



A WINNING RELATIONSHIP

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 Fortieth Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Thursday, June 27, 2019 at 10.30 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, 2019, 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, 2019, together with the Report of the Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
 - (a) **“RESOLVED THAT** the audited financial statements including Balance Sheet of the Company as at March 31, 2019, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”
 - (b) **“RESOLVED THAT** the audited consolidated financial statements including Balance Sheet of the Company as at March 31, 2019, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”
2. To declare a Final Dividend of Rs.7/- per Equity Share of Rs. 10/- each and to confirm the payment of Interim Dividend of Rs.5/- per Equity Share of Rs. 10/- each for the financial year ended March 31, 2019 and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Company do declare and pay a final dividend of Rs. 7/- per equity share of face value of Rs.10/- each absorbing Rs.19,146.34/- lacs including dividend distribution tax, for the financial year ended March 31, 2019 to those Members whose names appeared in the Register of Members or who were beneficial owners of equity shares of the Company as on June 20, 2019.

RESOLVED FURTHER THAT an Interim Dividend of Rs.5/- per equity share of face value of Rs.10/- each absorbing Rs.13,675.97/-lacs including dividend distribution tax, for the financial year ended March 31, 2019 paid on November 16, 2018 be and is hereby noted and confirmed.”

3. To appoint Mr. D. V. Ravi (DIN 00171603), who retires by rotation as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. D. V. Ravi (DIN 00171603), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To fix remuneration of joint Auditors of the Company and in this regard, pass the following resolutions as Ordinary Resolutions:

- (a) **“RESOLVED THAT** pursuant to the provisions of Section 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), M/s Haribhakti & Co. LLP, Chartered Accountants Firm (Firm Registration No.103523W/W100048), who were appointed as joint Auditors of the Company at the 38th Annual General Meeting (AGM) held on June 29, 2017 to hold office from conclusion of 38th AGM until the conclusion of 43rd AGM of the Company, be paid remuneration of Rs. 55,00,000/- (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the financial year 2019-20.”

- (b) **“RESOLVED THAT** pursuant to the provisions of Section 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), M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (Firm Registration No. 309015E), who were appointed as joint Auditors of the Company at the 38th Annual General Meeting (AGM) held on June 29, 2017 to hold office from conclusion of 38th AGM until the conclusion of 43rd AGM of the Company, be paid remuneration of Rs.33,00,000/- (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the financial year 2019-20.”

SPECIAL BUSINESS

5. To approve cancellation of 48,000 forfeited shares from the issued and subscribed share capital of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the

Act') and rules framed thereunder and enabling provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board') to cancel from issued and subscribed share capital of the Company 48,000 (Forty Eight Thousand) equity shares of Rs. 10/- each ('the forfeited shares') which have not been re-issued and have not been taken up by any person.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and to do all such acts, deeds, matters and things to give effect to the cancellation of the forfeited shares including for consequent diminution of the amount of Rs. 4,80,000/- and number of the forfeited shares from the issued and subscribed share capital of the Company as per the applicable accounting standards and provisions of the Act, giving such directions as may be in its absolute discretion deemed necessary, settling any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. To appoint Mr. Pradeep Kumar Panja (DIN 03614568) as an Independent Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as 'the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other Rules framed thereunder and pursuant to Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Pradeep Kumar Panja (DIN 03614568) who was appointed as an Additional Director of the Company with effect from October 25, 2018 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 has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, 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. Pradeep Kumar Panja 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 25, 2018 to October 24, 2023, and who shall not be liable to retire by rotation."

7. To appoint of Mr. Ignatius Michael Viljoen (DIN 08452443) as a Non-Executive Non- Independent Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Article 20 of the Articles of Association of the Company and the provisions of

Section 152, 161(4) and any other applicable provisions of the Companies Act, 2013 (hereinafter to be referred as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ignatius Michael Viljoen (DIN 08452443) who was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on May 08, 2019 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company in the category of Non-Executive Non-Independent Director liable to retire by rotation with effect from May 14, 2019."

8. To re-appoint Mr. Umesh Revankar (DIN 00141189) as Managing Director and CEO of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as 'the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and any other Rules framed thereunder and subject to approval of Central Government, if any, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Umesh Revankar (DIN 00141189) as Managing Director & CEO of the Company for a period of five years with effect from October 26, 2019 upto October 25, 2024 and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors (hereinafter to be referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) and he be paid a remuneration by way of salary, variable remuneration, allowances and perquisites in accordance with Schedule V to the Act or any statutory modification(s) or re-enactment thereof as detailed below:

A. Basic Salary:

In the range of Rs. 500,000/- (Rupees Five Lacs) to Rs. 800,000/- (Rupees Eight Lacs) per month which will also cover the annual increase in his basic salary effective from 1st April every year till the end of his tenure. The quantum of the annual increase will be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC Committee) based upon his annual performance evaluation.

B. Variable Remuneration:

Up to a maximum of Rs. 1,00,00,000/- (Rupees One Crore) per annum, based on guidelines to be formulated by the NRC Committee and approved by the Board.

C. Allowances:

- (i) House Rent Allowance – 60% of Basic Salary per month or free accommodation (Company owned/ leased/rented) in lieu of House Rent Allowance.
- (ii) Leave Travel Allowance – for the Managing Director & CEO and family, subject to a maximum of Rs. 5,00,000/- (Rupees Five Lacs) per annum.

D. Perquisites

- (i) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10 % of his Basic Salary per month.
- (ii) Medical Reimbursement – Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family subject to a maximum of Rs. 2,00,000/- (Rupees Two Lacs) per annum.
- (iii) Personal Accident / Group Insurance applicable to other employees in accordance with policy of the Company.
- (iv) Club Fees – Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.
- (v) Expenditure on official entertainment would be on the Company's account.
- (vi) Contribution to Provident Fund -12% of Basic Salary per month and Contribution to National Pension Scheme - 10% of Basic Salary per month. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (vii) Gratuity - Not exceeding half months' salary for each completed year of service.
- (viii) Encashment of leave at the end of the tenure - As per policy of the Company.
- (ix) Company's car with driver for use on Company's business and maintenance expenses thereon.
- (x) The Company shall provide telephone, mobile, internet, data card and other communication facilities at the Managing Director & CEO's residence. All the expenses incurred shall be paid or reimbursed as per the rules of the Company.
- (xi) Leave as per the Company's policy.
- (xii) Other terms – applicable to other employees in accordance with the Company's policy.
Those mentioned under (vi), (vii) and (viii) above will not be considered or included for the computation of ceiling on perquisites.

OTHER APPLICABLE TERMS:

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

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Managing Director and CEO shall be entitled to receive the basic salary, allowance and perquisites on the same terms as set out above, except variable remuneration as per clause (B) subject to compliance with the applicable provisions of Schedule V to the Act.

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

9. To re-appoint Mr. S. Sridhar (DIN 00004272) as an Independent Director of the Company and in this regard, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other Rules framed thereunder and pursuant to Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. S. Sridhar (DIN 00004272) who holds office of Independent Director up to October 19, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose the candidature of Mr. S. Sridhar for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from October 20, 2019 to October 19, 2024, and who shall not be liable to retire by rotation.”

10. To re-appoint Mr. S. Lakshminarayanan (DIN 02808698) as an Independent Director of the Company and in this regard, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other Rules framed thereunder and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. S. Lakshminarayanan (DIN 02808698) who holds office of Independent Director up to January 23, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose

the candidature of Mr. S. Lakshminarayanan for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from January 24, 2020 to January 23, 2025, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, the approval of the Company be and is hereby also accorded for continuation of the directorship of Mr. S. Lakshminarayanan during his tenure of re-appointment as a non-executive Independent Director of the Company on attaining the age of seventy-five years on July 10, 2021.”

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item no. 5 to 10 is annexed and forms a part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO 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 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.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, June 21, 2019 to Thursday, June 27, 2019 (both days inclusive) for the purpose of payment of dividend.
4. The payment of dividend, upon declaration by the Members at the Annual General Meeting, will be made on or after Thursday, July 04, 2019 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 business hours on Thursday, June 20, 2019 and
 - b) To all those Members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Thursday, June 20, 2019.
5. At the 38th AGM held on June 29, 2017 the members approved appointment of M/s Haribhakti & Co. LLP, Chartered Accountants Firm (Firm Registration No.103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (Firm Registration No. 309015E) as joint Auditors of the Company to hold office from the conclusion of 38th AGM till the conclusion of the 43rd AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of joint auditors at the 40th AGM.
6. Members holding shares in physical form are requested to register/ update their bank details on or before Thursday, June 20, 2019 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. and no dividend warrants or demand drafts will be issued without bank particulars.
7. 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 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.
8. 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.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents, Integrated Registry Management Services Private Ltd. The Company had sent reminders to all such Members in this regard.
10. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
11. SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits

of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.

12. Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor

Education and Protection Fund (“IEPF”). Members 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 Agents, Integrated Registry Management Services Private Ltd., 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.

Financial Year	Type of Dividend	Due date Dividend transfer to IEPF
2011-2012	Final Dividend	10/08/2019
2012-2013	Interim Dividend	05/12/2019
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
2017-2018	Final Dividend	31/08/2025
2018-2019	Interim Dividend	30/11/2025

13. **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 to Investor Education and Protection Fund Authority (IEPF Authority), the shares on which dividend remains unclaimed for seven consecutive years as per Section 124 of the Act, and the applicable rules. Accordingly, during the financial year 2018-19 the Company had the transferred 82,495 Equity shares of Rs. 10/- each in respect of which the following dividend is not claimed/remains unpaid for seven consecutive years.

Financial Year	Type of Dividend	No. of Shares	IEPF 4 Form Filing date
2010-2011	Final Dividend	55,086	31/08/2018
2011-2012	Interim Dividend	27,409	22/01/2019

The Members who have a claim on above dividends and equity shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with complete set of documents enumerated in the Form No. IEPF-5. During the financial year ended March 31, 2019, the Company had received requests from investors for claiming dividends, fixed deposits and equity shares from IEPF Authority. Information on the procedure to be followed for claiming the dividend/shares/fixed deposits are available on the weblink:- <http://www.iepf.gov.in/IEPF/refund.html> No claims shall lie against the Company in respect of the dividend, shares, etc. so transferred. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

14. The Statutory Registers will be available for inspection by the Members at the venue of the Annual General Meeting or 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.

15. 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.

16. 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 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) Ltd. (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, June 24, 2019 (9:00 Hours IST)** and ends on **Wednesday, June 26, 2019 (17:00 Hours IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, June 20, 2019** 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Kindly note that the Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number mentioned in the Attendance Slip.
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 Ltd.**" 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any,

- should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Mr. Vivek Achwal, Company Secretary to address the grievances connected with remote e-voting at Corporate Office, Tel. No. +91-022-40959508, Email-id- secretarial@stfc.in.
 - III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 20, 2019 being cut-off date.
 - IV. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. June 20, 2019, 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 or any director or any person appointed by the Chairman of the Company.
 - VIII. The Results declared along with the report of the Scrutinizer shall be hosted on the Company’s website at www.stfc.in and on the website of CDSL at www.evotingindia.com immediately after the declaration of result and will also be communicated to the National Stock Exchange of India Ltd. and BSE Ltd.
17. 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.
 18. Electronic copy of the 40th Annual Report and Notice of the 40th 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 physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 40th 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.
 19. The Notice of the 40th AGM of the Company and 40th 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.
 20. Members, Proxies and Authorised Representatives are requested to bring to the venue of the 40th AGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.
 21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours, except on holidays, up to and including the date of the 40th AGM of the Company

By Order of the Board
For Shriram Transport Finance Company Ltd.
 Mumbai
 May 14, 2019
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.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 5

On January 17, 1997, the Board of Directors of erstwhile Shriram Investments Ltd. ('SIL') had forfeited the 48,000 equity shares of Rs. 10 each for non-payment of allotment money @ Rs. 5 per share by certain shareholders of SIL (forfeited shares). The forfeited shares were reflected in share capital of SIL. Subsequently, SIL was amalgamated with the Company as per the scheme of amalgamation sanctioned by the Hon'ble Madras High Court vide its order dated November 25, 2005. Upon the Scheme of Amalgamation becoming effective, the share capital of SIL stood combined with the share capital of the Company. As per clause 13.2 of the Scheme of Amalgamation, the forfeited shares are reflected in the books of the Company and form part of share capital of the Company.

Due to various factors including the small quantity, the difficulties in completing the procedural formalities involved with respect to re-issue of the forfeited shares on rights or preferential basis and listing, it is not feasible to re-issue the forfeited shares. Considering that, the Board of Directors of the Company in its meeting held on May 8, 2019 have proposed to cancel the forfeited shares from the issued and subscribed share capital of the Company subject to approval of Members. Upon passing of the resolution as set out at item no. 5 of the Notice of the Annual General Meeting, the amount of Rs. 4,80,000/- (Rupees Four Lacs Eighty Thousand Only) and number of the forfeited shares will stand diminished from the issued and subscribed share capital of the Company and the amount of Rs. 2,40,000/- (Rupees Two Lacs Forty Thousand Only) paid in respect of the forfeited shares @ Rs.5 per share will be transferred from the paid-up share capital account to the capital reserve account as per the applicable accounting standards and provisions of the Companies Act, 2013.

The Board of Directors commends passing of this resolution as set out at item no. 5 of this Notice.

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

ITEM NO. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on October 25, 2018 have appointed Mr. Pradeep Kumar Panja as an Additional Director of the Company pursuant to section 161(1) of the Companies Act, 2013 ('the Act') and Article 21 of the Articles of Association of the Company in the category of Non-Executive Independent Director for a term of five (5) years from October 25, 2018, subject to approval of shareholders. Mr. Pradeep Kumar Panja holds office only upto the date of the ensuing 40th Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Pradeep Kumar Panja for the office of director.

The Company has received from Mr. Pradeep Kumar Panja (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 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulation')(iv) declaration in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

Mr. Pradeep Kumar Panja meets the fit and proper criteria for director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

In the opinion of the Board, Mr. Pradeep Kumar Panja fulfills the conditions for appointment as an independent director as specified in the Act and the Listing Regulations and he is independent of the management.

The Board considers that continuation of his directorship in the Company would be of immense benefit to the Company and it is in the interest of the Company to continue to avail the benefits of his expertise, knowledge and experience in the areas of corporate, retail and international banking, treasury management, strategic planning, business development, risk management, etc.

Details of Mr. Pradeep Kumar Panja are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

A copy of the letter of appointment issued by the Company to Mr. Pradeep Kumar Panja setting out the terms and conditions of his appointment as an independent director is available for inspection at the registered office of the Company. The terms and conditions of his appointment have been posted on the Company’s website.

The Board of Directors commends passing of the resolution as set out at item no. 6 of this Notice.

Except Mr. Pradeep Kumar Panja, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 7

Based on recommendation of the Nomination and Remuneration Committee and pursuant to Article 20 of the Articles of Association of the Company and Section 161(4) of the Companies Act, 2013 (‘the Act’), the Board of Directors at its meeting held on May 8, 2019 appointed Mr. Ignatius Michael Viljoen as a Non-Executive Non-Independent Director, subject to approval of Members, in the casual vacancy caused by the resignation of Mr. Gerrit Lodewyk Van Heerde (DIN 06870337), Non-Executive Non-Independent Director of the Company liable to retirement by rotation.

Mr. Ignatius Michael Viljoen is a Head of Credit-Sanlam Pan Africa Portfolio Management (Johannesburg, South Africa) and is responsible for a range of credit risk and credit portfolio management aspects across the various entities owned by the Sanlam Group outside of the Republic of South Africa. He has been associated with Sanlam Group since September 2003. Sanlam holds an effective major minority interest of 26% in the Promoter Company. They are a 100 year old company with strong financials and management culture. Sanlam is a diversified financial services group, headquartered in South Africa, operating across number of selected global markets. Sanlam in exercise of its right has nominated Mr. Ignatius Michael Viljoen to hold the office of non-executive non-independent director on the board of Directors of the Company vide their letter dated April 11, 2019.

In accordance with Section 161(4) of the Act, as amended, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next general meeting. Pursuant to provisions of Section 161(4) of the Act, it is necessary to obtain approval of Members of the Company for appointment of Mr. Ignatius Michael Viljoen as director of the Company.

The Company has received from a Member the notice under Section 160 of the Act proposing the candidature of Mr. Ignatius Michael Viljoen for the office of director.

Mr. Ignatius Michael Viljoen meets the fit and proper criteria for director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Details of Mr. Ignatius Michael Viljoen are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mr. Ignatius Michael Viljoen has obtained Directors Identification Number (DIN) on May 14, 2019 and accordingly his appointment as a director of the Company will take effect from May 14, 2019, subject to approval of Members as set out at item no.7 of this Notice. The Board of Directors commends passing of this resolution.

Except Mr. Ignatius Michael Viljoen, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 8

The present tenure of appointment of Mr. Umesh Revankar, Managing Director & CEO of the Company will expire on October 25, 2019. Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 8, 2019 had re-appointed him for a further period of 5 (five) years with effect from October 26, 2019 upto October 25, 2024, subject to approval of Members, on terms and conditions including remuneration as mentioned in the resolution set out at item no. 8 of the Notice of the Annual General Meeting. The Company has received from a Member the notice under Section 160 of the Act proposing the candidature of Mr. Umesh Revankar for the office of director.

Mr. Umesh Revankar meets the fit and proper criteria for director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Details of Mr. Umesh Revankar are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Nomination and Remuneration Committee and the Board of Directors is of the opinion that the vast knowledge and experience of Mr. Umesh Revankar, who has been associated with the Company for more than 3 decades, is of great value to the Company. The Company is being immensely benefited from his expertise in the field of vehicle financing, business development and team building. He successfully lead the Company during difficult phase for NBFC sector. Mr. Umesh Revankar is a solid professional and excellent team leader with deep and intrinsic understanding and knowledge of the Company’s business. It is in the interest of the Company to continue to avail his services as a Managing Director & CEO of the Company for a further period of 5 years with effect from October 26, 2019 upto October 25, 2024.

The Board of Directors commends passing of this resolution as set out at item no. 8 of this Notice.

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

ITEM NO. 9

The Members of the Company in its 36th Annual General Meeting of the Company held on July 31, 2015 appointed Mr. S. Sridhar (DIN 00004272) as an Independent Director of the Company for a period of five years commencing from October 20, 2014 upto October 19, 2019. As per Section 149(10) of the Companies Act, 2013 (‘the Act’) an Independent Director shall be eligible for re-appointment for the second term of upto five consecutive years with approval of the Members obtained by way of passing a special resolution.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 8, 2019 had re-appointed Mr. S. Sridhar for second term of five consecutive years with effect from October 20, 2019 upto October 19, 2024, subject to approval of Members.

The Company has received from Mr. S. Sridhar (i) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and (ii) declaration in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. S. Sridhar meets the fit and proper criteria for director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. In the opinion of the Board, Mr. S. Sridhar fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management.

Details of Mr. S. Sridhar are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. S. Sridhar for the office of Director.

The Board of Directors based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that his continued association as an Independent Director of the Company would be of immense benefit to the Company. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

A copy of the draft letter of re-appointment of Mr. S. Sridhar as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

The Board of Directors commends passing of this resolution as set out at item no. 9 of this Notice.

Except Mr. S. Sridhar, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 10

The Members of the Company through the resolution passed by postal ballot/e-voing had appointed Mr. S. Lakshminarayanan (DIN 02808698) as an Independent Director of the Company for a term of five years commencing from January 24, 2015 upto January 23, 2020. As per Section 149(10) of the Companies Act, 2013 ('the Act') an Independent Director shall be eligible for reappointment for the second term of upto five consecutive years with approval of Members obtained by way of passing a special resolution by the company.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 08, 2019 had re-appointed Mr. S. Lakshminarayanan for second term of five consecutive years with effect from January 24, 2020 upto January 23, 2025, subject to approval of Members.

The Company has received from Mr. S. Lakshminarayanan (i) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and (ii) declaration in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. S. Lakshminarayanan meets the fit and proper criteria for director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. In the opinion of the Board, Mr. S. Lakshminarayanan fulfils the conditions for re-appointment as an Independent Director as specified in the Act and Listing Regulations. He is independent of the management.

Details of Mr. S. Lakshminarayanan are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. S. Lakshminarayanan for the office of Director.

The Board of Directors based on the performance evaluation of independent directors and as per the recommendation of the Nomination and Remuneration Committee, considers that the Company has immensely benefited from the wide experience and expertise of Mr. S. Lakshminarayanan and his continued association as an independent director of the Company is in the interest of the Company.

Pursuant to Regulation 17(1A) of the Listing Regulations, a person who has attained the age of seventy five years may be appointed/continue as a non-executive director of a listed company subject to approval of its shareholders by way of a special resolution. .

A copy of the draft letter of re-appointment of Mr. S. Lakshminarayanan as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

The Board of Directors commends passing of this resolution as set out at item no. 10 of this Notice.

Except Mr. S. Lakshminarayanan, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

By Order of the Board

For Shriram Transport Finance Company Ltd.

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.

Place : Mumbai

Date : May 14, 2019

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS AND SS2 - SECRETARIAL STANDARD ON GENERAL MEETINGS WITH RESPECT TO DIRECTOR'S RE-APPOINTMENT AND APPOINTMENT:

Particulars	Mr. D. V. Ravi	Mr. Pradeep Kumar Panja	Mr. Ignatius Michael Viljoen
Date of Birth and Age	September 05, 1964 (Age 54 years)	October 02, 1955 (Age 63 years)	January 14, 1973 (Age 46 years)
DIN	00171603	03614568	08452443
Date of first appointment on the Board	June 18, 2015	October 25, 2018	Appointed in the Board meeting held on May 8, 2019 effective from the date of allotment of Directors Identification Number i.e. May 14, 2019
Nationality	Indian	Indian	South African
Expertise in specific functional areas	Wide experience in corporate strategy and services, corporate finance, information technology and process activities.	Rich experience in various areas of banking including corporate and international banking, treasury management, information technology, retail, transaction banking, strategic planning, business development, risk management, etc.	Credit risk and credit portfolio management across the various entities owned by the Sanlam Group outside of the Republic of South Africa.
Profile of Director	Appended below		
Qualifications	Commerce Graduate from the University of Bangalore, Post Graduate Diploma in Management from the Institute of Rural Management, Anand (IRMA).	Master's Degree in Science (Statistics) from the University of Madras, Certified Associate of the Indian Institute of Bankers.	Master's degree in Economics with distinction from the University of the Free State, South Africa
Directorship held in other companies	<ol style="list-style-type: none"> 1. Shriram Capital Ltd.; 2. DRP Consultants Pvt. Ltd.; 3. Shriram Properties Holding Pvt. Ltd.; 4. Asia Global Trading (Chennai) Pvt. Ltd.; 5. Shriram Financial Ventures (Chennai) Pvt. Ltd.; 6. TAKE Solutions Ltd.; 7. EsysproInfotech Ltd.; 8. Investor Ventures Ltd.; 9. Shriram Credit Company Ltd.; 10. Shriram Seva Sankalp Foundation; 11. TAKE Solutions Pte Ltd.; 12. DRP Consultants Pte Ltd.; 13. Shrilekha Business Consultancy Private Ltd.; 14. Take Sports Management Private Ltd.; 15. Eywa Pharma Pte Ltd. 	<ol style="list-style-type: none"> 1. Trigyn Technologies Ltd.; 2. Indiabulls Asset Reconstruction Company Ltd.; 3. Brigade Properties Private Ltd.; 4. Acme Solar Holdings Ltd.; 5. Svamaan Financial Services Private Ltd.; 6. Penna Cement Industries Ltd.; 7. Brigade Enterprises Ltd.; 8. Katalyst Software Services Ltd.; 9. Omax Autos Ltd.; 	<ol style="list-style-type: none"> 1. Sanlam Credit Fund Advisor (Pty) Ltd.

Particulars	Mr. D. V. Ravi	Mr. Pradeep Kumar Panja	Mr. Ignatius Michael Viljoen
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	Audit Committee Member: - Shriram Capital Ltd. and - Take Solutions Ltd..	i) Member of Audit Committee: - Trigyn Technologies Ltd. - Penna Cement Industries Ltd. and - Katalyst Software Services Ltd. ii) Chairman of Audit Committee: - Acme Solar Holdings Ltd. and - Brigade Enterprises Ltd. iii) Member of Stakeholders' Relationship Committee: -Katalyst Software Services Ltd.	Nil
Shareholdings in the Company	Nil		
Disclosure of relationships between directors/Key Managerial Personnel inter-se.	There is no inter-se relationship between the appointee and the directors on the Board of Directors of the Company and Key Managerial Personnel.		
Remuneration received from the Company in the F.Y. 2018-19	Nil being a Non-Executive Non-Independent Director.	Sitting fees : Rs.1,65,000/- Commission : Rs.3,22,600/- Total : Rs. 4,87,600/- (Appointed as Director on October 25, 2018)	Nil. (Did not hold directorship in financial year 2018-19)
Terms and conditions of appointment/re-appointment alongwith details of remuneration sought to be paid	Director liable to retirement by rotation. No Remuneration is paid to Non-Executive Non-Independent Director.	The appointment is for a term of 5 (five) years commencing from October 25, 2018. The Appointee shall receive sitting fees (presently Rs. 50,000 for each Board Meeting, Rs. 25,000 for each Committee Meeting and Rs. 15,000 for every meeting of Independent Directors attended by him) which other Independent Directors receive. The Commission of Independent Directors is decided by the Board of Directors as per the resolution passed by the Members at the 38th Annual General Meeting held on June 29, 2017 and as per remuneration policy of the Company.	Director liable to retirement by rotation. No remuneration is paid to Non-Executive Non-Independent Director.
The number of Meetings of the Board attended during the F.Y. 2018-19	3 Meetings attended out of 5 Board Meetings held.	2 Meetings. (Appointed as director on October 25, 2018.)	Nil (Since did not hold directorship during the financial year 2018-19.)

Particulars	Mr. S. Sridhar	Mr. S. Lakshminarayanan	Mr. Umesh Revankar
Date of Birth and Age	May 09, 1951 (Age 68 years)	July 10, 1946 (Age 72 years)	October 27, 1964 (Age 54 years)
DIN	00004272	02808698	00141189
Date of first appointment on the Board	October 20, 2014	September 22, 2009	October 25, 2016
Nationality	Indian	Indian	Indian
Expertise in specific functional areas	Wide and rich experience as Banker for more than four decades in commercial and development banking.	Wide experience, expertise and knowledge in the fields of administration, public relations etc.	Extensive experience in the financial services business of companies in Shriram Group, expertand in-depth knowledge and specialization in commercial vehicle financing, business development.
Profile of Director	Appended below		
Qualifications	Degree from IIT – Delhi and Management Studies from Jamnalal Bajaj Institute – Mumbai.	Master’s degree in science and post-graduate diploma from University of Manchester (UK) in Advanced Social and Economic Studies	Bachelor’s degree in Business Management from Mangalore University and a Master of Business Administration in Finance.
Directorship held in other companies	<ol style="list-style-type: none"> 1. Jubilant Life Sciences Ltd.; 2. Strides Pharma Science Ltd.; 3. Tourism Finance Corporation of India Ltd.; 4. DCB Bank Ltd.; 5. Essfore Consultancy Services Private Ltd.; 6. Sewa Grih Rin Ltd.; 7. IIFL Home Finance Ltd.; 8. Strategic Research and Information Capital Services Private Ltd.; 9. GVFL Trustee Company Private Ltd.; 10. Universal Trustees Private Ltd. 	<ol style="list-style-type: none"> 1. Indofil Industries Ltd.; 2. ELCOM Systems Private Ltd.; 3. Innovative Oncology Network Private Ltd.; 4. Shriram Life Insurance Company Ltd.; 5. Shriram Automall India Ltd. 	<ol style="list-style-type: none"> 1. ShriramAutomall India Ltd.; 2. Shriram Capital Ltd.; 3. Shriram Credit Company Ltd.; 4. Shriram General Insurance Company Ltd.; 5. Shriram Life Insurance Company Ltd.; 6. Shriram Seva Sankalp Foundation; and 7. Finance Industry Development Council.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	<p>Member of Audit Committee:</p> <ul style="list-style-type: none"> - Sewa Grih Rin Ltd. <p>Chairman of Audit Committee</p> <ul style="list-style-type: none"> - IIFL Home Finance Ltd. - Jubilant Life Sciences Ltd. - Strides Pharma Science Ltd. <p>Chairman of Stakeholders Relationship Committee:</p> <ul style="list-style-type: none"> - Jubilant Life Sciences Ltd. 	<p>Member of Audit Committee:</p> <ul style="list-style-type: none"> - ShriramAutomall India Ltd. <p>Chairman of Audit Committee:</p> <ul style="list-style-type: none"> - Shriram Life Insurance Company Ltd. 	<p>Member of Audit Committee :</p> <ul style="list-style-type: none"> - ShriramAutomall India Ltd. - Shriram Credit Company Ltd.

Particulars	Mr. S. Sridhar	Mr. S. Lakshminarayanan	Mr. Umesh Revankar
Shareholdings in the Company	NIL		
Disclosure of relationships between directors/Key Managerial Personnel inter-se.	There is no inter-se relationship between the appointee and the directors on the Board of Directors of the Company and Key Managerial Personnel.		
Remuneration received from the Company in the F.Y. 2018-19	Sitting fees : Rs. 4,40,000/- Commission : Rs. 7, 50,000/- Total : Rs. 11,90,000/-	Sitting fees : Rs. 4,40,000/- Commission : Rs. 7, 50,000/- Total : Rs. 11,90,000/-	Salary, allowance and perquisites – Rs.66,97,212/-
Terms and conditions of re-appointment alongwith details of remuneration sought to be paid	<p>The re-appointment is for a term of 5(five) years commencing from October 20, 2019.</p> <p>The Appointee shall receive sitting fees (presently Rs.50,000 for each Board Meeting, Rs. 25,000 for each Committee Meeting and Rs. 15,000 for every meeting of Independent Directors attended by him) which other Independent Directors receive.</p> <p>The Commission of Independent Directors is decided by the Board of Directors as per the resolution passed by the Members at the 38th Annual General Meeting held on June 29, 2017 and as per remuneration policy of the Company.</p>	<p>The re-appointment is for a term of 5(five) years commencing from January 24, 2020.</p> <p>The Appointee shall receive sitting fees (presently Rs. 50,000 for each Board Meeting, Rs. 25,000 for each Committee Meeting and Rs. 15,000 for every meeting of Independent Directors attended by him) which other Independent Directors receive.</p> <p>The Commission of Independent Directors is decided by the Board of Directors as per the resolution passed by the Members at the 38th Annual General Meeting held on June 29, 2017 and as per remuneration policy of the Company.</p>	<p>The re-appointment is for a term of 5(five) years commencing from October 26, 2019.</p> <p>Details of terms and conditions of appointment and remuneration to be paid are provided in the resolution set out at item no. 8 of AGM notice.</p> <p>Director not liable to retire by rotation till he continues to hold the office as Managing Director & CEO of the Company.</p>
The number of Meetings of the Board attended during the F.Y. 2018-19	Five. All Board Meetings attended.	Five. All Board Meetings attended.	Five. All Board Meetings attended.

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED/RE-APPOINTED

Mr. D. V. Ravi

Mr. D. V. Ravi is a commerce graduate from the University of Bangalore and holds a Post Graduate 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 Shriram Group. Over time, his portfolio grew to include key areas of corporate strategy and services, corporate finance, information technology and process activities of 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. 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. His areas of expertise in this role include corporate strategy, synergy creation, risk management efforts, leadership development and corporate Finance.

Mr. Pradeep Kumar Panja

Mr. Pradeep Kumar Panja holds Master's Degree in Science (Statistics) from the University of Madras. He is a Certified Associate of the Indian Institute of Bankers.

He is a career banker, retired as Managing Director (Corporate Banking) of State Bank of India (SBI), the largest bank of the country, in October 2015. During his long association of 39 years with SBI (3years of which at Board level), he gained rich experience in various areas of banking including corporate and international banking, treasury management, information technology, retail, transaction banking, strategic planning, business development, risk management.

He has excellent track record of successfully leading large teams across various business verticals of SBI. He also successfully led the US Operations of SBI as the Country Head-US. He held multiple assignments driving large projects in the Information Technology Wing of SBI. As a Head of IT (Chief Information Officer), he led SBI's IT strategy, set up India's largest data warehouse. He also lead the analytics foray of SBI. During his association with SBI he was member of important committees of directors and was chairman of Risk Management Committee.

He is a member of Board of Directors of companies engaged in the business of real estate, asset reconstruction, software business, cements etc.

Mr. Ignatius Michael Viljoen

Mr. Ignatius Michael Viljoen holds a Master degree in Economics with distinction from the University of the Free State, South Africa. He is a Head of Credit-Sanlam Pan Africa Portfolio Management, South Africa and is responsible for a range of credit risk and credit portfolio management aspects across the various entities owned by the Sanlam Group outside of the Republic of South Africa. He has been associated with Sanlam Group since September 2003. Sanlam is a 100 year old company with strong financials and management culture. Sanlam is a diversified financial services group, headquartered in South Africa, operating across number of selected global markets.

Mr. Umesh Revankar

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

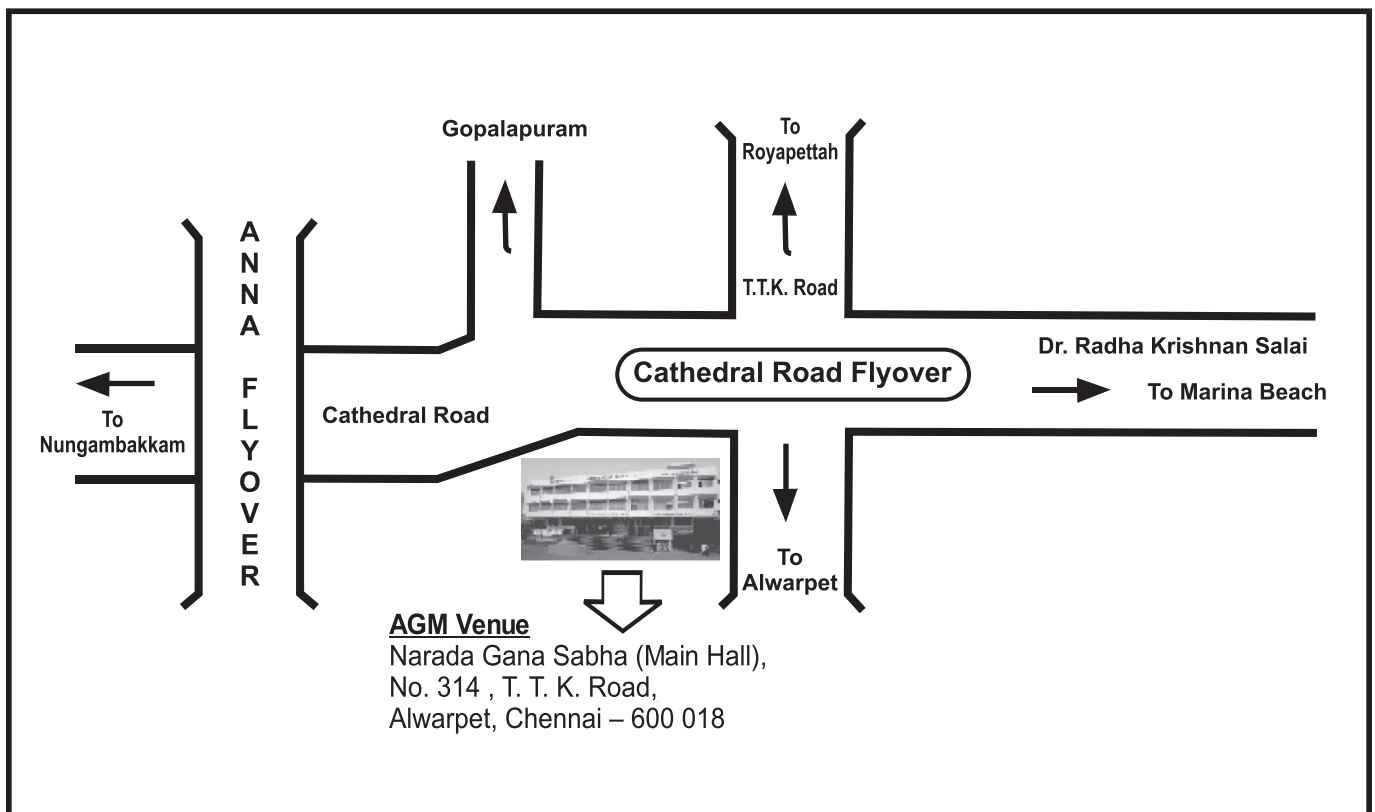
Mr. S. Sridhar

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 was Chairman and Managing Director of Central Bank of India until May 31, 2011 and earlier of National Housing Bank. 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.

Mr. Lakshminarayanan Subramanian

Mr. Lakshminarayanan Subramanian holds master's degree in Science in Chemistry and post graduate diploma from University of Manchester (U.K.) in Advanced Social & Economic Studies. Mr. Lakshminarayanan is a member of the Indian Administrative Service (IAS-retired) and as such held several senior positions in the Ministry of Home Affairs, Ministry of Communications and Information Technology, Ministry of Information and Broadcasting of the Government of India and in the Department of Tourism, Culture and Public Relations, Department of Mines, Mineral Resources, Revenue and Relief and Rehabilitation of the Government of Madhya Pradesh. He retired as Secretary to Government of India (Retd.), Ministry of Home Affairs, New Delhi.

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

40th Annual General Meeting - June 27, 2019

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

I hereby record my presence at the Fortieth Annual General Meeting (AGM) of the Company held on Thursday, June 27, 2019 at 10.30 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*

* For PAN / Reference number please read instructions for voting through electronics means. Refer Note No. 16(vi) of the AGM Notice forming part of the Annual Report 2018-19.



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
40th Annual General Meeting - June 27, 2019

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 40th Annual General Meeting (AGM) of the Company, to be held on Thursday, June 27, 2019 at 10.30 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..... 2019

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 all the Resolutions, Explanatory Statement and Notes, please refer to the Notice of AGM forming part of the Annual Report 2018-19.
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.	RESOLUTIONS
ORDINARY BUSINESS	
1 (a)	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
1 (b)	Ordinary Resolution for adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2	Ordinary Resolution for the declaration of Final Dividend on equity shares and the confirmation of Interim Dividend for the financial year ended March 31, 2019.
3	Ordinary Resolution for re-appointment of Mr. D. V. Ravi (DIN 00171603), as Director retiring by rotation.
4 (a)	Ordinary Resolution for fixation of remuneration of M/s. Haribhakti & Co. LLP, Chartered Accountants, Joint Auditors of the Company for the financial year 2019-20.
4(b)	Ordinary Resolution for fixation of remuneration of M/s. Pijush Gupta & Co. Chartered Accountants, joint Auditors of the Company for the financial year 2019-20.
SPECIAL BUSINESS	
5	Ordinary Resolution to approve cancellation of 48,000 forfeited shares from the issued and subscribed share capital of the Company.
6	Ordinary Resolution for appointment of Mr. Pradeep Kumar Panja (DIN 03614568) as an Independent Director of the Company.
7	Ordinary Resolution for appointment of Mr. Ignatius Michael Viljoen (DIN 08452443) as a Non-Executive Non- Independent Director of the Company.
8	Ordinary Resolution for re-appointment of Mr. Umesh Revankar (DIN 00141189) as Managing Director and CEO of the Company and payment of remuneration to him.
9	Special Resolution for re-appointment of Mr. S. Sridhar (DIN 00004272) as an Independent Director of the Company.
10	Special Resolution for re-appointment of Mr. S. Lakshminarayanan (DIN 02808698) as an Independent Director of the Company.