SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SEC/FILING/BSE-NSE/16-17/68A-B

June 28, 2016

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

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

Dear Sir,

Sub: Notice of 37th Annual General Meeting.

Please find enclosed the Notice of the 37th Annual General Meeting of Shriram Transport Finance Company Limited. The Notice together with the Annual Report for the Financial Year ended March 31, 2016 are being couriered to the members of the Company.

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company shall submit the Annual Report to the Stock Exchanges within twenty one working days of it being approved and adopted in the 37th Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly acknowledge receipt of the above documents.

Thanking you,

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

Vivek Achwal
Company Secretary

Encl.: a/a.

SHRIRAM
Commercial Vehicle Finance
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SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004.
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.
Website: www.stfc.in / Email id: secretarial@stfc.in.

NOTICE

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

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.

2. To confirm the payment of Interim Dividend of Rs. 4/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs. 6/- per Equity Share of Rs. 10/- each.

3. To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number 301003E/E300005) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration Number 100515W), jointly as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting at the remuneration of Rs. 95,00,000/- and Rs.47,50,000/- respectively exclusive of service tax and out of pocket expenses.

SPECIAL BUSINESS

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

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

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

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

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

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

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

A. Remuneration:

(i) Salary: Rs. 7,00,000/- per month. Annual increase will be effective from 1st April every year and the quantum will be decided by the Board of Directors on the recommendation of Nomination Remuneration and Compensation Committee.

(ii) Commission: Such percentage of commission (in addition to Salary and Perquisites hereinafter stated) calculated with reference to the net profit of the Company in accordance with Section 198 of the Act for each financial year as may be fixed by the Board which together with salary and monetary value of perquisites shall not exceed the ceiling laid down under Section 197 of the Act.

B. Perquisites:

(i) Housing - Rent free accommodation owned / leased / rented by the Company or Housing Allowance in lieu thereof as per the Rules of the Company.

(ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.

(iii) Medical Reimbursement - Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family subject to a maximum of Rs. 1,00,000/- p.a.

(iv) Leave Travel Concession - for the Managing Director & CEO and family, subject to a maximum of Rs. 2,00,000/- p.a.

(v) Personal Accident / Group Insurance - The annual premium not to exceed Rs.4000/-.

(vi) Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.

(vii) Expenditure on official entertainment would be on the Company's account.

(viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(ix) Gratuity - Not exceeding half a month's salary for each completed year of service.

(x) Encashment of leave at the end of the tenure - As per rules of the Company.

(xi) Payment/reimbursement of expenses for running and maintenance of chauffeur driven car owned by the Managing Director & CEO used for the Company's business, including remuneration of the chauffeur.

(xii) Free telephone at residence.

(xiii) Employees Stock Option - As may be decided by the Nomination Remuneration and Compensation Committee/Board of Directors from time to time according to the Employee Stock Option Scheme of the Company.

(xiv) Leave as per the Company's Rules.

(xv) Newspaper and periodicals - As per the Company's Rules.

(xvi) Other Terms - As per the Company's Rules and as may be agreed to by the Board from time to time.

(xvii) Personal long distance calls on telephone and use of car for private purpose shall be charged to the Managing Director & CEO.

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

C. Other Applicable Terms:

(i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.

(ii) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Charter/Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act.

(iii) The Managing Director & CEO is not liable to retire by rotation.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"Article 36 - Affixture of Common Seal

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

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

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

Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item no. 4 to 10 is annexed hereto and forms a part of the Notice.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 20, 2016 to Wednesday, July 27, 2016 (both days inclusive) for the purpose of payment of dividend.

4. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Monday August 01, 2016 as under:

   a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on Tuesday, July 19, 2016 and

   b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Tuesday, July 19, 2016.

5. Members holding shares in physical form are requested to register/ update their bank details on or before Tuesday, July 19, 2016 with the Company. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are require to register their bank details with their depository participants to enable expeditious credit of the dividend to their bank accounts electronically through NECS, NEFT, etc.

6. Members/Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.

7. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders for the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.

8. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.

9. Pursuant to the provisions of Section 205A of the Companies Act, 1956 and section 125 of the Companies Act, 2013, the dividends for the financial year 2008-09 (Final Dividend) and 2009-10 (Interim Dividend) and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far for the dividends mentioned aforesaid years are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to the IEPF.

10. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies), Rules, 2012, the information on unpaid and unclaimed amount was filed with the Ministry of Corporate Affairs and hosted on the website of the Company within the statutory time.

11. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Corporate Office of the Company at Wockhardt Towers, Level - 3, West Wing, C - 2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, at least 15 days in advance, so as to keep the information ready at the Meeting.

12. The Statutory Registers will be available for inspection by the members at the Annual General Meeting.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company

14. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act such.

15. Voting through electronic means

    I The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating remote e-voting.

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

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open the PDF file attached to the email viz. "STFCL 37th AGM remote e-voting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password/PIN.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com.

(iii) Click on "Shareholder Login".

(iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.

(v) If you are logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of "remote e-voting" opens. Click on "remote e-voting": Active Voting Cycles.

(vii) Select "EVEN E-Voting Event Number" of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of Tuesday, July 26, 2016 whichever is earlier.

(viii) Now you are ready for "remote e-voting" as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The remote e-voting period commences on **Sunday, July 24, 2016 (9:00 Hours IST)** and ends on **Tuesday, July 26, 2016 (17:00 Hours IST).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 20, 2016, may cast their vote electronically as well as voting at the AGM through Polling paper. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, July 20, 2016 being cut-off date.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, July 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or anusha@integratedindia.in or secretarial@stfc.in.

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

VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

IX. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and the Scrutinizer shall within 48 hours from the conclusion of AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

X. The Results declared alongwith the report of the Scrutinizer shall be hosted on the Company's website www.stfc.in and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.

16. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.

17. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

18. The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at www.stfc.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

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

ANNEXURE TO NOTICE

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

ITEM NO. 4

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

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

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

ITEM NOS. 5 & 6

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

Brief Profile

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

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

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

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

ITEM NO. 7

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

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

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

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

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

ITEM NO. 8

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

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

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

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

ITEM NO. 9

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

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

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

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

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

ITEM NO. 10

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

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

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

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

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

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

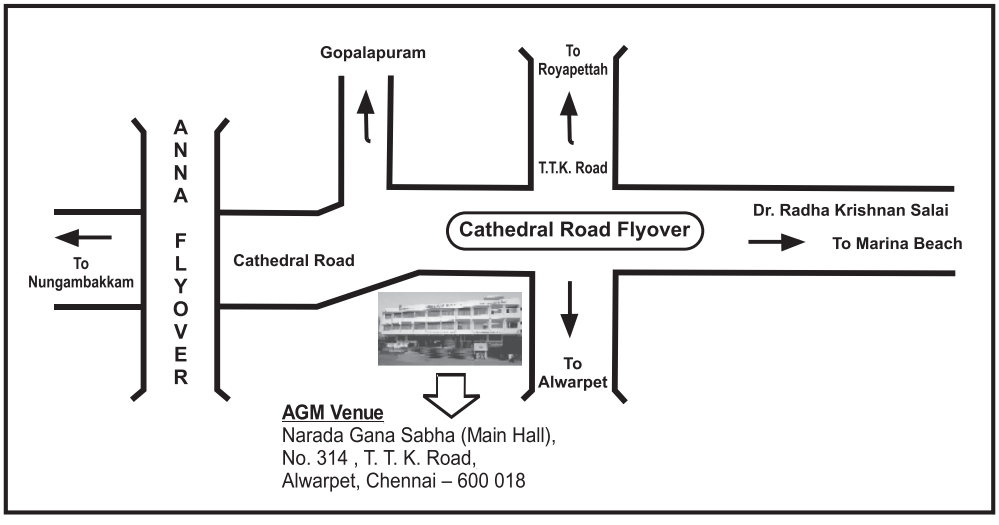
Mumbai
June 20, 2016

Vivek Achwal
Company Secretary

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

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

Route map to AGM venue



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

SHRIRAM Commercial Vehicle Finance GETS YOU GOING

CIN: L65191TN1979PLC007874

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

Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

ATTENDANCE SLIP

37th Annual General Meeting - July 27, 2016

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

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

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy (In Block Letters)

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

ELECTRONIC VOTING PARTICULARS

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

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Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

PROXY FORM Form No. MGT – 11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014

37th Annual General Meeting - July 27, 2016

Name of the member (s): Registered address:

E-mail Id: Folio. No. / DP ID No.: Client ID No.:

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

1. Name:.....	2. Name:.....	3. Name:.....
Address:.....	Address:.....	Address:.....
E-mail Id:.....	E-mail Id:.....	E-mail Id:.....
Signature:....., or failing him/her	Signature:....., or failing him/her	Signature:.....

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

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

Affix Revenue Stamp

Signature of Proxy holder(s) ……..... Signature of Member ……..…….

Note:
1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Office of the Registrar & Share Transfer Agents of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 37th Annual General Meeting.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member (s) in above box before submission.

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