



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, July 7, 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 business:

SPECIAL BUSINESS:

Item No.1

Issuance of Equity Shares on a Preferential Basis to the Promoter of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing

agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India (the “**SEBI**”), Stock Exchanges, Ministry of Corporate Affairs (“**MCA**”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot on preferential basis, from time to time in one or more tranches, to Shriram Capital Limited, Promoter of the Company up to **17,36,100** Equity Shares of face value of Rs.10/- each of the Company, fully paid-up, at a price of Rs.**1,440**/- per Equity Share (“**Issue Price**”) including a premium of Rs.1,430/- per Equity Share, aggregating up to **Rs.249,99,84,000** (Rupees Two Hundred and Forty-Nine Crore Ninety-Nine Lakh and Eighty-Four Thousand Only) for consideration in cash such price being not less than the minimum price as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“**Preferential Issue of Equity Shares**”).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of Equity Shares be Monday, June 07, 2021 (“**Relevant Date**”), being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, issue of the Equity Shares to Shriram Capital Limited under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari- passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- c) The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Shriram Capital Limited, Promoter of the Company for application of the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to Shriram Capital Limited, Promoter of the Company, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and

listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

Item No.2

Issuance of Warrants convertible into Equity Shares to Promoter of the Company on a Preferential Basis

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India (the “**SEBI**”), Stock Exchanges, Ministry of Corporate Affairs (“**MCA**”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter

referred to as **“the Board”**, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot on preferential basis, from time to time in one or more tranches, to Shriram Capital Limited, Promoter of the Company, up to 17,36,100 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of Rs.10/- each (Rupee Ten Only) (**“Equity Share”**) each at a price (including the warrant subscription price and the warrant exercise price) of Rs.1,440/- (Rupees One Thousand Four Hundred and Forty only) each (**“Warrants”**) payable in cash (**“Warrant Issue Price”**), aggregating up to Rs.249,99,84,000/- (Rupees Two Hundred and Forty-Nine Crore Ninety-Nine Lakh and Eighty-Four Thousand Only) such price being not less than the minimum price (**Floor Price**) as on the relevant date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws upon receipt of Rs.360/- (Rupees Three Hundred and Sixty Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price (**“Warrant Subscription Price”**) entitling the warrant holder to apply for and get allotted 1 (one) fully paid-up Equity Share of the Company of face value of Rs.10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs.1,080/- (Rupees One Thousand and Eighty only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**“Preferential Issue of Warrants”**).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares pursuant to the exercise of conversion of the Warrants be Monday, June 07, 2021 (**“Relevant Date”**) being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants and the issue price determined in accordance with SEBI ICDR Regulations is of Rs.1,440/- per Warrant (**“Warrant Issue Price”**).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants to Shriram Capital Limited (**“Warrant Holder”**) under the Preferential Issue shall be subject to the following terms and conditions:

1. The Warrant Holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one Equity Share against each Warrant.
2. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Shriram Capital Limited, Promoter of the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid by the Shriram Capital Limited, Promoter of the Company at the time of exercise of option to apply for fully paid-up Equity shares of Rs.10/- each of the Company, against each such Warrants held by the Warrant Holder.
3. The Warrant Holder shall be entitled to exercise his option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the Members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holder.
4. The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from its own bank account into to the designated bank account of the Company.
5. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.
6. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
7. The Warrant Holder shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holder.

8. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited.
9. The Warrants shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
10. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
11. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holder any rights with respect to that of an Equity shareholder of the Company.
12. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of SEBI ICDR Regulations.
13. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act

and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Shriram Capital Limited, Promoter of the Company for subscription of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of Chapter V of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to the Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialised securities account of the Warrant Holder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the

number of Warrants to be allotted to the Shriram Capital Limited, Promoter of the Company, provide any clarifications related to issue and allotment of Warrants, listing of equity shares on Stock Exchanges and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) 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 nos.1 and 2 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://www.integratedindia.in/DR_Email_Registration.aspx 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, June 30, 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, June 30, 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 in this Notice will be made available for inspection through electronic mode and shall remain open till 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 all the resolutions set out in this EGM Notice.

The remote e-voting period commences on **Saturday, July 03, 2021 (9.00 A.M. IST)** and ends on **Tuesday, July 06, 2021 (5:00 P.M. IST)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Wednesday, June 30, 2021 i.e. Cut-off Date**, may cast their vote electronically. 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 Special Resolutions 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 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
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 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. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> 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. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 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. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 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 resolutions 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.
Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
3. 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.
4. 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.
5. 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 Friday, July 02, 2021 (9:00 a.m. IST) and close on Monday, July 05, 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.
6. 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 Friday, July 02, 2021 (9:00 a.m. IST) and close on Monday, July 05, 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.

7. 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 resolutions.
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 if any, not later than 48 (forty eight) hours from the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith in accordance with the applicable law.
- ii) The 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 after the declaration of results by the Chairman and communicate 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: June 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

In order to further strengthen its capital base and balance sheet, the Company made a fresh issue of equity shares aggregating to Rs.1492.19 crore on August 6, 2020 to members and investors on a rights basis (“**Rights Issue**”) at a price of Rs. 570 per equity shares of face value of Rs. 10/- each fully paid-up in the ratio of 3 equity shares for every 26 equity shares held by eligible members on record date. The Rights Issue was oversubscribed by 1.65 times of the issue size. The shareholding of the Promoter Group post the Rights Issue increased to 26.48% of the subscribed and paid-up capital of the Company.

The Company has been consistently paying dividend to members for past several financial years.

Over last 15 years, in order to raise funds for faster growth of business, the Company made preferential allotments to marquee institutional investors which resulted into substantial growth of business of the Company. Over the said period, there has been substantial appreciation in the market price of the Company’s equity share. The Closing market price of the fully paid-up equity share of the Company on National Stock Exchange of India Limited (NSE) on March 31,2005 was Rs.55.35 which has increased to Rs. 1422.30 on March 31,2021.

The highlights of the financial performance of the Company as per the last audited financial statements as on March 31, 2021 are given below:

(i) Capital Adequacy

The total Capital Adequacy Ratio, as of March 31, 2021 stood at 22.50% of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is above the regulatory minimum of 15%.

(ii) Liquidity

The Company’s liquidity buffer on March 31, 2021 was Rs.17,121 crore. Our belief is that the Company’s judicious liquidity management framework has enabled maintaining adequate liquidity throughout the Financial Year 2020-21 to meet our liabilities, despite pandemic conditions and offering regulatory mandated moratoriums to its customers.

(iii) Assets Under Management

The Company's total Assets Under Management as on March 31, 2021 were Rs.1,17,243 crores. The Company is one of the leading non-banking finance companies classified as an Investment and Credit Company in the organized sector in India that cater to first-time buyers and small road transport operators for financing pre-owned commercial vehicles.

(iv) Asset Quality

The Company's asset quality has improved. The Stage 3 Assets on March 31, 2021 was 7.06% as compared to 8.36% on March 31, 2020. The Stage 3 Assets net of Stage 3 Provision was 4.22% on March 31, 2021 as against 5.62% on March 31, 2020 due to more provision made on stage 3 assets during the year.

(v) Return on Capital Employed

The Company's Return on Capital Employed as on March 31, 2021 was 13.72%

(vi) Total Indebtedness

The total indebtedness of the Company as on March 31, 2021 was Rs.1,06,196 crore

(vii) Debt/Tangible Net-worth Ratio

The Company's overall gearing (Debt/Tangible Net-worth) as on March 31, 2021 improved to 5.20.

It is recalled that the Board of Directors of the Company in its meeting held on June 15, 2020 had considered and approved the proposal of fund raising through issue of specified securities up to Rs.2,500 crore to permitted investors through one or more permitted method. The Members of the Company in the 41st Annual General Meeting held on August 19, 2020 had accorded their approval for issue of specified securities by the Board of Directors or any committee constituted by the Board for this purpose. The Board of Directors have constituted Securities Issuance Committee to take all steps for issue of specified securities for the purpose of the fund raising.

The Securities Issuance Committee in its meeting held on June 7, 2021 approved issuance of equity shares under Qualified Institutional Placement (QIP) up to Rs.2,000 crore pursuant to the resolution passed in the meeting of the Board of Directors on June 15, 2021 and approval accorded by the Members at the 41st Annual General Meeting held on August 19, 2020. The Securities Issuance Committee, inter alia,

approved the Preliminary Placement Document of the QIP, the floor price of Rs.1,433.32/- per equity share for the Issue equity shares under the QIP with the relevant date of June 07, 2021.

In order to minimise the dilution impact of the QIP on the Promoter's shareholding, the Promoters expressed its desire to subscribe to the further equity shares and warrants up to Rs.500 crore. Accordingly, the Board of Directors of the Company in its meeting held on June 7, 2021 considered the proposal of further fund raising and approved (i) issuance of 17,36,100 equity shares of face value of Rs.10/- each of the Company ("**Equity Share**"), fully paid-up, at a price of Rs.1440/- per Equity Share (including a premium of Rs.1430/- per Equity Share), aggregating up to Rs.249,99,84,000/- and (ii) 17,36,100 warrants, each convertible into, or exchangeable for 1 (one) fully paid-up Equity Share each at a price (including the warrant subscription price and the warrant exercise price) of Rs.1440/- each ("**Warrants**") payable in cash, aggregating up to Rs.249,99,84,000/- to Shriram Capital Limited, Promoters of the Company, subject to approval of Members in the Extraordinary General Meeting to be held on July 7, 2021. The Board also approved relevant date of June 7, 2021.

The Securities Issuance Committee in its meeting held on June 11, 2021 approved issue price of Rs.1,430/- for allotment of fully paid-up equity shares under the QIP issue to the eligible qualified institutional buyers. The Securities Issuance Committee in its meeting held on June 12, 2021 issued and allotted 1,39,86,000 fully paid-up equity shares to the eligible qualified institutional buyers aggregating to Rs.1999,99,80,000/- under the QIP issue.

The proposed Preferential Issue of Equity Shares and Warrants will further strengthen the Company's capital base and balance sheet and help the Company to augment the long-term resources for meeting funding requirements of its business activities, financing the future growth opportunities, general corporate purposes, effectively face the challenges of the uncertainties and disruptions being caused by COVID-19 pandemic and improvement in Credit Rating.

The demand for pre-owned vehicle is expected to grow with relaxation in lock-down. The RTO offices have started operations and all branch offices of the Company, except those in containment zone, are functional. Transportation being essential service, there is no major impact on movement of trucks. The relief packages announced by the government have reduced stress of small borrowers. The mass vaccination drive should help movement of people, goods and service towards regaining normalcy. The voluntary scrappage policy of commercial vehicles will

enhance the demand for pre-owned vehicles of younger age and new vehicles. This will also significantly improve the vehicle values in the market place. This augurs well for growth of Company's business. The funds raised through issue of the securities will be used for future growth opportunities.

The disclosures in terms the SEBI ICDR Regulations and the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

(i) Objects of the Issue:

The above paragraphs of this Explanatory Statement provide the objects of the issue.

(ii) Maximum number of equity shares and warrants to be issued:

- a) 17,36,100 Equity Shares of face value of Rs.10/- each of the Company, fully paid-up, at a price of Rs.1440/- per Equity Share (including a premium of Rs.1430/- per Equity Share), aggregating up to Rs.249,99,84,000/- (Rupees Two Hundred and Forty-Nine Crore Ninety-Nine Lakh and Eighty-Four Thousand Only) for consideration in cash such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.
- b) 17,36,100 Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.1440/- (Rupees One Thousand Four Hundred and Forty only) each payable in cash ("**Warrant Issue Price**"), aggregating up to Rs.249,99,84,000/- (Rupees Two Hundred and Forty-Nine Crore Ninety-Nine Lakh and Eighty-Four Thousand Only) such price being not less than the minimum price (**Floor Price**) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(iii) Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Shriram Capital Limited, Promoter of the Company.

(iv) Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

Shriram Capital Limited, Promoter of the Company, intends to participate/subscribe to the proposed issue. Apart from above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Equity Shares and Warrants.

The directors and the key managerial personnel of the Company and their relatives are not in any way, concerned or interested in the said resolution and would not subscribe to the Preferential Issue.

(v) Change in control:

As a result of the proposed Preferential Issue of Equity Shares and Warrants, there will be no change in the control or management of the Company.

(vi) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the **Floor Price** for the preferential issue of the Equity Shares and Warrants is Monday, June 07, 2021 (“**Relevant Date**”) being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of the Equity Shares and Warrants.

(vii) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the Floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the Floor price at which the Equity Shares will be issued and the Warrants will be converted into Equity Shares shall be higher of the following:

- a) Rs.1,300.67 per Equity Share - Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date; or

- b) Rs.1,439.90 per Equity Share - Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date.

The pricing of the Equity Share to be allotted on preferential basis is Rs.1,440 per Equity Share which is not lower than the Floor price determined in the manner set out above.

(viii) Undertaking as to re-computation of price and lock-in of equity shares and warrants:

Since the Equity Shares of the Company has been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.

(ix) Lock-in period:

The Equity Shares and Warrants convertible into Equity Shares proposed to be issued as per the Item nos.1 and 2 of this Notice and the pre-preferential shareholding of the proposed allottee shall be subject to lock-in, if any, as per the applicable Regulation of Chapter V of the SEBI ICDR Regulations.

(x) Proposed time within which the allotment shall be completed:

In terms of the SEBI ICDR Regulations, the proposed preferential issue of equity shares and warrants shall be completed within a period of 15 days from the date of passing of the Special Resolutions contained in this Notice. Provided that where the allotment on preferential basis is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares and warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

There is no natural person who is ultimate beneficial owner of shares and warrants proposed to be allotted to Shriram Capital Limited. There is no natural person who ultimately controls Shriram Capital Limited.

Shriram Capital Limited is a core investment company and investment vehicle regulated by Reserve Bank of India and as such provision of the Companies (Significant Beneficial Owners) Rules, 2018, as amended, are not applicable to the extent the shares of the Company are held by Shriram Capital Limited.

There will be no change in control of the Company (Issuer) consequent to the proposed preferential issue.

(xii) The shareholding pattern of the Company before and after the preferential issue

Sr No	Category	Shareholding Pre QIP Issue		Shareholding Post QIP Issue but Pre-Preferential Issue		Shareholding Post Preferential Issue	
		No. of Equity Shares held	% of share holding	No. of Equity Shares held	% of share holding	No. of Equity Shares held	% of share holding
A. Promoters' holding							
1.	Indian						
	Individual	-	-	-	-	-	-
	Body Corporates	67,021,853	26.48	67,021,853	25.10	70,494,053 (*)	26.06 (*)
	Sub-total	67,021,853	26.48	67,021,853	25.10	70,494,053	26.06
2.	Foreign Promoters	-	-	-	-	-	-
	Sub-total (A)	67,021,853	26.48	67,021,853	25.10	70,494,053	26.06
B. Non-Promoter Holding							
1.	Institutional Investors	172,038,116	67.98	186,024,116	69.66	186,024,116	68.77
2.	Non-Institutional Investors						
	Private Corporate Bodies	416,730	0.16	416,730	0.16	416,730	0.15
	Directors and relatives	-	-	-	-	-	-
	Indian public	11,519,933	4.55	11,519,933	4.31	11,519,933	4.26
	Others including Non resident Indians (NRIs)	2,064,881	0.82	2,064,881	0.77	2,064,881	0.76
3.	Non Promoter Non-public	-	-	-	-	-	-
	Sub-total (B)	186,039,660	73.52	200,025,660	74.90	200,025,660	73.94
	Grand Total (A+B)	253,061,513	100.00	267,047,513	100.00	270,519,713	100.00

(*Assuming all the Warrants are converted into Equity Shares of the Company.

(xiii) Other Disclosures / Undertakings

- Neither the Company, nor its directors or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- The Company hereby undertakes that neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Company is eligible to make the preferential allotment to its promoter under Chapter V of the SEBI ICDR Regulations.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- A copy of the certificate from M/s Haribhakti & Co. LLP, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of EGM.
- The Board of Directors has approved the Preferential Issue of shares and warrants pursuant to its resolutions dated June 07, 2021.
- The Promoter of the Company have not sold or transferred Equity Shares in the six months preceding the Relevant Date.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any preferential issuance to any person or entity, during the year.
- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the uniform listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company has not bought back any Equity Shares.
- In the past the Promoters have subscribed to all warrants offered to them and no warrant has lapsed.
- Principle terms of assets charged as securities: Not Applicable

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and Warrants to the Promoter of the Company is being sought by way of a special resolution as set out in the said item of the EGM Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and will strengthen the shareholding of Promoters and recommend the Special Resolutions at Item Nos.1 and 2 of the accompanying EGM Notice for approval by the Members of the Company.

Mr. Umesh Revankar and Mr. D. V. Ravi, directors of the Company also hold directorship of Shriram Capital Limited. Mr. Umesh Revankar is non-executive non-independent director of Shriram Capital Limited. Mr. D. V. Ravi is Managing Director of Shriram Capital Limited. Mr. Umesh Revankar and Mr. D. V. Ravi are professionals. They do not have any personal interest or concern in passing of this Special Resolution. However, as a matter of good corporate governance they have abstained from voting on the resolution passed in the Board Meeting held on June 7, 2021 approving the proposed Preferential Issue of Equity Shares and Warrants to Shriram Capital Limited. As such, they may be deemed to be concerned and interested in this Special Resolutions.

None of the other Directors or any of Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

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

Place: Mumbai
Date: June 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