



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

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

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

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

NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Friday, July 31, 2015 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2015 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon;
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2015;
3. To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number 301003E) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (Firm Registration Number 100515W), jointly as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting at the remuneration of Rs. 85,00,000/- and Rs. 42,50,000/- respectively exclusive of service tax and out of pocket expenses.

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. R. Sridhar (holding DIN 00136697), who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

RESOLVED FURTHER THAT the resulting vacancy not be filled in at this Meeting or at any subsequent adjourned meeting thereof.”

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act, Mr. S. Sridhar (holding DIN 00004272) who was appointed as an Additional Director of the Company with effect from October 20, 2014 by the Board of Directors under Section 161(1) of the Act and Article 21 of the Articles of Association of the Company in the category of Non-Executive Independent Director and who holds the office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment

and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. S. Sridhar for the office of Director be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five years with effect from October 20, 2014 to October 19, 2019, and whose office shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. D.V. Ravi (holding DIN 00171603) who was appointed as an Additional Director of the Company with effect from June 18, 2015 by the Board of Directors under Section 161(1) of the Act and Article 21 of the Articles of Association of the Company in the category of Non-Executive Non Independent Director and who holds the office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. D.V. Ravi for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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 Fifth Annual General Meeting of the Company held on July 09, 2014, 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 by way of availing of term loans and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public 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, 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 issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or 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. 67,000 crores (Rupees Sixty-Seven Thousand Crores 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 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** pursuant to Section 42 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 on private placement basis, Commercial Papers or any other Debt Securities 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. 15,000 crores (Rupees Fifteen Thousand Crores Only) within the overall borrowing limits of the Company, as may be approved by the Members to the qualified institutional buyers, Foreign Institutional Investors, banks, Financial Institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the securities 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.”

By Order of the Board

For **Shriram Transport Finance Company Limited**

Mumbai
June 18, 2015

Vivek Achwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY/(IES) 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. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item nos. 4 to 8 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 July 24, 2015 to July 31, 2015 (both days inclusive) for the purpose of payment of dividend.
4. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after August 05, 2015 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 July 23, 2015 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 July 23, 2015.
5. Members holding shares in physical form are advised to furnish, on or before July 23, 2015, particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are made by NECS, NEFT, dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.
6. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such dematerialized of shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar is obliged to use only the data provided by the Depositories.
7. Members/Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
10. Shareholders holding shares in physical form under multiple folios are requested to send Company's Registrar and Share Transfer Agent details of such folios together with the Share Certificate for consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. The Share Certificate will be returned to the Members after making the requisite changes, thereon.
11. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the dividends for the financial year 2006-07 and thereafter 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 for the dividends mentioned aforesaid years are requested to make their claim to the Company's Corporate Office at Wockhardt Towers, Level - 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 or to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to the IEPF.
12. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies), Rules, 2012, the information on unpaid and unclaimed amount filed with the Ministry of Corporate Affairs and hosted on the website of the Company within the statutory time.
13. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company, M/s. Integrated Enterprises (India) Limited, Chennai and the members holding shares in Electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts.
14. 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.
15. The Statutory Registers will be available for inspection by the members at the Annual General Meeting.
16. 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 such.

17. Voting through electronic means

- I The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and the Clause 35B of the Listing Agreement, the Company is pleased to offer 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 National Securities Depository Limited (NSDL) for facilitating remote e-voting.

The procedure and instructions for the remote e- voting are as follows:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz. "STFCL 36th AGM remote e-voting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password/PIN.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
 - (iii) Click on "Shareholder Login".
 - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - (v) If you are logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "remote e-voting" opens. Click on "remote e-voting": Active Voting Cycles.
 - (vii) Select "EVEN" of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of July 30, 2015 whichever is earlier.
 - (viii) Now you are ready for "remote e-voting" as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on **Tuesday, July 28, 2015 (9:00 Hours IST)** and ends on **Thursday, July 30, 2015 (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 July 24, 2015, may cast their vote electronically or voting at the AGM through Polling paper. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on July 24, 2015 being cut-off date.
- VI. 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. July 24, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or anusha@integratedindia.in or secretarial@stfc.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. 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.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, 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.
- IX. The Scrutinizer shall after the conclusion of voting at the AGM, will 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 of the Company.

- X. The Results declared along with the report of the Scrutinizer shall be hosted on the Company's website www.stfc.in and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.
18. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
19. Electronic copy of the Notice of the 36th 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 36th 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.
20. The 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. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. 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.
21. The Annual Report for the Financial Year 2014-15 will be sent to the members separately.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE TO NOTICE

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

ITEM NO. 4

In accordance of Section 152(6) of the Companies Act, 2013, Mr. R. Sridhar (holding DIN 00136697) will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Mr. R. Sridhar is Whole Time Director of Shriram Capital Limited. He does not seek re-appointment as a Director at the ensuing Annual General Meeting of the Company in order to focus on his new assignment. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7)(a) of the Companies Act, 2013, a resolution is proposed accordingly.

The Directors recommend passing of the resolution set out at item no. 4 of the Notice.

Except Mr. R. Sridhar, no other director, key managerial personnel and relative's thereof is concerned or interested in this Resolution.

ITEM NO. 5

The Nomination Remuneration and Compensation Committee in its meeting held on September 23, 2014 and the Board of Directors of the Company in its meetings held on October 20, 2014 have appointed Mr. S. Sridhar

as an Additional Director of the Company pursuant to section 161(1) of the Companies Act, 2013 ('the Act') in the category of Non-Executive, Independent Director for a term of five years effective from October 20, 2014.

The Nomination Remuneration and Compensation Committee in its meeting held on April 30, 2015 has confirmed that Mr. S. Sridhar meets the Fit and Proper criteria as notified by RBI vide its circular no. DNBR (PD) CC.No.029/ 03.10.001/ 2014-15 dated April 10, 2015. As an Additional Director, Mr. S. Sridhar holds office only upto the date of this Annual General Meeting. In terms of Section 149 and other applicable provisions of the Act, the Board of Directors of the Company in its meetings held on April 30, 2015 passed resolution seeking the approval of Members for appointment of Mr. S. Sridhar as an Independent Director of the Company for a term of five years effective from October 20, 2014 to October 19, 2019 and whose office shall not be liable to retire by rotation pursuant to Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder.

The Company has received requisite notice under Section 160 of the Act, from a member proposing the candidature of Mr. S. Sridhar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. S. Sridhar (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the said rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

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

In the opinion of the Board of Directors Mr. S. Sridhar, fulfills the conditions specified in the Act and the rules made thereunder and he is independent of the Management. A copy of the letter for the appointment of Mr. S. Sridhar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during business hours on working days upto the date of the ensuing Annual General Meeting.

Mr.S. Sridhar studied at the Indian Institute of Technology, Delhi and Jamnalal Bajaj Institute of Management Studies, Mumbai. He was awarded the Lord Aldington Banking Research Fellowship for the year 1984 by the Indian Institute of Bankers. He has received many awards / honours, particularly for his innovative business models and intuition building. He is a banker with about 40 years experience in commercial and development banking of which 13 years were at the CEO / Board level.

Currently, he serves as an Independent Director on the Boards of various companies, and also as a consultant to financial services companies.

Mr.S. Sridhar is Chairman of Audit Committee of the Board of Directors of the Company. He does not hold any Equity shares in the Company.

The detailed profile of Mr. S. Sridhar and Directorship position held by him in other companies is included separately in this Notice.

The Board of Directors commend passing of the resolution set out in item no.5 of the Notice in relation to appointment of Mr. S. Sridhar as an Independent Director.

Except Mr. S. Sridhar, no other director, key managerial personnel and relative's thereof is concerned or interested in this Resolution.

ITEM NO. 6

The Nomination Remuneration and Compensation Committee and the Board of Directors of the Company in their respective meetings held on June 18, 2015 have appointed Mr. D.V. Ravi as an Additional Director of the Company pursuant to section 161(1) of the Companies Act, 2013 ('the Act') in the category of Non-Executive Non-Independent Director with effect from June 18, 2015. The Nomination Remuneration and Compensation Committee has confirmed that Mr. D. V. Ravi meets the Fit and Proper criteria as notified by RBI vide its circular no. DNBR (PD) CC.No.029/ 03.10.001/ 2014-15 dated April 10, 2015. As an Additional Director, Mr. D. V. Ravi will hold office only upto the date of this Annual General Meeting. The Company has received requisite notice from a member under Section 160 of the Act, proposing the candidature of Mr. D.V. Ravi to the office of director.

The Company has received from Mr. D. V. Ravi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the said rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

In the opinion of the Board Mr. D. V. Ravi fulfills the conditions specified in the Act and the rules made thereunder and he meets the fit and proper criteria prescribed by RBI.

Mr. D.V.Ravi is a commerce graduate from the University of Bangalore and holds a postgraduate diploma in management from the Institute of Rural Management, Anand (IRMA). He currently serves as the Managing Director of Shriram Capital Ltd. The Board of Directors consider that the association of Mr. D.V.Ravi as Director of the Company will benefit our Company.

The detailed profile of Mr. D. V. Ravi, Directorship position held by him in other companies is included separately in this Notice.

The Board of Directors commend passing of the resolution set out in item no.6 of the Notice.

Except Mr. D. V. Ravi, no other director, key managerial personnel and relatives thereof are concerned or interested in this Resolution.

ITEM NO. 7

Section 180(1)(c) of the Companies Act, 2013, 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 fifth Annual General Meeting held on July 09, 2014, the shareholders of the Company had passed resolution authorizing the Board of Directors to

borrow upto a limit of Rs. 60,000 crores (Rupees Sixty Thousand Crores 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, 2015 amounted to Rs. 44,276.18 crores. The Company has plans to disburse about Rs. 39,000 Crores during the current year, for financing the commercial vehicles, multi-utility vehicles, three wheelers, tractors, passing vehicles, etc.

Your Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 67,000 crores (Rupees Sixty-Seven Thousand Crores 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 commend passing of the resolution set out in item no. 7 of the Notice.

None of the directors, key managerial personnel and relatives thereof is interested or concerned in the proposed resolution.

ITEM NO.8

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 securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis

Pursuant to Section 42 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, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

The NCDs are proposed to be issued at face value as may be permissible as per RBI regulations and acceptable to the subscribers of the security. The securities are not proposed to be issued at premium.

Reserve Bank of India vide its Notification No. DNBR (PD) CC No. 021/03.10.001/2014-15 dated February 20, 2015 has issued following revised Guidelines on Private Placement of NCDs (maturity more than 1 year) by NBFCs:

- (i) The minimum subscription per investor shall be Rs. 20,000 (Rupees Twenty thousand);
- (ii) The issuance of private placement of NCDs shall be in two separate categories, those with a maximum subscription of less than Rs. 1 crore and those with a minimum subscription of Rs. 1 crore and above per investor;
- (iii) There shall be a limit of 200 subscribers for every financial year, for issuance of NCDs with a maximum subscription of less than Rs. 1 crore, and such subscription shall be fully secured;

- (iv) There shall be no limit on the number of subscribers in respect of issuances with a minimum subscription of Rs. 1 crore and above; the option to create security in favour of subscribers will be with the issuers. Such unsecured debentures shall not be treated as public deposits as defined in NBFCs Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

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 both the Company/duly authorized Committee and subscribers of the NCDs.

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

None of the directors, key managerial personnel and relatives thereof is interested or concerned in the proposed resolution.

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

Mumbai
June 18, 2015

Vivek Achwal
Company Secretary

INFORMATION AS REQUIRED UNDER CLAUSE 49(VIII)(E)(I) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED/ APPOINTED

Mr. S. Sridhar

Mr. S. Sridhar, aged 63 years, is an Independent Director of the Company. He studied at the Indian Institute of Technology, Delhi and Jamnalal Bajaj Institute of Management Studies, Mumbai. He was awarded the Lord Aldington Banking Research Fellowship for the year 1984 by the Indian Institute of Bankers. He has received many awards/honours, particularly for his innovative business models and intuition building.

He was Chairman and Managing Director of Central Bank of India until May 31, 2011 and earlier of National Housing Bank, India's regulator of Housing Finance Companies and the apex Financial Institution for housing. He is a banker with about 40 years experience in commercial and development banking of which 13 years were at the CEO/Board level. He is widely acknowledged to be an innovative, market oriented banker and strategic thinker having provided transformational leadership to the organisations he had worked for. He was a pioneer in championing the concept of affordable housing in India and contributed significantly to public policy formulation.

Mr. Sridhar started his career with State Bank of India, India's largest commercial Bank. He also worked as Executive Director and Chief Operating Officer of Export Import Bank of India, India's apex export financing institution between 2001 and 2006.

Currently, he serves as an Independent Director on the Boards of various companies, and also as a consultant to financial services companies.

Mr. Sridhar has served in various national level committees and task forces for framing financial sector

policies. He was on the Managing Committee of the Indian Banks' Association, served on the Emerging Markets Council of the Institute of International Finance, Washington DC. He has been an invited speaker at numerous national and international Conferences including Chatham House Lectures.

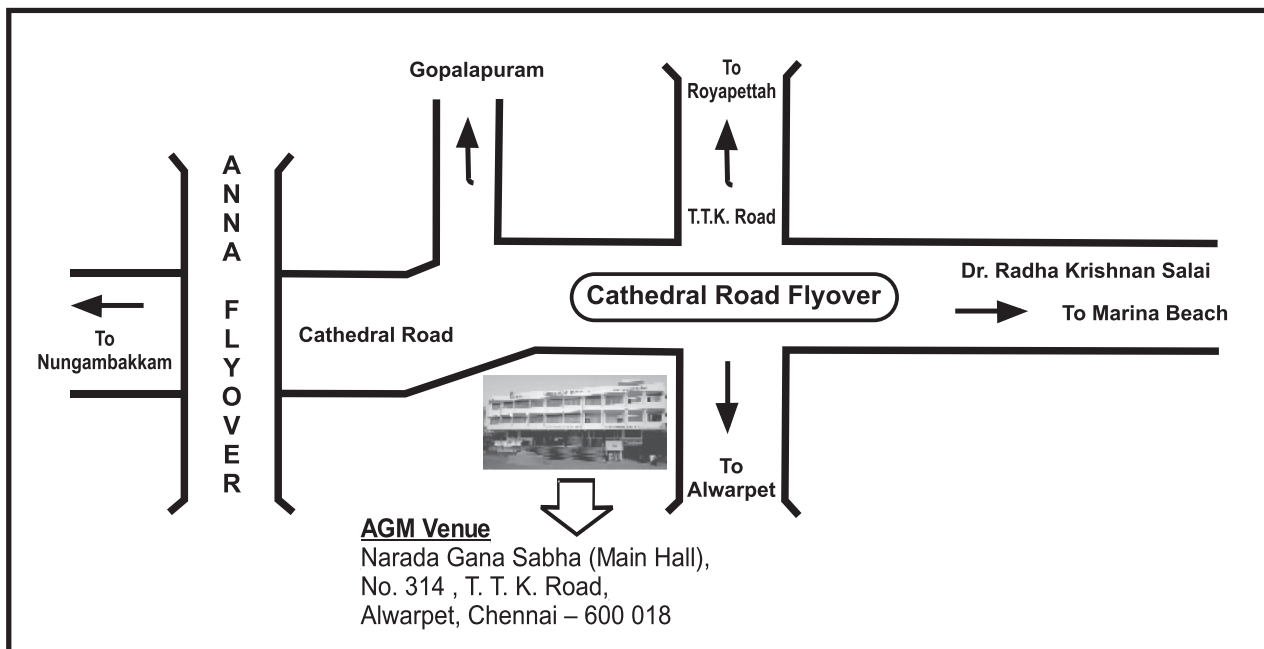
Mr. D. V. Ravi

Mr. D.V. Ravi is a commerce graduate from the University of Bangalore and holds a postgraduate diploma in management from the Institute of Rural Management, Anand (IRMA).

He currently serves as the Managing Director of Shriram Capital Ltd. He also serves the Board of various companies under the Group. He is also the Non-Executive Director and Co-founder of TAKE Solutions Ltd., a global technology solutions and service provider.

Mr. Ravi has also spearheaded several successful mergers and acquisitions for TAKE. He also joined the Commercial Vehicle Finance business of Shriram Group in 1992 as Head of Investment Servicing. He started his career in strategy and finance in 1987 with Karnataka Oil Seeds Federation, Bangalore. Over time, his portfolio grew to include key areas of Corporate Strategy and services, Corporate Finance, Information Technology and Process activities of the Group.

Route map to AGM venue



Name of Director	Mr. S. Sridhar	Mr. D.V. Ravi
Date of Birth	09/05/1951	05/09/1964
DIN	00004272	00171603
Date of Appointment	October 20, 2014	June 18, 2015
Expertise in specific functional areas	Wide experience in the field of Commercial and Development Banking.	Wide experience in Corporate Strategy and services, Corporate Finance, Information Technology and Process activities
Qualifications	Holds a M.Sc. (Physics) degree from IIT Delhi, He is an Associate of Indian Institute of Bankers and was awarded the Lord Aldington Banking Research Fellowship.	Commerce Graduate from the University of Bangalore and Holds Post Graduate Diploma in Management from the Institute of Rural Management, Anand (IRMA).
Directorship held in other companies	<ul style="list-style-type: none"> i. JP Morgan Mutual Fund India Private Limited i. Strides Arcolab Limited ii. Binani Cement Limited iii. Incube Trustee Company Private Limited iv. DCB Bank Limited v. Sewa Grih Rin Limited vii. Jubilant Life Sciences Limited viii. Strategic Research And Information Capital Services Private Limited ix. India Infoline Housing Finance Limited x. NABARD Consultancy Services Private Limited xi. Tourism Finance Corporation of India Limited xii. Binani Industries Limited 	<ul style="list-style-type: none"> i. Shriram Capital Limited ii. TAKE Solutions Ltd. iii. Shriram Automall India Limited iv. Shriram Credit Company Ltd. v. Take Global Ltd (UK) vi. Applied Clinical Intelligence LLC vii. TAKE Solutions Pte Limited viii. Shriram Seva Sankalp Foundation ix. Envestor Ventures Limited x. Esyspro Infotech Limited xi. Shriram Properties Holding Pvt. Ltd. xii. Shriram Financial Ventures (Chennai) Pvt. Ltd. xiii. DRP Consultants Pvt. Ltd. xiv. DRP Consultants Pte Ltd. xv. Asia Global Trading (Chennai) Pvt. Ltd. xvi. Eywa Pharma Private Limited
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/Investors' Grievance Committee)	<p>Audit Committee Chairman</p> <ul style="list-style-type: none"> i. Binani Industries Limited ii. Jubilant Life Sciences Limited iii. Strides Arcolab Limited <p>Audit Committee Member</p> <ul style="list-style-type: none"> i. JP Morgan Mutual Fund India Private Limited ii. India Infoline Housing Finance Limited 	<p>Audit committee Member</p> <p>Shriram Capital Limited</p>
Shareholdings in the Company	NIL	NIL
Disclosure of relationships between directors inter-se.	There are no inter-se relationships between the Board of Directors of the Company.	

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED



CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

ATTENDANCE SLIP

36th Annual General Meeting - July 31, 2015

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 36th Annual General Meeting of the Company at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018 on Friday, July 31, 2015 at 11.00 a.m.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy (In Block Letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED



CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in.

PROXY FORM Form No. MGT – 11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014
36th Annual General Meeting - July 31, 2015

Name of the member (s):

Registered address:

E-mail Id:

Folio. No. / DP ID No.:

Client ID No.:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name:..... 2. Name:..... 3. Name:.....

Address:..... Address:..... Address:.....

E-mail Id:..... E-mail Id:..... E-mail Id:.....

Signature:....., or failing him/her Signature:....., or failing him/her Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting (AGM) of the Company, to be held on Friday, July 31, 2015 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018 and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2015



Signature of Proxy holder(s)

Signature of Member

- Note:**
1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Office of the Registrar & Share Transfer Agents of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.
 2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 36th Annual General Meeting.
 3. The proxy need not be a member of the Company.
 4. Please complete all details including details of member (s) in above box before submission.



RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of Annual Accounts for the year ended March 31, 2015.
2.	Declaration of dividend on Equity shares.
3.	Appointment of Statutory Auditors.
SPECIAL BUSINESS	
4.	Not to fill vacancy subsequent to retirement of Mr. R. Sridhar, Non-Executive Non-Independent Director, who is not seeking re-appointment as director at the 36th AGM.
5.	Appointment of Mr. S. Sridhar, Non-Executive Independent Director.
6.	Appointment of Mr. D. V. Ravi, Non-Executive Non-Independent Director, liable to retire by rotation.
7.	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto Rs. 67,000 crores.
8.	Special Resolution under Section 42 of Companies Act, 2013 for issue of securities on private placement basis.