SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SEC/FILING/BSE-NSE/18-19/68A-B

**November 03, 2018**

**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 Sirs,

**Sub.: Postal Ballot Notice**

Please find enclosed Postal Ballot Notice dated October 25, 2018 along with a Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card (BRILC) seeking approval from the Members of the Company for the following matters:

| Item No. | Description of the Special Resolutions |
|---|---|
| 1 | Authorization for loans, guarantees, investments in securities, etc. under Section 186 of the Companies Act, 2013. |
| 2 | Re-appointment of Mrs. Kishori Udeshi (DIN 01344073) as an Independent Director of the Company for second term of 5 years w.e.f. April 01, 2019. |

The Postal Ballot Notice and Postal Ballot Form contained in the Self-addressed BRILC are being sent to the Members whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Wednesday, October 31, 2018.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 110 of the Companies Act, 2013 read with the corresponding Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members. The Company has engaged the Central Depository Services (India) Limited for facilitating e-voting in a secure manner.

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The voting period will commence on Monday, November 05, 2018 (9:00 Hours IST) and will end on Tuesday, December 04, 2018 (17:00 Hours IST). The results of the Postal Ballot will be declared on Wednesday, December 05, 2018 at the Registered office of the Company.

Thanking you,

Yours faithfully,
For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

**VIVEK ACHWAL**
**COMPANY SECRETARY**
Encl.a/a

# 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.

## POSTAL BALLOT NOTICE

NOTICE PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013.

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') (including any statutory modification or re-enactment thereof for the time being in force) that the special resolutions appended below are proposed to be passed by postal ballot /electronic voting (e-voting).The proposed special resolutions together with the explanatory statement setting out the material facts and reasons for the passing of the special resolutions are being sent to you along with a Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card (BRILC) for your consideration.

The Company has appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (Certificate of Practice No. 3310), Chennai as the Scrutinizer for conducting the Postal Ballot and e-voting process thereto in accordance with the provisions of the Act and the Rules in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Notice (Notice) and return the Postal Ballot Form duly completed, in the attached BRILC so as to reach the scrutinizer on or before the close of working hours on Tuesday, December 04, 2018.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 108 and Section 110 of the Act read with the Rules, the Company is also providing e-voting facility for voting on the special resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose.

The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Managing Director or any authorized person. The result of the voting by postal ballot will be declared on Wednesday**,** December 05, 2018 at the Registered office of the Company. The results of the postal ballot along with the scrutinizer's report will be placed on the Company's website www.stfc.in and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

**SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT**

**ITEM NO.1**

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act'), if applicable and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, 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 be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to:

- make loans from time to time in the ordinary course of business on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any bodies corporate in the ordinary course of business; and
- acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs.1,25,000 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more and that all loans and guarantees given to persons or other bodies corporate /security provided in connection with the loan to any other bodies corporate or person and the investments made by the Company in the securities of other bodies corporate from 7th May, 2018 till date of passing of this resolution be and are hereby approved, confirmed and ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or person(s) as authorized by the Board of Directors be and are hereby authorised to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise to give effect to this resolution."

**ITEM NO. 2**

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment/continuation of Mrs. Kishori Udeshi (DIN 01344073), who has attained the age of seventy-five years, as an Independent Director of the Company for second term of five (5) consecutive years with effect from April 01, 2019 to March 31, 2024 and that she shall not be liable to retire by rotation."

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

**Place: Mumbai** **Vivek Achwal**
**Date: October 25, 2018** **Company Secretary**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 ('the Rules'), in respect of the Special Resolutions are annexed hereto.
2. The postal ballot facility (including e-voting) is being provided to the members.
3. The Notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being **Wednesday, October 31, 2018**. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

4. The voting period will commence on **Monday, November 05, 2018 (9:00 Hours IST)** and will end on **Tuesday, December 04, 2018 (17:00 Hours IST)** for the Members exercising their voting either by Postal Ballot Form or through electronic voting. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

5. The Members whose names will appear in the Register of Members/ Record of Depositories as on **Wednesday, October 31, 2018** will only be considered for voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on **Wednesday, October 31, 2018**.

6. The Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card (BRILC) is enclosed for use by the Members.

7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.stfc.in.

8. You are requested to carefully read the instructions provided in this Notice and return the Postal Ballot Form duly completed with the Assent (For) or Dissent (Against) contained in the BRILC so as to reach the Scrutinizer on or before **Tuesday, December 04, 2018 upto 17:00 Hours IST** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence, the members are requested to send the duly completed Postal Ballot Form well before **Tuesday, December 04, 2018**, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.

9. In case a Member is desirous of obtaining a Postal Ballot Form or a duplicate, he or she may send an e-mail to secretarial@stfc.in or anusha@integratedindia.in.

10. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot forms will be treated as invalid.

11. The results of the Postal Ballot will be declared on **Wednesday, December 05, 2018** at the Registered office of the Company. The results and report of the Scrutinizer will be furnished to the National Stock Exchange of India Limited and BSE Limited and will also be hosted on the Company's website www.stfc.in.

12. The date of declaration of results of the Postal Ballot shall be taken as the date of passing the Special resolutions, if approved by the requisite majority.

13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from date of dispatch until the last date of receipt of votes by Postal Ballot / e-voting i.e. Tuesday, December 04, 2018.

**Instructions for Voting:**

**1. Voting through physical postal ballot form**

The procedure and instructions for the voting through physical Postal Ballot Form are as follows:

i. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer. The BRILC bears the address of the Scrutinizer c/o Integrated Registry Management Services Private Limited. Postage will be borne and paid by the Company. However, the BRILC containing the Postal Ballot Form, if deposited in person or sent by courier at the expense of the members, will also be accepted.

ii. A tick (√) mark should be placed in the relevant box signifying assent / dissent for the Resolutions, as the case may be.

iii. Postal Ballot Form is to be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).

iv. In case the Form is signed by the Power of Attorney holder for and behalf of the member, it must be accompanied by a certified true copy of the Power of Attorney. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution / Authority.

v. Unsigned or incomplete Postal Ballot shall be liable to be rejected.

**2. Voting through electronic means**

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting in a secure manner. The procedure and instructions for the voting through electronic means are as follows:

(i) The members should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Enter your User ID. For CDSL: 16 digits beneficiary ID and for NSDL: 8 Character DP ID followed by 8 Digits Client ID and for Members holding shares in Physical Form should enter Folio Number registered with the Company. Thereafter, enter the Image Verification as displayed and click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN/ Reference Number | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department/ Reference Number provided in the Postal Ballot Form.<br>Kindly note that the Members who have not updated their PAN with the Company/Depository Participant are requested to use the Reference Number generated by using first two letters of your name and the 8 digits of the sequence number mentioned in the Postal Ballot Form. |
| Dividend Bank Details<br>OR<br>Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in this Notice.

(viii) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) If a demat account holder has forgotten the login password then Enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

(x) Click on the EVSN for **"Shriram Transport Finance Company Limited"** to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of any queries or grievances regarding postal / e-voting, Members may write to : Mr. Vivek Achwal, Company Secretary, Corporate Office- Wockhardt Towers, Level-3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. Telephone Number: +91-022-40959508, Email Id: secretarial@stfc.in.

## ANNEXURE TO NOTICE

### Explanatory Statement under Section 102 of the Companies Act, 2013

**ITEM NO. 1**

Section 186(3) of the Companies Act, 2013 ("Act") provides that where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceeds the limits specified under sub-section (2) of Section 186 of the Act (i.e. sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting. The Ministry of Corporate Affairs vide notification dated 7th May, 2018 amended Section 186 (11)(a) of the Act. Before amendment, Section 186(11)(a) of the Act provided that nothing contained in this section, except sub-section (1), shall apply to loan made, guarantee given or security provided by a banking company or an insurance company or a housing finance company in the ordinary course of its business or a company engaged in the business of financing of companies or providing infrastructural facilities. Rule 11(2) of the Companies (Meetings of Board and its Powers), Rules, 2014 provides that the non-banking financial companies registered with Reserve Bank of India (RBI) and engaged in the business of giving of any loan to a person or providing any guarantee or security for due repayment of any loan availed by any person in the ordinary course of its business is exempt from applicability of Section 186 of the Act with regard to loans made, guarantee given or security provided. Post amendment of Section 186(11)(a) by the Companies (Amendment) Act 2017 and the Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, the words 'engaged in the business of financing of companies' are substituted with the words 'the company established with the object of and engaged in the business of financing industrial enterprises'.

The Company is non-banking financial company registered with RBI as an asset financing company with the object of financing industrial enterprises. The Company is engaged in the business of giving loans to corporate and non-corporate persons/entities, industrial enterprises (customers), providing guarantees or security for repayment of any loan availed by any person. As such, as per the understanding of the management, even post amendment of Section 186(11)(a) of the Act, the Company continues to be exempt from the applicability of Section 186 of the Act with regard to the loans, guarantee and security given/provided to its customers. However, as a matter of abundant caution it is proposed to obtain approval of the Members of the Company for the loans, guarantees given/to be given by the Company from time to time in the ordinary course of business and investments made/ to be made in securities, upto the limit of Rs. 1,25,000 crore as set out in the Special Resolution .The register of loans/guarantees/ security and investments, containing the details required to be mentioned therein is open for inspection during the office hours on any working day at the Registered Office of the Company. The Board of Directors recommend passing of the resolution as set out in Item no.1 of this 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. 2**

The Members of the Company on March 30, 2015 appointed Mrs. Kishori Udeshi (holding DIN 01344073) as Independent Director of the Company for a term of five years commencing from January 24, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a special resolution by the company.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI - LODR), a person who has attained the age of seventy five years may be appointed/continue as a non-executive director of a listed company subject to approval of its shareholders by way of a special resolution. Regulation 17(1A) of the SEBI - LODR will come into effect from April 01, 2019.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 25, 2018 has, subject to approval of shareholders, re-appointed Mrs. Kishori Udeshi, who has attained the age of seventy-five years, as an Independent Director for second term of five (5) years with effect from April 01, 2019 upto March 31, 2024.

Mrs. Kishori Udeshi has completed Masters of Arts in Economics from University of Bombay. Thereafter, she moved on to a professional career in central banking and became the first woman to be appointed as Deputy Governor of the Reserve Bank of India ('RBI'). She was the first Executive Director of the RBI to be nominated

on the Board of State Bank of India. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non-banking sector. She represented the RBI on the Core Principles Liaison Group and the Core Principles Working Group on Capital, of the Basel Committee on Banking Supervision, set up by the Bank for International Settlements, Switzerland. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairperson of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd., Bangalore as also Chairperson of the Deposit Insurance and Credit Guarantee Corporation. In 2006 when RBI decided to set up the Banking Codes and Standards Board of India, Mrs. Udeshi was appointed as its first Chairperson and continued there till December 2011. She was nominated by the RBI on the Board of the Security Printing & Minting Corporation of India Limited where she was a director from 28/2/2007 to 26/6/2013. The Government of Maharashtra nominated her on the Board of the Indian Red Cross Society, Mumbai where she continues till date. She is also a member of the court of governors of the Administrative Staff College, Hyderabad. In 2013 the Government of India appointed her as a member Financial Sector Legislative Reforms Commission chaired by Justice ShriKrishna.

The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards on general meetings SS-2 of ICSI are appended.

Mrs. Kishori Udeshi is the only woman Independent Director on the board of Directors of the Company. The Company has received declarations from Mrs. Kishori Udeshi confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI –LODR. Mrs. Kishori Udeshi meets the fit and proper criteria for director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Mrs. Kishori Udeshi being eligible, has given consent for re-appointment as an Independent Director of the Company.

Mrs. Kishori Udeshi is a person of high repute, integrity and has rich experience in the field of banking & finance. She has deep understanding of the regulation and supervision aspects of the banking and non-banking sector. In the opinion of the Board, she fulfils the conditions for re-appointment as an Independent Director as specified in the Act and SEBI-LODR. She is independent of the management. The Board considers that her continued association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of her knowledge, expertise and vast experience. The Nomination and Remuneration Committee and the Board of Directors recommend passing of the resolution as set out in Item no. 2 of this Notice. A copy of the draft letter of appointment of Mrs. Kishori Udeshi as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

Except Mrs. Kishori Udeshi, being an appointee, 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**

**Place: Mumbai** **Vivek Achwal**
**Date: October 25, 2018** **Company Secretary**

**Disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards on general meetings SS-2 of ICSI :**

| | |
|---|---|
| Name of Director | Mrs. Kishori Udeshi |
| Date of Birth and Age | 13/10/1943 (Age 75 years) |
| DIN | 01344073 |
| Expertise in specific functional areas | Wide experience in the field of Banking, Financial Services and Regulatory matters. |
| Qualifications | M.A. degree in Economics from Bombay University. |
| Directorships held in other companies | Listed companies<br>i. ION Exchange (India) Limited<br>ii. Thomas Cook (India) Limited<br>iii. Elantas Beck India Limited<br>iv. HALDYN Glass Limited<br>Unlisted companies<br>i. HSBC Asset Management (India) Pvt. Limited<br>ii. Shriram Automall India Limited<br>iii. Kalyan Jewellers India Limited<br>iv. SOTC Travel Limited |
| Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee) | Audit Committee Member:<br>i. HALDYN Glass Ltd.<br>ii. Shriram Automall India Limited<br>iii. Thomas Cook (India) Ltd<br>iv. SOTC Travel Limited |
| Shareholdings in the Company | NIL |
| Disclosure of relationships between directors inter-se. | Not related to any Director / Key Managerial Personnel |
| Remuneration received from the Company in the F.Y. 2017-18 | Sitting fees : Rs. 4,90,000/-<br>Commission : Rs. 7, 50,000/-<br>Total : Rs. 12,40,000/- |
| Terms and conditions of re-appointment alongwith details of remuneration sought to be paid | The re-appointment is for a term of five (5) years commencing from April 01, 2019 as set out in resolution at Item no. 2 of this Notice. The Appointee shall receive sitting fees (presently Rs.50,000 for each Board Meeting and Rs. 25,000 for each Committee Meeting attended by her). The commission of Independent Directors is decided by the Board of Directors as per the resolution at Item no.10 passed by the shareholders at the 38th Annual General Meeting held on June 29, 2017 and the remuneration policy of the Company. |
| Date of first appointment on the Board | October 30, 2012 |
| The number of Meetings of the Board attended during the F.Y. 2017-18 | 4 |
| Performance Evaluation Report | Excellent |

www.sapprints.com

To open, insert finger & gently slide it horizontally

To open tear here

To open tear here

अन्तर्देशीय पत्र कार्ड
**INLAND LETTER CARD**

**BUSINESS REPLY INLAND LETTER CARD**

PERMIT NO: TN/CH(C)/BRP/1047
THYAGARAYA NAGAR PO

POSTAGE WILL BE PAID BY THE ADDRESSEE

NO POSTAGE STAMP NECESSARY IF POSTED IN INDIA

To,
**Shri P. Sriram - Scrutinizer**
Unit: Shriram Transport Finance Company Limited
**Integrated Registry Management Services Private Limited**
2nd Floor, "Kences Towers" No. 1,
Ramakrishna Street,
North Usman Road, T. Nagar,
Chennai - 600 017.

**Second Fold** दूसरा मोड

**भेजनेवालेका नाम और पता** **SENDER'S NAME AND ADDRESS**

**First Fold** पहला मोड

## Shriram Transport Finance Company Limited - Electronic Voting Particulars

Name(s) :

PBF SL. No.:_____

| User ID | Electronic Voting Sequence Number (EVSN) | No. of Shares | PAN / Reference Number(*) |
|---|---|---|---|
| | | | |

(*) For PAN / Reference Number, please read instructions for voting through electronics means under Sr. No. 2(v) of the Postal Ballot Notice.

Please log on to www.evotingindia.com and click on the EVSN of Shriram Transport Finance Company Limited for E-voting.

Last date for receipt of Postal Ballot Form by the Scrutinizer : December 4, 2018

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

**SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

CIN - L65191TN1979PLC007874

**Regd. Office:** Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600004 (TN)

Tel No.: +91 44 2499 0356 Fax: +91 44 2499 3272

Website: www.stfc.in / Email id: secretarial@stfc.in

## POSTAL BALLOT FORM

| | | |
|---|---|---|
| 1 | Name(s) of member(s) (including joint holders, if any) in block letters | |
| 2 | Registered Address of the sole / first named member | |
| 3 | Registered Folio No. / DP ID No. and Client ID No. | |
| 4 | Class of Share | Equity Shares |

I/We hereby exercise my/our vote in respect of the "Special Resolutions" to be passed through postal ballot for the business stated in the notice of the Company dated October 25, 2018 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (√) mark at the appropriate box below:

| Item No. | Description | No. of shares held by me/us | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|---|---|---|---|---|
| 1. | Authorization for loans, guarantees, investments in securities, etc. under Section 186 of the Companies Act, 2013. | | | |
| 2. | Re-appointment of Mrs. Kishori Udeshi (DIN 01344073) as an Independent Director of the Company for second term of 5 years w.e.f. April 01, 2019. | | | |

Place :

Date :

_____

Signature of the Member

Notes:
1. Please read the instructions printed in the Postal Ballot Notice carefully before filling this form.
2. For E-voting, please refer the particulars mentioned overleaf.
3. Please fold this duly filled and signed form and send the same to the Scrutinizer appointed by the Company.

www.sapprints.com