SHRIRAM
Commercial Vehicle Finance
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SEC/FILING/BSE-NSE/18-19/68A-B

December 05, 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 November 03, 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	Authorization for loans, guarantees, investments in securities, etc. under Section 186 of the Companies Act, 2013.
2	Re-appointment of Mrs. Kishori Udeshi (DIN 01344073) as an Independent Director of the Company for second term of 5 years w.e.f. April 01, 2019.

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 are enclosing the voting results and Scrutinizer's report and the same is being placed on the Company's website www.stfc.in. Both the resolutions needed approval of the Members by Special Resolution (ie, passed by Members representing not less than 75 % of the voting rights of eligible members). While Item No. 2 referred above was approved with requisite percent, Item No. 1 garnered 66.56 %.

On Item No. 1, Company wishes to clarify as below:

As a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI), Shriram Transport Finance Company Limited ('the Company') does not require approval of Members under Section 186 (as amended till date) of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its powers) Rules, 2014 with regard to the loans, guarantee and security given/provided to its corporate and non-corporate customers in the ordinary course of its business. However, as a matter of abundant caution, the Company had sought Member's approval in the manner set out in the Resolution No.1 of the Postal Ballot

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Notice dated October 25, 2018 (Postal Ballot Notice). The Company wishes to add that this was stated in the resolution read with the explanatory statement of the Postal Ballot Notice. The relevant extract of the notice [Para 2 of Annexure to Notice (Explanatory Statement under Section 102 of the Companies Act, 2013)] is reproduced below:

"However, as a matter of abundant caution it is proposed to obtain approval of the Members of the Company for the loans, guarantees given/to be given by the Company from time to time in the ordinary course of business and investments made/to be made in securities, up to the limit of Rs.1,25,000 crore as set out in the Special Resolution. "

In view of the legal opinion stating that section 186 of the Act does not apply to the Company and the market practice in this regard, the Company will continue to carry on the business of financing as a NBFC registered with RBI. However, the Company will continue to engage with members who have voted against to dispel any doubts that they might have had.

Thanking you,

Yours faithfully,
For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

VIVEK ACHWAL
COMPANY SECRETARY
Encl.a/a

SHRIRAM TRANSPORT FINANCE CO. LTD.

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

05th December, 2018

To

THE 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 25thOctober,2018, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the SpecialResolution as circulated in the Postal Ballot Notice dated 25thOctober, 2018pursuant toSection 110of the Companies Act, 2013 ('the Act') & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following items:

I. Authorising Board Of Directors to grant Loans, Guarantees under Section 186.

II.Re-Appointment Of Mrs. Kishori Udeshi (Din 01344073), as an Independent Director Of the Company for second term of five consecutive years.

To enable wider participation of shareholders, approval of the shareholders were sought by means of Postal Ballot either by voting throughphysical 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

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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 IntegratedRegistry 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.evoting.com.

The company through its RTA uploaded the Resolution together with explanatory statement on whichE-votingwassought 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 on31stOctober, 2018(Cut- Off Date).

FURTHER, I REPORT THAT:

The postal Ballot Notice dated 25thOctober, 2018were despatched to16,466shareholders in physical form along with Self –addressed Business Reply Inland Letter Card(BRILC) on04thNovember,2018andalso vide electronic modeto 38,246 shareholders to their email addresses registered with the Depository participant, as per the data downloaded from the National Securities Depository Services and Central Depository Services (India) Limited (CDSL) as on3rdNovember, 2018.

I have received the postal Ballot forms from the shareholders during the period starting from05thNovember, 2018 till 04thDecember, 2018 (both days inclusive). All the postal Ballot forms together with all votes cast by E-voting through CSDL received upto04thDecember, 2018, beingthe 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 1,010Shareholdershad exercised their vote through Electronic mode (E-voting) and60Shareholders had exercised their vote through Physical Postal Ballot.The

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voting was reckoned in proportion to a member's shares of vote rights on the paid up share capital of the Company.

The summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballotin respect of Item No:1 and 2 are given hereunder

Special Resolution 1: . AUTHORISING BOARD OF DIRECTORS TO GRANT LOANS, GUARANTEES UNDER SECTION 186.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	503	181257951	
Physical Mode	30	288920	
Less: Invalid Postal Ballot forms *	0	0	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	**533**	**181546871**	**100**
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	151	120575614	66.41
In Physical Mode	30	288920	0.15
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	**181**	**120864534**	**66.56**
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	352	60682337	33.42
In Physical Mode	0	0	0
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	**352**	**60682337**	**33.42**

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RESULT : Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is **66.56%** and the total votes polled **AGAINST** SPECIAL RESOLUTION is **33.42%.** Thus there is no requisite majority.

Special Resolution 2: RE-APPOINTMENT OF MRS. KISHORI UDESHI (DIN 01344073), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF FIVE CONSECUTIVE YEARS.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	507	187080143	
Physical Mode	30	288920	
Less: Invalid Postal Ballot forms *	0	0	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	**537**	**187369063**	**100**
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	475	184152127	98.28
In Physical Mode	30	288920	0.15
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	**505**	**184441047**	**98.43**
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	32	2928016	1.56
In Physical Mode	0	0	0
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	**32**	**2928016**	**1.56**

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RESULT : Total votes for Item No. 2 polled **FOR** SPECIAL RESOLUTION is **98.43%** and the total votes polled **AGAINST** SPECIAL RESOLUTION is **1.56% and is** passed with the requisite majority.

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 Resolution 1 has not been passed with requisite majority while the Special Resolution 2 has been passed by the shareholders with the requisite majority.

P.Sriram & Associates * PCS * Mandaveli,Chennai-28

(P.Sriram)
Practising Company Secretary
Certificate of Practice No:3310
Membership No: FCS 4862

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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 05,2018
Last Date of Receipt of Postal Ballot forms/e-voting	December 04,2018
Total number of Shareholders as on Cut-off date	54,712
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:	

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ITEM NO. 1:	Authorising Board of Directors to grant Loans, Guarantees, Investments in securities under Section 186 of the Companies Act, 2013:							
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	59173023	100	59173023	0	100.00	0
	Poll							0
	Postal Ballot(if applicable)							0
	Total	59173023	59173023	100	59173023	0	100.00	0
Public Institutions	E-Voting	120355332	95151561	79.05886629	35062346	60089215	36.85	63.15
	Poll							
	Postal Ballot(if applicable)							
	Total	120355332	95151561	79.06	35062346	60089215	36.85	63.15
Public Non-Institutions	E-Voting	47354381	26933367	56.88	26340245	593122	97.80	2.20
	Poll							
	Postal Ballot(if applicable)		288920	0.610123063	288920	0	100.00	0.00
	Total	47354381	27222287	57.49	26629165	593122	97.82	2.18
Total		226882736	181546871	80.02	120864534	60682337	66.56	33.42



ITEM NO. 2:	Re-appointment of Mrs. Kishori Udeshi (Din 01344073), as an Independent Director of the Company for second term of five consecutive years w.e.f. April 01, 2019:							
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	59173023	100	59173023	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total	59173023	59173023	100	59173023	0	100.00	0
Public Institutions	E-Voting	120355332	99004314	82.26001487	96125658	2878656	97.09	2.91
	Poll							
	Postal Ballot(if applicable)							
	Total	120355332	99004314	82.26	96125658	2878656	97.09	2.91
Public Non-Institutions	E-Voting	47354381	28902806	61.04	28853446	49360	99.83	0.17
	Poll							
	Postal Ballot(if applicable)		288920	0.610123063	288920	0	100.00	0.00
	Total	47354381	29191726	61.65	29142366	49360	99.83	0.17
Total		226882736	187369063	82.58	184441047	2928016	98.43	1.56

