

SEC/FILING/BSE-NSE/18-19/68A-B

June 06, 2018

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub.: Declaration of Results of Postal Ballot

This has reference to our letter dated May 05, 2018 enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of the Members by way of Special Resolutions through Postal Ballot/ electronic voting for the following matters:

Item No.	Description of the Special Resolutions
1	Issue of Debentures on Private Placement Basis
2	Enhancement of limits of borrowing by the Board
3	Enhancement of limits for creation of security by the Board in connection with borrowing

The Company had appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No. 3310), Chennai as the Scrutinizer for conducting the Postal Ballot/e-voting process in accordance with the provisions of the Act and the Rules made thereunder in a fair and transparent manner. The Scrutinizer has submitted his report today.

We inform you all that the Special Resolutions mentioned above have been passed by requisite majority by the members of the Company. We are enclosing the voting results and Scrutinizer's report and the same is being placed on the Company's website www.stfc.in.

Thanking you,

Yours faithfully,

For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**



VIVEK ACHWAL
COMPANY SECRETARY

Encl.a/a

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level – 3, West Wing, C-2, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.

Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.

Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

Details of Results of E-Voting and poll pursuant to Regulation 44(3) of SEBI(Listing Obligation and Disclosure Requirements)Regulations,2015	
Name of the Company	SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
Date of Declaration of Results of Postal ballot	June 6,2018
Last Date of Receipt of Postal Ballot forms/e-voting	June 5,2018
Total number of Shareholders as on Cut-off date	46274 as on May 02, 2018
No.of Shareholders Present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public:	
No of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public:	



ITEM NO. 1:		Issue of Debentures on Private Placement Basis:						
Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59173023	59173023	100	59173023	0	100	0
	Poll							
	Postal Ballot							
	Total	59173023	59173023	100	59173023	0	100	0
Public Institutions	E-Voting	120537767	83574019	69.3343	81969309	1604710	98.08	1.92
	Poll							
	Postal Ballot							
	Total	120537767	83574019	69.33	81969309	1604710	98.08	1.92
Public Non-Institutions	E-Voting	47171946	5071870	10.75	5071650	220	100	0
	Poll							
	Postal Ballot		34766	0.073701	34266	500	98.56	1.44
	Total	47171946	5071870	10.75	5071650	720	100	0.01
Total		226882736	147818912	65.15	146213982	1605430	98.91	1.08

*Total Invalid Votes 1426,0.



ITEM NO. 2:	To consider and approve Enhancement of limits of borrowing by the Board:							
Resolution required: (Ordinary/Special)	Special Resolution							
Whether promoter/promoter group interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		59173023	100	59173023	0	100	0
	Poll	59173023						
	Postal Ballot							
	Total	59173023	59173023	100	59173023	0	100	0
Public Institutions	E-Voting		83574019	69.3343	81969309	1604710	98.08	1.92
	Poll	120537767						
	Postal Ballot							
	Total	120537767	83574019	69.33	81969309	1604710	98.08	1.92
Public Non-Institutions	E-Voting		5071870	10.75	5071480	390	99.99	0.01
	Poll	47171946						
	Postal Ballot		34766	0.073701	34266	500	98.56	1.44
	Total	47171946	5071870	10.75	5071480	390	99.99	0.01
Total		226882736	147818912	65.15	146213812	1605100	98.91	1.09



ITEM NO. 3:		To consider and approve Enhancement of limits for creation of security by the Board in connection with borrowing:						
Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59173023	59173023	100	59173023	0	100	0
	Poll							
	Postal Ballot							
	Total	59173023	59173023	100	59173023	0	100	0
Public Institutions	E-Voting	120537767	78985224	65.52737	77380514	1604710	97.97	2.03
	Poll							
	Postal Ballot							
	Total	120537767	78985224	65.53	77380514	1604710	97.97	2.03
Public Non-Institutions	E-Voting	47171946	3102106	6.58	3101716	390	99.99	0.01
	Poll							
	Postal Ballot		33566	0.071157	33216	350	98.96	1.04
	Total	47171946	3102106	6.58	3101716	390	99.99	0.01
Total		226882736	141260353	62.26	139655253	1605100	98.86	1.14





P Sriram & Associates
Practising Company Secretaries

**REPORT OF THE SCRUTINIZER ON THE E-VOTING AND PHYSICAL POSTAL
BALLOTS BY THE SHAREHOLDERS OF SHRIRAM TRANSPORT FINANCE COMPANY
LIMITED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

06th June 2018

To
MANAGING DIRECTOR
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
MOOKAMBIKA COMPLEX, 3RD FLOOR
NO. 4, LADY DESIKA ROAD
MYLAPORE, CHENNAI - 600 004

Dear Sir,

SUB: PASSING OF RESOLUTION THROUGH POSTAL BALLOT - REG.

Pursuant to the Resolution passed by the Board of Directors of Shriram Transport Finance Company Limited ("**Company**" / "**STFC**") on 27th April, 2018, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Special Resolutions as circulated in the Postal Ballot Notice dated 27th April, 2018 pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, in respect of the following items:

- i. Issue of Debentures on Private Placement Basis.
- ii. Enhancement of limits of borrowing by the Board.
- iii. Enhancement of limits for creation of security by the Board in connection with borrowing.



No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 8000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com





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To enable wider participation of shareholders, approval of the shareholders were sought by means of Postal Ballot either by voting through physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Act and the Rules framed there under and as required under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Accordingly, the company had made necessary arrangements with Central Depository Services (India) Limited (CDSL), the System provider for providing a system of recording votes of the shareholders electronically through e-voting and & also organised through Integrated Registry Management Services Private Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" or "Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evotingindia.com>.

The company through its RTA had uploaded the Resolutions together with explanatory statement on which E-voting was sought from the shareholders and for generating E-Voting Sequence Number (EVSN) by the system provider and also hosted the same in the website of the company, www.stfc.in. The Register of Members was made up, for the purpose of despatch of Postal Ballots to the shareholders on 02nd May, 2018 (Cut- Off Date).

FURTHER, I REPORT THAT:

The Postal Ballot Notice dated 27th April, 2018 were dispatched to 16418 shareholders in physical form along with Self-addressed Business Reply Inland Letter Card (BRILC) on 05th May, 2018 and also vide electronic mode to 29856 shareholders to their email addresses on 05th May, 2018 registered with the Depository participant, as per the data downloaded from the National Securities Depository Services Limited and Central Depository Services (India) Limited (CDSL).

(P. SRIRAM)
SCRUTINIZER





P. Sriram & Associates
Practising Company Secretaries

I have received the postal Ballot forms from the shareholders during the period starting from May 07, 2018 till June 05, 2018 (both days inclusive). All the postal Ballot forms together with all votes cast by E-voting through CDSL received upto June 05, 2018 (17:00 Hours) being the last date fixed by the company for receipt of the ballot forms & exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 604 Shareholders had exercised their vote through Electronic mode (E-voting) in respect of the Item No.1 and 2 of the Postal Ballot Notice dated 27th April 2018 and 595 Shareholders had exercised their vote through Electronic mode (E-voting) in respect of the Item No.3 of the Postal Ballot Notice dated 27th April 2018.

82 Shareholders had exercised their vote through Physical Postal Ballot for the Item No.1, 2 and 3 of the Postal Ballot Notice dated 27th April 2018. The voting was reckoned in proportion to a member's shares of vote rights on the paid up share capital of the Company.

RESULT OF THE POSTAL BALLOT:

The Special Resolutions set out in the Notice of the Postal Ballot requires not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting in order to pass the Resolution. I report that the said "**SPECIAL RESOLUTIONS**" has been passed by the shareholders with the requisite majority. The summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballot in respect of Item No:1, 2 and 3 are given hereunder:-

(P.SRIRAM)
SCRUTINIZER





P. Sriram & Associates
Practising Company Secretaries

Special Resolution 1: Issue of Debentures on Private Placement Basis.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	604	147818912	
Physical Mode	82	36192	
Less: Invalid Postal Ballot forms	14	1426	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	672	147853678	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	560	146213982	98.89
In Physical Mode	67	34266	0.02
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	627	146248248	98.91
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	44	1604930	1.09
In Physical Mode	1	500	0.00
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	45	1605430	1.09

RESULT: Total votes for Item No. 1 polled **FOR SPECIAL RESOLUTION** is **98.91%** and the total votes polled **AGAINST SPECIAL RESOLUTION** is **1.09%**

(P.SRIRAM)
SCRUTINIZER





P Srimam & Associates
Practising Company Secretaries

Special Resolution 2: Enhancement of limits of borrowing by the Board.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	604	147818912	
Physical Mode	82	36192	
Less: Invalid Postal Ballot forms	15	1451	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	671	147853653	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	562	146213812	98.89
In Physical Mode	66	34491	0.02
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	628	146248303	98.91
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	42	1605100	1.09
In Physical Mode	1	250	0.00
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	43	1605350	1.09

RESULT: Total votes for Item No. 2 polled **FOR SPECIAL RESOLUTION** is **98.91%** and the total votes polled **AGAINST SPECIAL RESOLUTION** is **1.09%**

(P.SRIRAM)
SCRUTINIZER





P. Sriram & Associates
Practising Company Secretaries

**Special Resolution 3: Enhancement of limits for creation of security by the Board
in connection with borrowing.**

Details	No. of Postal Ballot Forms	No. of votes	Percentage [%]
Total Postal Ballot Forms Received by:			
Electronic Mode	595	141260353	
Physical Mode	82	36192	
Less: Invalid Postal Ballot forms	17	2626	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	660	141293919	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	553	139655253	98.84
In Physical Mode	63	33216	0.02
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	616	139688469	98.86
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	42	1605100	1.14
In Physical Mode	2	350	0.00
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	44	1605450	1.14

RESULT: Total votes for Item No. 3 polled **FOR SPECIAL RESOLUTION** is **98.86%** and
the total votes polled **AGAINST SPECIAL RESOLUTION** is **1.14%**

(P.SRIRAM)
SCRUTINIZER





P Sriram & Associates
Practising Company Secretaries

Based on the voting reported in the above tables the said Special resolutions are passed with requisite majority and we request, the Managing Director of the Company to announce the results accordingly.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Managing Director considers, approves and signs the minutes of the Postal Ballot.

Thanking You,

SIGNATURE OF THE SCRUTINIZER:



(P.Sriram)

Practising Company Secretary

Certificate of Practice No:3310

Membership No: FCS 4862

