

**SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**  
**POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION**

**(Effective from 1st December 2015)**

**1. Objective**

The objective of this Policy is to ensure timely and adequate disclosure of material events / information as per the requirements of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 by Shriram Transport Finance Company Limited.

**2. Scope**

The Company shall disclose all events or information covered in this policy with respect to it & its Material Subsidiary.

**3. Definitions**

1. **“The Company”** means Shriram Transport Finance Company Limited
2. **“Board”** means the Board of Directors of the Company.
3. **“Key Managerial Personnel (KMP)”** means the Managing Director or Chief Financial Officer or Company Secretary of the Company or any other person nominated by the Board.
4. **“Material Subsidiary”** means a company
  - a. in which the investment of the Company exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year;

Or

  - b. which has generated twenty per cent of the consolidated income of the Company during the previous financial year.
4. **“SEBI (Disclosure) Regulations”** means Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
5. **“Securities”** means equity shares and debentures issued by the Company and listed on the Stock Exchange.

#### **4. Determination of materiality of event / information**

The KMP shall forthwith communicate to the Company Secretary the occurrence of any event / information covered in this Policy. The determination of the materiality of such event / information will be based on the following criteria:

(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

(b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;

In case such event / information is material based on the above mentioned criteria, the KMP shall give necessary instructions to the Company Secretary for making disclosure of the material events / information to the Stock Exchange in the manner prescribed in the Regulation 30 of SEBI (Disclosure) Regulations.

#### **5. Events which shall be disclosed to Stock Exchange upon application of the criteria for materiality referred to in Clause 4 above**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company
- \*8. Material Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
- \*11. Giving of Material guarantees or indemnity or becoming a surety for any third party (other than subsidiaries).

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

\*Explanation: The event / information shall be considered as material if the value involved therein exceeds 10% of the total income of the Company as at end of the immediately preceding financial year.

**6. Mandatory disclosure of events / information to Stock Exchange without any application of the criteria for materiality as specified in Clause 4 above**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

b) any cancellation of dividend with reasons thereof;

c) the decision on buyback of securities;

d) the decision with respect to fund raising proposed to be undertaken

e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

g) short particulars of any other alterations of capital, including calls;

h) financial results;

i) decision on voluntary delisting by the Company from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of the Company, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

#### **7. Disclosure of Other Events / Information.**

A) The occurrence of any other information / event not included in Clause 5 & Clause 6 above but such event / information is likely to affect the business of the Company e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. shall be disclosed to the Stock Exchange alongwith brief details thereof.

B) Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities shall be disclosed to the Stock Exchange upon its occurrence.

#### **8. Disclosure of Event / Information by the Board**

Without prejudice to the generality of Clause 5, 6 and 7 above, the Company may make disclosures of event/information as specified by the Board from time to time.

**9.** The Company shall disclose to stock exchange(s) of all events / information covered in this policy as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. All such disclosures shall be signed by the Managing Director / Company Secretary of the Company.

## **10. Contact Details**

Name: Mr. Vivek Achwal

Designation: Company Secretary

Address: Wockhardt Towers, Level – 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

Phone no.: 022-40959595

## **11. Amendments to the Policy**

This policy will stand automatically amended in line with the amendment(s) / modification(s) / change(s) made in SEBI (Disclosure) Regulations.