

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN : L65191TN1979PLC007874

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

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

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

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of SHRIRAM TRANSPORT FINANCE COMPANY LIMITED (the Company) will be held on Wednesday, July 09, 2014 at 11.00 A.M. at The Music Academy, T.T. Krishnamachari Auditorium (Main Hall), No. 168, T.T.K. Road, Royapettah, Chennai 600014, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon;
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2014;
3. To appoint a Director in place of Mr. Arun Duggal (holding DIN 00024262), who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
4. To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number 301003E) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (Firm Registration Number 100515W), jointly as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting at the remuneration of Rs. 85,00,000/- and Rs. 42,50,000/- respectively exclusive of service tax and out of pocket expenses.

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. M. S. Verma, Director (holding DIN 00115431) who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. S.M. Bafna (holding DIN 00162546), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office up to March 31, 2019 not liable to retirement by rotation.”

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

“RESOLVED THAT pursuant to Section 152(6), Section 160 and all other applicable provisions of the Companies Act, 2013 (‘the Act’), Mr. Puneet Bhatia (holding DIN 00143973), a Non-executive Non-Independent director, who was appointed as a director of the company not liable to retirement by rotation in the 27th Annual General Meeting of the Company held on December 30, 2006 be and is hereby appointed/continue as a Non-executive Non-Independent director of the Company liable to retirement by rotation and that the consent of the Company be and is hereby accorded to change the status/category/tenure of appointment of Mr. Puneet Bhatia from ‘director not liable to retirement by rotation’ to ‘the director liable to retirement by rotation.’”

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

“RESOLVED THAT Mr. Gerrit Lodewyk Van Heerde (holding DIN 06870337) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the “Act”) and Article 21 of the Articles of Association of the Company in the category of Non-Executive Non Independent Director with effect from May 15, 2014 and who holds the office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Gerrit Lodewyk Van Heerde for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation.”

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary resolution passed at the Thirty Fourth Annual General Meeting of the Company held on July 05, 2013, and pursuant to Section 180(1)(c)(previously being Section 293(1)(d) of the Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company by way of availing of term loans and all kinds of financial assistance, secured/unsecured, fund and non-fund based from bank(s), financial institution(s), bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the

Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 60,000 crores (Rupees Sixty Thousand Crores Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('Debt Regulations') as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof), to make offer(s), invitation(s) to subscribe and issue Redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds, Commercial Papers or any other Debt Securities in one or more tranches during the period commencing from the date of this meeting hereof until the conclusion of the 36th Annual General Meeting to the qualified institutional buyers, Foreign Institutional Investors, banks, Financial Institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the securities on such terms and conditions including the rate of interest, tenure and security cover thereof etc. within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Articles of Association of the Company be and are hereby altered in the following manner:

- (i) In the Article 1 to Article 45, wherever the words/ number "the Companies Act, 1956" are occurring, the same be deleted and substituted by the words/ number "The Companies Act, 2013" and in Article 1(a) the numbers / year '2013' be inserted after the words "means The Companies Act".
- (ii) In the Article 1.(b), the word and alphabet "Table A" be deleted and the same be substituted by the word/alphabet "Table F".

- (iii) In the Article 1(l), the word and number “Sec.150” be deleted and the same be substituted by the word and number “Section 88”.
- (iv) In the Article 1.(n), the word and number “Section 189” be deleted and the same be substituted by the word and number “Section 114”.
- (v) In the Article 2, the word/alphabet “Table A” be deleted and the same be substituted by the “Table F”.
- (vi) In the Article 4.(a), the word and numbers “Section 86 to 89” be deleted and the same be substituted by the words and numbers “Section 43, Section 47 and such other relevant provisions”.
- (vii) In the Article 4.(b), the words and number “Section 80” be deleted and the same be substituted by the word and number “Section 55”.
- (viii) In the Article 5, the word and number “Section 79” be deleted and the same be substituted by word and number “Section 53”.
- (ix) In the Article 6, the word and number “Section 79” be deleted and the same be substituted by the word and number “Section 53”.
- (x) In the Article 7(b), the word and number “Section 75” be deleted and the same be substituted by the word and number “Section 39”.
- (xi) In the Article 14 (II) (d), the words and numbers “Sec.111 sub- clause (3)” be deleted and the same be substituted by the words and numbers “sub-clause (1) of Section 58”.
- (xii) In Article17, the word and number “Section 252” be deleted and the same be substituted by the word and number “Section 149 and such other relevant provisions”.
- (xiii) In the Article24.(a), the word and number “Section 255” be deleted and the same be substituted by the words and numbers “Section 152”.
- (xiv) In the Article 24.(c)the words and number “Section 264” be deleted and the same be substituted by the word and number “Section 152”.
- (xv) In the Article 30, the word and number “Sec.292” be deleted and the same be substituted by the word and number “Section 179”.
- (xvi) In the Article 30.(15), the word and number “Sec.292” be deleted and the same be substituted by the word and number “Section 179”.
- (xvii)In the Article 30.(16), the words and numbers “Sec.292 and Sec.293” be deleted and the same be substituted by the words and numbers “Section 179 and Section 180” respectively.
- (xviii)In the Article 31, the word and number “Section 292” be deleted and the same be substituted by the word and number “Section 179”.
- (xix) In the Article 32, the word and number “Sec. 293” be deleted and the same be substituted by the word and number “Section 180”, the word and number “Section 292” be deleted and the same be substituted by the words and number “Section 179”.

(xx) In the Article 34, the word and number “Section 267,268 and 269” be deleted and the same be substituted by the word and numbers “Section 196”.

(xxi) In the Article 39, the word and number “Section 633” be deleted and the same be substituted by the words and numbers “Section 463”.

(xxii) In the Article 41, the words and numbers “Section 293(1)(e)” be deleted and the same be substituted by the word and number “Section 181”.

(xxiii) In the Article 42, the word and number “Section 79A” be deleted and the same be substituted by the word and number “Section 54”.

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

Mumbai
May 27, 2014

Vivek Achwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR & SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item No. 5 to 11 is annexed hereto.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from June 27, 2014 to July 09, 2014 (both days inclusive) for the purpose of payment of dividend.
4. The payment of dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after July 11, 2014 as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on June 26, 2014 and
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on June 26, 2014.

5. Members holding shares in physical form are advised to furnish, on or before June 26, 2014, particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are made by NECS, NEFT, dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.
6. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such dematerialized of shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar is obliged to use only the data provided by the Depositories.
7. As per RBI notification, with effect from October, 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. In this regard, please note that, if the Members have not provided to the Corporation or their DP the new bank account number, if any, allotted to them, after implementation of Core Banking System (CBS), credit of dividend through NECS to their old bank account number, may be rejected or returned by the banking system.
8. As per Clause 49 (IV) (G) (1) of the Listing Agreement, the brief profile of the Director retiring by rotation and eligible for re-appointment and the Directors proposed to be appointed at the ensuing Annual General Meeting is annexed to this Notice.
9. Members/ Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the dividends for the financial year 2006-07 and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" established by the Central Government as and when they fall due. Shareholders who have not encashed their dividend warrant/ payment instrument(s) so far for the dividends mentioned aforesaid years are requested to make their claim to the Company's Corporate Office at Wockhardt Towers, Level - 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 or to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to the IEPF.
12. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
13. Shareholders seeking any information with regard to accounts are requested to write to the undersigned

at Corporate Office of the Company at Wockhardt Towers, Level - 3, West Wing, C - 2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, at least 15 days in advance, so as to keep the information ready at the Meeting.

14. Shareholders holding shares in physical form under multiple folios are requested to send Company's Registrar and Share Transfer Agent details of such folios together with the Share Certificate for consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. The Share Certificate will be returned to the Members after making the requisite changes, thereon.
15. Non-resident Indian Shareholders are requested to inform about the following to the Company or its Registrar & Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE Account with a bank in India, if not furnished earlier.
16. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company, M/s. Integrated Enterprises (India) Limited, Chennai. and the shareholders holding shares in Electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts.
17. SEBI vide circular dated January 7, 2010 has made it mandatory for legal heir(s) to furnish their PAN in addition to the legal procedural document duly attested in the following cases in respect of shares of listed companies held in physical form:
 - Deletion of name of the deceased shareholder(s) where the shares are held in the names of two or more shareholders.
 - Transmission of shares, in favour of legal heir(s), where the shares are held in the names of two or more shareholders.
 - Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
18. The Statutory Registers and the Certificate from the Auditors of the Company certifying that the Company's Employees Stock Option Scheme 2005 is being implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, and in accordance with the resolution of the members passed at their general meeting will be available for inspection by the members at the Annual General Meeting.
19. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the electronic voting (e-voting) process in accordance with the provisions of the Act and Rules made thereunder in a fair and transparent manner and he has consented to act such.

20. Voting through electronic means

I The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

The procedure and instructions for the voting through electronics means are as follows:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- (i) Open email and open PDF file Viz."STFC AGM E-Voting.pdf" with your Dp ID & Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on "Shareholder Login".
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - (v) If you are logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
 - (vii) Select "EVEN (E-Voting Event Number)" of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of July 02, 2014 whichever is earlier.
 - (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (E Voting Event Number) USER ID PASSWORD.
 - (ii) Please follow all steps from Sl. No.1.A(ii) to Sl. No.1.A(xi) above, to cast vote
 - II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The e-voting period commences on June 30, 2014 and ends on July 02, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the specified date of May 23, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on May 23,2014 being Specified Date.
 - VI. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - VII. The Results shall be declared at the AGM of the Company. The Results declared along with the Scrutinizer's Report will be hosted on the Company's website www.stfc.in and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.
21. Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.
22. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
23. The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at www.stfc.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
24. The Annual Report for the Financial Year 2013-14 will be sent to the members separately.

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

ANNEXURE TO NOTICE

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

ITEM NO. 5

Mr. M. S. Verma, Independent Director will retire by rotation at the ensuing Annual General Meeting under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 of the Companies Act, 2013, he is eligible for appointment as an Independent Director. However, in view of his personal commitments at Delhi and other preoccupations, he has expressed his desire to step down from the Board and he does not seek appointment as Independent Director at the ensuing Annual General Meeting of the Company. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7)(a) of the Companies Act, 2013, a resolution is proposed accordingly.

The Directors commend passing of the resolution set out at item No. 5 of the Notice.

Except Mr. M. S. Verma, no other director, key managerial personnel and relatives thereof are concerned or interested in this Resolution.

ITEM NO. 6

Mr. S.M. Bafna is a Non Executive Independent Director of the Company. He joined the Board of Directors on September 09, 2005. He will retire by rotation at the ensuing Annual General Meeting under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, ('the Act') Mr. S.M. Bafna being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of five years.

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

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

The resolution seeks the approval of the Members for appointment of Mr. S.M. Bafna as an Independent Director of the Company upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He is not liable to retire by rotation.

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

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. S.M. Bafna as an Independent Director.

Mr. Bafna is Member of Audit Committee, Nomination Remuneration & Compensation Committee and ESOP allotment Committee of the Board of Directors of the Company.

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

The Board of Directors commend passing of the resolution set out in item No.6 of the Notice in relation to appointment of Mr. Bafna as an Independent Director.

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

ITEM NO. 7

The present composition of the Board of Directors of the Company consists of five Independent Directors and five Non-Independent Directors. Out of the Non-Independent Directors , two Directors namely Mr. Arun Duggal and Mr. R. Sridhar were appointed at the general meeting of the Company in accordance with the provisions of Section 255 of the Companies Act, 1956 (old Act) as retiring directors being the persons whose period of office is liable to be determined by retirement of directors by rotation , Two Directors namely Mr. Puneet Bhatia, Non-Executive Non-Independent Director and Mr. Umesh Revankar, Managing Director were appointed as non-retiring Directors being the Directors who are not liable to retirement by rotation at the Annual General Meeting and one Director namely Mr. Gerrit Van Heerde was appointed as an Additional director by the Board of Directors .

Section 152 of the Companies Act, 2013 ('the new Act') which deals with composition of 'retiring' and 'non-retiring' of the Board of Directors of a company was notified by the Government on April 01,2014. In accordance with provisions of section 152 of the new Act, out of the five Non-Independent directors on the Board of Directors of the Company, four directors will be 'retiring' directors and one director will be 'non-retiring' director. As such, it is decided that Mr. Puneet Bhatia, who was appointed as a non-retiring director in the 27th Annual General Meeting of the Company held on December 30, 2006 will continue and appointed as 'retiring' director of the Company so that the composition of Board of directors of the Company shall be in line with the requirements of Section 152 of the new Act.

The Company has received requisite notice from a member under Section 160 of the new Act, proposing the candidature of Mr. Puneet Bhatia to continue/be appointed as a retiring director in the forthcoming Annual General Meeting.

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

The Board of Directors commend passing of the resolution set out in item No.7 of the Notice.

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

ITEM NO. 8

The Nomination Remuneration and Compensation Committee and the Board of Directors of the Company in their respective meetings held on April 29, 2014 have, appointed Mr. Gerrit Van Heerde as Additional Director of the Company pursuant to section 161(1) of the Companies Act,2013 ('the Act') in the category of Non-Executive Non-Independent Director effective from the date of allotment of Director Identification Number (DIN) to Mr. Gerrit Van Heerde as per requirements of the Act. Mr. Gerrit Van Heerde was allotted DIN on May

15, 2014. As an Additional Director, Mr. Gerrit Van Heerde will hold office only upto the date of this Annual General Meeting. The Company has received requisite notice from a member under Section 160 of the Act, proposing the candidature of Mr. Gerrit Van Heerde to the office of Director.

Mr. Gerrit Van Heerde is the Chief Financial Officer of Sanlam Emerging Markets and has 22 years of experience in the financial services industry and has during that time held various positions at the Sanlam Group. The Board of Directors consider that the association of Mr. Gerrit Van Heerde as Director of the Company will benefit our Company.

The detailed profile of Mr. Gerrit Van Heerde, Directorship position held by him in other companies is included separately in this Notice.

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

Except Mr. Gerrit Van Heerde, no other director, key managerial personnel and relatives thereof are concerned or interested in this Resolution.

ITEM NO. 9

Section 180(1)(c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not except with the consent of the Company in General Meeting borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). At the thirty fourth Annual General Meeting held on July 05, 2013, the shareholders of the Company had passed resolution authorizing the Board of Directors to borrow upto a limit of Rs. 50,000 Crore (Rupees Fifty Thousand Crore Only) apart from temporary loans obtained /to be obtained from the bankers by way of cash credit limits and working capital demand loans in the ordinary course of business.

The moneys so borrowed by the Company and outstanding as at March 31, 2014 amounted to Rs. 35,924.61 crores. The Company has plans to disburse about Rs. 30,000 crores during the current year, for financing the commercial vehicles, multi-utility vehicles, three wheelers, tractors, passenger vehicles, etc.

Your Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 60,000 Crore (Rupees Sixty Thousand Crore Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board of Directors commend passing of the resolution set out in item No. 9 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

ITEM NO.10

For the purpose of on-lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company it is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis.

Pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the

company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

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

The Board of Directors commend passing of the resolution set out in item No.10 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

ITEM NO. 11

Ministry of Corporate Affairs (MCA) has so far notified 282 Sections and 7 Schedules of the Companies Act, 2013 ('the New Act') to replace the corresponding Sections/Schedules of the Companies Act, 1956 ('the Old Act'). Out of 282 Sections, 98 Sections came into effect from September 12, 2013 and 184 Sections came into effect from April 01, 2014. The Articles of Association of the Company contains references to various Section and Schedules of the Companies Act,1956. Consequently, it is necessary to delete the references in the Articles of Association of the Company pertaining to various Sections and Schedules of the old Act and the same be substituted by the relevant corresponding provisions of the new Act.

Pursuant to the provisions of Section 14 of the new Act, amendment of Articles of Association would require approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The existing Articles of Association of the Company along with the Articles of Association incorporating therein the proposed alterations are available for inspection to all the members of the Company at the Registered Office of the Company during business hours on all week days.

The Board of Directors commend passing of the resolution set out in item No.11 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

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

Mumbai
May 27, 2014

Vivek Achwal
Company Secretary

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

Mr. Arun Duggal

Mr. Arun Duggal is the non-executive Chairman of our Board. Mr. Arun Duggal holds a bachelor's degree in Mechanical Engineering from the Indian Institute of Technology, Delhi and a master's degree in Business Administration from the Indian Institute of Management, Ahmedabad. Mr. Arun Duggal has an experience of approximately 35 years in the banking and finance industry. He has advised companies on financial strategy, mergers and acquisitions and on various means of capital raising. He is also a member of the Investment Committee of Axis Private Equity. He has served the Bank of America in various capacities for 26 years in the US, Hong Kong, Japan, Philippines, etc. He was the Chief Executive of Bank of America in India from 1998 to 2001. Currently, he is a visiting faculty at the Indian Institute of Management, Ahmedabad.

Mr. S. M. Bafna

Mr. Sumati Prasad Mishrilal Bafna is a non-executive Director on our Board. He is a science graduate from Mumbai and began his career in the year 1984. Mr. Sumati Prasad Mishrilal Bafna has over 29 years of experience in the automobile industry. He thereafter started independent dealership of Tata Motors at Ratnagiri, Maharashtra in the year 1995 and Mumbai dealership in the year 2001. His company has been a prominent dealer for Tata Motors Limited. He also holds dealerships of vehicles manufactured by Honda, Hyundai and Maruti Udyog Limited.

Mr. Puneet Bhatia

Mr. Puneet Bhatia is Managing Director and Country Head for TPG Capital India. Prior to joining TPG Capital India in April 2002, Puneet 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 of GE Capital, he created and handled a portfolio numerous companies. He was also responsible for consummating some of GE Capital's joint ventures in India. Prior to this, Puneet was with ICICI Limited from 1990 to 1995 in the Project and Corporate Finance group and worked as a senior analyst with Crosby Securities from 1995 to 1996. Mr. Puneet Bhatia holds a B.Com Honours degree from the Sriram College of Commerce, Delhi and is an M.B.A. from the Indian Institute of Management, Calcutta.

Mr. Gerrit Lodewyk Van Heerde

Mr. Gerrit Lodewyk Van Heerde holds a Bachelor's degree in Commerce from the University of the North West and a Honors degree in Actuarial Science from the University of Stellenbosch in South Africa. He is a Fellow of the Institute and Faculty of Actuaries in the United Kingdom as well as a Fellow of the Actuarial Society of South Africa.

Mr. Gerrit Lodewyk Van Heerde is the Chief Financial Officer of Sanlam Emerging Markets and has 22 years of experience in the financial services industry and has during that time held various positions at the Sanlam Group.

Name of Director	Mr. Arun Duggal	Mr. S. M. Bafna
Date of Birth	01/10/1946	26/10/1961
DIN	00024262	00162546
Date of Appointment	09/09/2005	09/09/2005
Expertise in specific functional areas	Wide experience in the field of Finance	Wide experience in the field of Automobile Industry
Qualifications	Bachelor's degree in Mechanical Engineering from the Indian Institute of Technology, Delhi and a Master's degree in Business Administration from the Indian Institute of Management, Ahmedabad	Bachelor's degree in Science from Mumbai.
Directorship held in other companies	<ul style="list-style-type: none"> (i) International Asset Reconstruction Company Private Limited(IARC); (ii) Info Edge (India) Limited; (iii) Adani Ports and Special Economic Zone Limited; (iv) Dish TV India Limited; (v) Shriram City Union Finance Limited; (vi) Shriram Capital Limited; (vii) Zuari Agro Chemicals Limited; (viii) Jubilant Energy N.V. Netherland; (ix) Sanlam Limited, South Africa; and (x) Sanlam Life Insurance Limited (South Africa). 	<ul style="list-style-type: none"> (i) Isuta Electronics (India) Limited; (ii) Bafna Motors (Mumbai) Private Limited; (iii) Bafna Motors (Ratnagiri) Private Limited; (iv) Bafna Motors Private Limited; (v) Kishor Transport Services Private Limited; (vi) Rushabh Motors Private Limited; (vii) Bafna Aviation Private Limited; (viii) BNB Containers Private Limited; (ix) Urjayant Estate Private Limited; (x) Bafna Health Care Private Limited; (xi) Panchavati Automobile Private Limited; (xii) Bafna Motorcycles Private Limited; (xiii) ABCIN ServicesPrivate Limited; and (xiv) Toyota Logistic Kishor India Private Limited.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee)	<p>Audit Committee Member Dish Tv India Limited AdaniPorts and Special Economic Zone Limited</p> <p>Audit Committee Chairman Info Edge (India) Limited ZuariAgro Chemicals Limited</p>	NIL
Shareholdings in the Company	NIL	1200 Equity Shares

Name of Director	Mr. Gerrit Lodewyk Van Heerde	Mr. Puneet Bhatia
Date of Birth	09/10/1967	16/12/1966
DIN	06870337	00143973
Date of Appointment	May 15,2014	October 26, 2006
Expertise in specific functional areas	Wide experience in the field of financial service and insurance industry.	Wide experience in the field of Finance
Qualifications	Fellow member of Institute and Faculty of Actuaries and Actuarial Society of South Africa.	B.Com Honours degree from the Sriram College of Commerce, Delhi and is an M.B.A. from the Indian Institute of Management, Calcutta
Directorship held in other companies	(i) Sanlam Emerging Markets (Pty)Ltd. (ii) Sanlam Southern Africa (Pty)Ltd. (iii)Letshego Holdings Limited (iv) Sanlam Namibia Holdings Limited (v) Sanlam Namibia Limited (vi) Sanlam Life Namibia Limited (vii) Capricorn Life Insurance Company Limited (viii) Life Office of Namibia Limited (ix) Sanlam Namibia Trust Managers (x) Nico Holdings Limited (xi) Nico Life Insurance Company Limited (xii)NBS Bank Limited (xiii) African Life Assurance Company Botswana (Pty)Ltd.	(i) TPG Capital India Private Limited; (ii) Shriram Properties Private Limited; (iii) Flare Estate Private Limited; (iv) TPG Wholesale Private Limited; (v) Shriram Capital Limited; and (vi) Shriram City Union Finance Limited.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee)	NIL	NIL
Shareholdings in the Company	NIL	NIL



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

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



ATTENDANCE SLIP

35th Annual General Meeting – July 09, 2014

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

I hereby record my presence at the 35th Annual General Meeting of the Company at The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168, T.T.K. Road, Royapettah, Chennai 600014 on Wednesday, July 09, 2014 at 11.00 am. IST.

Name of the Member/ Proxy (In Block Letters) _____
Signature of the Member/ Proxy

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

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

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

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014

35th Annual General Meeting – July 09, 2014

Name of the member (s): _____ Registered address: _____

E-mail Id: _____ Folio No. / DP ID No. & Client ID No.: _____

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

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

Address: Address: Address:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting (AGM) of the Company, to be held on Wednesday, July 09, 2014 at 11.00 a.m. IST, at The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168, T.T.K. Road, Royapettah, Chennai -600 014 and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2014 Signature of Member



Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Office of the Registrar & Share Transfer Agents of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 35th Annual General Meeting.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member (s) in above box before submission.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1	Adoption of Annual Accounts for the year ended 31st March 2014.
2	Declaration of dividend on Equity shares.
3	Appoint a director in place of Mr. Arun Duggal, who retires by rotation and being eligible, seeks re-appointment.
4	Appointment of Statutory Auditors.
SPECIAL BUSINESS	
5	Not to fill vacancy subsequent to retirement of Mr. M.S.Verma, Independent Director, who is not seeking re-appointment as director at the 35th AGM.
6	Appoint Mr. S.M.Bafna as an Independent Director.
7	Appoint Mr. Puneet Bhatia as Director liable to retire by rotation.
8	Appoint Mr. Gerrit Lodewyk Van Heerde as a Director liable to retire by rotation.
9	Special Resolution under Section 180(1)(c) of the Companies Act 2013 for borrowing money upto Rs. 60,000 crore over and above the aggregate of the paid-up share capital and free reserves of the Company.
10	Special Resolution under section 42 of Companies Act, 2013 for issue of securities on private placement basis.
11	Special Resolution for alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013.