

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

May 29, 2017

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

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

Dear Sir,

Sub: Notice of 38th Annual General Meeting.

Please find enclosed the Notice of the 38th Annual General Meeting of Shriram Transport Finance Company Limited. The Notice together with the Annual Report for the Financial Year ended March 31, 2017 are being couriered to the members of the Company.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company shall submit the Annual Report to the Stock Exchanges within twenty one working days of it being approved and adopted in the 38th Annual General Meeting as per the provisions of the Companies Act, 2013.

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 TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

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

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

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

NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Thursday, June 29, 2017 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, the Audited Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 4/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs. 6/- per Equity Share of Rs. 10/- each for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Gerrit Lodewyk Van Heerde (holding DIN 06870337), who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. Appointment of Joint Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Kolkata (Firm Registration No. 309015E) be and are hereby appointed as Joint Auditors of the Company (in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, Firm Registration Number - 301003E/E300005 and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, Firm Registration Number - 100515W, retiring Joint Auditors whose tenure expires at the conclusion of the ensuing Annual General Meeting) at the remuneration of Rs. 50,00,000/- and Rs. 30,00,000/- respectively exclusive of service tax and out of pocket expenses for the financial year 2017-18.

RESOLVED FURTHER THAT M/s Haribhakti & Co. LLP, Chartered Accountants and M/s Pijush Gupta & Co., Chartered Accountants, if appointed as the Joint Auditors of the Company, shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company (subject to ratification of their appointment by Members at every Annual General Meeting till the 42nd Annual General Meeting) for conducting the audit of the Company for a term of five years commencing from April 01, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

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

RESOLVED THAT Mr. Umesh Revankar (holding DIN 00141189), who was appointed as an Additional Director of the Company with effect from October 25, 2016 by the Board of Directors pursuant to Article 21 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Umesh Revankar for the office of Director be and is hereby appointed as a Director of the Company (in the category of Non Independent Director) not liable to retirement by rotation till he continues to hold the office as Managing Director & CEO of the Company.”

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Mr. Umesh Revankar (holding

DIN 00141189), be and is hereby appointed as Managing Director & CEO of the Company with effect from October 26, 2016 for a period of three years and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors (hereinafter to be referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) and he may be paid a remuneration by way of salary and other perquisites in accordance with Schedule V to the Act or any statutory modification(s) or re-enactment thereof as detailed below:

A. Remuneration:

- (i) Salary: Rs. 3,50,000/- per month. Annual increase will be effective 1st April every year and the quantum will be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC).
- (ii) Commission: The Board on the recommendation of NRC will decide the Commission based on criteria laid down by the NRC subject to a ceiling of 1% on the net profits of the Company.

B. Perquisites:

- (i) Housing – Rent free accommodation owned/ leased/rented by the Company or Housing Allowance in lieu thereof as per the Rules of the Company.
- (ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.
- (iii) Medical Reimbursement – Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family subject to a maximum of Rs. 1,00,000/- p.a.
- (iv) Leave Travel Concession – for the Managing Director & CEO and family, subject to a maximum of Rs. 2,00,000/- p.a.
- (v) Personal Accident / Group Insurance – The annual premium not to exceed Rs. 4000/-.
- (vi) Club Fees – Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.
- (vii) Expenditure on official entertainment would be on the Company's account.
- (viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund – As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the

extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- (ix) Gratuity - Not exceeding half a month's salary for each completed year of service.
- (x) Encashment of leave at the end of the tenure - As per rules of the Company.
- (xi) Company's car with driver for use on Company's business and maintenance expenses thereon.
- (xii) Free telephone at residence.
- (xiii) Employees Stock Option – As may be decided by the NRC/Board of Directors from time to time according to the Employee Stock Option Scheme of the Company.
- (xiv) Leave as per the Company's Rules.
- (xv) Newspaper and periodicals – As per the company's Rules.
- (xvi) Other Terms – As per the Company's Rules and as may be agreed to by the Board from time to time.
- (xvii) Personal long distance calls on telephone and use of car for private purpose shall be charged to the Managing Director & CEO.

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

C. Other Applicable Terms:

- (i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.
- (ii) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act.
- (iii) Unless the Board decides otherwise, the Managing Director & CEO will not be liable to retire by rotation at the Annual General Meeting till such time he holds the office of the Managing Director and CEO of the Company.

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

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

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

“RESOLVED THAT in supersession of the Special resolution passed at the Thirty Seventh Annual General Meeting of the Company held on July 27, 2016 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency (i) by way of availing of long/short term loans and all kinds of financial assistance by all permissible methods, secured/ unsecured from banking companies, financial institutions, bodies corporate or any person(s), (ii) by way of issue of commercial papers, rupee denominated bonds/senior notes to eligible person(s), lenders, investor(s) (iii) by way of issue of redeemable non-convertible debentures, subordinated debentures, bonds or any other security or instrument(s) on private placement basis as well as by way of public issue by issue of shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, (iv) by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or (v) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company’s assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company’s bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount

borrowed and outstanding at any point of time shall not exceed Rs. 90,000 Crore (Rupees Ninety Thousand Crore Only).

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

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

“RESOLVED THAT in supersession of the Special resolution passed at the Thirty Seventh Annual General Meeting of the Company held on July 27, 2016, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the immovable and movable properties, receivables of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) to secure the debentures, senior notes, bonds, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs.1,12,500 crore (Rupees One Lac Twelve Thousand and Five Hundred Crore Only).

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

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

“RESOLVED THAT pursuant to Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (‘Debt Regulations’) as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies (‘NBFC’) from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof), to make offer(s), invitation(s) to subscribe and issue Redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds or any other Debt Securities excluding commercial paper (hereinafter referred to as “Debentures”) on private placement basis in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs. 30,000 Crore (Rupees Thirty Thousand Crore Only) within the overall borrowing limits of the Company as may be approved by the Members, to the qualified institutional buyers, Foreign Institutional Investors, banks, Financial Institutions, multilateral financial institutions, regional financial institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the Debentures on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

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

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

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

“RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 or any amendment thereto or modification thereof (hereinafter referred to as the “Act”) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded, for the

payment of commission to Independent Directors of the Company as may be decided by the Board of directors of the Company for each financial year for a period of five financial years commencing from April 01, 2017 of a sum not exceeding 1% of the net profits of the Company per annum in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall provide his identity proof at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2-General Meeting in respect of business under Item Nos. 4 to 10 of the accompanying Notice is annexed hereto.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, June 23, 2017 to Thursday, June 29, 2017 (both days inclusive) for the purpose of payment of dividend.
4. The payment of dividend, upon declaration by the shareholders at the 38th Annual General Meeting (AGM), will be made on or after Tuesday, July 04, 2017 as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on Thursday, June 22, 2017 and
 - b) To all those shareholders holding shares in physical

form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Thursday, June 22, 2017.

5. Members holding shares in physical form are requested to register/ update their bank details on or before Thursday, June 15, 2017 with the Company and the members holding shares in dematerialized form are requested to register their bank details with their depository participants to enable expeditious credit of the dividend to their bank accounts electronically through NECS, NEFT, etc.
6. As per circular issued by National Payments Corporation of India dated December 05, 2016, the penalty for transactions presented with old account numbers is being levied w.e.f. January 01, 2017 for account numbers with length less than or equal to 8 digits for Indian Bank and account numbers with length less than or equal to 9 digits for all other banks. Hence all the members are requested to update account numbers in the bank mandate accordingly.
7. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Corporate Office of the Company at Wockhardt Towers, Level - 3, West Wing, C - 2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, at least 15 days in advance, so as to keep the information ready at the Meeting.
8. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. The nomination form can be downloaded from the Company's website www.stfc.in and the same may be obtained from Company and its Registrar and Share Transfer Agents.
9. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.
10. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the dividends which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agent, Integrated Registry

Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 before transfer to IEPF. The table containing the details of due date(s) of transfer of unclaimed dividend to IEPF pertaining to Financial Year 2009-10 (Final Dividend) to Financial Year 2016-17 (Interim Dividend) is included in the Corporate Governance Report forming part of 38th Annual Report for the financial year 2016-17. The Intimation in this regard is being sent to the concerned shareholders.

As per Government of India Gazette under REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs, the company is required to transfer to Investor Education and Protection Fund Authority (IEPF Authority), the shares in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. For details click on the link for http://www.iepf.gov.in/IEPF/pdf/IEPF_Refund_Amendment_Rules_03032017.pdf

Kindly note that the members can claim such dividend and corresponding shares from IEPF Authority in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company.
12. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
13. **Voting through electronic means**

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

- (i) The voting period will begin on **Sunday, June 25, 2017 (9:00 Hours IST)** and will end on **Wednesday, June 28, 2017 (17:00 Hours IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, June 22, 2017** may cast their vote electronically as well as voting at the AGM through Polling paper. Thereafter remote e-voting module shall be disabled by CDSL.
- (ii) The members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members tab.
- (iv) 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.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <p>Kindly note that the Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number mentioned in the Attendance slip.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 (iv).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (ix) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) 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.
- (xi) Click on the EVSN for "Shriram Transport Finance Company Limited" to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **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. 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.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 22, 2017 being cut-off date.
- IV.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. June 22, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or anusha@integratedindia.in or secretarial@stfc.in.
- V.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI.** At the end of discussion on the resolutions on which voting is to be held, the Chairman shall allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII.** The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and the Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of AGM and make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman and/or Authorised Director of the Company.
- VIII.** The Results declared alongwith the report of the Scrutinizer shall be hosted on the Company’s website www.stfc.in and on the website of CDSL immediately after the declaration of the result and communicated to the National Stock Exchange of India Limited and BSE Limited.
14. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
15. Electronic copy of the 38th Annual Report and Notice of the 38th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. The Notice of the 38th AGM of the Company and 38th Annual Report of the Company circulated to the members of the Company will be made available on the Company’s website at www.stfc.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
17. Members, Proxies and Authorised Representatives are requested to bring to the venue of the 38th AGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.

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

Mumbai
April 27, 2017

Vivek Achwal
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

ITEM NO. 4

M/s. S. R. Batliboi & Co. LLP (Firm Registration Number 301003E/E300005) and M/s. G. D. Apte & Co. (Firm Registration Number 100515W) have been in office as the joint Auditors of the Company for more than 10 years and they will retire at the conclusion of the ensuing 38th Annual General Meeting of the Company. As per the mandatory provision of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company will have to appoint new Statutory Auditors in place of retiring Auditors at the ensuing AGM.

For the purpose of appointment of new Auditors, the management has held meetings with reputed Audit firms and has shortlisted M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Kolkata (Firm Registration No. 309015E). The proposed Audit firms are reputed, experienced, independent and eligible to be appointed as Auditors of the Company. M/s Haribhakti & Co. LLP, Chartered Accountants and M/s Pijush Gupta & Co. Chartered Accountants 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. The Audit Committee and the Board of Directors recommend to the members their appointment as new joint Auditors of the Company.

If approved by the members, M/s Haribhakti & Co. LLP, Chartered Accountants and M/s Pijush Gupta & Co. Chartered Accountants will hold office from the conclusion of this 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company (subject to ratification of their appointment by Members at every Annual General Meeting till the 42nd Annual General Meeting) for conducting audit for a term of five years commencing from April 01, 2017.

The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. S. R. Batliboi & Co. LLP and M/s. G. D. Apte & Co. during their association as Auditors of the Company.

The Board of Directors commends passing of the resolution as set out item No.4 of the Notice. None of the Directors or Key Managerial Personnel nor their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NOs. 5 & 6

The Board of Directors of the Company appointed Mr. Umesh Revankar (holding DIN 00141189), as an Additional Director with effect from October 25, 2016 as recommended by the Nomination and Remuneration Committee. In terms of Section 161 of the Act, he holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act, proposing candidature of Mr. Umesh Revankar for appointment as Director at the ensuing Annual General Meeting.

Brief Profile

Mr. Umesh Govind Revankar holds a bachelor's degree in business management from Mangalore University and a master of business administration (MBA) in finance. He attended the Advanced Management Program at Harvard Business School. Mr. Revankar started his career with the Shriram group as an executive trainee in 1987. He has been associated with the Shriram group for the last 30 years and has extensive experience in the financial services industry. During his stint with the Shriram Group, he has shouldered various responsibilities and worked in several key roles of business operations.

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee, at their meeting held on October 25, 2016, appointed Mr. Umesh Revankar as Managing Director & CEO of the Company with effect from October 26, 2016 for a period of three years on the terms of appointment as set out in the Resolution no.6 of this Notice of the meeting subject to approval of Members. The appointment and remuneration proposed to be paid to Mr. Umesh Revankar is in accordance with the Section 196 and 197 read with Schedule V of the Act and requires the approval of the Members. The terms of appointment including remuneration proposed to be paid to Mr. Umesh Revankar will be available for inspection by any Member of the company without payment of fee at the Company's registered office in Chennai during the business hours.

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

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

ITEM NO. 7

Section 180(1) (c) of the Act, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business. At the Thirty Seventh Annual General Meeting held on July 27, 2016, the shareholders of the Company had passed resolution authorizing the Board of Directors/ Committee of Directors to borrow upto a limit of Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore Only) apart from temporary loans obtained /to be obtained from the bankers by way of cash credit limits and working capital demand loans in the ordinary course of business.

The moneys so borrowed by the Company and outstanding as at March 31, 2017 amounted to Rs. 53,110.10 Crore. The Company has plans to disburse about Rs. 46,000 Crore during the current year, for financing the commercial vehicles, multi-utility vehicles, three wheelers, tractors, passenger vehicles, etc.

Increase in mobilization of funds is necessary for the Company's growing business. The Board of Directors therefore consider desirable to enhance the limit of borrowings to Rs. 90,000 Crore (Rupees Ninety Thousand Crore Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

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

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

ITEM NO. 8

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. As per Explanation of Section 180(1) (a) of the Act, the term "Undertaking" shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year. Your Company would be borrowing monies from time to time for the purpose of its business by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/credit facilities from various financial/investment institution(s), bank(s), mutual fund(s), insurance company(ies), corporate body(ies) and

other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/trustees/agents.

The resolution proposed at item no.8 is to seek the permission of the members for empowering the Board/ Committee of Directors to create mortgage and/or charge upto an aggregate amount of Rs.1,12,500 Crore (Rupees One Lac Twelve Thousand and Five Hundred Crore Only) on the immovable and /or movable properties of the Company to secure the loans, debentures, bonds, financial assistances / credit facilities obtained/to be obtained by the Company from the lenders of the Company.

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

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

ITEM NO.9

Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require any offer or invitation for subscription of redeemable non-convertible debentures and its issuance on private placement basis to be approved by the Members by way of a Special Resolution. The Rules provides that the said Special Resolution shall be passed in respect of all offers or invitations for the debentures to be issued during the year.

For the purpose of on-lending, to grow the asset book or for refinancing existing debt and other general purposes of the Company, it is proposed to raise fresh funds by issue of redeemable Non-Convertible Debentures, Subordinated Debentures, Bonds, or any other Debt Securities (hereinafter referred to as "Debentures") on private placement basis. The terms and conditions of the issue of Debentures including face value, coupon rate, security, listing, etc. will be decided by the Board/by its duly authorized Committee as may be mutually agreed to between the Company and subscribers of the Debentures.

Accordingly, the approval of Members is being sought by way of a Special Resolution as set out in Item No.9 of the Notice. The Board of Directors commends passing of the 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.

ITEM NO. 10

At the Thirty Fourth Annual General Meeting held on July 05, 2013, the shareholders of the Company approved payment of commission to Non-Executive Independent Directors

upto 1% of the net profits of the Company for each financial year, for a period of five years commencing from April 01, 2012 and ending with March 31, 2017. During the aforesaid period each Independent Director was paid commission of Rs. 5,00,000 per financial year as approved by the Board of Directors, except the Independent Directors who were appointed during any financial year were paid commission on pro-rata basis. The Independent Directors are paid sitting fee of Rs. 50,000 and Rs. 25,000 for every meeting of the Board of Directors and Committee meeting attended by them with effect from October, 2015. Details of commission and sitting fees paid to an Independent Directors during the Financial Year 2016-17 is provided in the Corporate Governance Report forming part of Annual Report.

The Company is being benefited from the expertise, advice and inputs provided by the Independent Directors. The Independent directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advices, suggestion and guidance to the management of the Company from time to time. Taking into account of their roles and responsibilities, the Board of Directors of the Company at its meeting held on

April 27, 2017 have recommended for the approval of the members payment of commission to Independent directors for a further period of five years with effect from April 01, 2017 as set out in the resolution, in addition to sitting fees. The amount of commission of Independent Directors for every Financial Year will be decided by the Board of Directors of the Company.

The Board of Directors commends passing of the resolution as set out in item No. 10 of the Notice.

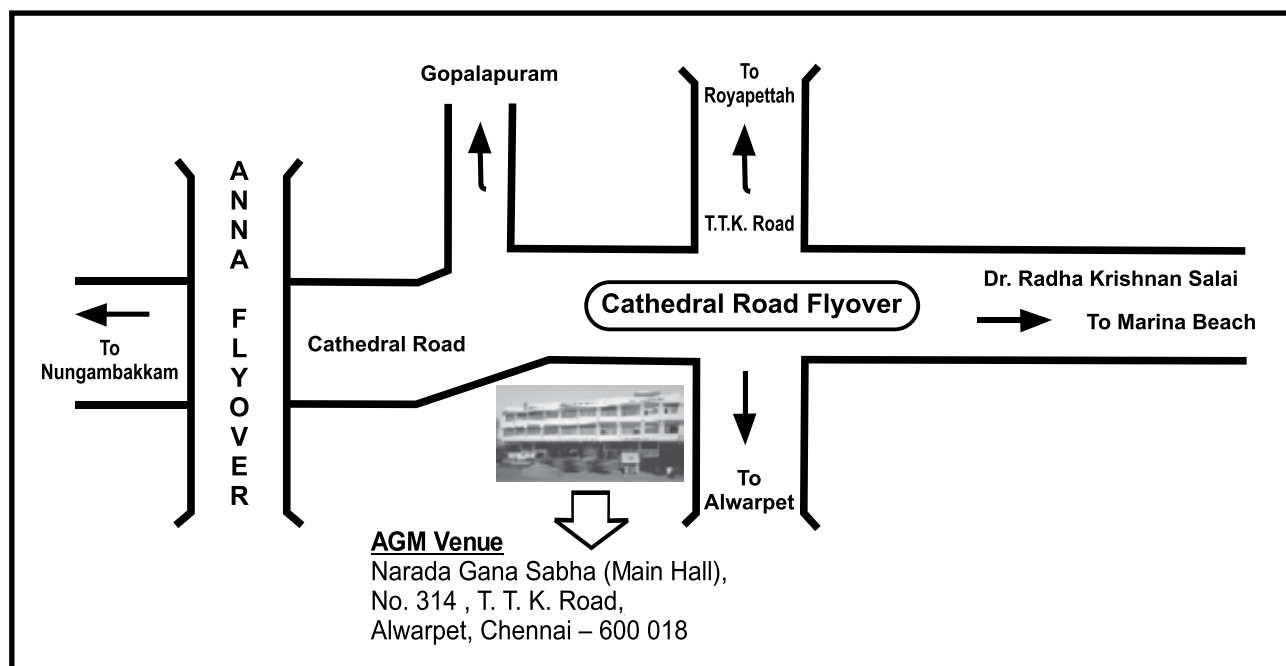
Mr. S. Lakshminarayanan, Mr. S. Sridhar, Mr. S. M. Bafna, Mr. Amitabh Chaudhry and Mrs. Kishori Udeshi being Independent Directors may be treated as concerned or interested in this matter. No other director, Key Managerial Personnel of the Company nor their relative are concerned or interested, financially or otherwise in the proposed resolution.

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

Mumbai
 April 27, 2017

Vivek Achwal
 Company Secretary

MAP ROUTE TO AGM VENUE



Details of Directors under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 - Secretarial Standard on General Meetings seeking appointment/re-appointment at the ensuing 38th Annual General Meeting:

Name of Director	Mr. Gerrit Lodewyk Van Heerde	Mr. Umesh Revankar
Age	49 years	52 years
DIN	06870337	00141189
Date of first appointment on the Board	May 15, 2014	October 25, 2016 (as an Additional Director) October 26, 2016 (as Managing Director & CEO)
Expertise in specific functional areas	Wide experience in the financial service and insurance industry.	Extensive experience in the financial services industry
Qualifications	Bachelor's degree in Commerce from the University of North West and Honors degree in Actuarial Science from the University of Stellenbosch in South Africa. Fellow of the Institute and Faculty of Actuaries in the United Kingdom as well as a fellow of Actuarial Society of South Africa.	Bachelor's degree in business management from Mangalore University and a master of business administration (MBA) in finance. Attended the Advanced Management Program at Harvard Business School.
Directorship held in other companies	i. Shriram City Union Finance Limited	i. Shriram Automall India Limited
	ii. Letshego Holdings Limited	ii. Shriram Capital Limited
	iii. BIHL Group	iii. Shriram Credit Company Limited
		iv. Shriram General Insurance Company Limited
		v. Shriram Life Insurance Company Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	Member of Group Audit and Risk Committee – Letshego Holdings Limited Chairman of Audit Committee- BIHL Group	Member of Audit Committee-Shriram Automall India Limited, Shriram Credit Company Limited
Number of Board Meetings attended during the year	5	4
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation	Director not liable to retire by rotation till he continues to hold the office as Managing Director & CEO of the Company. Details of terms and conditions of appointment and remuneration to be paid are provided in the resolution nos. 5&6 of the Notice.
Remuneration to be paid	Not Applicable	
Last drawn Remuneration	Not Applicable	
Shareholdings in the Company	Nil	Nil
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.	