

SEC/FILING/NSE/14-15/68B

February 19, 2015

THE NATIONAL STOCK EXCHANGE OF INDIA LTD.

Listing Department,

Exchange Plaza, Plot no. C/1, G - Block,

Bandra Kurla (E) Complex,

Mumbai -400051

Script Code: SRTRANSFIN

Dear Sir,

Sub: Postal Ballot Notice and Postal Ballot Form

We are forwarding herewith the Postal Ballot Notice dated February 09, 2015 and Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card dispatched to all the shareholders of the Company. This is for your information and record.

Thanking you,

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



Vivek Achwal
Company Secretary

Encl.: a/a.

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.
Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.

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



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 - 600 004
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email id: secretarial@stfc.in.

POSTAL BALLOT FORM (Postal Ballot subjects)

(Read the instructions given in the Notice of Postal Ballot before proceeding to fill up this Form)

1. Name of the First Named Shareholder(s) (in block letters) (including joint holders, if any)	:	
2. Postal Address	:	
3. Registered Folio No./ DP ID No. and Client ID No.* (* Applicable to shareholders holding shares in dematerialised form)	:	
4. Number of Equity Shares held	:	

I / We hereby exercise my / our vote in respect of the **Ordinary Resolutions** to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 9, 2015 by conveying my / our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Description	No. of Shares held	I / We assent to the Resolution	I / We dissent to the Resolution
		For	Against
1. Appointment of Mr. Amitabh Chaudhry as an Independent Director.			
2. Appointment of Mr. S. Lakshminarayanan as an Independent Director.			
3. Appointment of Mrs. Kishori Udeshi as an Independent Director.			

Place :

Date :

(Signature of the Shareholder)

PLEASE FOLD THIS DULY FILLED & SIGNED FORM AND SEND THE SAME TO THE SCRUTINIZER APPOINTED BY THE COMPANY. FOR E-VOTING, PLEASE REFER THE PARTICULARS MENTIONED OVERLEAF.

Commencement of e-voting	End of e-voting
February 25, 2015 at 9:00 Hours IST	March 26, 2015 at 17:30 Hours IST



आदि कार्ड को यहाँ से काटने पर ध्यान दें

INLAND LETTER CARD
अन्तर्देशीय पत्र कार्ड

BUSINESS REPLY INLAND LETTER CARD

PERMIT NO: TN /CH(C)/BRP/986
THYAGARAYA NAGAR PO

POSTAGE
WILL BE
PAID BY THE
ADDRESSEE

To,
Mr. P. Sriram - Scrutinizer
Unit : Shriram Transport Finance Company Limited
Integrated Enterprises (India) Limited
2nd FLOOR, KENCES TOWERS,
NO.1, RAMAKRISHNA STREET,
NORTH USMAN ROAD,
T. NAGAR, CHENNAI - 600 017.

NO POSTAGE
STAMP
NECESSARY
IF POSTED
IN INDIA

दूसरा मोड़ SECOND FOLD

(SENDER'S NAME AND ADDRESS)

पहला मोड़ FIRST FOLD

CERTIFIED TRUE COPY

For SHRIRAM TRANSPORT FINANCE CO. LTD.

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

Last date for receipt of Postal Ballot Form by the Scrutinizer : 26th March 2015.



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

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (**the 'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**the 'Rules'**), that the resolutions appended below are proposed to be passed by Members through Postal Ballot/electronic voting (e-voting). The explanatory statement setting out the material facts concerning the said resolutions and explaining the reasons for passing of the said resolutions together with the Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card/Envelope is enclosed.

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

Members are requested to carefully read the instructions mentioned in this Postal Ballot Notice (**'Notice'**) and return the Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card/Envelope duly completed so as to reach the Scrutinizer on or before **17:30 hours IST on Thursday, March 26, 2015**.

For Members opting for E-Voting

In compliance with Clause 35B of the Listing agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The results of the voting by Postal Ballot will be declared on or before Monday, March 30, 2015. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the Company's website www.stfc.in and will be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

ORDINARY RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO. 1. - Appointment of Mr. Amitabh Chaudhry as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (**the Act**) and the rules made thereunder read with Schedule IV to the Act, Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Amitabh Chaudhry (holding DIN 00531120), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Amitabh Chaudhry as a candidate for the office of Director, be and is hereby appointed



as an Independent Director of the Company to hold the office for a term of five years with effect from January 24, 2015, and whose office shall not be liable to retire by rotation.”

ITEM NO. 2. - Appointment of Mr. S. Lakshminarayanan as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder read with Schedule IV to the Act, Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. S. Lakshminarayanan (holding DIN 02808698), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr S. Lakshminarayanan as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five years with effect from January 24, 2015, and whose office shall not be liable to retire by rotation.”

ITEM NO. 3. - Appointment of Mrs. Kishori Udeshi as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mrs. Kishori Udeshi (holding DIN 01344073), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mrs. Kishori Udeshi as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five years with effect from January 24, 2015, and whose office shall not be liable to retire by rotation.”

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

Place : Mumbai

Date: February 09, 2015

Vivek Achwal
Company Secretary

Notes:

1. The Explanatory Statements pursuant to Section 102(1) and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the Items no. 1 to 3 is annexed hereto. 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 the date of dispatch of the Notice till **March 26, 2015**.
2. The voting period will commence on **February 25, 2015 (9:00 Hours IST)** and will end on **March 26, 2015 (17:30 Hours IST)** for the Members exercising their voting either by Postal Ballot Form or through e- voting. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
3. The Notice will be sent to all the Members by the prescribed mode under the Rules (by email to those Members who have registered their email IDs with the Company), whose names will appear in the Register of Members/ Record of Depositories on the Specified Date being **February 11, 2015**.



4. The Members whose names will appear in the Register of Members/ Record of Depositories on **February 11, 2015** 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 **February 11, 2015**.
5. The Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card/Envelope is enclosed for use by the Members.
6. 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.
7. You are requested to carefully read the instructions mentioned in this Notice and return the Postal Ballot Form duly completed with the Assent (For) or Dissent (Against) so as to reach the Scrutinizer on or before **March 26, 2015 upto 17:30 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 March 26, 2015, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
8. The Members can opt for only one mode of voting, i.e., either by physical Postal 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.
9. The results of the Postal Ballot will be declared on or before Monday, March 30, 2015 at the Registered office of the Company. The results and report of the Scrutinizer will be furnished to the Stock Exchanges, where the equity shares of the company are listed and will also be hosted on the Company's website www.stfc.in.
10. The date of declaration of results of the Postal Ballot by the Chairman shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

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 contained in the Self-addressed Business Reply Inland Letter Card/Envelope enclosed to this Notice and send it to the Scrutinizer. Postage will be borne and paid by the Company. However, Business Reply Inland Letter Card/Envelope containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Members, will also be accepted.
- ii. The self-addressed Business Reply Inland Letter Card/Envelope bears the address of the Scrutinizer appointed by the Company.
- iii. The Postal Ballot Form should be completed and signed by the sole/first named Member. In the absence of first named Member, in case of joint holding, the Form may be completed and signed by the next named Member. The signature of the Member on the Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
- iv. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority letter together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a Member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the 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, please quote the Registration No. beneath the signature.



- v. The votes should be cast either in favour or against the Resolution(s) by putting the tick mark (✓) in the column provided for assent or dissent.
- vi. The right of voting by Postal Ballot shall be exercised only by the Members.
- vii. A Member need not use all the votes nor needs to cast all the votes in the same way.
- viii. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
- ix. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on **February 11, 2015**.
- x. Votes will be considered invalid on the following grounds:
 - i. If the Member's signature does not tally.
 - ii. If the Member has marked all his shares both in favour and also against the resolutions.
 - iii. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled.
 - iv. If the Postal Ballot Form is filled in pencil or signed in pencil.
 - v. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- xi. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

2. Voting through Electronic Means

The procedure and instructions for the voting through electronic means are as follows:

- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Open email and open PDF file viz. "STFCL E-Voting.pdf" with your DP ID&Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the Password is an initial password.
 - ii. Launch the 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 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 "e-voting" opens. Click on "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 17:30 Hours IST on March 26, 2015** whichever is earlier.
 - viii. Now you are ready for "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 receiving the Postal Ballot Form by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] may also vote electronically through the following procedure:
- (i) Initial password will be provided separately EVEN (E Voting Event Number) USER ID PASSWORD
 - (ii) Please follow all steps from Sl. No. 2. A(ii) to Sl. No. 2. A(xi) above, to cast vote.
3. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.

ANNEXURE TO NOTICE

Explanatory Statements under Section 102 (1) and 110 of the Companies Act, 2013

ITEMS NO.1 TO 3

Pursuant to Clause 49 of the Listing Agreement, the Company has appointed Mr. Amitabh Chaudhry, Mr. S.Lakshminarayanan and Mrs. Kishori Udeshi as Independent Directors of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the erstwhile Companies Act, 1956. As per the provisions of Section 149 of the Companies Act, 2013 ('the Act'), every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation and shall hold office for a term upto five consecutive years on the Board of the Company. Additionally, the Ministry of Corporate Affairs (MCA), Government of India, by a notification vide General Circular No. 14/2014 dated June 9, 2014 has clarified that if a company intends to appoint existing Independent Directors under the Act, then such appointment shall be made expressly under Section 149(10)/(11) read with Schedule IV of the Act within one year from April 01, 2014, subject to compliance with eligibility and other prescribed conditions. The Company proposes to comply with the provisions of the Act and the notification of the MCA.

The Nomination Remuneration and Compensation (NRC) Committee of the Board in its meeting held on September 23, 2014 has recommended appointment of Mr. Amitabh Chaudhry, Mr. S.Lakshminarayanan and Mrs. Kishori Udeshi as Independent Directors of the Company under the Act for a term of five years. The Independent Directors' appointment is subject to retirement policy of the Board and/or other regulatory requirements.

The Board of Directors (Board) at its meeting held on January 24, 2015 has favourably considered the recommendations of the NRC Committee and seek the approval of Members for appointment of Mr. Amitabh Chaudhry, Mr. S.Lakshminarayanan and Mrs. Kishori Udeshi as Independent Directors of the Company each for a term of five years with effect from January 24, 2015 pursuant to Section 149 and other applicable provisions of the Act and the rules made thereunder.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidatures of Mr. Amitabh Chaudhry, Mr. S.Lakshminarayanan and Mrs. Kishori Udeshi for the office of Independent Directors, under the provisions of Section 149 of the Act.

The Company has received from Mr. Amitabh Chaudhry, Mr. S.Lakshminarayanan and Mrs. Kishori Udeshi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the said rules, to the effect that



they are not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board Mr. Amitabh Chaudhry, Mr. S.Lakshminarayanan and Mrs. Kishori Udeshi fulfill the conditions specified in the Act and the rules made thereunder and they are independent of the Management.

The Independent Directors are entitled to sitting fees of ₹ 20,000/- per Board Meeting and ₹ 15,000/- per Committee Meeting attended by him/her. They are also paid commission for each financial year as determined by the Board out of Net Profits of the company pursuant to the resolution passed by the shareholders in the 34th Annual General Meeting ('AGM') held on July 05, 2013. Presently, such shareholders approval covers period upto March 31, 2017. The maximum amount of commission paid to an Independent Director was ₹ 5,00,000/- per financial year. The terms and conditions of appointment of the said Independent Directors have been hosted on the Company's website www.stfc.in.

The Board considers that the continued association of the said Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail their services.

The profile of the Independent Directors proposed to be appointed under the Act is as under:

Mr. Amitabh Chaudhry

Mr. Amitabh Chaudhry is a non-executive (Independent) Director of the Company. He was appointed as an Additional Director in the category of Independent Director by the Board on October 30, 2012. He was appointed as an Independent Director by the Shareholders in the AGM held on July 05, 2013 as director liable to retire by rotation. He holds an MBA degree from IIM, Ahmedabad and B. Tech (Electrical & Electronics) from BITS, Pilani. Mr. Chaudhry has over 25 years of experience in different capacities with leading Indian Financial Services Group, Technologies Service Company and International Banks. Mr. Chaudhry is the Managing Director and CEO of HDFC Standard Life Insurance Company Limited.

Mr. Amitabh Chaudhry is a member of Business Responsibility Committee of the Board of Directors of the Company. He is not holding any Equity Shares of the Company.

Mr. S. Lakshminarayanan

Mr. S.Lakshminarayanan is a non-executive (Independent) Director of the Company. He was appointed as an Additional Director in the category of Independent Director by the Board on September 22, 2009. He was appointed as an Independent Director by the Shareholders as director liable to retire by rotation on June 15, 2010 and his re-appointment as an Independent Director was made in the AGM held on July 05, 2013. He holds Master's degree in Science and post graduate diploma from University of Manchester, (U.K.) in Advanced Social & Economic Studies. He was a member of the Indian Administrative Service (IAS-retired) and as such held several senior positions in the Ministry of Home Affairs, Ministry of Communications and Information Technology, Ministry of Information and Broadcasting of the Government of India and in the Department of Tourism, Culture and Public Relations, Department of Mines, Mineral Resources, Revenue and Relief and Rehabilitation of the Government of Madhya Pradesh. He has been elevated as Chairman of the Board of Directors of the Company with effect from January 24, 2015.

Mr. S. Lakshminarayanan is a member of NRC Committee and Chairman of Stakeholders Relationship Committee of the Board of Directors of the Company. He is not holding any Equity Shares of the Company.

Mrs. Kishori Udeshi

Mrs. Kishori Udeshi is a non-executive (Independent) Director of the Company. She was appointed as an Additional Director in the category of Independent Director by the Board on October 30, 2012. She was appointed as an Independent Director by the Shareholders in the AGM held on July 05, 2013 as director liable to retire by rotation. Mrs. Kishori Udeshi holds M.A. Degree in Economics from Bombay University. 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 Basle 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 Chairman of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd., Bangalore as also Chairman of the Deposit Insurance and Credit Guarantee Corporation. In 2006 the RBI appointed her as Chairman of The Banking Codes and Standards Board of India. She demitted this office in December 2011. She is the nominee of the Government of Maharashtra on the Board of the Indian Red Cross Society, Mumbai. She has been appointed by the Government of India as a member of the Financial Sector Legislative Reforms Commission chaired by Justice ShriKrishna.

Mrs. Kishori Udeshi is a member of Audit Committee, Corporate Social Responsibility Committee, Business Responsibility Committee and Asset Liability Management Committee of the Board of Directors of the Company. She is not holding any Equity Shares of the Company.

The Board of Directors commend passing of the resolutions set out in Items no.1 to 3 of the Postal Ballot Notice in relation to appointment of Mr. Amitabh Chaudhry, Mr. S. Lakshminarayanan and Mrs. Kishori Udeshi as Independent Directors as per the requirements of the Act.

Mr. Amitabh Chaudhry, Mr. S. Lakshminarayanan and Mrs. Kishori Udeshi are interested individually in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives is interested in the aforesaid Resolutions.

By Order of the Board
For Shriram Transport Finance Company Limited

Place : Mumbai

Date: February 09, 2015

Vivek Achwal
Company Secretary

CERTIFIED TRUE COPY

For SHRIRAM TRANSPORT FINANCE CO. LTD.

V. M. Achwal
Company Secretary

Annexure to Items 1 to 3 of the Postal Ballot Notice (Contd.)

Details of Directors

Name of Director	Mr. Amitabh Chaudhry	Mr. S. Lakshminarayanan	Mrs. Kishori Udeshi
Date of Birth	02/07/1964	10/07/1946	13/10/1943
DIN	00531120	02808698	01344073
Date of Appointment	October 30, 2012	September 22, 2009	October 30, 2012
Expertise in specific functional areas	Wide experience in the field of Life Insurance, Banking, Financial and Technology Services.	Wide experience in the field of Administration and Regulatory matters.	Wide experience in the field of Banking, Financial Services and Regulatory matters.
Qualifications	MBA degree from IIM, Ahmedabad and B. Tech (Electrical & Electronics) from BITS, Pilani.	Master's degree in Science and Post Graduate Diploma from University of Manchester, (U.K.) in Advanced Social & Economic Studies.	M.A. degree in Economics from Bombay University.
Directorship held in other companies	i. HDFC Standard Life Insurance Company Limited, ii. HDFC Pension Management Company Limited and iii. Manipal Global Education Services Private Limited.	i. ELCOM Systems Private Limited, ii. ELCCOM Innovations Private Limited, iii. Shriram Life Insurance Company Limited, iv. Shriram Automall India Limited and v. INDOFIL Industries Limited.	i. HSBC Asset Management (India) Pvt. Ltd., ii. ION Exchange (India) Ltd., iii. HALDYN Glass Ltd., iv. Thomas Cook (India) Ltd., v. Elantas Beck India Limited, vi. Shriram Automall India Limited and vii. Thomas Cook Insurance Services (India) Limited.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Audit Committee Member of Shriram Automall India Limited Audit Committee Chairman: a. INDOFIL Industries Limited b. Shriram Life Insurance Company Limited	Audit Committee Member: a. HALDYN Glass Ltd. b. Shriram Automall India Limited c. Thomas Cook (India) Ltd
Shareholdings in the Company	NIL	NIL	NIL
Disclosure of relationships between directors inter-se.	There are no inter-se relationships between the Board of Directors of the Company.		

