

NOTICE



NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Thursday, July 26, 2018 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:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 5/- per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs.6/- per Equity Share of Rs. 10/- each for the financial year ended March 31, 2018.
3. To appoint a Director in place Mr. Puneet Bhatia (holding DIN 00143973), who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. Ratification of appointment of Joint Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Guru Gram (Firm Registration No. 309015E) as Joint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at the remuneration of Rs. 52,50,000/- and Rs. 31,50,000/- respectively exclusive of service tax and out of pocket expenses for the financial year 2018-19.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 20, 2018 to Thursday, July 26, 2018 (both days inclusive) for the purpose of payment of dividend.
3. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Thursday, August 02, 2018 as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on Thursday, July 19, 2018 and
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Thursday, July 19, 2018.
4. Members holding shares in physical form are requested to register/ update their Permanent Account Number (PAN) and bank Account details on or before Thursday, July 19, 2018 with the Company and the members

holding shares in dematerialized form are requested to register their bank details with their depository participants to enable expeditious credit of the dividend to their bank accounts electronically through NECS, NEFT, etc.

5. As per circular issued by National Payments Corporation of India dated December 05, 2016, the penalty for transactions presented with old account numbers will be levied w.e.f. January 01, 2017 for account numbers with length less than or equal to 8 digits for Indian bank and account numbers with length less than or equal to 9 digits for all banks. Hence all the members are requested to update account numbers in the bank mandate accordingly.
6. Members 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.
7. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in demat mode should file their nomination with their Depository

Participant. The nomination form can be downloaded from the Company's website www.stfc.in and the same may be obtained from Company and its Registrar and Share Transfer Agents.

8. Members holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.
9. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the dividends which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far are requested to make their claim to the Company's Corporate Office or to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 before transfer to IEPF on the respective dates mentioned below. The intimation in this regard has been / will be sent to the concerned shareholders.

Financial Year	Type of Dividend	Due date Dividend transfer to IEPF
2010-2011	Final Dividend	30/07/2018
2011-2012	Interim Dividend	15/12/2018
2011-2012	Final Dividend	10/08/2019
2012-2013	Interim Dividend	02/01/2019
2012-2013	Final Dividend	10/08/2020
2013-2014	Interim Dividend	04/12/2020
2013-2014	Final Dividend	14/08/2021
2014-2015	Interim Dividend	25/11/2021
2014-2015	Final Dividend	05/09/2022
2015-2016	Interim Dividend	04/12/2022
2015-2016	Final Dividend	01/09/2023
2016-2017	Interim Dividend	30/11/2023
2016-2017	Final Dividend	04/08/2024
2017-2018	Interim Dividend	07/12/2024

Transfer of Equity Shares to Investor Education and Protection Fund – As per Government of India Gazette notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA), the Company is required to transfer the shares to Investor Education and Protection Fund Authority (IEPF Authority), the shares in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. Accordingly, the Company had the transferred 8,38,085 Equity shares of Rs. 10/- each in respect of which the following dividend is not claimed/remains unpaid for seven consecutive years as per the below mentioned table.

Financial Year	Type of Dividend	No. of Shares	IEPF 4 Form Filing date
2008-2009	Final Dividend	732,421	01/12/2017
2009-2010	Interim Dividend	25,618	01/12/2017
2009-2010	Final Dividend	37,846	01/12/2017
2010-2011	Interim Dividend	42,200	02/01/2018

All the members may have to claim such dividend and shares from such IEPF or IEPF Authority in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013 or visit link - <http://www.iepf.gov.in/IEPFA/refund.html>.

During the financial year ended March 31, 2018, the Company had received 12 requests from investors for claiming dividends, fixed deposits and Equity shares from IEPF or IEPF Authority. As prescribed under IEPF Form 5, upon the receipt of complete set of documents from the investors, the Company had sent its verification reports for 4 requests to IEPF or IEPF Authority.

10. The Statutory Registers will be available for inspection by the members at the Annual General Meeting at the registered office of the Company during business hours, except on holidays up to and including the date of the Annual General Meeting of the Company.
11. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
12. **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 Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting.

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

- (i) The voting period begins on Monday, July 23, 2018 (9:00 Hours IST) and ends on Wednesday, July 25, 2018 (17:00 Hours IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July 19, 2018 may cast their vote electronically as well as voting at the AGM through Polling paper. Thereafter remote e-voting module shall be disabled by CDSL
- (ii) The members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members tab.
- (iv) Enter your User ID. For CDSL: 16 digits beneficiary ID and for NSDL: 8 Character DP ID followed by 8 Digits Client ID and for Members holding shares

in Physical Form should enter Folio Number registered with the Company. Thereafter, enter the Image Verification as displayed and click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN/ Reference No.	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department/ Reference No. provided in the Attendance Slip Kindly note that the Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Reference No. Generated by using first two letters of their name and the 8 digits of the sequence number mentioned in the Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (ix) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Click on the EVSN for "**Shriram Transport Finance Company Limited**" to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Mr. Vivek Achwal, Company Secretary to address the grievances connected with remote e-voting at Corporate Office, Tel. No. +91-022-40959508, Email-id- secretarial@stfc.in.
- III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on July 19, 2018 being cut-off date.
- IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 19, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or anusha@integratedindia.in or secretarial@stfc.in.
- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI. At the end of discussion on the resolutions on which voting is to be held, the Chairman shall allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the AGM, 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.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be hosted on the Company’s website www.stfc.in and on the website of CDSL immediately after the declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited and BSE Limited.
13. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
14. Electronic copy of the 39th Annual Report and Notice of the 39th 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 39th 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.

15. The Notice of the 39th AGM of the Company and 39th Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at www.stfc.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

16. Members, Proxies and Authorised Representatives are requested to bring to the venue of the 39th AGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.

By Order of the Board
For Shriram Transport Finance Company Limited
 Mumbai
 April 27, 2018

Vivek Achwal
Company Secretary

CIN: L65191TN1979PLC007874

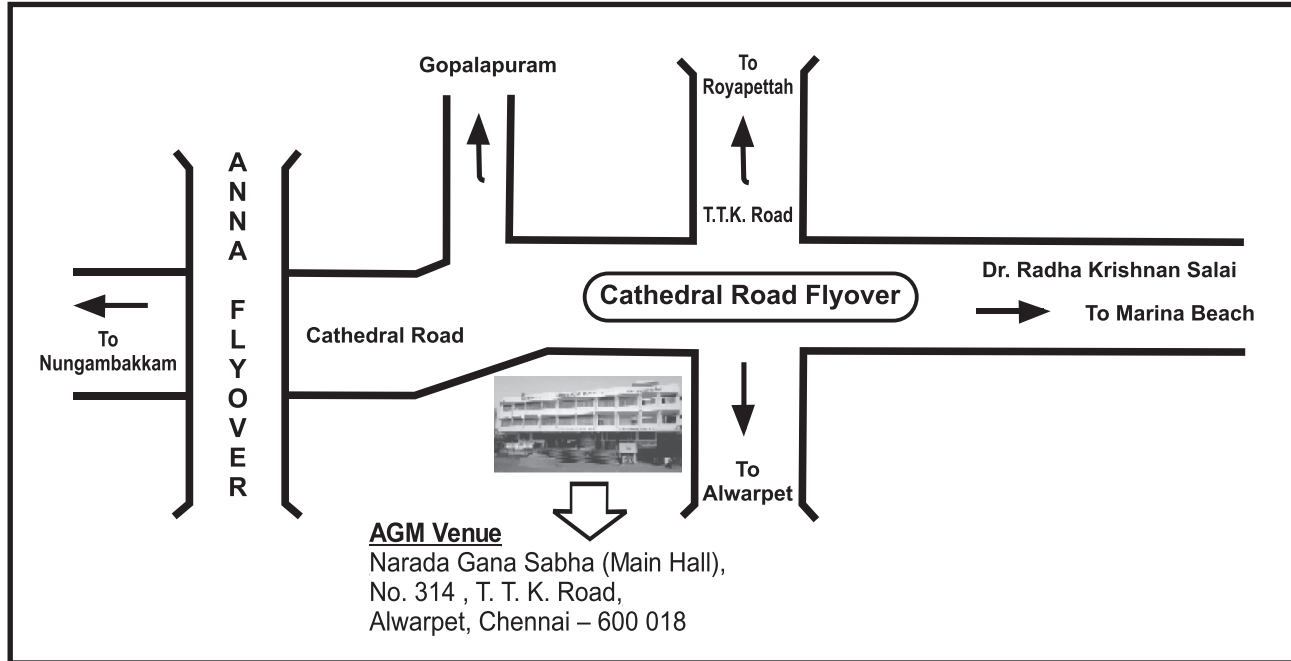
Regd. Office: Mookambika Complex, 3rd Floor, No.4,
 Lady Desika Road, Mylapore, Chennai - 600 004 Tel No:
 +91 44 2499 0356 Fax: +91 44 2499 3272.

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

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS 2 - SECRETARIAL STANDARD ON GENERAL MEETINGS SEEKING RE-APPOINTMENT AT THE ENSUING 39TH AGM

Name of Director	Mr. Puneet Bhatia
Date of Birth	16/12/1966
DIN	00143973
Date of Appointment	October 26, 2006
Expertise in specific functional areas	Wide experience in the field of finance and investment.
Qualifications	B. Com Honours degree from the Sriram College of Commerce, Delhi and is an M.B.A. from the Indian Institute of Management, Calcutta
Directorship held in other companies	i. Shriram Capital Limited ii. Jana Capital limited iii. Havells India Limited iv. AGS Transact Technologies Limited v. India Transact Services Limited vi. Secure value India Limited vii. TPG Capital India Pvt. Ltd viii. Flare Estate Private Limited ix. Shriram Properties Private Limited x. Vishal E-Commerce Private Limited xi. Vishal Mega Mart Private Limited xii. Manipal Health Enterprises Private Limited xiii. Campus Activewear Private Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	NIL
Shareholdings in the Company	NIL
Disclosure of inter-se relationships between directors and Key Managerial Personnel	NIL

MAP ROUTE TO AGM VENUE



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.



PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

39th Annual General Meeting - July 26, 2018

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

I hereby record my presence at the Thirty Ninth Annual General Meeting (AGM) of the Company held on Thursday, July 26, 2018 at 11.00 a.m. at Narada Gana Sabha (Main Hall), No. 314, T T K Road, Alwarpet, Chennai - 600 018.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy

Note: Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence number (EVSN)	USER ID	Reference Number*
180627014		

* For PAN / Reference number please read instructions for voting through electronics means. Refer Note No. 12(vi) on page no. 189 of Annual Report 2017-18.



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
39th Annual General Meeting - July 26, 2018

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 Shriram Transport Finance Company Limited, 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 39th Annual General Meeting (AGM) of the Company, to be held on Thursday, July 26, 2018 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..... 2018

Signature of Proxy holder(s)

Signature of Member

Affix
Revenue
Stamp

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 Resolution, please refer to Note No. 1 of AGM Notice on Page No. 187 of Annual Report 2017-18.

3. The proxy need not be a member of the Company and shall provide his/her identity proof such as PAN Card, Aadhar Card at the time of attending AGM.

4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



RESOLUTION NO.	ORDINARY RESOLUTIONS
1	To receive, consider and adopt : a. Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2	To confirm Interim Dividend and the declaration of Final Dividend on equity shares.
3	To re-appoint Mr. Puneet Bhatia (holding DIN 00143973), as Director retiring by rotation.
4	To ratify appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants and M/s Pijush Gupta & Co. Chartered Accountants as Joint Auditors of the Company and payment of remuneration to the Joint Auditors for the financial Year 2018-19.