

December 13, 2017

SEC/FILING/BSE-NSE/17-18/68A-B

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 November 10, 2017 enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of the Members by way of Special Resolution through Postal Ballot/ electronic voting for amending Articles of Association of the Company by insertion of Article 32A to carry out consolidation and re-issuance of non-convertible debt securities in accordance with Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008.

The Company has 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 thereto 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 on December 13, 2017.

We inform you that the Special Resolution mentioned above has been passed by the members of the Company by requisite majority. We are enclosing the voting results and Scrutinizer's report and the same will be 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.

Shriram Transport Finance Company Limited

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	December 13, 2017
Last Date of receipt of Postal Ballot forms / e-voting	December 12, 2017
Total Number of Shareholders as on Cut-off date	48883
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:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No.	1							
Resolution required: (Ordinary/Special)	Special Resolution - To amend the Articles of Association of the Company by inserting new Article 32A after Article 32 to carry out consolidation and re-issuance of Non-Convertible Debt Securities							
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	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		59173023	100	59173023	0	0.00	0
Public Institutions	E-Voting	122234716	76519385	62.60	75734873	784512	98.97	1.03
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		76519385	62.60	75734873	784512	98.97	1.03
Public Non-Institutions	E-Voting	45474997	4417905	9.72	4324451	93454	97.88	2.12
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		10601	0.01	10081	520	95.09	4.91
	Total		4428506	9.73	4334532	93974	97.88	2.12
Total		226882736	140120914	61.76	139242428	878486	99.37	0.63



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**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**

13th December, 2017

To

THE AUTHORISED 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 01st November, 2017, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Special Resolution as circulated in the Postal Ballot Notice dated 01st November, 2017 pursuant to Section 14 of the Companies Act, 2013 ('the Act') read with Section 110 of the Companies Act, 2013 & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following item





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I. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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 Resolution together with explanatory statement on which E-voting was sought from the shareholders and for generating E-Voting Event Number (EVEN) 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 06th November, 2017 (Cut-Off Date).

FURTHER, I REPORT THAT:

The postal Ballot Notice dated 01st November, 2017 were despatched to 19575 shareholders in physical form along with Self-addressed Business Reply Inland Letter Card (BRILC) on 10th November, 2017 and also vide electronic mode to 29308 shareholders to their email addresses on 09th November, 2017 registered with the Depository participant, as per the data downloaded from the National Securities Depository Services and Central Depository Services (India) Limited (CDSL).

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SCRUTINIZER



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I have received the postal Ballot forms from the shareholders during the period starting from 13th November, 2017 till 12th December, 2017 (both days inclusive). All the postal Ballot forms together with all votes cast by E-voting through CDSL received upto 12th December, 2017, 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 495 Shareholders had exercised their vote through Electronic mode (E-voting) and 69 Shareholders had exercised their vote through Physical Postal Ballot. 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 Resolution 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 RESOLUTION"** 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 is given hereunder

Special Resolution 1: To amend the Articles of Association of the Company by inserting the following new Article 32A after Article 32.

"Article 32A: Subject to the provisions of the Act and SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time the Board or any committee authorized by the Board may at any time as and when required carry out consolidation and re-issuance of non-convertible debt securities including debentures, bonds or any debt instrument issued and /or to be issued from time to time, upon such


P. SRIRAM
SCRUTINIZER




INITIAL OF AUTHORISED DIRECTOR

terms and conditions and in such manner and for such consideration as the Board or the committee shall consider beneficial for the Company."

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	495	140110313	
Physical Mode	69	11083	
Less: Invalid Postal Ballot forms	7	482	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	557	140120914	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	485	139232347	99.365
In Physical Mode	60	10081	0.007
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	545	139242428	99.37
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	10	877966	0.626
In Physical Mode	2	520	0.004
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	12	878486	0.63



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RESULT: Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is **99.37%** and the total votes polled **AGAINST** SPECIAL RESOLUTION is **0.63%**

Based on the voting reported in the above table the said Special resolution is passed with requisite majority and we request, the Chairman / Authorised 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 Chairman/ Authorised 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

**P.SRIRAM
SCRUTINIZER**



INITIAL OF AUTHORISED DIRECTOR