



Shriram Credit Company Ltd.

Regd. Office: Shriram House, No.4, Burkit Road, T.Nagar, Chennai- 600 017
CIN: U65993TN1980PLC008215

NOTICE

To
All Members
Shriram Credit Company Limited

Pursuant to Section 101 (1) of the Companies Act, 2013, Notice is hereby given that the 40th Annual General Meeting of the Members of Shriram Credit Company Limited will be held on Friday, August 7, 2020 at 3.45 p.m. through video conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following businesses:

ORDINARY BUSINESS:

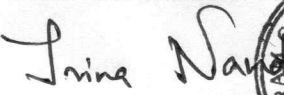
1. To receive, consider and adopt the standalone and consolidated financial statements for the year ended 31st March, 2020 and the Reports of Directors' and Auditor's thereon.
2. To appoint a director in the place of Mr. Ravi Devaki Venkataraman [DIN: 00171603], who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Mohan Natarajan [holder of DIN:00084135], who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for reappointment, be and is hereby reappointed as an Independent Director of the Company, to hold office for a term of five years with effect from 6th April, 2020.”

For and on behalf of the Board


Trina Nandi
Company Secretary



Date: June 8, 2020
Place: Chennai



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NOTES:

- 1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.*
- 2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.*
- 3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.*
- 4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.*
- 5. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. Accordingly, Your Company provides facility to the Members to attend the meeting through Video-conferencing. The procedure to attend the meeting through video-conferencing shall be intimated to the Members through electronic mail.*





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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

Mr. Mohan Natarajan was appointed as the Independent Director for a period of 5 years with effect from 6th April 2015 at the Extra-Ordinary general meeting held on 30th March 2015. The term of appointment of Mr. Mohan Natarajan expired on 5th April 2020 and Board based on the recommendation of Nomination and Remuneration Committee, subject to approval of shareholders, appointed Mr. Mohan Natarajan for another term of five years at its meeting held on 10th February 2020.

Mr. Mohan Natarajan had pursued Mechanical Engineering from IIT (Mumbai) and PGDM from IIM (Kolkata). He has been a part of Investment Banking Team of Fortune Financial & Equities Services Pvt Ltd and Fortune Financial Services India Ltd. He was associated with Edelweiss Group as Executive Vice-President (2007-2010) and was in charge of institutional stock brokerage and wealth management business. He founded Kotak Commodities Services Ltd., a commodity broking arm of Kotak Group and also established HDFC Securities, the online trading platform of HDFC Bank Ltd. He also founded IIT InvesTrust Ltd, the investment banking business of the Industrial Investment Trust group. He is a Non-Executive Director in Paramatrix Technologies Pvt Ltd, an IT Company in BFSI sector.

Your Board considers that Mr. Mohan Natarajan's association with the Company as Independent Director would be of immense benefit to the Company and it is desirable to avail the services of Mr. Mohan Natarajan as Independent Director on the Board of the Company. Mr. Mohan Natarajan has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and that he has registered with Independent Directors Databank. In the opinion of the Board, Mr. Mohan Natarajan fulfills the conditions specified in the Act and the Rules made thereunder for reappointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the reappointment of Mr. Mohan Natarajan as Non-Executive Independent Director is now being placed before the members for approval.

A copy of the draft letter of the appointment of Mr. Mohan Natarajan setting out the terms and conditions would be available for inspection without any fee by the members at the Company's Registered Office on any working day between 10:00 am to 12:00 noon and shall also be available at the meeting.

Except Mr. Mohan Natarajan, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions.





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Information as required under Secretarial Standard -2

MR. MOHAN NATARAJAN	
Age	30/12/1965 (54 Years)
Qualifications	Professional
Experience	More than 25 years
Terms and conditions of reappointment	Mr. Mohan Natarajan is proposed to be appointed as Independent Director, who shall not retire by rotation
Remuneration sought to be paid	NIL
Remuneration last drawn	Rs. 1,29,000 (sitting fees)
Date of first appointment on the Board	Mr. Mohan Natarajan was first appointed at the EGM held on 30th March 2015.
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Meetings of the Board attended during the year	During 2019-20 – All the 4 meetings
Directorships, Membership/ Chairmanship of Committees of the Boards of other companies	Mr. Mohan Natarajan is an Independent Director in Shriram Fortune Solutions Limited (Subsidiary Company). He is also on the Board of Paramatrix Technologies Private Limited. Mr. Mohan Natarajan is a member in the following Committees: -Audit Committee -Nomination & Remuneration Committee of the Board of Shriram Fortune Solutions Limited

For and on behalf of the Board

Trina Nandi

Trina Nandi
Company Secretary



Date: June 8, 2020

Place: Chennai