

29 SEP 2015

To  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai- 400 051

Dear Sir,

**Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation of Shriram Equipment Finance Company Limited with Shriram Transport Finance Company Limited**

**UNDERTAKING**

This is to confirm that the Company is in Compliance with Clause 49 of the Listing Agreement and the Clause 49 – Corporate Governance filed with the Stock Exchanges for the quarter ended June 30, 2015 is enclosed.

**For SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**



**Vivek Achwal**  
**Company Secretary**  
**Encl.a/a**

**Shriram Transport Finance Company Limited**

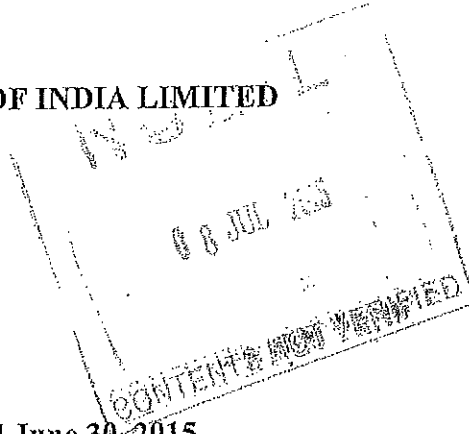
**Corporate Office:** Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.  
**Registered Office:** Mookambika Complex, 3<sup>rd</sup> Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.  
Website: [www.stfc.in](http://www.stfc.in) | Corporate Identity Number (CIN) – L65191TN1979PLC007874.



SEC/FILING/NSE/15-16/68A

July 7, 2015

To,  
The Secretary  
**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G- Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai- 400 051



Dear Sir,

**Sub: Clause 49 for the Quarter ended June 30, 2015**

Pursuant to Clause 49 of the Listing Agreement, kindly find herewith the following Statements/ Returns for the quarter ended June 30, 2015.

- Quarterly Compliance Report on Corporate Governance pursuant to Clause 49 of the Listing Agreement.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

**VIVEK ACHWAL**  
**COMPANY SECRETARY**

Encl : a/a

**Shriram Transport Finance Company Limited**

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**Quarterly Compliance Report on Corporate Governance**

Name of the Company: **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

Quarter ending on : 30.06.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	-
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	-
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	-
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	-
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIIIA)	Yes	No Material Related Party Transactions during the quarter, hence Clause 49 (VIII A) 1 is Not Applicable.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-

**Shriram Transport Finance Company Limited**

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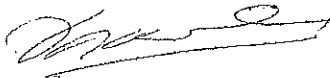


(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied with at the AGM / Annual Report
(D) Management	49 (VIII D)	Yes	Will be complied with at the AGM / Annual Report
(E) Shareholders	49 (VIII E)	Yes	Will be complied with at the AGM / Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	Yes	-
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied with at the AGM / Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Will be complied with at the AGM / Annual Report
XI. Compliance	49 (XI)	Yes	Will be complied with at the AGM / Annual Report

**Note:**

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (VII).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

  
**VIVEK ACHWAL**  
**COMPANY SECRETARY**

**Shriram Transport Finance Company Limited**

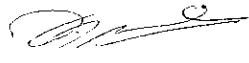
July 07, 2015

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.

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

**CERTIFIED TRUE COPY**  
**SHRIRAM TRANSPORT FINANCE CO. LTD.**

  
**V. M. Achwal**  
**Company Secretary**