



SHRIRAM

Transport Finance Company Limited

A WINNING RELATIONSHIP

Shriram Transport Finance Company Limited

Shriram Transport Finance Company Limited (our “**Company**”), a public limited company was incorporated under the Companies Act, 1956 pursuant to a certificate of incorporation dated June 30, 1979, issued by the Registrar of Companies, Chennai, Tamil Nadu (Registered as a deposit taking Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)). Our Company has obtained a certificate of registration dated September 4, 2000 bearing registration no. A-07-00459 issued by the RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934, which has been renewed on April 17, 2007 (bearing registration no. 07-00459). Our Company is a Deposit taking Non-Banking Financial Company. For further details, please see “*General Information*” and “*History, Main Objects and Key Agreements*” on pages 42 and 123 respectively of the Shelf Prospectus and on pages 17 and 57 of the Tranche 2 Prospectus.

Corporate Identification Number: L65191TN1979PLC007874. **Registered Office:** Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu- 600 004. **Tel No:** +91 44 2499 0356, **Fax:** +91 44 2499 3272
Corporate Office: Wockhardt Towers, West Wing, Level-3, C-2, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. **Tel No:** +91 22 4095 9595, **Fax:** +91 22 4095 9597
Website: www.stfc.in; **Compliance Officer and Contact Person:** Mr. Vivek Madhukar Achwal; **E-mail:** stfcncd9l2comp@stfc.in

PUBLIC ISSUE BY SHRIRAM TRANSPORT FINANCE COMPANY LIMITED, (“COMPANY” OR “ISSUER”) OF 1,00,00,000 SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH, (“NCDs”), FOR AN AMOUNT OF ₹ 20,000 LACS (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION AGGREGATING UP TO ₹ 1,00,000 LACS (“TRANCHE 2 ISSUE LIMIT”) (“TRANCHE 2 ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 10,00,000 LACS AND IS BEING OFFERED BY WAY OF THE TRANCHE 2 PROSPECTUS DATED DECEMBER 26, 2019 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THE TRANCHE 2 ISSUE (“TRANCHE 2 PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED JULY 9, 2019 (“SHELF PROSPECTUS”) FILED WITH THE REGISTRAR OF COMPANIES, CHENNAI, TAMIL NADU, THE DESIGNATED STOCK EXCHANGE AND SECURITIES AND EXCHANGE BOARD OF INDIA UNDER THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE “DEBT REGULATIONS”) AND THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED. THE SHELF PROSPECTUS TOGETHER WITH THE TRANCHE 2 PROSPECTUS CONSTITUTES THE PROSPECTUS (“PROSPECTUS”).

OUR PROMOTER

Our Promoter is Shriram Capital Limited. For details of our Promoter, please see “*Our Promoter*” on page 140 of the Shelf Prospectus and on page 58 of the Tranche 2 Prospectus.

ADDENDUM TO THE SHELF PROSPECTUS DATED JULY 09, 2019 AND TRANCHE 2 PROSPECTUS DATED DECEMBER 26, 2019

This addendum notice (“**Addendum**”) is supplemental to, forms part of and should be read in conjunction with the Shelf Prospectus dated July 9, 2019 and filed with the RoC, Stock Exchanges and SEBI as well as the Tranche 2 Prospectus dated December 26, 2019 filed with the RoC, Stock Exchanges and SEBI. All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meanings ascribed to them in the Prospectus. Investors may please note the following updates/ amendments to the Prospectus:

Investors may please note the following updates and amendments to the Prospectus pursuant to the below mentioned material development:

Our Company has upsized on December 27, 2019 the Global Medium Term Note Programme established in 2019 from existing USD two billion to USD three billion and has initiated the process of draw down USD 500,000,000 under the upsized Global Medium Term Note Programme. The Company proposes to issue 5.100 percent. Senior Secured Notes due 2023 (Social Bonds). The pricing for the drawdown has been completed on January 9, 2020 and the bonds are expected to be issued on January 16, 2020.

The above will be updated accordingly on page 42 of the Tranche 2 Prospectus.

Information required under Section 30 of the Companies Act, 2013: Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of our Company, see “*History, Main Objects and Key Agreements*” on page 123 of the Shelf Prospectus and page 57 of the Tranche 2 Prospectus. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled “**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**” on page 172 of the Tranche 2 Prospectus.

Liability of Members: Limited

Amount of share capital of the Company and Capital Structure as at the date of the Prospectus is: The authorised share capital of our Company is ₹ 1,59,70,00,000 Equity Shares of ₹10 each and 9,50,00,000 Preference Shares of ₹ 100 each. The issued and subscribed capital is divided into 226,888,877 Equity Shares of ₹10 each and the paid-up capital is divided into 22,68,82,736 Equity Shares of ₹ 10 each, respectively. For further details, see the section titled “**Capital Structure**” on page 72 of the Shelf Prospectus and page 43 of the Tranche 2 Prospectus, respectively.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed by them at the time of signing of the Memorandum of Association: R. Thyagrajan, L. S. Gopalan, Ravi C. Talwar, A.V.S. Raja, M. V. Seethapathy, R. Venkataswamy and C. N. Mohan Raj were allotted 1 equity share each at the time of signing of the Memorandum of Association of the Company aggregating to 7 Equity Shares of face value ₹ 10 each.

LISTING: The NCDs offered through the Tranche 2 Issue are proposed to be listed on the National Stock Exchange of India Limited (“**NSE**”) and the BSE Limited (“**BSE**”). Our Company has obtained an ‘in-principle’ approval for the Issue from the NSE vide their letter dated July 8, 2019 and extended vide their letter dated December 12, 2019 and from the BSE vide their letter dated July 8, 2019. For the purposes of the Issue, NSE shall be the Designated Stock Exchange.

DISCLAIMER CLAUSE OF BSE: The BSE does not in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Prospectus and it should not for any reason be deemed or construed that the Prospectus has been cleared or approved by the BSE. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by BSE is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer Clause of the NSE.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with statutory and other requirements by the Company, LMs are cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of registration dated April 17, 2007 issued by the Reserve Bank of India under section 45-IA of the Reserve Bank of India Act, 1934. however, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/ discharge of liability by the Company.

CREDIT RATING: The NCDs proposed to be issued under this Issue have been rated ‘CARE AA+; Stable’ by CARE Ratings Limited (“**CARE**”) for an amount of up to ₹ 10,00,000 lacs vide its letter dated June 28, 2019 and revalidated by its letter dated December 18, 2019, ‘CRISIL AA+/Stable’ by CRISIL Limited (“**CRISIL**”) for an amount of up to ₹ 10,00,000 lacs vide its letter dated June 26, 2019 and revalidated by its letter dated December 12, 2019 and ‘IND AA+; Outlook Stable’ by India Ratings and Research Private Limited (“**India Ratings**”) for an amount of up to ₹ 10,00,000 lacs vide its letter dated June 25, 2019 and revalidated by its letter dated December 11, 2019. The rating of the NCDs by CARE, CRISIL and India Ratings indicate that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. The ratings provided by CARE and/or CRISIL and/or India Ratings may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A, B and C of the Tranche 2 Prospectus for the rationale for the above ratings.

DISCLAIMER CLAUSE OF CRISIL: A CRISIL rating reflects CRISIL’s current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

DISCLAIMER CLAUSE OF INDIA RATINGS: All credit ratings assigned by India Ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: https://www.indiaratings.co.in/ratings-definitions. In addition, rating definitions and the terms of use of such ratings are available on the agency’s public website www.indiaratings.co.in. Published ratings, criteria, and methodologies are available from this site at all times. India ratings’ code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the code of conduct section of this site.

DISCLAIMER CLAUSE OF CARE: CARE’s ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: Shriram Transport Finance Company Limited, **Tel No:** +91 44 2499 0356, **Fax:** +91 44 2499 3272; Lead Managers to the Issue: **JM Financial Limited, Tel:** +91 22 6630 3030, **Fax:** +91 22 6630 3330; **A. K. Capital Services Limited, Tel:** +91 22 6754 6500/ 6634 9300, **Fax:** +91 22 6610 0594 and **SMC Capitals Limited, Tel:** +91 22 66481818; **Fax:** +91 22 67341697 and offices of Members of the Syndicate, Trading Members, Registrar to the Issue and Designated Branches of the SCSBs. Application Forms may be downloaded from the websites of NSE, BSE and the Lead Managers.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus may be obtained from the Registered Office of the Company and the Lead Managers. Full copy of the Prospectus is available on the website of the Issuer at www.stfc.in, of the Lead Managers at www.jmfi.com, www.akgroup.co.in and www.smccapitals.com, of BSE at www.bseindia.com, of NSE at www.nseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK AND REFUND BANK: ICICI Bank Limited

LEAD MANAGERS TO THE ISSUE			DEBENTURE TRUSTEE	REGISTRAR TO THE ISSUE
				
JM Financial Limited 7 th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Tel: +91 22 6630 3030 Fax: 91 22 6630 3330 Email: stfc.bondissue2019@jmfi.com Investor Grievance Email: grievance.ibd@jmfi.com Website: www.jmfi.com Contact Person: Ms. Prachee Dhuri Compliance Officer: Mr. Sunny Shah SEBI Regn. No.: INM000010361	A. K. Capital Services Limited 30-38, 3 rd Floor, Free Press House, Free Press Journal Marg, 215, Nariman Point, Mumbai - 400 021, India Tel: +91 22 6754 6500/ 6634 9300 Fax: +91 22 6610 0594 Email: stfc.ncd2019@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Aanchal Waghe/ Mr. Mrunal Jadhav Compliance Officer: Mr. Tejas Davda SEBI Registration No.: INM000010411	SMC Capitals Limited A-401/402, Lotus Corporate Park, Jai Coach Junction, Off Western Express Highway, Goregaon (East), Mumbai - 400063 Tel: +91 22 66481818; Fax: +91 22 67341697 Email: stfc.ncd2019@smccapitals.com Investor Grievance Email: investor.grievance@smccapitals.com Website: www.smccapitals.com Contact Person: Mr. Satish Mangutkar/Mr. Bhavin Shah Compliance Officer: Ms. Vaishali Gupta SEBI Registration Number: INM000011427	Catalyst Trusteeship Limited** ‘GDA House’, Plot No 85, Bhusari Colony (Right), Kothrud, Pune – 411038 Tel: 022 4922 0543 Fax: 022 4922 0505 Email: ComplianceCTL-Mumbai@ctltrustee.com Investor Grievance Email: grievance@ctltrustee.com Website: www.catalysttrustee.com Contact Person: Umesh Salvi SEBI Registration No.: IND0000000034	Integrated Registry Management Services Private Limited 2 nd Floor, “Kences Towers”, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017 Tel: + 91 44 2814 0801 to 803 Fax: +91 44 28142479 Email: stfcipo@integratedindia.in Investor Grievance Email: sureshbabu@integratedindia.in Website: www.integratedindia.in Contact Person: Ms. Anusha N / Mr. Sriram S SEBI Registration No: INR0000000545
COMPANY SECRETARY AND COMPLIANCE OFFICER				
Mr. Vivek Madhukar Achwal , Company Secretary Shriram Transport Finance Company Limited, Wockhardt Towers, Level-3, West Wing, C –2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, Tel.: +91 22 4095 9595, Fax: +91 22 4095 9597, Email: stfcncd9l2comp@stfc.in			Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, refunds, non-receipt of debenture certificates (in case of NCDs which have been re-materialised), transfers etc.	

****Catalyst Trusteeship Limited has by its letter dated June 20, 2019 given its consent for its appointment as Debenture Trustee to the Issue pursuant to regulation 4(4) of the Debt Regulations and for its name to be included in the Tranche 2 Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Tranche 2 Issue.**

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Shelf Prospectus dated July 09, 2019 and Tranche 2 Prospectus dated December 26, 2019.

DISCLAIMER CLAUSE OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED: Shriram Transport Finance Company Limited, subject to market conditions and other considerations, is proposing a public issue of secured, redeemable, non-convertible debentures and has filed a Shelf Prospectus dated July 9, 2019 and the Tranche 2 Prospectus dated December 26, 2019 with the Registrar of Companies, Tamil Nadu and with the National Stock Exchange of India Limited, BSE Limited and the Securities and Exchange Board of India. The Shelf Prospectus and the Tranche 2 Prospectus are available on our website www.stfc.in, on the website of the stock exchanges www.nseindia.com and www.bseindia.com, on the website of SEBI www.sebi.gov.in, and the respective websites of the lead managers at www.jmfi.com, www.akgroup.co.in and www.smccapitals.com. Investors proposing to participate in the issue, should invest only on the basis of the information contained in the Shelf Prospectus and the Tranche 2 Prospectus. Investors should note that investment in NCDs involves a high degree of risk and for details of the same, please refer to the Shelf Prospectus and the Tranche 2 Prospectus, including the section on “Risk Factors” beginning on page 16 of the Shelf Prospectus and page 48 of the Tranche 2 Prospectus. Allotments by the Company, in consultation with the Designated Stock Exchange, shall be made on day priority basis i.e., first-come-first-serve basis to each Portion, based on the date of upload of each Application on the electronic platform of the Stock Exchanges, subject to the allocation ratio. However, in the event of and on the date of over-subscription, the allotment would be made to the Applicants on a proportionate basis.

For Shriram Transport Finance Company Limited
Sd/-

Place: Mumbai
Date: January 10, 2020

Umesh Govind Revankar
Managing Director and CEO
DIN No. 00141189