SHRIRAM
Transport Finance Company Limited
A WINNING RELATIONSHIP

SEC/FILING/BSE-NSE/20-21/68A-B

April 24, 2020

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.: Notice under Section 110 of the Companies Act, 2013 to Members

In furtherance to our letter dated April 20, 2020, please find enclosed Notice dated April 20, 2020 for seeking approval from the Members of the Company for the renewal of limit of issue of Debentures on Private Placement basis by the Board.

The Notice is being sent to the Members whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Wednesday, April 22, 2020.

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 and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, the Special Resolution appended in the attached Notice is proposed to be passed through electronic voting (remote e-voting). The Company has engaged the Central Depository Services (India) Limited for facilitating e-voting in a secure manner.

The voting period will commence on Monday, April 27, 2020 (9:00 Hours IST) and will end on Tuesday, May 26, 2020 (17:00 Hours IST). The remote e-voting results will be declared on Thursday, May 28, 2020 at (17:00 Hours IST) at the Registered office of the Company in case the normalcy is restored. In case of lock-down, the results of the e-

voting and 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 / securities of the Company are listed.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

VIVEK MADHUKAR ACHWAL

Digitally signed by: VIVEK MADHUKAR ACHWAL
DN: CN = VIVEK MADHUKAR ACHWAL C = IN O = Personal
Date: 2020.04.24 16:23:12 +05'30'

VIVEK ACHWAL
COMPANY SECRETARY
Membership No.: ACS 8061

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.

NOTICE

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(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the relaxations and clarifications issued by Ministry of Corporate Affairs **('MCA')** vide General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 **('Circulars')**, that the Special Resolution appended below is proposed to be passed through electronic voting (remote e-voting). The proposed Special Resolution together with the explanatory statement setting out the material facts and reasons for the passing of this Special Resolution is being sent to you for your consideration.

In view of the situation arising due to Coronavirus (COVID-19) pandemic and extended lockdown, MCA has issued Circulars giving certain relaxation in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by companies, realizing the challenges faced by the companies in providing physical Postal Ballot voting facility to Members. Accordingly, this Notice is being sent by email to all its Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited **('Depositories')** and the record of the Registrar and Share Transfer Agent **('RTA')** of the Company. For more details in this regard, your attention is invited to Note Nos. 2 to 6 of the Notes to this Notice.

The Company has appointed Mr. P. Sriram (Membership No. FCS 4862), a practicing company secretary (PCS No. 3310), Chennai as Scrutinizer for conducting process of remote e-voting in accordance with the provisions of the Act, Rules and the MCA Circulars in a fair and transparent manner.

The Members are requested to carefully read and follow the instructions on remote e-voting printed in the Notes to this Notice.

The Scrutinizer will submit his report to the Authorized Director or any Authorized person appointed by the Chairman/Managing Director for declaration of the result of the remote e-voting on **Thursday May 28, 2020** at **17:00 Hours IST** at the Registered office of the Company in case the normalcy is restored. In case of lock-down, the results of the remote e-voting and 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 / securities of the Company are listed.

Special resolution to be passed through remote e-voting:

ITEM NO.1

Renewal of limit to issue debentures on private placement basis by the Board

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

"RESOLVED THAT pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 **('the Act')** read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 **(the 'Rules')**, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **('Debt Regulations')** as amended from time to time, and the relaxations/clarifications issued Ministry of Corporate Affairs **('MCA')** vide General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 **('Circulars')**, and the directions issued Reserve Bank of India **('RBI')** as applicable to the Non-Banking Financial Companies **('NBFC')** from time to time, and such other laws and regulations as may be applicable to the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **'the Board'** which term shall include Banking and Finance Committee constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures (NCDs), subordinated debentures, bonds or any other debt securities (hereinafter referred to as **'Debentures'**) at such face value as may be permissible under the Act and RBI directions on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs. 35,000 crores (Rupees Thirty Five Thousand Crores Only) within the overall borrowing limits of the Company as may be approved by the Members, to the qualified institutional buyers, foreign institutional investors/foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, and such other entities/ persons eligible to subscribe the Debentures on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

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

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

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

Sd/-

Place: Mumbai
Date: April 20, 2020

Vivek Achwal
Company Secretary
Membership No. : ACS 8061

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 **('the Act')** read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **('the Rules')**, in respect of the Special Resolution is annexed hereto.

2. This Notice is being sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited **('Depositories')** as at the close of business hours on **Wednesday, April 22, 2020 ('cut-off date')**. Members as on the cut-off date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents **('RTA')**, or the Depositories.

3. For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice is being sent through SMS.

4. Members who have not registered their email address and in consequence could not receive the Notice may temporarily get their email address registered with the RTA, by clicking the link: https://www.integratedindia.in/DR_Email_Registration.aspx and following the registration process as guided thereafter. Post successful registration of the email address, the Member will receive soft copy of the Notice and the procedure for

remote e-voting along with the User ID and the Password to enable remote e-voting for this Notice. In case of any queries, Member may write to csdstd@integratedindia.in.

5. It is clarified that for permanent registration of email address, the Members are however requested to register their email address, in respect of electronic holdings with the Depositories /Depository Participant and in respect of physical holdings with the RTA.

6. With regard to the process of registration of email address with the RTA, Members may temporarily get their email address registered with the RTA, by clicking the link: https://www.integratedindia.in/DR_Email_Registration.aspx and following the registration process as guided thereafter. Otherwise, Members are requested to send a request / communication between 9.00 am and 5.00 pm on all working days (except Saturday and Sunday) till 48 hours prior to the closure of the voting period to the following email address of the Company or RTA, by quoting the Folio No. / Demat account No. The email address of the Company and the contact details are secretarial@stfc.in/022 40959595 and RTA's email address and the contact details are csdstd@integratedindia.in /044 28140801.

7. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories.

8. The Communication of the assent / dissent to the Special Resolution proposed in the Notice would take place only through remote e-voting.

9. The voting period will commence on **Monday, April 27, 2020 9:00 Hours IST** and will end on **Tuesday, May 26, 2020 17:00 Hours IST** for the Members exercising their vote through electronic voting. The remote e-voting module shall be disabled by Central Depository Services (India) Limited **('CDSL')** for voting thereafter.

10. The Members whose names will appear in the Register of Members/ Record of Depositories as on **Wednesday, April 22, 2020** will only be considered for voting. Voting rights shall be reckoned on the paid-up value of the shares mentioned against the name of the Member in the Register of the Members on **Wednesday, April 22, 2020**

11. The results of the remote e-voting will be declared on **Thursday, May 28, 2020** at the Registered office of the Company in case normalcy is attained. In case of lockdown, the remote e-voting results and report of the Scrutinizer will be furnished to the National Stock Exchange of India Limited and BSE Limited and will also be uploaded on the Company's website www.stfc.in.

12. The Special Resolution in the Notice shall be deemed to be passed on the last date of voting period i.e. **Tuesday, May 26, 2020,** if approved by the requisite majority.

13. The voting on the Special Resolution proposed in this Notice will be done only by Electronic Voting (remote e-voting). As per the Section 2(65) of the Act, the term 'Postal Ballot' means voting by post or through any electronic mode. For avoidance of any doubt due to the general understanding of meaning of 'postal ballot' as voting by post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'postal ballot') which appropriately clarifies that the manner of voting on the Special Resolution is restricted to voting only through remote e-voting.

Instructions for Voting through electronic means

I 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/Members.

(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 / Sequence Number. Kindly note that the Members who have not updated their PAN with the 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. In case the sequence number is less than 8 digits enter the applicable 0's before the number after the first two characters of the name in Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details or 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. 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 e-voting on the resolution 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. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) Click on the EVSN of "Shriram Transport Finance Company Limited" to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

Members can also cast their vote using CDSL's mobile app m-Voting available for android mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the

Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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.

II. 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 remote 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: +91-022-40959595, Email Id: secretarial@stfc.in.

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO. 1

Issue of debentures on private placement basis is a cost-effective and important source of raising funds for business of the Company. The credit rating agencies have reaffirmed rating of AA+/Stable outlook to the debentures of the Company. The Members of the Company by way of passing the special resolution through postal ballot/e-voting on June 13, 2019 had authorised the Board of Directors to issue redeemable non-convertible debentures, subordinated debentures, bonds, hybrid instruments or any other debt securities (hereinafter referred to as **'Debentures'**) on private placement basis up to the limit of Rs.35,000 crore. In accordance with Section 42 of the Companies Act, 2013 **('the Act')** read with Rule 14 of the

Companies (Prospectus and Allotment of Securities) Rules, 2014 **('the Rules')**, the said Special Resolution is valid up to June 12, 2020.

Pursuant to Section 42 of the Act read with Rule 14 of the Rules, any offer or invitation for subscription of debentures and its issuance on private placement basis shall be approved by the Members by way of a Special Resolution. The Rules provide that the special resolution shall be passed in respect of all offers or invitations for the debentures to be issued during the year.

The terms and conditions of the issue of Debentures including face value, coupon rate/interest rate, tenure, repayment, security, listing, etc. will be decided by the Board/ its duly authorized Committee/person(s) as may be mutually agreed to between the Company and subscribers of the Debentures. The Company may also issue the Debentures at discount or premium depending upon debt market conditions prevailing on the date of issue of the Debentures and regulatory requirements with regard to capping of number of ISINs maturing per financial year.

The proceeds of the issue of Debentures will be utilized for on-lending, growing the Company's asset book, refinancing existing debt and other general purposes as may be decided by the Managing Director of the Company.

The issue of Debentures up to Rs. 35,000 crore, as mentioned in the enabling Special Resolution proposed in this Notice will be within the overall limits of borrowing approved by shareholders of the Company by way of passing of Special Resolution under Section 180(1)(c) of the Act. The approval of the shareholders being sought vide this Notice as a matter of abundant caution and to provide complete clarity for doubts, if any, raised in the process of invitation, offer, subscription, allotment and issue of Debentures on private placement basis.

The Board of directors commend passing of this resolution.

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**
Sd/-

Place: Mumbai
Date: April 20, 2020

Vivek Achwal
Company Secretary
Membership No. : ACS 8061