

**SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

CIN: L65191TN1979PLC007874

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## NOTICE

NOTICE is hereby given that the Forty-Second Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Thursday, June 24, 2021 at 2.00 p.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited financial statements including Balance Sheet of the Company as at March 31, 2021, 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.”

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited consolidated financial statements including Balance Sheet of the Company as at March 31, 2021, 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.”

- To declare a Final Dividend of Rs. 6/- per Equity Share of Rs. 10/- each and to confirm the payment of two interim dividends aggregating to Rs. 12/- per Equity Share of Rs. 10/- each, first interim dividend of Rs. 6/- per Equity Share of Rs.10/- each and second interim dividend of Rs. 6/- per Equity share of Rs. 10/- each declared by the Board of Directors in their meetings held on October 29, 2020 and on March 25, 2021 respectively, for the financial year ended March 31, 2021 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. 6/- per equity share of face value of Rs. 10/- each on 253061513 equity shares of face value of Rs. 10/- each fully paid-up absorbing Rs. 151,83,69,078/-, subject to deduction of tax at source, as applicable for the financial year ended March 31, 2021 to those Members whose names will appear on the Register of Members or who will be the beneficial owners of equity shares of the Company on June 17, 2021.

**RESOLVED FURTHER THAT** the First Interim Dividend of Rs. 6/- per equity share of face value of Rs. 10/- each on 253061513 equity shares of face value of Rs. 10/- each fully paid-up absorbing Rs.151,83,69,078/- for the financial year ended March 31, 2021, paid to the eligible Members on November 26, 2020, subject to deduction of tax at source, as applicable be and is hereby noted and confirmed.”

**RESOLVED FURTHER THAT** the Second Interim Dividend of Rs. 6/- per equity share of face value of Rs. 10/- each on 253061513 equity shares of face value of Rs.10/- each fully paid-up absorbing Rs. 151,83,69,078/- for the financial year ended March 31, 2021, paid to the eligible Members on April 16, 2021, subject to deduction of tax at source, as applicable be and is hereby noted and confirmed.”

- To appoint a director in place of Mr. D. V. Ravi (DIN 00171603), who retires by rotation at this meeting, and being eligible offers himself for re-appointment as a Director of the Company 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.”

- To fix remuneration of M/s Haribhakti & Co. LLP, Chartered Accountants Firm (Firm Registration No.103523W/W100048), Joint Statutory Auditors of the Company and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of

the Companies Act, 2013 (“the Act”), the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Circular RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (‘Circular’/‘Guidelines’) issued by Reserve Bank of India (RBI), M/s Haribhakti & Co. LLP, Chartered Accountants Firm (Firm Registration No.103523W/W100048) (hereinafter referred to as ‘the Joint Statutory Auditors’) be paid remuneration of Rs. 62,00,000/- (exclusive of certification fees, good and services tax and reimbursement of out of pocket expenses) for holding the office for the entire financial year ending March 31, 2022 and in the event the Joint Statutory Auditors hold the office for a part of the Financial Year ending March 31, 2022, they be paid remuneration depending upon scope of their work on pro-rata basis as may be fixed by the Board Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to the above resolution.”

**6. To fix remuneration of M/s Pijush Gupta & Co. Chartered Accountants (Firm Registration No. 309015E), Joint Statutory Auditors of the Company and in this regard, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Circular RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27,2021 (‘Circular’/‘Guidelines’) issued by Reserve Bank of India (RBI), M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (Firm Registration No. 309015E) (hereinafter referred to as ‘the Joint Statutory Auditors’) be paid remuneration of Rs. 37,00,000/- (exclusive of certification fees, good and services tax and reimbursement of out of pocket expenses) for holding the office for the entire financial year ending March 31, 2022 and in the event the Joint Statutory Auditors hold the office for a part of the Financial Year ending March 31, 2022, they shall be paid remuneration depending upon scope of their work on pro-rata basis as may be fixed by the Board Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things and to take decisions as it may deem fit in its absolute discretion to give effect to the above resolution.”

**SPECIAL BUSINESS**

**7. To renew authorization for raising capital through issuance of Equity Shares and/or other Eligible Securities with an enhanced limit up to Rs. 4,000/- crores 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. 4,000/- crore (Rupees Four Thousand 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.”

**8. Payment of commission to the Independent Directors of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the

Companies Act, 2013 (hereinafter referred to as the “Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded, for payment of commission to Independent Directors of the Company as may be decided by the Board of directors of the Company for each financial year for a period of three financial years commencing from April 01, 2022 of a sum not exceeding Rs.75 lakhs in aggregate or 1% of the net profits of the Company in any financial year in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act , whichever is lower.”

**9. Elevation and re-designation of Mr. Umesh Revankar (DIN 00141189) as Vice Chairman and Managing Director and in this regard, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** in partial modification of the ordinary resolution passed by the Members of the Company at the 40th Annual General Meeting held on June 27, 2019, for appointment of Mr. Umesh Revankar (DIN 00141189) as Managing Director, designated as Managing Director & CEO ,of the Company for the tenure of five years from October 26, 2019 up to October 25, 2024, consent of the Members be and is hereby accorded for elevation and re-designation of Mr. Umesh Revankar as Vice Chairman and Managing Director of the Company with effect from 1st April, 2021, for the remainder of his tenure i.e. from April 01, 2021 to October 25, 2024.”

**Notes:**

1. In view of the COVID-19 pandemic, the regulatory authorities viz.the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) have permitted conducting the Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”) upto 31st December, 2021. In this regard, the regulatory authorities have issued various Circulars prescribing the procedure and manner of conducting the Annual General Meeting through VC/OAVM Vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021. SEBI has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (“SEBI Circulars”). In this regard, MCA has issued Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No.20/2020 dated 5th May, 2020 and Circular No.02/2021 dated 13th January, 2021 (“MCA Circulars”). In compliance with MCA Circulars and SEBI Circulars, the 42nd Annual General Meeting (“42nd AGM” or “Meeting”) of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the registered office of the Company.
2. A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this 42nd AGM is being held through VC / OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this 42nd 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 body Resolution/Authorization etc., authorizing its representative to attend the 42nd 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](mailto:srirampcs@gmail.com) and may also upload the same at <https://evoting.kfintech.com>.
4. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out under item nos. 7 to 9 is annexed and forms a part of this Notice.
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 Friday, June 18, 2021 to Thursday, June 24, 2021 (both days inclusive) for the purpose of 42nd AGM of the Company.
6. The payment of final equity dividend, if approved by the Members at the 42nd Annual General Meeting subject to deduction of tax at source will be made on or after Wednesday, July 07, 2021 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 17, 2021 and
  - b) To all those Members holding shares in physical form after giving effect to all valid share transmission and transposition requests lodged with the Company before the closing hours on Thursday, June 17, 2021.
7. 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, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSP').
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 42nd AGM.
  9. The facility of joining the 42nd AGM through VC/OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 42nd AGM, i.e. from 01.30 p.m. to 02.15 p.m. and will be available for 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, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
  10. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 42nd 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 42nd AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 42nd AGM along with the Annual Report 2020-21 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.2020-21 will also be available on the Company's website [www.stfc.in](http://www.stfc.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited ('KFin') at <https://evoting.kfintech.com>.
  12. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for F.Y.2020-21 and Notice of 42nd AGM, may temporarily get themselves registered with Company's Registrar and Transfer Agent, Integrated Registry Management Services Private Limited ("Integrated") by clicking the link: <https://bit.ly/3i4agag> for receiving the same.
  13. Members attending the 42nd 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 June 17, 2021 being Cut-off Date.
  15.
    - a) For non-individual members, who acquires shares of the Company and becomes a Member after despatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. June 17, 2021, may obtain the login Id and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).
    - b) For Individual members who acquires shares of the Company and becomes a Member after despatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. June 17, 2021 on NSDL & CDSL should login through the sites of NSDL and CDSL to cast the votes during remote e-voting period.
    - c) However, for VC/OAVM meeting all the members should login at <https://emeetings.kfintech.com> to participate in the meeting and also to cast vote in case they have not voted during remote e-voting period.

For details on login method of e-voting please refer the instructions below under the head "**Voting through electronic means**"
  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 42nd AGM.
  17. Since the 42nd AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  18. On August 19, 2020, the Registered office of the Company was shifted from the premises at Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004 to the new premises at Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032 within the local limits of City.
  19. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Chennai, Tamil Nadu - 600 032:
    - 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 42nd AGM.

20. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer to scrutinize the remote e-voting process and at the 42nd AGM in a fair and transparent manner and he has consented to act as scrutinizer.
21. 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. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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 or Integrated for assistance in this regard.
22. 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.
23. As per the Income-tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 1, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from the dividend to be paid to members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company in accordance with the applicable provisions of the Act. 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, etc., to their Depository Participants 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. A separate email will be sent at the registered email id of the members describing about the detailed process to submit the documents/declarations alongwith the formats in respect of deduction of tax at source of the final equity dividend payout. The intimation will also be uploaded on the website of the Company [www.stfc.in](http://www.stfc.in).  
A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source in the link : <https://bit.ly/3fWgshS> on or before June 17, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) under the link : <https://bit.ly/3fWgshS>. The aforesaid declarations and documents need to be submitted by the shareholders on or before June 17, 2021. For further details, please refer to FAQs on Taxation of Dividend <https://bit.ly/3whsNDJ>
24. Loss of Shares: In case of loss/misplacement of share certificates, Members should immediately lodge a complaint/FIR with the police and inform the Company's Registrar and Transfer Agent, Integrated for the procedure of obtaining the duplicate share certificates.
25. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent, Integrated. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
26. Non-Resident shareholders: Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their DPs in respect of shares held in Dematerialized form:
  - Indian address for sending all communications, if not provided so far;
  - Change in their residential status on return to India for permanent settlement;

- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
  - RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts
27. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.
28. 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](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.

**29. 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
2014	14/08/2021	-	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
2017	04/08/2024	30/11/2023	2021	-	1. 04/12/2027
					2. 30/04/2028

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 2020-2021 the Company had transferred 52,211 Equity shares of Rs. 10/- each in respect of which the following dividend was not claimed/ remained 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
2012-2013	Final Dividend	22,447	07/09/2020
2013-2014	Interim Dividend	29,764	01/01/2021

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, 2021, 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.



**Voting through electronic means**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services. The e-voting facility on the date of AGM will be provided to the members by M/s KFin Technologies Private Limited ('KFin'), for voting on all the resolutions set out in this Notice.

The remote e-voting period commences on Monday, June 21, 2021 (9.00 a.m. IST) and ends on Wednesday,

June 23, 2021 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on Thursday, June 17, 2021 i.e. Cut-off Date, may cast their vote electronically. Person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. The e-voting module shall be disabled by Kfin for voting thereafter. Those members, who will be present in the 42nd 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 42nd AGM.

The details of the process and manner for remote e-voting for individuals, non- individuals and members holding in physical form are explained herein below:

**LOGIN METHOD FOR E-VOTING :****I) Applicable only for Individual shareholders holding securities in Demat**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

NSDL	CDSL
<b>1. User already registered for IDeAS facility:</b>	<b>1. Existing user who have opted for Easi / Easiest</b>
I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
II. Click on the "Beneficial Owner" icon under 'IDeAS' section.	II. Click on New System Myeasi
III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"	III. Login with user id and password.
IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	IV. Option will be made available to reach e-Voting page without any further authentication.
<b>2. User not registered for IDeAS e-Services</b>	V. Click on e-Voting service provider name to cast your vote.
I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	<b>2. User not registered for Easi/Easiest</b>
II. Select "Register Online for IDeAS"	I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
III. Proceed with completing the required fields.	II. Proceed with completing the required fields.
<b>3. User not registered for IDeAS e-Services</b>	<b>3. By visiting the e-Voting website of CDSL</b>
I. <b>To register click on link :</b> <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
ii. Proceed with completing the required fields.	II. Provide demat Account Number and PAN No.
<b>4. By visiting the e-Voting website of NSDL</b>	III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.
II. Click on the icon "Login" which is available under 'Shareholder/Member' section.	
III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.	
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	
V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	

### Individual Members (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

#### IMPORTANT NOTE:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### II) Applicable for non-Individual members and members holding shares in physical form

Login method for non-individual members and members holding shares in physical form are given below :

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

- (i) Initial password is provided in the body of the email.
- (ii) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- (iii) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, use your existing User ID and password for casting your votes.
- (iv) After entering the details appropriately, click on LOGIN.
- (v) You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the EVENT i.e. Shriram Transport Finance Company Limited.
- (viii) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- (x) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (xi) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [srirampcs@gmail.com](mailto:srirampcs@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'STFCL\_EVENT No.'
- (xii) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 18003094001(toll free). You may also contact Mr. Vivek Achwal, Company Secretary to address the grievances connected with remote e-voting at Corporate Office, Tel. No. +91-022-40959508, Email-id- [secretarial@stfc.in](mailto:secretarial@stfc.in).

### III) Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com)/[csdstd@integratedindia.in](mailto: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](mailto:secretarial@stfc.in)/[csdstd@integratedindia.in](mailto:csdstd@integratedindia.in)

**IV) Instructions for attending/joining the 42nd AGM through VC/OAVM are as under:**

1. Members will be able to attend the 42nd 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 42nd 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 42<sup>nd</sup> AGM:** Members who would like to express their views/ask questions during the 42nd 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 Saturday, June 19, 2021 (9:00 a.m. IST) and close on Tuesday, June 22, 2021 (5:00 p.m. IST). Please note that only questions of the members holding the shares as on cut-off date will be considered.
7. **Speaker Registration during 42nd AGM session:** Members who would to express their views/ask questions during the 42nd 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 Saturday, June 19, 2021 (9:00 a.m.

IST) and close on Tuesday, June 22, 2021 (5:00 p.m. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the 42nd AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 42nd AGM.

8. A video guide assisting the members attending 42nd 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 42nd AGM can contact KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) or helpline – 1800 309 4001.

**V) Instructions for e-voting at the 42nd 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 42nd 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 42nd AGM through VC/OAVM facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the 42nd AGM.

**VI) Scrutinizer's Report and declaration of results:**

- i. The Scrutinizer shall, immediately after the conclusion of voting at the 42nd 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 42nd 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](http://www.stfc.in) and on the website of Kfin at <https://evoting.kfintech.com> immediately after the declaration of results by the Chairman and communicate to the National Stock Exchange of India Limited and BSE Limited. The resolutions shall be deemed to be passed at the 42nd AGM of the Company.

By Order of the Board

**For Shriram Transport Finance Company Ltd.**

**Vivek Achwal**

**Company Secretary**

**Membership No. : ACS 8061**

**Mumbai**

**April 29, 2021**

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, Plot No.14A, South Phase,

Industrial Estate, Guindy, Chennai 600 032

Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666.

Website: [www.stfc.in](http://www.stfc.in) Email id: [secretarial@stfc.in](mailto:secretarial@stfc.in).

## ANNEXURE TO NOTICE

### Explanatory Statement

#### ITEM NOS. 5 & 6

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) and M/s Pijush Gupta & Co. Chartered Accountants, Gurugram (Firm Registration No. 309015E) have been appointed as Joint Statutory Auditors of the Company at the 38th Annual General Meeting held on June 29, 2017 to hold office from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company.

The Company seeks approval of Members every year at the Annual General Meeting for payment of remuneration (exclusive of certification fees, good and services tax and reimbursement of out of pocket expenses) to the Joint Statutory Auditors for the financial year based on recommendation of the Audit Committee and approval of the Board of Directors pursuant to Section 142 of the Act.

Reserve Bank of India (RBI) issued guidelines on appointment of statutory auditor (s) by Non-Banking Financial Company (NBFC) vide Circular RBI/2021-22/25 Ref. No. DoS.CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("Circular"/"Guidelines"). RBI has given flexibility to Non-Banking Financial Companies (NBFCs) to adopt these Guidelines from H2 (second half) of the Financial Year 2021-22 in order to ensure that there is no disruption. Accordingly, the NBFCs shall appoint Statutory Auditors for a continuous period of three years from Financial Year 2021-22.

The current Joint Statutory Auditors of the Company have conducted audit of the accounts of the Company for four consecutive financial years ending March 31, 2021.

In order to give time to NBFCs for smooth transition, Finance Industry Development Council (FIDC), a representative body of asset and loan financing NBFCs, has made request to RBI that the Circular shall be made applicable to NBFCs from April 1, 2022 i.e. from Financial Year 2022-23.

In the event RBI accedes to the request of FIDC, it is proposed that the current Joint Statutory Auditors of the Company will continue to hold their office till end of such period as may be permitted by the law. In that event, it is proposed that they shall be paid the remuneration for conducting audit of Company's accounts for the full financial year ending March 31, 2022. Otherwise, it is proposed that the Joint Auditors shall be paid remuneration as may be fixed by the Board of Directors of the Company depending upon scope of their

work on pro-rata basis for holding the office of Joint Statutory Auditors for part of the Financial year 2021-22 as mentioned in the resolution at Item Nos.5 and 6 of this Notice

The Audit Committee and the Board of Directors commends passing of the resolution as set out in Nos.5 & 6 of the Notice. None of the Directors or Key Managerial Personnel nor their relatives are concerned or interested financially or otherwise in the proposed resolution.

#### ITEM NO. 7

The Board of Directors in its meeting held on June 15, 2020 approved fund raising through 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. In this regard, the Members of the Company in the last 41st Annual General Meeting held on August 19, 2020 had passed a Special Resolution accorded their approval to the issuance of the Equity shares and/or Eligible Securities. The said approval is valid for a period of 365 days from the date of passing of the said Special Resolution.

The Board of Directors in its meeting held on April 29, 2021 approved renewal of authorization for raising capital through issuance of Equity Shares and/or other Eligible Securities with an enhanced limit up to Rs. 4,000/- crores through various permissible modes including qualified institution placement (QIP), preferential issue and private placement.

The Board considers that strengthening the Company's capital base and balance sheet is important and the proposal of fund raising up to Rs. 4,000/- 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. 4,000/- crores.

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. 4,000/- 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 (which term also includes any committee constituted by 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 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.***

#### ITEM NO. 8

At the Thirty Eighth Annual General Meeting held on June 29, 2017, the Members of the Company approved payment of commission to Non-Executive Independent Directors up to

1% of the net profits of the Company for each financial year, for a period of five years commencing from April 01, 2017 and ending with March 31, 2022. Accordingly, the Board of Directors approved payment of following commission to Independent Directors:

Financial Year	Commission paid/ to be paid* to the Independent Director who held office for full financial year	Total Amount of Commission
2017-18	Rs. 7,50,000/-	Rs. 37,50,000/-
2018-19	Rs. 7,50,000/-	Rs. 37,50,000/-
2019-20	Rs. 7,50,000/-	Rs. 30,00,000/-
2020-21	Rs. 10,00,000/-	Rs. 40,00,000/-

\* Commission for FY 2020-21 will be paid after 42nd AGM of the Company

As per Remuneration policy of the Company the Independent Directors who were appointed during any financial year were paid commission on pro-rata basis.

The Company paid following Sitting fees to Independent Directors for every meeting of the Board/Committee attended by the Independent Directors:

Financial Year	Total Amount of Sitting fee
2017-18	Rs. 19,85,000/-
2018-19	Rs. 21,50,000/-
2019-20	Rs. 23,10,000/-
2020-21	Rs. 38,95,000/-

The Sitting fee was paid to independent directors for attending Board/committee meetings during the period from October 29, 2015 up to January 27, 2021

1. Board Meeting – Rs. 50,000/-
2. Committee Meeting - Rs. 25,000/-
3. Independent Directors' Meeting - Rs. 15,000/-

The Board of Directors in its meeting held on January 28, 2021 approved increase in the Sitting fees of Independent Director from January 28, 2021 as under:

1. Board Meeting – Rs. 1,00,000/-
2. Audit Committee Meeting - Rs. 50,000/-
3. Other Committee Meeting – Rs. 35,000 /-
4. Independent Directors' Meeting - Rs. 35,000/-

The Company is being immensely benefited from the expertise, advice and inputs provided by the Independent Directors during the meetings. The Independent directors devote their valuable time meetings Joint Statutory Auditors and Rating Agencies. The Independent Directors deliberate with senior management personnel on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advices, suggestion and guidance to the management of the Company from time to time. Taking into account of their roles and

responsibilities, the Board of Directors of the Company at its meeting held on April 29, 2021 have recommended for the approval of the Members payment of commission to Independent directors for a further period of three financial years with effect from April 01, 2022 up to March 31, 2025 as set out in the resolution, subject to the limit as set out in the Resolution at item No. 8 of this Notice. The commission is proposed to be paid in addition to sitting fees paid to independent directors for attending the Board / Committee meetings. It is hereby clarified that the limit for payment of commission as set out in the Ordinary Resolution at Item No.8 of this Notice does not include the amount of Sitting Fee to be paid to Independent Directors. The amount of commission is determined by the Board of Director every Financial year as per Remuneration policy of the Company. The Remuneration Policy forms part of this 42nd Annual Report for the Financial Year 2020-21.

The Board of Directors consider that the commission proposed to be paid to Independent Directors is reasonable and commensurate with the experience, expertise, skills and time devoted by Independent Directors for the business affairs of the Company. The Board of Directors recommend passing of this resolution as set out in item No. 8 of this Notice.

Mr. S. Lakshminarayanan, Mr. S. Sridhar, Mrs. Kishori Udeshi and Mr. Pradeep Kumar Panja being Independent Directors may be considered as concerned or interested in this matter and passing of the Ordinary Resolution. No other director, Key Managerial Personnel of the Company nor their relative are concerned or interested, financially or otherwise in the proposed resolution.

#### ITEM NO. 9

The Members of the Company vide an ordinary resolution passed at the 40th Annual General Meeting held on June 29, 2019 approved the 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 up to October 25, 2024. The terms and conditions of his re-appointment, including remuneration have been approved by the Members in accordance with the provisions contained in Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act. The Members had also authorized the Board of Directors and the Nomination and Remuneration Committee to 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. Accordingly, the Board of Directors are authorized to approve elevation/re-designation of Mr. Umesh Revankar during the tenure of his appointment. This resolution is being proposed as a matter of abundant caution.

Mr. Umesh Revankar has been playing a significant role in planning/implementing the Company's future growth strategies. During his long association with the Company, he has built a robust organization structure and a team of leaders to implement the Company's future growth strategies. During the challenging and critical period of ongoing COVID-19 pandemic, the Company's performance and liquidity position has been satisfactory due to his strong leadership.

Mr. Umesh Revankar have been working in Shriram Group for more than 25 years, in various capacities and had consistently demonstrated excellent performance throughout his carrier.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors unanimously passed resolution in its meeting held on March 25, 2021 for elevation / re-designation of Mr. Umesh Revankar as Vice Chairman and Managing Director of the Company effective, April 01, 2021.

Except for the change in designation, all other terms and conditions of appointment and remuneration of Mr. Umesh Revankar remain same as approved by the Members of the Company in the 40th Annual General Meeting held on June 27, 2019.

The Board of Directors recommend passing of this resolution as set out in Item no. 9 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.

By Order of the Board

**For Shriram Transport Finance Company Ltd.**

**Mumbai  
April 29, 2021**

**Vivek Achwal  
Company Secretary  
Membership No. : ACS 8061**

CIN: L65191TN1979PLC007874

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Tel No:+91 44 4852 4666 Fax:+91 44 4852 5666.

Website: [www.stfc.in](http://www.stfc.in) Email id: [secretarial@stfc.in](mailto: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. D. V. Ravi
Date of Birth and Age	September 05, 1964, Age - 56 years
DIN	00171603
Date of appointment / first appointment on the Board	June 18, 2015
Nationality	Indian
Expertise in specific functional areas	Wide experience in financial service industry, corporate finance, strategic and business planning, governance, ethics and regulatory oversight, Audit & Risk Management, Sustainability, Human Resource, Information Technology, synergy creation and leadership development
Qualifications	Commerce Graduate from the University of Bangalore, Post Graduate Diploma in Management from the Institute of Rural Management, Anand (IRMA).
Directorship held in other companies	1. Shriram Capital Ltd. 2. DRP Consultants Pvt. Ltd. 3. Shriram Properties Holding Pvt. Ltd. 4. Shriram Financial Ventures (Chennai) Pvt. Ltd. 5. Envestor Ventures Ltd. 6. Shriram Credit Company Ltd. 7. Shrilekha Business Consultancy Private Ltd. 8. Take Sports Management Private Ltd. 9. APA Engineering Pvt. Ltd. 10. Eywa Pharma Pte Ltd.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	Audit Committee Member: - Shriram Capital Ltd.
Shareholdings in the Company including shareholding as a beneficial owner	NIL
Disclosure of relationships between directors/Key Managerial Personnel inter-se.	There is no inter-se relationship between Mr. D. V. Ravi 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. 2020-21	Nil. The Company does not pay any remuneration to non-executive non-independent director.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. D. V. Ravi, Director is liable to retirement by rotation. No Remuneration is proposed to be paid to him.
The number of Meetings of the Board attended during the F.Y. 2020-21	Attended all Board Meeting during the Financial Year 2020-21 i.e. Attended 9 out of 9 Board Meetings held during FY 2020-21

Mr. D V Ravi, a non-executive non-independent Director, is Managing Director of Shriram Capital Limited, Promoter of the Company. Mr. Ravi is playing key role in formulating and monitoring the implementation of the Group's strategy. He has spearheaded several successful mergers and acquisitions. The Group has made rapid growth under his able leadership. Our Company continues to immensely benefit from his guidance in strategic matters and expert knowledge and advice.