

SEC/FILING/NSE-BSE/21-22/68B

August 20, 2021

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

National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot no. C/1, G- Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051.
Scrip Code : SRTRANSFIN

Dear Sir/Madam,

- Sub: 1 Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – Notice of Extra-Ordinary General Meeting along with the Explanatory Statement.**
- 2 Intimation of cut-off date i.e Wednesday, September 08, 2021 to determine the eligibility of the members to cast their vote through remote E-Voting and E-Voting during Extra-Ordinary General Meeting.**

In continuation to our letter dated August 13, 2021 and pursuant to Regulations 30 read with Part A of Schedule III of the Listing Regulations, we are enclosing the Notice of Extra-Ordinary General Meeting ('EGM Notice') along with the Explanatory Statement of Shriram Transport Finance Company Limited ('the Company') (including e-voting instructions) scheduled to be held on Wednesday, September 15, 2021, at 02.00 p.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

The EGM Notice along with the Explanatory Statement is available on the Company's website at the link: <https://www.stfc.in/investors/stfc-extra-ordinary-general-meeting/>

In compliance with the General Circular No. 10/2021 June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circular") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), electronic copies of the EGM Notice along with the Explanatory Statement of the Company (including e-voting instructions) are being dispatched by email to those Members whose email addresses are registered with the Company/Depository Participants(s). The requirements of sending

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: Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India. Tel: +91 44 4852 4666 | Fax: +91 44 4852 5666.

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

physical copy of the EGM Notice to the Members have been dispensed with vide MCA Circular and SEBI Circulars.

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI, the Company has fixed Wednesday, September 08, 2021 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting and e-Voting during the Extra-Ordinary General Meeting scheduled to be held on Wednesday, September 15, 2021, at 02.00 p.m. through VC/OAVM Facility.

Kindly take the same on record.

Thanking you,
Yours faithfully,

for **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**



VIVEK ACHWAL
COMPANY SECRETARY

Encl:a/a

cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited

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: Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India. Tel: +91 44 4852 4666 | Fax: +91 44 4852 5666.

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



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, 14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032

Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666

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

NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“**EGM**”) of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (“**Company**”) will be held on **Wednesday, September 15, 2021, at 02.00 p.m. IST** through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”), for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special business:

Item No.1

Change in joint Statutory Auditors and payment of remuneration to them for the financial year ending March 31, 2022

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

“RESOLVED THAT in supersession of the ordinary resolution passed by the Members at the 38th Annual General Meeting of the Company held on June 29, 2017 and pursuant to Circular no. RBI/2021-22/25 - Ref.No.DoS.CO.ARG/ SEC.01/ 08.91.001/2021-22 dated April 27, 2021 issued by the Reserve Bank of India (“**RBI Guidelines**”); M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (ICAI Firm Registration No. 309015E) who were appointed as joint Statutory Auditors of the Company in the 38th Annual General Meeting of the Company for a term of five years to hold office from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company, shall now hold office for a shorter term i.e.; till the conclusion of this Extra-ordinary General Meeting (“**EGM**”), in compliance with the RBI Guidelines.

RESOLVED FURTHER THAT in supersession of the ordinary resolution passed by the Members at the 38th Annual General Meeting of the Company and pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the relevant rules thereunder and pursuant to the RBI Guidelines; **M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai** (ICAI Firm Registration No. 004207S) and **M/s. Khimji Kunverji & Co LLP, Chartered Accountants, Mumbai** (ICAI Firm Registration No. 105146W/W100621) (**incoming joint Statutory Auditors**), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and are hereby appointed as the joint Statutory Auditors of the Company, to hold office from conclusion of this EGM till conclusion of the 43rd Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2022.

RESOLVED FURTHER THAT in partial modification of the ordinary resolutions (set out in Item Nos.5 and 6 of the Notice dated April 29, 2021 of the 42nd Annual General Meeting) passed in the 42nd Annual General Meeting of the Company held on June 24, 2021 and pursuant to Section 142 of the Act, approval of Members of the Company be and is hereby accorded to the re-allocation and payment of the following remuneration amongst the joint Statutory Auditors for the financial year ending March 31, 2022:

Name of joint Statutory Auditors	Remuneration (Amount in Rupees)
M/s. Sundaram & Srinivasan	40,00,000/-
M/s. Khimji Kunverji & Co LLP	40,00,000/-
M/s. Haribhakti & Co. LLP	11,90,000 /-
M/s. Pijush Gupta & Co.	7,10,000 /-
Total	99,00,000 /-

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the respective incoming joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 10/2021 dated 23.06.2021 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”) and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No.SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company at Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai 600 032.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of his/her behalf and a proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to srirampcs@gmail.com and may also upload the same at <https://evoting.kfintech.com>.
4. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out in Item no.1 of this Notice is annexed and forms part of this Notice.
5. The facility of joining the EGM through VC/OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the EGM, and will be available for members on a first-come first-served basis.
6. Institutional investors, who are members of the Company, are encouraged to attend and vote at the EGM of the Company.

7. The notice of EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the EGM along with the Explanatory Statement will also be available on the Company's website www.stfc.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ('KFin') at <https://evoting.kfintech.com>
8. Further, those members who have not registered their email addresses and in consequence could not be served the Notice of EGM and Explanatory Statement, may temporarily get themselves registered with Company's Registrar and Transfer Agent, Integrated Registry Management Services Private Limited ("Integrated") by clicking the link: <https://bit.ly/3xkyjG2> for receiving the same.
9. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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, September 08, 2021** being Cut-off Date.
11. (a) For non-individual members, who acquires shares of the Company and becomes a Member after despatch of the EGM Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. **Wednesday, September 08, 2021**, may obtain the login Id and password by sending a request at evoting@kfintech.com or csdstd@integratedindia.in.

(b) For Individual members who are holding shares in NSDL and CDSL should login through the sites of NSDL and CDSL can cast the votes during remote e-voting period.

(c) However, for VC/OAVM meeting the members should login at <https://emeetings.kfintech.com> to participate in the meeting and also to cast vote in case they have not voted during remote e-voting period.

For details on login method of e-voting please refer the instructions below under the head "Voting through electronic means"

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
13. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this EGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM.
15. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer to scrutinize the remote e-voting process and at the EGM in a fair and transparent manner and he has consented to act as scrutinizer.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s)(DP) in case the shares are held by them in electronic form and with Integrated in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
17. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to remote e-Voting Facility, the Members are provided the facility to cast their

vote electronically, through the remote e-voting services. The e-voting facility on the date of EGM will be provided to the members by M/s KFin Technologies Private Limited ('KFin'), for voting on the resolution set out in this EGM Notice.

The remote e-voting period commences on **Saturday, September 11, 2021 (9.00 A.M. IST) and ends on Tuesday, September 14, 2021 (5:00 P.M. IST)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Wednesday, September 08, 2021** i.e. Cut-off Date, may cast their vote electronically. A Person who is not a Member as on the Cut-off Date should treat this EGM Notice for information purpose only. The remote e-voting module shall be disabled by Kfin for voting thereafter. Those members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Ordinary Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

The details of the process and manner for remote e-Voting for individuals, non-individuals and members holding shares in physical form are explained herein below:

Login method for e-Voting :

I) Applicable only for Individual members holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	1. Existing user who have opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services	2. User not registered for Easi/Easiest

I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or Click on link : https://eservices.nsdl.com/SecureWeb/IdeasDir ectReg.jsp III. Proceed with completing the required fields. 3. By visiting the e-Voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. 3. By visiting the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.
--	---

Individual Members (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

II) Applicable for non-Individual members

Login method for non-individual members are given below :

- I. Procedure and Instructions for remote e-voting are as under:
 - (i) Initial password is provided in the body of the email.
 - (ii) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - (iii) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, use your existing User ID and password for casting your votes.
 - (iv) After entering the details appropriately, click on LOGIN.
 - (v) You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) You need to login again with the new credentials.
 - (vii) On successful login, the system will prompt you to select the EVENT i.e. Shriram Transport Finance Company Limited
 - (viii) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- (x) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (xi) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at srirampcs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'STFCL_EVENT No.'.
- (xii) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 18003094001(toll free). You may also contact Mr. Vivek Achwal, Company Secretary to address the grievances connected with remote e-voting at Corporate Office, Tel. No. +91-022-40959508, Email-id- secretarial@stfc.in.

III) Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolution proposed in this Notice:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@kfintech.com/csdstd@integratedindia.in
2. For Demat (Non Individual) shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@kfintech.com/csdstd@integratedindia.in

IV) Instructions for joining the EGM through VC/OAVM are as under:

1. Members will be able to attend the EGM through VC/OAVM facility provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab 'Video Conference' and using their remote e-voting login credentials. The link for

EGM will be available in members login where the EVENT and the name of the Company can be selected.

2. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
4. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
5. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
6. Questions prior to EGM: Members who would like to express their views/ask questions during the EGM may log into <https://emeetings.kfintech.com/> and click on “Post your Questions”. Thereafter, the Members may post their queries/views in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. “Post your Questions” shall commence on **Saturday, September 11, 2021 (9:00 a.m. IST)** and close on **Monday, September 13, 2021 (5:00 p.m. IST)**. Please note that only questions of the members holding the shares as on cut-off date will be considered.
7. Speaker Registration during EGM: Members who would like to express their views/ask questions during the EGM may log into <https://emeetings.kfintech.com> and click on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on **Saturday, September 11, 2021 (9:00 a.m. IST)** and close on **Monday, September 13, 2021 (5:00 p.m. IST)** Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
8. Members who need technical assistance before or during the EGM can contact KFin at evoting@kfintech.com or helpline – 1800 309 4001

V) Instructions for e-voting at the EGM are as under:-

1. The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the EGM proceedings. Members shall click on the same to take them to the “instapoll” page.
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolution.
3. Only those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the EGM.

VI) Scrutinizer’s Report and declaration of results:

- i) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the meeting, thereafter unblock the votes through remote e-voting and make a consolidated Scrutinizers’ report of the total votes cast in favour or against to the Chairman or Vice-Chairman & Managing Director or a person authorized by Chairman in writing, who shall countersign the same and declare the result of the voting forthwith in accordance with the applicable law. The voting results will be declared on Thursday, September 16, 2021 at 02.00 p.m. IST.
- ii) The voting results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.stfc.in and on the website of Kfin at <https://evoting.kfintech.com> immediately such declaration. The voting results shall be communicated to the National Stock Exchange of India Limited and BSE Limited.

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

Place: Mumbai
Date: August 12, 2021

Vivek Achwal
Company Secretary
Membership No. : ACS 8061

CIN: L65191TN1979PLC007874
Regd. Office: Sri Towers, Plot No.14A, South Phase,
Industrial Estate, Guindy, Chennai 600 032
Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666
Website: www.stfc.in Email id: secretarial@stfc.in

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO. 1

The Members of the Company at the 38th Annual General Meeting held on June 29, 2017 had appointed M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 103523W/ W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (ICAI Firm Registration No. 309015E) as joint Statutory Auditors of the Company to hold office from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company, pursuant to the provisions of Section 139 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014. Accordingly, M/s Haribhakti & Co. LLP (ICAI Firm Registration No. 103523W/ W100048) and M/s Pijush Gupta & Co. (ICAI Firm Registration No. 309015E), joint Statutory Auditors of the Company (**“the current joint Statutory Auditors”**) have conducted audit of the accounts of the Company for four consecutive financial years ending March 31, 2021.

The Reserve Bank of India (**“RBI”**) has issued guidelines for appointment of Statutory Auditors by non-banking financial company (**“NBFC”**) vide Circular No. RBI/2021-22/25-Ref.No.DoS.CO.ARG/ SEC.01/ 08.91.001/2021-22 dated April 27, 2021 (**“RBI Guidelines”**). Pursuant to RBI Guidelines, the Audit Firms completing tenure of three financial years in the NBFC are not eligible to continue to hold office as Statutory Auditors of the NBFC. Since the RBI Guidelines are being implemented for the first time for NBFCs from Financial Year 2021-22 and in order to ensure that there is no disruption, the RBI has given flexibility to NBFCs to appoint new Statutory Auditors in the second half of the financial year ending March 31, 2022.

In compliance with the RBI Guidelines, the current joint Statutory Auditors vide letters dated August 3, 2021 have communicated to the Company their inability to continue to hold office as joint Statutory Auditors of the Company as they have already completed the tenure of four financial years on the date of coming into effect the RBI Guidelines. Accordingly, the current joint Statutory Auditors have communicated their intention to resign as the joint Statutory Auditors of the Company on conclusion of this EGM in compliance with the RBI Guidelines.

Pursuant to RBI Guidelines, the Company is required to appoint new joint Statutory Auditors in place of the current joint Statutory Auditors from the second half of the current Financial Year 2021-22.

The Audit Committee and Board of Directors in their respective meetings held on August 3, 2021 took note of the said letters dated August 3, 2021 received from the current joint Statutory Auditors and had passed resolutions to recommend to the Members of the Company for their approval appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (ICAI Firm Registration No. 004207S) and M/s. Khimji Kunverji & Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105146W/ W100621), as joint Statutory Auditors of the Company for three consecutive financial years ending March 31, 2022, March 31, 2023 and March 31, 2024 for the following three terms in compliance with the RBI Guidelines:

First Term: from the conclusion of this EGM till the conclusion of 43rd Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial year ending March 31, 2022.

Second Term: from conclusion of the 43rd Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial year ending March 31, 2023.

Third Term: from conclusion of 44th Annual General Meeting of the Company till the conclusion of 45th Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial year ending March 31, 2024.

Pursuant to section 139 (8)(i) of the Act, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Pursuant to the provisions of Section 139(8)(i) of the Act, the joint Statutory Auditors proposed to be appointed in this EGM will hold the office from conclusion of this EGM till conclusion of the 43rd Annual General Meeting of the Company. As such, in order to comply with provisions of Section 139(8)(i) of the Act, the Board of Directors have initially proposed the ordinary resolution for the appointment of the joint Statutory Auditors proposed to be appointed in this EGM for the First term ending on conclusion of the 43rd Annual General Meeting as set out in the Notice of this EGM.

Subsequently, in the Notice of 43rd Annual General Meeting, the Board of Directors will recommend to the Members passing of the ordinary resolution for appointment of the proposed joint Statutory Auditors for the Second and Third Term ending at the 44th Annual General Meeting and 45th Annual General Meeting respectively. Thereby,

the proposed joint Statutory Auditors will effectively hold office for three consecutive terms, ending on conclusion of the 45th Annual General Meeting of the Company and for the three consecutive financial years ending March 31, 2024 in compliance with the RBI Guidelines.

M/s. Sundaram & Srinivasan and M/s. Khimji Kunverji & Co LLP have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as statutory auditor under Section 141 and other relevant provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949 and that they are eligible for appointment as Statutory Auditors of NBFC as per the RBI Guidelines.

The Audit Committee and the Board of Directors recommend to the Members the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (ICAI Firm Registration No. 004207S) and M/s. Khimji Kunverji & Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105146W/ W100621), as new joint Auditors of the Company in the manner set out in the ordinary resolution of the Notice of this EGM. The said resolution is proposed to be passed in supersession of the ordinary resolution no.4 of the 38th Annual General Meeting of the Company held on June 29, 2017.

The Members of the Company at the 42nd Annual General Meeting held on June 24, 2021 approved payment of aggregate remuneration of Rs.99,00,000/- (exclusive of certification fees, goods and service tax and reimbursement of out of pocket expenses) to the current joint Statutory Auditors (Rs.62,00,000 to M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 103523W/ W100048) and Rs. 37,00,000 to M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (ICAI Firm Registration No. 309015E) for holding the office for the entire financial year ending March 31, 2022. However, in view of RBI Guidelines, the Members through the ordinary resolutions passed at the 42nd Annual General Meeting, had authorized the Board of Directors to fix the remuneration of the current joint Statutory Auditors holding the office for a part of the Financial year ending March 31, 2022 depending upon scope of their work on pro-rata basis. Since the current joint Statutory Auditors are not holding the office for the entire financial year ending March 31, 2022, the remuneration of Rs.99,00,000/- is now proposed to be re-allocated among the current joint Statutory Auditors and incoming joint Statutory Auditors as proposed in the Ordinary Resolution of the Notice of this EGM.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed statutory audit fee payable to auditors for the financial year ending March 31, 2022	<table border="1"> <thead> <tr> <th data-bbox="628 331 1066 416">Name of joint Statutory Auditors</th><th data-bbox="1066 331 1391 416">Remuneration (Amount in Rupees)</th></tr> </thead> <tbody> <tr> <td data-bbox="628 416 1066 483">M/s. Sundaram & Srinivasan</td><td data-bbox="1066 416 1391 483">40,00,000/-</td></tr> <tr> <td data-bbox="628 483 1066 595">M/s. Khimji Kunverji & Co LLP</td><td data-bbox="1066 483 1391 595">40,00,000/-</td></tr> <tr> <td data-bbox="628 595 1066 663">M/s Haribhakti & Co. LLP</td><td data-bbox="1066 595 1391 663">11,90,000 /-</td></tr> <tr> <td data-bbox="628 663 1066 730">M/s Pijush Gupta & Co.</td><td data-bbox="1066 663 1391 730">7,10,000 /-</td></tr> <tr> <td data-bbox="628 730 1066 797">Total</td><td data-bbox="1066 730 1391 797">99,00,000 /-</td></tr> </tbody> </table>	Name of joint Statutory Auditors	Remuneration (Amount in Rupees)	M/s. Sundaram & Srinivasan	40,00,000/-	M/s. Khimji Kunverji & Co LLP	40,00,000/-	M/s Haribhakti & Co. LLP	11,90,000 /-	M/s Pijush Gupta & Co.	7,10,000 /-	Total	99,00,000 /-
Name of joint Statutory Auditors	Remuneration (Amount in Rupees)												
M/s. Sundaram & Srinivasan	40,00,000/-												
M/s. Khimji Kunverji & Co LLP	40,00,000/-												
M/s Haribhakti & Co. LLP	11,90,000 /-												
M/s Pijush Gupta & Co.	7,10,000 /-												
Total	99,00,000 /-												
Terms of appointment	For the First Term M/s. Sundaram & Srinivasan, Chartered Accountants and M/s. Khimji Kunverji & Co LLP will hold office from the date of conclusion of this EGM till the conclusion of the 43rd Annual General Meeting to conduct the audit of accounts of the Company for the financial year ending March 31, 2022.												
Material change in fee payable to the new joint Statutory Auditors	There is no material change in fee to be paid to the incoming joint Statutory Auditors proposed to be appointed through the ordinary resolution as set out at Item No. 1 of the Notice of this EGM. The remuneration of Rs.99,00,000/- approved at the 42nd Annual General Meeting for the Financial Year ending March 31, 2022 is re-allocated amongst incoming joint Statutory Auditors and current joint Statutory Auditors in the manner as set out in the ordinary resolution at Item No. 1 of the Notice of this EGM.												
Basis of recommendation and auditor credentials	The recommendations made by the Audit Committee and the Board of Directors of the Company are in compliance with the RBI Guidelines and in fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and the applicable rules made under the Act with regard to the full time partners, statutory audit experience of NBFCs, capability, assessment of independence, etc. <u>Brief Profile of Statutory Auditors</u> M/s. Sundaram & Srinivasan M/s. Sundaram & Srinivasan is a Chartered Accountant (ICAI Firm Registration No. 004207S) established in												

	1943 and is one of the largest audit firms in South India having 12 partners and offices in Chennai, Madurai, Mumbai and Bangalore. They have rich and deep experience for over 7 decades in sectors like Manufacturing, NBFC/HFC, Banks, Mutual Funds, Investment Services. Insurance, Healthcare, IT & ITES, Real Estate, Media, Public sector enterprises, Agriculture and charitable trusts rendering services for more than 350 clients. The audit firm has valid peer review certificate. M/s. Khimji Kunverji & Co LLP Khimji Kunverji and Co LLP is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with ICAI Firm Registration No.105146W/W100621. The firm was established in 1936 and is led by ten partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant experience in providing auditing, taxation & advisory services to banks and other financial services clients. The audit firm has valid peer review certificate.
--	--

All relevant documents will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this EGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM.

None of the Directors or Key Managerial Personnel 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
Date: August 12, 2021

Vivek Achwal
Company Secretary
Membership No. : ACS 8061

CIN: L65191TN1979PLC007874
Regd. Office: Sri Towers, Plot No.14A, South Phase,
Industrial Estate, Guindy, Chennai 600 032
Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666
Website: www.stfc.in Email id: secretarial@stfc.in