current assets relating to hypothecation loans	1,283,788.12
Total	1,283,791.03

F) Fixed deposits- unsecured -Refer note 28

Terms of repayment as on March 31, 2015

Long term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%	>=10% <12%	Total
48-60 months	5,136.39	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

Terms of repayment as on March 31, 2014

Long term borrowing

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest		
	<10%	>=10% <12%	Total
48-60 months	-	9,075.19	9,075.19
36-48 months	-	5,968.13	5,968.13
24-36 months	0.02	134,125.09	134,125.11
12-24 months	14,325.65	28,918.46	43,244.11
Total	14,325.67	178,086.87	192,412.54
Current maturity			
Upto 12 months	19,502.62	18,509.14	38,011.76

5 LONG TERM BORROWINGS (Contd.)

(Rs. in lacs)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Total fixed deposits	470,077.48	65,932.39	192,412.54	38,011.76
Less: issued to related parties	33.98	7.10	9.19	1.10
Total	470,043.50	65,925.29	192,403.35	38,010.66

G) Term loan from financial institutions/corporates - secured

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	10.00%	20 installments of quarterly frequency	22,500.00	6,000.00
24-36 months	10.00%	20 installments of specific frequency	17,500.00	10,000.00
12-24 months	10.00%	1 to 12 installments of bullet and specific frequency	28,900.00	16,800.00
upto 12 months	10.00%	11 installments of specific frequency	-	5,000.00
Total			68,900.00	37,800.00

Nature of security

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

As at March 31, 2014

Terms of repayment

Long term borrowing

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Non-current portion	Current maturities
36-48 months	11.10%	20 installments of quarterly frequency	27,500.00	10,000.00
24-36 months	10.50%	11 installments of quarterly frequency	33,200.00	16,800.00
12-24 months	11.00%	10 installments of quarterly frequency	5,000.00	12,000.00
Total			65,700.00	38,800.00

Nature of security

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

(Rs. in lacs)

Total long-term borrowings	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current maturities	Non-current portion	Current maturities
Secured borrowings	2,453,935.32	944,419.41	1,779,971.35	959,537.51
Unsecured borrowings	831,622.98	144,211.30	616,236.95	167,923.40
Total long-term borrowings	3,285,558.30	1,088,630.71	2,396,208.30	1,127,460.91

(Rs. in lacs)

6	OTHER LIABILITIES	As at March 31, 2015		As at March 31, 2014	
		Long-term	Short-term	Long-term	Short-term
	Creditors other than Micro, Small and Medium Enterprises				
	- for fixed assets	-	3.68	-	1.55
	Current maturities of long term debts [Refer Note 5]	-	1,088,630.71	-	1,127,460.91
	Interest accrued but not due on loans	57,257.61	103,004.74	48,907.46	103,501.11
	Investor Education and Protection Fund shall be credited by the following amounts (as and when due)				
	- Unclaimed dividend	-	821.59	-	773.97
	- Unclaimed matured deposits and interest accrued thereon	-	3,718.52	-	4,496.26
	- Unclaimed matured debentures and interest accrued thereon	-	5,566.28	-	6,324.62
	- Unclaimed matured subordinate debts and interest accrued thereon	-	1,855.92	-	6,295.16
	Temporary credit balance in bank accounts	-	3,436.05	-	4,103.99
	Tax deducted at Source	-	2,038.99	-	1,783.12
	Service tax payable	-	65.39	-	71.64
	Statutory dues pertaining to employees	-	505.27	-	389.07
	Value added tax	-	412.34	-	412.34
	Works contract tax payable	-	3.67	-	1.41
	Unrealised gain on securitisation*	24,387.06	50,009.19	35,842.13	78,270.16
	Retention and others	15,517.51	-	12,232.25	-
	Total	97,162.18	1,260,072.34	96,981.84	1,333,885.31

* Includes realised gain on premium structure securitisation / assignment deals amounting to Rs. Nil (March 31, 2014: Rs. 155.31 lacs) - Also refer note 2.1 (j) (v).

(Rs. in lacs)

7	PROVISIONS	As at March 31, 2015		As at March 31, 2014	
		Long-term	Short-term	Long-term	Short-term
	For employee benefits				
	For gratuity	-	37.52	-	54.91
	For leave encashment and availment	-	1,859.85	-	1,736.79
	For Others				
	For non-performing assets	179,756.30	-	117,444.39	-
	For standard assets [Refer note (f) of note 2.1]	7,442.11	5,200.46	5,485.89	4,390.41
	For credit loss on securitisation	-	-	7,370.36	-
	For service tax- contested	-	8,793.99	-	8,793.99
	For value added tax	-	575.66	-	-
	For income tax [net of advance tax Rs. 225,492.60 lacs (March 31, 2014: Rs. 167,466.56 lacs)]	-	7,889.06	-	4,566.31
	Proposed dividend	-	13,612.96	-	9,075.31
	Corporate dividend tax	-	2,721.78	-	1,542.35
	Total	187,198.41	40,691.28	130,300.64	30,160.07

(Rs. in lacs)

	As at March 31, 2015	As at March 31, 2014
8 SHORT TERM BORROWINGS		
Secured		
Redeemable non-convertible debentures	-	43,400.00
Term loans		
i) From banks	236,344.91	194,799.86
ii) From financial institutions/corporates	-	10,000.00
Loans repayable on demand (secured)		
Cash credit	26,918.00	51,101.46
Working capital demand loan from banks	12,500.00	22,500.00
Unsecured		
Term loan from banks	12,000.00	2,200.00
Term loan from financial institutions	7,500.00	-
Commercial papers from other than banks	-	16,000.00
Less: unamortised discount	-	(623.41)
	-	15,376.59
Total	295,262.91	339,377.91

A) Non-convertible debenture (NCD)-Secured

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

Terms of repayment as on March 31, 2015

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

Terms of repayment as on March 31, 2014

(Rs. in lacs)

Redeemable at par (from the date of the Balance Sheet)	Rate of interest	
	>=10%	<12% ₹
Upto 12 months	42,400.00	42,400.00
Total	42,400.00	42,400.00

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

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.95%	30,000.00	26-Sep-14
2	10.72%	7,500.00	24-Sep-14
3	10.72%	2,500.00	24-Sep-14
Total		40,000.00	

Nature of security

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

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

8 SHORT TERM BORROWINGS (Contd.)

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

Terms of repayment as on March 31, 2015

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

Terms of repayment as on March 31, 2014

(Rs. in lacs)

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

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

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

(Rs. in lacs)

Sr No	Rate of interest	Amount	Put/call option date
1	10.50%	1,000.00	19-Aug-14

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, 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.

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.00 % to 11.25%	Bullet	194,799.86
Total			194,799.86

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

C) Term loans from financial institution - secured

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

Terms of repayment

(Rs. in lacs)

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Upto 12 months	10.25%	Bullet	10,000.00
Total			10,000.00

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

D) Cash credit from bank

(Rs. in lacs)

	As at March 31, 2015	As at March 31, 2014
Secured by hypothecation of specific assets covered under hypothecation loan agreements	26,918.00	51,101.46
Total	26,918.00	51,101.46

8 SHORT TERM BORROWINGS (Contd.)

E) Working capital demand loan -Secured

			(Rs. in lacs)
Terms of repayment			
Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015
Up to 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

			(Rs. in lacs)
Terms of repayment			
Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Up to 12 months	9.75 % to 11.50%	Bullet	22,500.00
Total			22,500.00

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

F) Term loans from bank -unsecured

			(Rs. in lacs)
Terms of repayment			
Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2015 #
Up to 12 months	10.00%	Bullet	12,000.00
Total			12,000.00

Loan is classified in respective time buckets based on option date.

			(Rs. in lacs)
Terms of repayment			
Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Up to 12 months	9.75%	Bullet	2,200.00
Total			2,200.00

G) Term loan from financial institutions - unsecured

	(Rs. in lacs)	(Rs. in lacs)
	As at March 31, 2015	As at March 31, 2014
Upto 12 months	7,500.00	-
Total	7,500.00	-

H) Commercial paper

			(Rs. in lacs)
Outstanding as at March 31, 2015 : Rs. Nil.			
Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at March 31, 2014
Up to 12 months	10.20 % to 10.35 %	Bullet	16,000.00
Total			16,000.00

Note

The amount of commercial paper is disclosed at gross value. The amount of unamortised discount on commercial paper is Rs. 623.41 lacs.

		(Rs. in lacs)	
	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)
Total Short-term borrowings	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
Secured borrowings	275,762.91	321,801.32	
Unsecured borrowings	19,500.00	17,576.59	
Total short-term borrowings	295,262.91	339,377.91	

(Rs. in lacs)

Particulars	Tangible fixed assets							Intangible assets			
	Land - freehold	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvement	Total tangible fixed assets	Trade-marks	Computer software	Total intangible assets
9 FIXED ASSETS											
Gross block											
As at April 01, 2013	11.27	526.03	6,242.73	224.28	1,685.30	85.91	5,985.22	14,760.74	4.64	1,284.90	1,289.54
Additions	4,449.52	-	2,923.06	92.82	753.08	0.10	3,433.08	11,651.66	-	95.77	95.77
Deletions	-	138.48	276.77	12.77	116.28	4.22	481.83	1,030.35	-	-	-
Adjustment*	-	254.20	54.19	-	58.33	-	(734.89)	(368.17)	-	-	-
As at March 31, 2014	4,460.79	641.75	8,943.21	304.33	2,380.43	81.79	8,201.58	25,013.88	4.64	1,380.67	1,385.31
Additions	-	28.04	1,386.26	566.15	525.52	24.64	1,924.26	4,454.87	-	68.23	68.23
Deletions	-	-	322.84	71.37	133.04	5.69	616.45	1,149.39	-	-	-
Adjustment*	-	-	(1,556.36)	1,556.36	-	-	-	-	-	-	-
As at March 31, 2015	4,460.79	669.79	8,450.27	2,355.47	2,772.91	100.74	9,509.39	28,319.36	4.64	1,448.90	1,453.54
Depreciation											
As at April 01, 2013	-	127.84	2,855.38	119.55	940.47	69.13	3,726.52	7,838.89	1.20	987.93	989.13
Charge for the year	-	8.82	1,226.66	44.02	522.84	5.28	1,288.80	3,096.42	0.46	179.20	179.66
Deletions	-	41.48	219.09	8.29	85.41	4.01	461.55	819.83	-	-	-
Adjustment*	-	-	-	-	-	-	(368.17)	(368.17)	-	-	-
As at March 31, 2014	-	95.18	3,862.95	155.28	1,377.90	70.40	4,185.60	9,747.31	1.66	1,167.13	1,168.79
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
Net block											
As at March 31, 2014	4,460.79	546.57	5,080.26	149.05	1,002.53	11.39	4,015.98	15,266.57	2.98	213.54	216.52
As at March 31, 2015	4,460.79	563.39	3,296.74	1,400.30	1,101.78	32.10	4,421.34	15,276.44	2.52	146.77	149.29

* Adjustment is on account of regrouping of fixed assets

(Rs. in lacs)

	Year ended	
	March 31, 2015	March 31, 2014
Depreciation and amortisation		
on tangible assets	4,177.80	3,096.42
on intangible assets	135.46	179.66
on investment property	2.23	2.33
Total	4,315.49	3,278.41

(Rs. in lacs)

		As at March 31, 2015	As at March 31, 2014
10	NON-CURRENT INVESTMENTS		
1	Investment property (net of depreciation)	195.23	197.47
2	Non trade :		
	A. Investment in equity shares-unquoted	67.20	65.00
	B. Investment in government securities	75,333.42	33,089.48
	C. Investment in subordinated debts	5,000.00	5,000.00
	D. Investment in venture capital fund	1,655.64	1,453.04
	E. Investment in mutual fund	200.00	200.00
	Less : Aggregate provision for diminution in value of investments	(25.00)	(25.00)
	Total	82,426.49	39,979.99

(Rs. in lacs)

Particulars	Face value	Quantity	Amount	Quantity	Amount
		As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
1 Investment property (at cost less accumulated depreciation)					
Cost of land and building given on operating lease			211.66		211.66
Less: accumulated depreciation			16.43		14.19
Net Block			195.23		197.47
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, 2014: Rs. 25.00 lacs))	10	25,000	-	25,000	-
The Zoroastrian Co-operative Bank Limited (Purchased 100 share of Rs 25/- each during the year)	25	100	0.03	-	-
Freight Commerce Solutions Private Limited (Purchased 3,705 share of Rs 10/- each during the year)	10	3,705	0.37	-	-
Shriram Seva Sankalp Foundation (Purchased 18,000 share of Rs 10/- each during the year)	10	18,000	1.80	-	-

10 NON-CURRENT INVESTMENTS (Contd.)

Particulars	Face value	Quantity		Amount	
		As at	As at	Quantity	Amount
		March 31, 2015	March 31, 2015	As at March 31, 2014	As at March 31, 2014
(Rs. in lacs)					
B. Government Securities [Refer note 28]					
Quoted					
6.13% GOI Loan 2028	100	176,000	177.36	176,000	177.47
6.35% GOI Loan 2020	100	2,500,000	2,405.49	2,500,000	2,385.64
6.49% GOI Loan 2015	100	-	-	500,000	495.73
6.90% GOI Loan 2019	100	5,000,000	4,832.76	5,000,000	4,793.75
7.02% GOI Loan 2016	100	400,000	398.27	400,000	397.02
7.80% GOI Loan 2020	100	2,500,000	2,496.07	2,500,000	2,495.30
8.13% GOI Loan 2022	100	2,500,000	2,502.04	2,500,000	2,502.31
8.24% GOI Loan 2027	100	500,000	497.49	500,000	497.28
8.26% GOI Loan 2027	100	7,500,000	7,374.83	7,500,000	7,364.70
8.28% GOI Loan 2027	100	7,500,000	7,019.13	5,000,000	6,980.61
8.97% GOI Loan 2030	100	2,500,000	2,658.25	2,500,000	2,668.33
8.33% GOI Loan 2026	100	2,500,000	2,345.07	2,500,000	2,331.34
8.28% GOI Loan 2027 (Purchased during the year)	100	7,500,000	7,265.31	-	-
8.83% GOI Loan 2023 (Purchased during the year)	100	10,000,000	10,078.04	-	-
7.16% GOI Loan 2023 (Purchased during the year)	100	12,500,000	11,917.43	-	-
8.33% GOI Loan 2026 (Purchased during the year)	100	5,000,000	5,145.47	-	-
8.60% GOI Loan 2028 (Purchased during the year)	100	7,500,000	8,220.41	-	-
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. 237.13 lacs (March 31, 2014: Rs. 579.89 lacs) and redeemed during the year is Rs. 34.54 lacs (March 31, 2014: Rs. Nil))	10,000	16,556	1,655.64	14,530	1,453.04
E. Quoted: Investment in Mutual fund					
Shriram Equity & Debt Opportunities Fund Direct-Growth	10	2,000,000	200.00	2,000,000	200.00
Total			82,426.49		39,979.99
Aggregate value of quoted investments					
Cost of acquisition			75,533.42		33,289.48
Market value			78,023.63		29,642.13
Aggregate value of unquoted investments					
Cost of acquisition			6,722.84		6,518.04
Aggregate provision for diminution in value of investments			25.00		25.00

(Rs. in lacs)

		As at March 31, 2015	As at March 31, 2014
11	DEFERRED TAX ASSETS (NET)		
	Deferred tax asset		
	Fixed asset: Impact of difference between tax depreciation and depreciation /amortisation charged for financial reporting period	1,122.49	586.52
	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.	4,072.89	4,552.89
	Provision for securitisation	17,509.87	18,240.09
	Provision for standard assets	4,081.61	3,356.95
	Gross deferred tax assets (A)	26,786.86	26,736.45
	Deferred tax liability		
	Debenture issue expenses	1,008.53	1,180.65
	Gross deferred tax liability (B)	1,008.53	1,180.65
	Net deferred tax assets (A-B)	25,778.33	25,555.80

(Rs. in lacs)

		As at March 31, 2015		As at March 31, 2014	
		Non-current portion	Current portion #	Non-current portion	Current portion #
12	LOANS AND ADVANCES				
	Unsecured, considered good				
	Capital advances	246.60	-	280.62	-
	Security deposits	2,842.25	722.56	2,942.72	852.07
	Secured, considered good				
	Hypothecation loans	2,888,862.86	1,947,908.15	2,118,667.78	1,605,633.52
	Retained interest on securitisation	24,011.94	33,466.27	41,178.54	40,768.00
	Other loans	48,625.79	16,503.67	10.19	30.05
	Securitisation deferred consideration receivable	24,387.06	50,009.19	37,139.46	79,937.37
	Unsecured, considered good				
	Unsecured loans	8,730.59	73,807.56	13,169.34	103,295.32
	Advance - hypothecation loans	1,119.60	-	1,007.45	-
	Debtors on securitisation (Net of delinquency provision Rs. 51,514.79 lacs, March 31, 2014 Rs. 46,292.75 lacs)	-	-	-	34.09
	Doubtful				
	Secured hypothecation loans	225,869.97	-	143,709.36	-
	Other loans	-	-	350.64	-
	Unsecured loan	10,692.98	-	5,452.50	-
	Advances recoverable in cash or in kind or for value to be received	36.03	-	36.14	-

12 LOANS AND ADVANCES (Contd.)

	(Rs. in lacs)			
	As at March 31, 2015		As at March 31, 2014	
	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	2,753.55	4,147.78	3,444.34	8,366.79
Service tax credit (input) receivable	-	3,261.89	-	2,319.19
Prepaid expenses	77.96	502.41	155.26	854.57
Advance income tax (net of provision for taxation) [net of provision for income tax Rs. 249,131.37 lacs (March 31, 2014: Rs. 247,798.82 lacs)]	9,868.27	-	9,548.62	-
Total	3,248,125.45	2,130,329.48	2,377,092.96	1,842,090.97

Includes current maturities of long term loans and advances

	(Rs. in lacs)			
	As at March 31, 2015		As at March 31, 2014	
	Non-current portion	Current portion	Non-current portion	Current portion
13 OTHER ASSETS				
Unsecured, considered good				
Fixed deposits with banks (Note 16)	290.80	-	0.50	-
Margin money deposit with banks (Note 16)	6,727.97	-	6,374.05	-
Interest accrued on investments	-	1,578.11	-	1,029.29
Interest accrued on fixed deposits with banks	58.14	3,221.27	372.08	5,302.78
Plan Asset - gratuity	-	1.29	-	0.13
Public issue expenses for non-convertible debentures	1,664.06	1,303.09	1,957.42	1,516.10
Issue expenses for equity shares	569.59	152.77	738.45	152.77
Total	9,310.56	6,256.53	9,442.50	8,001.07

(Rs. in lacs)

	As at	As at
	March 31, 2015	March 31, 2014
14 CURRENT INVESTMENTS		
1 Investment in government securities	499.32	-
2 a) Investment in certificate of deposit with banks	220,792.81	203,561.74
b) Investment in mutual fund	-	1.40
Less : Aggregate provision for diminution in value of investments	-	(16.81)
Total	221,292.13	203,546.33

14 CURRENT INVESTMENTS (Contd.)

Particulars	Face value	(Rs. in lacs)			
		Quantity	Amount	Quantity	Amount
		As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
Current portion of long term investments (valued at cost unless otherwise mentioned)					
a) Quoted: Government Securities [Refer note 28]					
6.49% GOI Loan 2015	100	500,000	499.32	-	-
This security is redeemable on June 8, 2015 at par					
Current investments (At lower of cost and fair value)					
a) Unquoted: Investment in Certificate of deposit with banks					
Allahabad Bank		-	-	20,000	19,587.42
Andhra Bank [At cost less provision for diminution in value of Rs. Nil (March 31, 2014: Rs. 9.39 Lacs)]		10,000	9,817.48	30,000	29,458.76
Bank of Baroda [At cost less provision for diminution in value of Rs. Nil (March 31, 2014: Rs. 0.01 Lacs)]		-	-	2,500	2,452.54
Bank of Maharashtra		25,000	24,562.73	-	-
Central Bank of India		-	-	10,000	9,896.90
Corporation Bank		30,000	29,386.23	-	-
Industrial Development Bank of India Limited [At cost less provision for diminution in value of Rs. Nil (March 31, 2014: Rs. 7.41 lacs)]		-	-	25,000	24,556.87
Indusind Bank Limited		-	-	10,000	9,797.95
Jammu & Kashmir Bank		25,000	24,540.55	-	-
Oriental Bank of Commerce		35,000	34,422.50	-	-
Punjab & Sindh Bank		30,000	29,416.65	-	-
South Indian Bank		-	-	30,000	29,330.27
State Bank of Bikaner & Jaipur		25,000	24,496.16	-	-
Syndicate Bank		25,000	24,568.65	20,000	19,670.98
UCO Bank		20,000	19,581.86	30,000	29,301.33
Union Bank of India		-	-	20,000	19,670.98
Vijaya Bank		-	-	10,000	9,820.93
b) Quoted: Investment in Mutual Fund					
DWS Insta cash plus fund - direct plan - Growth (Redeemed during the year)	10	-	-	840.33	1.40
Total			221,292.13		203,546.33
Aggregate Value of Quoted Investments					
Cost of acquisition			499.32		1.40
Market value			498.04		1.40
Aggregate value of unquoted investments					
Cost of acquisition			220,792.81		203,544.93
Aggregate provision for diminution in value of investments			-		16.81

(Rs. in lacs)

		As at March 31, 2015	As at March 31, 2014
		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	298.86	190.67
	Total	298.86	190.67

(Rs. in lacs)

		As at March 31, 2015		As at March 31, 2014	
		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	-	166,700.86	-	185,452.85
	Unpaid dividend accounts	-	821.59	-	773.96
	Deposits with original maturity of less than three months	-	166,515.00	-	260,596.00
	ii) Cheques on hand	-	7,576.72	-	4,197.25
	iii) Cash on hand	-	10,990.89	-	13,608.57
	iv) Call Money (CBLO)	-	-	-	69,882.53
			352,605.06		534,511.16
	Other bank balances				
	Deposits with original maturity for more than 12 months	290.80	9.22	0.50	290.80
	Deposits with original maturity for more than 3 months but less than 12 months	-	6,588.28	-	31,878.40
	Margin money deposit#@	6,727.97	116,915.32	6,374.05	145,163.32
		7,018.77	123,512.82	6,374.55	177,332.52
	Amount disclosed under non-current assets [Refer Note 13]	(7,018.77)	-	(6,374.55)	-
	Total	-	476,117.88	-	711,843.68

@ Includes deposits of Rs. 1.64 lacs (March 31, 2014: Rs. 1.64 lacs) pledged with VAT authorities.

Includes deposits of Rs. 115,097.11 lacs (March 31, 2014 : Rs. 139,935.51 lacs) pledged with Banks as margin for credit enhancement, Rs. 8,106.35 lacs (March 31, 2014: Rs. 11,194.65 lacs) as margin for guarantees and Rs. 439.84 lacs (March 31, 2014: Rs. 405.57 lacs) pledged as lien against loans taken.

(Rs. in lacs)

		Year ended March 31, 2015	Year ended March 31, 2014
17	REVENUE FROM OPERATIONS		
	Interest income on		
	- loan portfolio and related charges	773,833.99	636,346.18
	- securitisation and direct assignment	21,132.89	85,372.36
	- pass through certificates*	55,827.62	48,304.69
	- margin money on securitisation/ assignments	10,971.17	13,354.78
	- deposits with banks	1,728.06	6,421.88
	- long-term investments	4,675.73	2,725.87
	- current investments	867.55	2,864.01

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
17	REVENUE FROM OPERATIONS (Contd.)		
	Other financial services		
	Reversal of provision for credit loss on securitisation	2,148.31	11,475.54
	Income from portfolio management services	1.68	85.67
	Income from commission services	5,414.12	3,617.42
	Bad debt recovery	594.08	490.57
	Dividend on long-term investments	0.25	0.50
	Dividend on current investments	2.19	-
	Profit on sale of current investments (net)	34,050.05	29,363.67
	Profit on sale of investment in associate	-	0.06
	Facilitation fees	6,452.13	7,164.17
	Total	917,699.82	847,587.37

* Includes Rs 7,033.92 lacs (March 31, 2014: Rs. 16,501.23 lacs) of income on pass through certificates where distribution tax has been deducted by the trustees as per section 115TA of Income Tax Act.

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
18	OTHER INCOME		
	Income from operating lease	10.14	10.14
	Profit on sale of assets (net)	-	308.23
	Miscellaneous income	251.71	112.95
	Total	261.85	431.32

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
19	EMPLOYEE BENEFIT EXPENSES		
	Salaries, other allowances and bonus	45,085.34	43,442.05
	Gratuity expenses	725.50	232.72
	Contribution to provident and other funds	2,986.91	2,268.13
	Expense on Employee Stock Option Scheme	55.33	11.14
	Staff welfare expenses	1,550.83	1,205.76
	Total	50,403.91	47,159.80

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
20	FINANCE COST		
	Interest expense		
	Debentures	177,916.28	164,929.90
	Subordinated debts	50,057.08	52,049.20
	Fixed deposits	41,603.99	18,404.23
	Loans from banks	166,626.43	142,940.52
	Loans from institutions and others	11,626.42	9,784.34
	Commercial paper	1,315.63	2,434.30
	Other borrowing costs		
	Professional charges-resource mobilisation	9,557.88	9,661.93
	Processing charges on loans	910.17	1,262.40
	Brokerage	6,088.93	12,270.88
	Sourcing fees	-	716.59
	Service charges	-	4,299.56
	Amortisation of public issue expenses for non-convertible debentures	1,761.70	1,467.06
	Total	467,464.51	420,220.91

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
21	OTHER EXPENSES		
	Rent	7,750.80	7,418.61
	Lease rent for parking yards	182.89	124.71
	Electricity expenses	1,257.77	996.96
	Direct selling associates commission	51.10	200.44
	Repairs & maintenance		
	- Buildings	24.25	11.41
	- Others	861.83	1,077.82
	Rates & taxes	50.93	190.80
	Printing & stationery	1,543.70	1,551.89
	Travelling & conveyance	12,152.07	11,780.87
	Advertisement	328.57	175.92
	Registration and filing fees	2.69	2.71
	Brokerage	2.25	1.92
	Business promotion	8,816.10	2,577.08
	Buyer and seller facilitation expense	819.58	884.07
	Royalty	6,249.24	2,561.58
	Directors' sitting fees	12.26	12.37
	Insurance	59.25	54.72
	Communication expenses	4,472.86	4,315.33
	Payment to auditor [refer note 33]		
	As auditor:		
	- Audit fees	160.40	145.57
	- Tax audit fees	10.93	9.90
	- Out of pocket	8.46	5.78
	In any other manner:		
	- Certification	3.09	4.59
	Bank charges	3,106.81	3,091.07
	Processing charges on securitisation	-	5.31
	Professional charges on securitisation	3,170.41	5,709.05
	Legal & professional charges	3,762.89	3,022.27
	Donations	617.72	477.25
	Loss on sale of fixed assets (net)	38.74	1.30
	Issue expenses for equity shares	152.78	152.78
	Data center management service	146.53	146.53
	Security charges	18.77	291.55
	Service charges paid	4,528.64	3,937.95
	CSR expenses	74.10	135.95
	Miscellaneous expenses	9,161.41	7,916.33
	Total	69,599.82	58,992.39

		(Rs. in lacs)	
		Year ended March 31, 2015	Year ended March 31, 2014
22	PROVISIONS AND WRITE OFFS		
	Provision for non performing assets	60,954.86	34,890.07
	Provision for standard assets [Refer note (f) of note 2.1]	2,766.27	1,359.49
	Provision for diminution in value of investments	-	16.81
	Bad debts written off	97,501.26	85,054.49
	Total	161,222.39	121,320.86

	Year ended March 31, 2015	Year ended March 31, 2014
23 EARNINGS PER SHARE		
Net Profit after tax as per statement of profit and loss (Rs. in lacs) (A)	102,844.45	135,793.73
Weighted average number of equity shares for calculating basic EPS (in lacs) (B)	2,268.83	2,268.76
Weighted average number of equity shares for calculating diluted EPS (in lacs) (C)	2,268.83	2,268.76
Basic earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) (A) / (B)	45.33	59.85
Diluted earnings per equity share (in Rupees) (Face value of Rs. 10/- per share) (A) / (C)	45.33	59.85

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 an insurance company in the form of qualifying insurance policy.

The Group funded Rs. 372.43 lacs during the financial year 2014-15 and Rs. 2,022.67 lacs during the financial year 2013-14.

Consequent to the adoption of revised AS 15 'Employee Benefits' issued under Companies Accounting Standard Rules, 2006, 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, 2015	Year ended March 31, 2014
Net employee benefit expense (recognized in employee cost)		
	Gratuity	
Current service cost	352.87	348.84
Interest cost on benefit obligation	199.16	154.23
Expected return on plan assets	(180.42)	Nil
Net actuarial (gain) / loss recognised in the year	(30.84)	(270.36)
Past service cost	Nil	Nil
Net benefit expense*	340.77	232.71
Actual return on plan assets	239.79	51.10

* Gratuity expense as per Note 19 of statement of profit and loss for the year ended March 31, 2015 includes gratuity paid to trust on account of relieved employees Rs. 362.91 lacs, gratuity provision on account of relieved employees Rs. 13.29 lacs and gratuity transferred to/from other companies Rs. 8.53 lacs.

Balance sheet

Particulars	(Rs. in lacs)	
	March 31, 2015	March 31, 2014
Benefit asset/(liability)		
	Gratuity	
Present value of defined benefit obligation	2,709.10	2,128.54
Fair value of plan assets	2,685.99	2,073.77
Surplus/(deficit)	(23.11)	(54.77)
Less: Unrecognised past service cost	Nil	Nil
Plan asset / (liability)*	(23.11)	(54.77)

*Gratuity liability for the year ended March 31, 2015 disclosed under Note 7 - Provisions includes gratuity provision on account of relieved employees Rs. 13.29 lacs and Rs. 0.16 lacs fund with insurance company.

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, 2015	March 31, 2014
Opening defined benefit obligation	2,128.54	1,927.94
Interest cost	199.16	154.23
Current service cost	352.87	348.84
Benefits paid	Nil	(83.22)
Actuarial (gains) / losses on obligation	28.53	(219.25)
Closing defined benefit obligation	2,709.10	2,128.54

Changes in the fair value of the plan assets are as follows: (Rs. in lacs)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Opening fair value of plan assets	2,073.77	Nil
Expected return	180.42	Nil
Contributions by employer	372.43	2,022.67
Benefits paid	Nil	Nil
Actuarial (gains) / losses	59.37	51.10
Closing fair value of plan assets	2,685.99	2,073.77

The Group expects to contribute Rs. 410.45 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, 2015	March 31, 2014
	%	%
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, 2015	March 31, 2014
Discount rate	7.95%	9.36%
Expected rate of return on assets	7.95%	8.70%
Increase in compensation cost	5.00%	5.00%
Employee Turnover*	5% and 15%	5% and 10%

The estimates of future salary increases, considered in actuarial valuation, are on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*5% in case of employees with service period of more than 5 years and 15% for all other employees.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for the current period and previous four years are as follows: (Rs. in lacs)

Particulars	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Defined benefit obligation	2,709.10	2,128.54	1,927.94	1,460.99	913.73
Plan assets	2,685.99	2,073.77	Not applicable	Not applicable	Not applicable
Surplus / (deficit)	(23.11)	(54.77)	(1,927.94)	(1,460.99)	(913.73)
Experience adjustments on plan liabilities (gains)/losses	(271.95)	58.31	94.64	343.18	74.98
Experience adjustments on plan assets (losses)/gains	59.37	51.10	Not applicable	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, 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

Year ended March 31, 2014

(Rs. in lacs)

Particulars	Financing activities	Facilitation Service division	Total
Segment revenue	840,812.93	7,205.76	848,018.69
Segment results (Profit before tax and after interest on financing segment)	196,471.75	578.68	197,050.43
Less: Unallocated reconciling items	-	4.11	4.11
Net profit before tax			197,046.32
Less: Income Taxes			61,252.59
Net profit after tax			135,793.73
Add: Share of profit of associate			-
Net profit after taxes and share of loss of associate			135,793.73
Other information:			
Segment assets	5,191,433.63	6,689.01	5,198,122.64
Unallocated corporate assets	34,979.95	124.47	35,104.42
Total assets	5,226,413.58	6,813.48	5,233,227.06
Segment liabilities	4,374,560.34	3,082.70	4,377,643.04
Unallocated corporate liabilities	4,543.15	23.16	4,566.31
Total Liabilities	4,379,103.49	3,105.86	4,382,209.35
Capital expenditure	7,228.25	4,519.18	11,747.43
Depreciation	2,955.83	322.58	3,278.41
Other non cash expenditure	126,071.06	396.01	126,467.07

26	EMPLOYEE STOCK OPTION PLAN	Series III	Series VI
Holding Company - Shriram Transport Finance Company Limited			
Date of grant		9-Oct-06	13-May-09
Date of board/committee approval		6-Sep-06	13-May-09
Date of Shareholder's approval		13-Oct-05	13-Oct-05
Number of options granted		910,000	50,000
Method of settlement (Cash/Equity)		Equity	Equity
Graded vesting period			
After 1 year of grant date		10% of options granted	10% of options granted
After 2 years of grant date		20% of options granted	20% of options granted
After 3 years of grant date		30% of options granted	30% of options granted
After 4 years of grant date		40% of options granted	40% of options granted
Exercisable period		10 years from vesting date	10 years from vesting date
Vesting conditions		On achievement of predetermined targets.	

The Serieswise details have been summarized below:

March 31, 2015

	Series III	Series VI
	Number of Shares	Number of Shares
Outstanding at the beginning of the period (Number of Shares)	-	-
Weighted average remaining contractual life (in years)	-	-
Weighted average fair value of options granted	74.85	201.45
Weighted average Exercise Price(Rs.)	35.00	35.00

26 EMPLOYEE STOCK OPTION PLAN (Contd.)

March 31, 2014

	Series III	Series VI
	Number of Shares	Number of Shares
Outstanding at the beginning of the period (Number of Shares)	4,000	14,800
Add: Granted during the period (Number of Shares)	-	-
Less: Forfeited during the period (Number of Shares)	-	-
Less: Exercised during the period (Number of Shares)	4,000	14,800
Less: Expired during the period (Number of Shares)	-	-
Outstanding at the end of the period (Number of Shares)	-	-
Exercisable at the end of the period (Number of Shares)	-	-
Weighted average remaining contractual life (in years)	-	-
Weighted average fair value of options granted	74.85	201.45
Weighted average Exercise Price(Rs.)	35.00	35.00

The weighted average share price for the period over which stock options were exercised was Rs.Nil (March 31, 2014: Rs. 650.99).

The details of exercise price for stock options outstanding at the end of the year are:

There are no stock options outstanding as at March 31, 2015 and March 31, 2014.

	Series I (SAIL)	Series I (SEFCL)
Date of grant	28-Jan-2014	28-Jan-2014
Date of board/committee approval	6-May-2013	28-Jan-2014
Date of shareholder's approval	11-Nov-2013	11-Nov-2013
Number of options granted	100,000	170,000
Method of settlement (cash/equity)	Equity	Equity
Graded vesting period		
After 1 year of grant date	20% of options granted	20% of options granted
After 2 years of grant date	30% of options granted	30% of options granted
After 3 years of grant date	50% of options granted	50% of options granted
Exercisable period	10 years from vesting date	10 years from vesting date
Vesting Conditions	on achievement of pre-determined targets	on achievement of pre-determined targets

26 EMPLOYEE STOCK OPTION PLAN (Contd.)

The details of Series I have been summarized below:

Shriram Automall (India) Limited

	As at March 31, 2015		As at March 31, 2014	
	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)	-	5.84	-	6.84
Weighted average fair value of options granted	-	27.40	-	34.31

The fair value of shares as on March 31, 2015 is Rs. 33.51

Shriram Equipment Finance Company Limited

	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Weighted Average Exercise Price(Rs.)	Number of Shares	Weighted Average Exercise Price(Rs.)
Outstanding at the beginning of the period	170,000	10.00	-	-
Add: Granted during the period	-	-	170,000	10.00
Outstanding at the end of the period	170,000	10.00	170,000	10.00
Exercisable at the end of the period	170,000	10.00	170,000	10.00
Weighted average remaining contractual life (in years)	-	5.87	-	6.87
Weighted average fair value of options granted	-	7.78	-	51.29

The fair value of shares as on March 31, 2015 is Rs. 13.88

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, 2015	Rs. 10/-	100,000	5.84	Rs. 10/-
March 31, 2014	Rs. 10/-	100,000	6.84	Rs. 10/-

Shriram Equipment Finance Company 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, 2015	Rs. 10/-	170,000	5.87	Rs. 10/-
March 31, 2014	Rs. 10/-	170,000	6.87	Rs. 10/-

26 EMPLOYEE STOCK OPTION PLAN (Contd.)

Effect of the employee share-based payment plans on the profit and loss account and on its financial position:

Particulars	(Rs. in lacs)	
	As at March 31, 2015	As at March 31, 2014
Total compensation cost pertaining to employee share-based payment plan (entirely equity-settled)	55.33	11.14
Liability for employee stock options outstanding as at year end	114.75	114.75
Deferred compensation cost	49.19	104.51

Since the enterprise used the intrinsic value method the impact on the reported net profit and earnings per share by applying the fair value based method is as follows:

In March 2005, ICAI has issued a guidance note on “Accounting for Employees Share Based Payments” applicable to employee based share plan the grant date in respect of which falls on or after April 1, 2005. The said guidance note requires that the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note, the impact on the reported net profit and earnings per share would be as follows:

	Year ended March 31, 2015	Year ended March 31, 2014
Profit as reported (Rs. in lacs)	102,844.45	135,793.73
Add: Employee stock compensation under intrinsic value method (Rs. in lacs)	55.33	11.14
Less: Employee stock compensation under fair value method (Rs. in lacs)	19.39	12.21
Proforma profit (Rs. in lacs)	102,880.39	135,792.66
Less: Preference dividend	-	-
Proforma net profit for equity shareholders	102,880.39	135,792.66
Earnings per share		
Basic (Rs.)		
- As reported	45.33	59.85
- Proforma	45.33	59.85
Diluted (Rs.)		
- As reported	45.33	59.85
- Proforma	45.33	59.85
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 & loss are Rs. 7,750.80 lacs (March 31, 2014 : Rs. 7,418.61 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 6 to 144 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, 2015	As at March 31, 2014
Minimum lease payments:		
Not later than one year	2,102.27	1,015.27
Later than one year but not later than five years	4,053.62	1,623.74
Later than five years	1,838.92	453.84

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. 76,576.00 lacs (March 31, 2014: Rs. 34,076.00 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
Newbridge India Investments II Limited (upto May 10, 2013)
Shriram Ownership Trust
Shriram Financial Ventures (Chennai) Private Limited

Enterprises over which Key Management Personnel has significant influence : Shriram Seva Sankalp Foundation (from March 13, 2015)

Associates : Shriram Asset Management Company Limited (upto June 18, 2013)

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

Key Management Personnel : Mr. Umesh Revankar, Managing Director
Mr. Sameer Malhotra, Whole Time Director of SAIL
Mr. Pratap Paode, CEO (w.e.f 01-04-2011) of SEFC

Relatives of Key Management Personnel : Mrs. Suchita U. Revankar (spouse of Managing Director)

29 RELATED PARTY DISCLOSURE (Contd.)

Master Shirish U. Revankar (son of Managing Director)
Master Shreyas U. Revankar (son of Managing Director)
Mrs. Geeta G. Revankar (mother 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.)

(Rs. in laes)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Payments/Expenses												
Employee Benefits for Key Management Personnel \$	-	-	-	-	-	-	305.53	269.25	-	-	305.53	269.25
Royalty paid to Shriram Ownership Trust	6,249.24	2,561.58	-	-	-	-	-	-	-	-	6,249.24	2,561.58
Data sourcing fees paid to Shriram Ownership Trust	-	716.59	-	-	-	-	-	-	-	-	-	716.59
Service charges paid to Shriram Ownership Trust	-	4,299.56	-	-	-	-	-	-	-	-	-	4,299.56
Service charges paid to Shriram Capital Limited	4,528.64	3,937.95	-	-	-	-	-	-	-	-	4,528.64	3,937.95
Equity dividend paid Ω	-	-	-	-	-	-	6.23	6.10	-	-	6.23	6.10
- Shriram Capital Limited	4,728.25	4,104.08	-	-	-	-	-	-	-	-	4,728.25	4,104.08
Car hire charges	-	-	-	-	-	-	-	-	10.89	10.85	10.89	10.85
Non-convertible debenture matured Ω	-	-	-	-	-	-	-	-	23.08	2.01	23.08	2.01
Fixed deposit matured Ω	-	-	-	-	-	-	-	-	1.10	1.02	1.10	1.02
Interest on fixed deposit	-	-	-	-	-	-	-	-	2.57	0.99	2.57	0.99
Interest on subordinated debt	12.03	-	-	-	-	17.50	-	-	0.14	0.07	12.17	17.57
Interest on Non-convertible debenture	0.54	-	-	-	-	0.12	-	0.38	3.52	4.39	4.57	4.89
Investment in equity share of Shriram Seva Sankalp Foundation	-	-	1.80	-	-	-	-	-	-	-	1.80	-
Rent paid	-	-	-	-	-	0.39	-	-	-	-	-	0.39
- Shriram Capital Limited	95.29	20.55	-	-	-	-	-	-	-	-	95.29	20.55
Other administrative expenses	-	-	-	-	-	-	-	-	-	-	-	-
- Shriram Capital Limited	31.89	5.11	-	-	-	-	-	-	-	-	31.89	5.11

29 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in laacs)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Receipts/Income												
Recovery of rent & electricity												
- Shriram Capital Limited	13.44	11.32	-	-	-	-	-	-	13.44	-	13.44	11.32
- Shriram Asset Management Company Limited	-	-	-	1.16	-	-	-	-	-	-	-	1.16
Non-convertible debenture µ	-	-	-	-	-	-	-	-	-	3.29	-	3.29
Fixed deposit µ	-	-	-	-	-	-	-	-	31.89	3.19	31.89	3.19
Subordinated debts	-	-	-	-	-	-	-	-	-	0.80	-	0.80



29 RELATED PARTY DISCLOSURE (Contd.)

(Rs. in laes)

Particulars	Enterprises having significant influence over the Company		Enterprises over which Key Management Personnel has significant influence		Associates		Key Management Personnel (Managing Director, Whole time director, manager and other management personnel)		Relative of Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Balance Outstanding at the year end												
Share Capital	-	-	-	-	-	-	5.95	9.82	-	-	5.95	9.82
- Shriram Capital Limited	5,910.32	5,910.32	-	-	-	-	-	-	-	-	5,910.32	5,910.32
Investment in Equity shares												
- Shriram Seva Sankalp Foundation	-	-	1.80	-	-	-	-	-	-	-	1.80	-
Non-convertible debenture	5.00	-	-	-	-	-	4.38	4.38	14.47	37.55	23.85	41.93
Interest payable on non-convertible debenture	-	-	-	-	-	-	0.57	0.22	1.31	7.43	1.88	7.65
Receivable from Shriram Capital Limited	4.12	0.78	-	-	-	-	-	-	-	-	4.12	0.78
Outstanding expenses												
- Shriram Capital Limited	13.69	3.65	-	-	-	-	-	-	-	-	13.69	3.65
- Shriram Ownership Trust	294.88	230.95	-	-	-	-	-	-	-	-	294.88	230.95
Fixed deposit	-	-	-	-	-	-	-	-	41.08	10.29	41.08	10.29
Interest payable on fixed deposit	-	-	-	-	-	-	-	-	3.53	1.07	3.53	1.07
Subordinated debt	268.03	-	-	-	-	-	-	-	1.10	1.10	269.13	1.10
Interest payable on subordinated debt	25.24	-	-	-	-	-	-	-	0.32	0.18	25.56	0.18

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.

(Rs. in lacs)

	As at March 31, 2015	As at March 31, 2014
30 CONTINGENT LIABILITIES NOT PROVIDED FOR		
a. In respect of Income tax demands where the Group has filed appeal before CIT(Appeals)	37,014.51	52,678.52
b. VAT demand where the Group has filed appeal before Tribunal	4,944.18	2,621.14
c. Service tax liability pertaining to HP/Lease	12,824.07	12,824.07
d. Guarantees and counter guarantees	120,098.42	237,803.49

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 2012-13, the same are contested by the Company. Shriram Automall India Limited, (wholly owned subsidiary) has received show cause notice demanding services 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)

Disputed income tax demand are on account of	As at March 31, 2015	As at March 31, 2014
a. Transfer to statutory reserve and securitisation and royalty	5,594.44	44,608.17
b. Provision for NPA	19,519.76	7,457.95
c. Disallowance of ESOP expenses, 14A, derivatives etc.	1,095.53	612.40
d. Interest as per assessment orders, etc.	10,804.78	-
Total	37,014.51	52,678.52

(Rs. in lacs)

Commitments not provided for	As at March 31, 2015	As at March 31, 2014
a. Estimated amount of contracts remaining to be executed on capital account	543.03	194.11
b. Uncalled amount in investment in ICICI Investment Management Company Limited	809.83	1,046.96
c. Commitments related to loans sanctioned but undrawn	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, 2015	As at March 31, 2014
1	No of SPVs sponsored by the NBFC for securitisation transactions* (in No.)	44	48
2	Total amount of securitised assets as per books of the SPVs sponsored	916,559.38	1,226,692.65
3	Total amount of exposures retained by the NBFC to comply with MRR as on the date of balance sheet		
	(a) Off-balance sheet exposures		
	First loss	282.25	751.25
	Others	-	-
	(b) On-balance sheet exposures		
	First loss	97,512.02	80,349.45
	Others	44,761.53	56,347.80
4	Amount of exposures to securitisation transactions other than MRR		
	(a) Off-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	-
	Loss	100,438.85	96,464.92
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	376.37	11,664.54
	Others	17,208.72	27,307.99
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under par structure is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
1	No. of transactions assigned by the Company	16	55
2	Total amount outstanding	116,735.73	423,228.38
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-balance sheet exposures		
	First loss	-	-
	Others	-	-

31 DISCLOSURES RELATING TO SECURITISATION (Contd.)

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
	(b) On-balance sheet exposures		
	First loss	-	-
	Others	12,716.68	23,841.58
4	Amount of exposures to assigned transactions other than MRR		
	(a) Off-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	1,359.00	26,909.41
	Loss	3,083.00	97,287.54
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	19,737.27
	Others	-	575.61
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

The information on direct assignment of the Company as an originator in respect of outstanding amount of assets assigned under premium structure is given below:

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
1	No. of transactions assigned by the Company	-	6
2	Total amount outstanding	-	4,358.10
3	Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet		
	(a) Off-balance sheet exposures		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	First loss	-	-
	Others	-	-
4	Amount of exposures to assigned transactions other than MRR		
	(a) Off-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	4,222.20
	Loss	-	1,831.00

31 DISCLOSURES RELATING TO SECURITISATION (Contd.)

(Rs. in lacs)

Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-
	(b) On-balance sheet exposures		
	(i) Exposure to own securitisations		
	First loss	-	1,754.36
	Others	-	303.45
	(ii) Exposure to third party securitisations		
	First loss	-	-
	Others	-	-

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, 2015	As at March 31, 2014
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as 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. 60.61 lacs (March 31, 2014: Rs. 120.62 lacs) [including out of pocket expenses of Rs. 1.06 lacs (March 31, 2014: Rs. 1.52 lacs)] have been amortised as per note 13 and shown under other assets.

34 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)

Particulars	(Rs. in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Rating fees	-	43.90
Computer software	-	7.33
Computer charges	1.94	-
Membership fees	0.16	-
Total	2.10	51.23

35 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
Chartered Accountants

per Shrawan Jalan
Partner
Membership No. 102102

Mumbai
April 30, 2015

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	99.70%	923,796.50	120.36%	123,780.98
Subsidiaries				
Indian				
1 Shriram Equipment Finance Company Limited	2.94%	27,199.52	(21.12%)	(21,722.61)
2 Shriram Automall (India) Limited	0.49%	4,585.76	0.77%	788.59
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	(3.13%)	(29,000.00)	-	-
Total	100.00%	926,581.78	100.00%	102,846.96



Shriram Transport Finance Company Limited
www.stfc.in