

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

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NOTICE

NOTICE is hereby given that the Forty-First Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Wednesday, August 19, 2020 at 3.30 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility 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, 2020, 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, 2020, together with the Report of the Auditors thereon and in this regard, to pass the following resolutions as Ordinary Resolutions:
 - (a) **“RESOLVED THAT** the audited financial statements including Balance Sheet of the Company as at March 31, 2020, the Statement of Profit and Loss, the Statement of Changes in Equity 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, 2020, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity 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 confirm the payment of Interim Dividend of Rs.5 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20 and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT an Interim Dividend of Rs.5/- per equity share of face value of Rs.10/- each absorbing Rs. 136.76 crores including dividend distribution tax, for the financial year ended March 31, 2020 paid on November 19, 2019 be and is hereby noted and

confirmed as the Final Dividend for the Financial Year 2019-20.

3. To appoint Mr. Puneet Bhatia (DIN 00143973), who retires by rotation as a Director and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Puneet Bhatia (DIN 00143973), 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, to 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. 58,00,000/- (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the financial year 2020-21.”
 - (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.34,80,000/- (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the financial year 2020-21.”

SPECIAL BUSINESS

5. **To enhance the limit to sell/ assign/ securitize receivables and in this regard, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors to sell / assign / securitize receivables of hypothecation / hire purchase / lease / loan agreements/contracts due from the hirers / lessees / loanees / borrowers of the Company from time to time provided that the aggregate amounts of such transactions outstanding at any point of time shall not exceed Rs. 40,000 crores (Rupees Forty Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee/ or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalise the form, extent and manner of, and to sign all such documents, deeds, and writings for giving effect to this resolution.”

6. **To approve conversion of loan into equity or other capital of the Company in case of Event of Default and in this regard, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the consent of the Company be and is hereby accorded to increase subscribed capital of the Company caused in the event of exercise of rights by the lenders of the company to convert the whole or part of the outstanding amount(s) of Loan(s) in to equity or other capital of the Company in the Event of Default by the Company to repay the Loan(s) in terms of the Financing Document(s) executed or to be executed by the Company in favour of the Lender(s) at a price to be determined in accordance with the applicable regulations of Securities and Exchange Board of India or the directions of Reserve Bank of India and in accordance with the applicable regulatory guidelines of the regulatory authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include the Banking and Finance Committee or any other Committee constituted by the Board) be and are hereby authorized to negotiate and finalize on behalf of the Company all the terms and conditions and the agreement(s), undertaking(s), declaration(s), indemnity(ies), affidavit(s), document(s), paper(s) and to execute

the same on behalf the Company in favour of the lenders(s) and to do all such acts, deeds, matters and things including issue, allotment of further shares in the subscribed capital of the Company and to settle all such matters, issues, doubts, at its absolute discretion, to facilitate the process of conversion of the Loan(s) as aforesaid in the Event of Default to give effect to this resolution.”

7. **To authorize capital raising through issuance of Equity Shares and/or other Eligible Securities and in this regard, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62,71 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited, (the “**Stock Exchanges**”), the Foreign Exchange Management Act, 1999 and the rules and regulation framed thereunder, as amended, including Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “**GoI**”), the Reserve Bank of India (the “**RBI**”), and the Securities and Exchange Board of India (the “**SEBI**”), Stock Exchanges, Ministry of Corporate Affairs (“**MCA**”), the Registrar of Companies, Tamil Nadu at Chennai and/ or any other competent authorities, whether in India or abroad, (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting

any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include Securities Issuance Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of the Issue and for such categories of persons as maybe permitted), such number of equity shares of the Company of face value of Rs.10 each (“**Equity Shares**”) and/or other Eligible Securities defined under Regulation 171(a) of SEBI ICDR Regulations, including Foreign Currency Convertible Bonds (FCCBs), fully convertible debentures/partly convertible debentures, non-convertible debentures with warrants convertible into Equity Shares, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (other “**Eligible Securities**”) up to an aggregate amount of Rs. 2,500 crore (Rupees Two Thousand and Five Hundred crore only) or equivalent thereof in one or more currencies, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws (Issue), in any combination in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, through one or more public issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings through issue of placement document and/or a letter of offer and /or circular or other permissible/requisite offer document to Qualified Institutional Buyers (QIBs) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations including resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, banks, qualified foreign investors, Indian and/or multilateral financial

institutions, mutual funds, pension funds and/or any other categories of investors or persons who are authorized to invest in the Company’s Equity Shares or other Eligible Securities as per the extant regulations or guidelines, whether they be holders of Equity Shares of the Company or not (collectively referred to as “Investors”) or any combination of the above as may be deemed appropriate by the Board in its absolute discretion in consultation with book running lead managers appointed for this purpose on such terms and conditions including securities premium and green shoe option attached thereto, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) at the Board’s absolute discretion including the discretion to decide the categories of Investors to whom the offer, issue and allotment of Equity Shares and/or other Eligible Securities shall be made to the exclusion of others, subject to applicable law, considering prevailing market conditions and other relevant factors wherever necessary.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, in the event the Issue is undertaken by way of Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIBs”) in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of Equity Shares and/or other Eligible Securities shall only be to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations (“QIBs”)
- (b) the allotment of such Equity Shares and/or other Eligible Securities, or any combination of Eligible Securities as may be decided by the Board to be completed within a period of 365 days from the date of passing of the Special Resolution by the Members or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (c) The Equity Shares and/or other Eligible Securities (excluding warrants) shall be allotted as fully paid up.
- (d) in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the QIP for subscription and in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the Issue of such other Eligible Securities or the date on which the holders of such other Eligible Securities become entitled to apply for Equity Shares, as may be determined by the Board;

- (e) no single allottee shall be allotted more than fifty per cent of the Issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- (f) to determine and finalize price for issuance of any Equity Shares and/or other Eligible Securities, subject to the price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the QIP Floor Price);
 Provided however, that the Board may, at its absolute discretion, in consultation with the book running lead managers, offer a discount of not more than 5% or such other discount as permitted under applicable law on the QIP Floor Price, calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- (g) any subsequent QIP of Equity Shares and/or other Eligible Securities shall not be made until the expiry of two weeks or such other period as may be permitted by SEBI, from the date of the prior QIP made pursuant to this Special Resolution.
- (h) The Equity Shares and/or other Eligible Securities shall not be eligible to be sold by the allottee(s) for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time.

RESOLVED FURTHER THAT in case of offering of any other Eligible Securities convertible into Equity Shares, consent of the shareholders be and is hereby accorded to the Board to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Eligible Securities referred to above in accordance with the terms of issue/ offering in respect of such Eligible Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or other Eligible Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Equity Shares and/or other Eligible Securities on one or more Stock Exchanges in India or abroad, as necessary.

RESOLVED FURTHER THAT the Equity Shares that may be issued and allotted, including upon conversion of any other Eligible Securities in accordance with the terms of the offering, shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend, voting rights or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or other Eligible Securities or instruments representing the same, as described above, the Board be and is hereby authorized to (i) do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares and/or other Eligible Securities, the number of Equity Shares and/or Eligible Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Equity Shares and/or other Eligible Securities (ii) to vary, modify or alter any of the terms and conditions as it may deem expedient, (iii) entering into and executing agreements in relation to arrangements made for managing, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent (iv) to execute any amendments or supplements thereto, as may be necessary or appropriate (v) to finalize, approve and issue placement document(s), prospectus and/or offer document and/or circular(vi) filing of placement documents(s), prospectus and other documents (in preliminary or final form) with any Indian or foreign regulatory authority or stock exchanges (vii) to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto (viii) to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/or other Eligible Securities and (ix) take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Equity Shares and/or other Eligible Securities, from any statutory or regulatory authority or the stock exchanges in India or abroad, as necessary and that any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Equity Shares and/ or other Eligible Securities be and are hereby approved and ratified by the members.”

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”) permitted to hold the Annual General Meeting (“AGM”) for the calendar year 2020 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 41st AGM of the Company is being held through VC / OAVM. The deemed venue for the 41st AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 41st AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 41st AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 41st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing’s body resolution/authorization etc., authorizing their representative to attend the 41st AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to srirampcs@gmail.com and may also upload the same at <https://evoting.karvy.com>.
4. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the item no. 5 to 7 is annexed and forms a part of this Notice. The Board of Directors, at their meeting held on June 10, 2020 and June 15, 2020, has decided that the special business set out under item nos. 5 to 7, being considered unavoidable, be transacted at the 41st AGM of the Company.
5. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, August 13, 2020 to Wednesday, August 19, 2020 (both days inclusive) for the purpose of 41st AGM of the Company.
6. A brief detail of the director, who is being re-appointed, is annexed hereto as per the requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
7. The Board of Directors at its meeting held on October 24, 2019, had declared interim dividend of Rs.5/- per equity share of Rs.10/- each for the financial year 2019-20. The payment was made on November 19, 2019. In order to conserve cash resources to face the challenges and the contingencies created by Corona virus pandemic, the Board of Directors have not recommended the final dividend. As such, the interim dividend shall be the final dividend for the financial year 2019-20.
The Board of Directors recommend for consideration of the members the above referred interim dividend as final dividend for the financial year ended March 31, 2020.
8. 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 41st AGM.
9. The facility of joining the 41st AGM through VC/OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 41st AGM, i.e., from 03.00 p.m. to 03.45 p.m. and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
10. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 41st AGM of the Company.
11. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of 41st AGM and the annual report, including financial statements, boards’ report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 41st AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and

Annual Report for F.Y.2019-20 will also be available on the Company's website www.stfc.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ('KFin') at <https://evoting.karvy.com>.

12. Further, those Members who have not registered their email addresses may temporarily get themselves registered with Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited ("Integrated") by clicking the link: <https://www.integratedindia.in/emailupdatation.aspx> for receiving the Annual Report for F.Y.2019-20 also containing Notice of the AGM.
13. Members attending the 41st AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 12, 2020 being Cut-off Date.
15. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. August 12, 2020, may obtain the login Id and password by sending a request at evoting@kfintech.com or csdstd@integratedindia.in or secretarial@stfc.in.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 41st AGM.
17. Since the 41st AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Chennai, Tamil Nadu - 600 004:
 - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the Statutory Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of the 41st AGM.
19. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer to scrutinize the e-voting process (remote e-voting and Insta Poll at the 41st AGM) and at the 41st AGM in a fair and transparent manner and he has consented to act as scrutinizer.
20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at secretarial@stfc.in or Company's Registrars and Share Transfer Agents, Integrated Registry Management Services Private Limited ("Integrated") at csdstd@integratedindia.in for assistance in this regard.
21. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s)(DP) in case the shares are held by them in electronic form and with Integrated in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
22. 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 DPs in case the shares are held by them in electronic form and to Integrated in case the shares are held by them in physical form.
23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Integrated, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
24. Members are requested to note that, dividends if not encashed 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"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

25. Transfer of unclaimed dividend transferred to Investor Education and Protection Fund

- i. 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 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 is being sent to the concerned shareholders.

Year ending on March 31	Dividend to be transferred to IEPF		Year ending on March 31	Dividend to be transferred to IEPF	
	Final Dividend	Interim Dividend		Final Dividend	Interim Dividend
2013	10/08/2020	-	2017	04/08/2024	30/11/2023
2014	14/08/2021	04/12/2020	2018	31/08/2025	07/12/2024
2015	05/09/2022	25/11/2021	2019	02/08/2026	30/11/2025
2016	01/09/2023	04/12/2022	2020	-	29/11/2026

- ii) **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 on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF Authority as per Section 124 of the Act, and the applicable rules. Accordingly, during the financial year 2019-2020 the Company had transferred 56,128 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 Transferred to IEPF Authority	IEPF 4 Form Filing date
2011-2012	Final Dividend	24,715	01/10/2019
2012-2013	Interim Dividend	31,413	27/03/2020

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. During the financial year ended March 31, 2020, the Company had received requests from investors for claiming dividends, fixed deposits and equity shares from IEPF Authority. Information on the procedures 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.

Voting through electronic means

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Members are provided the facility to cast their vote electronically, through the

remote e-voting services provided by M/s KFin Technologies Private Limited (‘KFin’), on all the resolutions set forth in this Notice. A person, whose name is recorded in the Register of Members (in case of physical shareholding) or in the register of beneficial owners maintained by the depositories (in case of dematerialized shares) as on the cut-off date i.e. Wednesday, August 12, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the 41st AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

The remote e-voting period commences on **Sunday, August 16, 2020 (9.00 a.m. IST)** and ends on **Tuesday, August 18, 2020 (5:00 p.m. IST)**. The e-voting module shall be disabled by Kfin for voting thereafter. Those shareholders, who will be present in the 41st AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 41st AGM.

I. Procedure and Instructions for remote e-voting are as under:

- (i) Initial password is provided in the body of the email.
- (ii) Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- (iii) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, use your existing User ID and password for casting your votes.
- (iv) After entering the details appropriately, click on LOGIN.
- (v) You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the EVENT i.e. Shriram Transport Finance Company Limited
- (viii) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (x) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (xi) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at srirampcs@gmail.com and may also upload the

same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'STFCL_EVENT No.'

- (xii) In case of any queries/grievances, related to e-voting, the Member may contact the following person or may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> :

Name : Mr. D S Nagaraja

Designation : Deputy Manager,

KFin Technologies Private Limited

Unit: Shriram Transport Finance Company Limited

Selenium Tower B, Plot 31-32

Gachibowli Financial District,

Nanakramguda,

Hyderabad – 500 032

Email ID: evoting@kfintech.com

Tel: 040 6716 1582/ Toll free No. 1-800-3454-001

Alternatively, Members may also write to Company Secretary at secretarial@stfc.in.

In case of any other queries/grievances, the Member may send an email at csdstd@integratedindia.in to Integrated Registry Management Services Private Limited, Registrar and Share Transfer Agents of the Company.

II. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@stfc.in / csdstd@integratedindia.in
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@stfc.in/csdstd@integratedindia.in

III. Instructions for attending/joining the 41st AGM through VC/OAVM are as under:

1. Members will be able to attend the 41st AGM through VC/OAVM facility provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab 'Video Conference' and using their remote e-voting login credentials. The link for 41st AGM will be available in members login where the EVENT and the name of the Company can be selected.

2. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading 'I' above.
 3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
 4. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 5. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- 6. AGM Questions prior to 41st AGM:** Members who would like to express their views/ask questions during the 41st AGM may log into <https://emeetings.kfintech.com/> and click on "Post your Questions". Thereafter, the Members may post their queries/views in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. "Post your Questions" shall commence on Sunday, August 09, 2020 (9:00 a.m. IST) and close on Wednesday, August 12, 2020 (5:00 p.m. IST). Please note that only questions of the members holding the shares as on cut-off date will be considered.
- 7. Speaker Registration during 41st AGM session:** Members who would like to express their views/ask questions during the 41st AGM may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on Sunday, August 09, 2020 (9:00 a.m. IST) and close on Wednesday, August 12, 2020 (5:00 p.m. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the 41st AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 41st AGM.
8. A video guide assisting the members attending 41st AGM either as a speaker or participant is available for quick reference at:
<https://emeetings.kfintech.com/video/howitworks.aspx>
 9. Members who need technical assistance before or during the 41st AGM can contact KFin at emeetings@kfintech.com or helpline – 1800 345 4001.
- IV. Instructions for e-voting at the 41st AGM are as under:-**
1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the 41st AGM proceedings. Members shall click on the same to take them to the "instapoll" page.
 2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
 3. Only those Members, who will be present in the 41st AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the 41st AGM.
- V. Scrutinizer's Report and declaration of results:**
- i. The Scrutinizer shall, immediately after the conclusion of voting at the 41st AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizers' report of the total votes cast in favour or against, not later than 48(forty eight) hours of the conclusion of the 41st AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - ii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.stfc.in and on the website of Karvy at <https://evoting.karvy.com/> immediately after the declaration of results by the Chairman and communicate to the National Stock Exchange of India Limited and BSE Limited. The resolutions shall be deemed to be passed at the 41st AGM of the Company.

By Order of the Board
For Shriram Transport Finance Company Ltd.

Vivek Achwal
Company Secretary
Membership No. : ACS 8061

Mumbai
June 15, 2020

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

Section 180(1)(a) of the Companies Act, 2013 ('the Act'), provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Explanation of "undertaking" for the purpose of Section 180(1)(a) of the Act, shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

The Company is required to raise funds by way of securitization of receivables by way of sale /assignment. The outstanding Securitization assets portfolio of the Company as on March 31, 2020 was Rs. 21,612.72 crores and outstanding direct assigned portfolio stood at Rs. 1,247.53 crores. The members of the Company by way of special resolution passed on July 09, 2014 through postal ballot/e-voting had authorised the Board of Directors to securitize receivables by way of sale / assignment from time to time provided that outstanding amounts of such securitization at any point of time shall not exceed Rs. 30,000 crores.

During the current financial year 2020-21 the Company will continuously review its borrowing options for optimization of borrowing costs, maintaining good liquidity for its business growth and timely servicing of liabilities. Therefore, depending upon the market conditions, the Company may require higher limits for securitization than the existing limit of Rs. 30,000 crore. The limit of Rs. 40,000 as proposed in the Special Resolution at item no. 5 of the Notice will give adequate flexibility to the Company to change its borrowing profile depending upon market conditions. With securitization, the Company ensures better borrowing profile, leading to lower interest liability owing to its lending to priority sector as per Reserve Bank of India. The securitization of receivables may result into disposal of undertaking as defined in the Explanation to Section 180(1)(a) of the Act. The resolution proposed at item no.5 is to seek the permission of the members for enhancement of limits for selling, assigning, securitizing Receivables under Section 180(1) (a) of the Act by the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors.

The Board of Directors commend passing of the said resolution. None of the directors, key managerial personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 6

The Company is one of the leading asset financing non-banking financial companies (NBFC), primarily engaged in the business of financing of the pre-owned commercial vehicles in the goods and passenger transportation sector of the country. Being NBFC, the Company borrows funds from the lenders by availing various fund-based and non-fund based credit facilities including terms loans, demand loans, working capital loans, letter(s) of credit, bill discounting, corporate guarantee (Loan(s)) in the ordinary course of its business from bank(s) and financial institution(s) (Lender(s)) for onward lending, from time to time. In this connection, the Company has executed/will be required to execute loan agreement(s), deed(s) of hypothecation, mortgage deed(s), undertaking(s), indemnity(ies), declaration(s), affidavit(s), document(s) and papers ('Financing Documents') to provide security to the Lenders for due repayment and serving of the Loan(s) from time to time. The Company is also required to agree and accept modification(s) in the Financing Documents from time to time as may be required by the lender(s). As on March 31, 2020, the outstanding amount of the Loans availed by the Company from the Lenders was Rs. 21,022.56 crores. This amount may increase or decrease in the course of business of the Company within the limit(s) approved by the Members pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 ('the Act').

One of the standard clauses of the Financing Documents executed/to be executed by the Company in favour of the Lender(s) provide that in case of the occurrence of an Event of Default which is not corrected/cured by the Company within the period stipulated in the Financing Document(s) or in case of restructuring of debt, the Lender(s) shall have the right to convert the outstanding amounts of the Loan(s) together with all interest, default interest, additional interest, costs, fees, charges and other monies in relation to the Loan(s), to equity or other capital of the Company. The price of the shares for conversion of the Loan(s) will be determined in accordance with the applicable regulations of Securities and Exchange Board of India or the directions of Reserve Bank of India, in accordance with the applicable regulatory guidelines.

Pursuant to the proviso to Section 62(3) of the Act approval of the company by way passing Special Resolution is necessary to convert the loan into shares in the Company.

The Company has a good track record of timely repayment of Loan(s) and interest due thereon. In the opinion of the Board, there are no events or circumstances causing or likely to cause occurrence of the Event of Default resulting into conversion of Loan(s) into equity or other capital of the Company in the near future.

This enabling special resolution is proposed to be passed as per the requirement of the Financing Documents executed and/or to be executed by the Company in favour of the Lender(s). Hence, approval of the members of the Company by way of passing Special Resolution is sought as per requirement of the provision of Section 62(3) or any other applicable provisions of the Act.

The Board commends passing of the special resolution as per item 6 of the Notice.

None of the directors, key managerial personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 7

The Board of Directors in its meeting held on June 15, 2020 approved fund raising up to Rs.4,000 crores consisting of Rights Issue of Equity Shares up to Rs. 1,500 crores to be offered to the existing Eligible Equity Shareholders on the Record Date to be announced in due course. The Board of Directors had further approved an issuance of Equity Shares and/or other Eligible Securities aggregating to Rs. 2,500 crores through various permissible modes including qualified institution placement (QIP), public issue, private placement, etc.

The Board considers that strengthening the Company's capital base and balance sheet is important and the proposal of fund raising up to Rs. 2,500 crores will help the Company to augment the long term resources for meeting funding requirements of its business activities, financing the future growth opportunities, general corporate purposes and other purposes including effectively facing challenges of the uncertainties and disruptions caused by COVID-19 pandemic.

The type of securities could be Equity shares and/or fully convertible debentures/partly convertible debentures, secured and/or unsecured Foreign Currency Convertible Bonds (FCCBs), non-convertible debentures with warrants convertible into Equity Shares, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares or any combination thereof ('other Eligible Securities') depending upon the prevailing market conditions. One or more Qualified Institutions Placement(s), public issue(s), private placement(s) could be used to issue such Equity shares or other Eligible Securities in one or more tranches and/or one or more issuances for an aggregate amount up to and not exceeding Rs. 2500 crores.

It is proposed to seek approval of the shareholders through the enabling resolution for raising of funds for an amount up to Rs. 2,500 crores or its equivalent in any other currency(ies)

The issue of Equity Shares and /or other Eligible Securities shall be made having due regard to the prevailing market conditions and any other relevant factors. The detailed terms and conditions for the issue(s)/offering(s) including price and timing of the Issue will be determined by the Board (which shall mean and include the Securities Issuance Committee) in its sole discretion in consultation with the advisors, book running lead managers and such other authority or authorities as may be necessary.

The allotment of the Equity Shares and/or other Eligible Securities shall be completed within a period of 365 days from passing of this resolution or such other time as may be allowed under SEBI-ICDR Regulations.

The resolutions proposed are enabling approvals and the exact combination of instrument(s), exact price, proportion and timing of the issue of the Equity Shares and/or other Eligible Securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of Rs. 2,500 crores or its equivalent in other currency(ies).

The proposals therefore seek to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are incidental and ancillary. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Equity Shares and/or other Eligible Securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

In the event of the issue of the Equity Shares and/or other Eligible Securities as aforesaid by way of a QIP, the Special

Resolution also seeks to empower the Board to undertake a QIP as defined by ICDR Regulations, where pricing will be determined in terms of the SEBI ICDR Regulations.

The 'relevant date' shall be determined in accordance with Regulation 171 of the SEBI ICDR Regulations, that is, for Equity Shares, it shall be the date of the meeting of the Board where the decision for opening of the QIP issue for subscription is taken. For other Eligible Securities, the 'relevant date' shall be the date of the meeting of the Board decides to open the issue of such eligible other Eligible Securities or the date on which the holders of such other Eligible Securities become entitled to apply for the Equity Shares.

Further, Section 62(1)(a) of the Companies Act, 2013 (the "Companies Act") provides, inter alia, that when it is proposed to increase the subscribed capital of the company by issue of further shares, such further shares shall be offered to existing Members of such company in the manner laid down therein unless the Members by way of a Special Resolution decide otherwise. Since the Special Resolution proposed at item No. 7 of the Notice may result in the issue of Equity shares of the Company to persons other than existing Members of the Company, approval of Members is being sought pursuant to provisions of Section 62(1)(c) and other applicable provisions of the Companies Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of SEBI-LODR Regulations. The approval of the Members is being sought pursuant to the provisions of Section 23, 42, 71 and other applicable provisions of the Companies Act and Rules notified under the Act, applicable regulations of SEBI including the SEBI ICDR Regulations, to the extent applicable.

The Board will take all steps to implement the proposal including but not limited to appointment of merchant bankers, book running lead managers, lead managers, legal advisors, depository, custodians, registrar, escrow agents and other intermediaries to advise and assist the Company regarding the issue of Equity Shares and/or other Eligible Securities, meeting and negotiating with the potential investors.

The Equity Shares to be allotted would be listed on one or more stock exchanges. The offer/ issue/ allotment of the Equity Shares and/or other Eligible Securities would be subject to the availability of the regulatory approvals, if any.

In connection with the proposed issue of the Equity Shares and/ or the other Eligible Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Equity Share and/ or other Eligible Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post offer holding that may be held by them and post offer holding pattern of Equity Shares and /or other Eligible Securities of the Company and other details are not available at this point

of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares and/or other Eligible Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The conversion of other Eligible Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

The Board commends passing of the Special Resolution as per item 7 of the Notice.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution, except to the extent of Equity Shares and / or other Eligible Securities issued/allotted to the entities in which they are directors or members.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

This announcement is not an offer of securities for sale in the United States. Any securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended ('the Securities Act') or any United States state securities laws, and may not be offered or sold in the United States except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable United States state securities laws. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

By Order of the Board

For Shriram Transport Finance Company Ltd.

**Mumbai
June 15, 2020**

**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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and SS2 - Secretarial Standard on General Meetings with respect to Director's re-appointment:

Name of Director	Mr. Puneet Bhatia (Non-Executive/ Non Independent Director)
Date of Birth and Age	16/12/1966 and 53 years
DIN	00143973
Date of appointment / first appointment on the Board	October 26, 2006
Nationality	Indian
Expertise in specific functional areas	Wide experience in the field of finance and worked with one of the first private equity firm to invest in Asia as Managing Director and Country Head
Qualifications	Bachelor's degree in Commerce and MBA from IIM – Calcutta.
Directorship held in other companies	1.Havells India Limited. 2.Sai Life Sciences Limited. 3.R R Kabel Limited. 4.Ram Ratna Electricals Limited. 5.Jana Small Finance Bank Limited. 6.Shriram Capital Limited. 7.Jana Capital Limited. 8.TPG Capital India Private Limited. 9.Flare Estate Private Limited. 10.Campus Activewear Private Limited. 11.Manipal Health Enterprises Private Limited.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	Shriram Capital Limited Member – Audit Committee
Shareholdings in the Company	NIL
Disclosure of relationships between directors/Key Managerial Personnel inter-se.	There is no inter-se relationship between Mr. Puneet Bhatia and the directors on the Board of Directors of the Company and Key Managerial Personnel.
Remuneration to be paid and received from the Company in the F.Y. 2019-20	Nil being a Non-Executive Non- Independent Director.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	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. 2019-20	3 Meetings attended out of 6 Board Meetings held.

BRIEF PROFILE OF MR. PUNEET BHATIA

Puneet Bhatia is the Co-Managing Partner for TPG Capital Asia and the head of TPG Capital India. He has created and led over a dozen transactions and invested close to \$2bn for TPG Capital in India including Matrix Laboratories, Vishal Retail, invested over \$500m in the Shriram group in four of the group companies, in Manipal Hospitals, Union Bank of Colombo PLC and Jana Capital Ltd and recently in the largest private equity transaction in India in UPL, Sai Pharma and RR Kabel. He currently serves on the Board of Directors of these companies.

Prior to joining TPG in April 2002, Mr. Bhatia was Chief Executive, Private Equity Group for GE Capital India ("GE Capital"), where he was responsible for conceptualizing and creating its direct and strategic private equity investment group. As Chief Executive, he created and handled a portfolio of almost a dozen companies such as TCS, Patni Computers, BirlaSoft, Sierra Atlantic, iGate, Indus Software and Rediff. He was also responsible for consummating some of GE Capital's joint ventures in India. Prior to this, Mr. Bhatia was with ICICI Ltd from 1990 to 1995 in the Project and Corporate Finance group and worked as Senior Analyst with Crosby Securities from 1995 to 1996. Mr. Bhatia was born, grew up in and is based in India. He has a B.Com Honors degree from the Sriram College of Commerce, Delhi and an MBA from the Indian Institute of Management, Calcutta. The Nomination and Remuneration Committee in its meeting held on April 29, 2020 as well as the Board of Directors in its meeting held on June 10, 2020 recommend re-appointment of Mr. Puneet Bhatia a non-executive non-independent director, liable to retire by rotation. Except Mr. Puneet Bhatia, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution as set out in item no. 3 of the Notice.