SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

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

10 NOV 2017

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.: Postal Ballot Notice

In furtherance to our letter dated November 01, 2017, please find enclosed Postal Ballot Notice dated November 01, 2017 along with a Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card (BRILC) seeking approval from the Members of the Company 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 Postal Ballot Notice and Postal Ballot Form contained in the Self-addressed BRILC is being sent to the Members whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Monday, November 06, 2017.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 110 of the Act read with the Rules, the Company is pleased to offer e-voting facility to all the Members. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e-voting in a secure manner.

The voting period will commence on Monday, November 13, 2017 (9:00 Hours IST) and will end on Tuesday, December 12, 2017 (17:00 Hours IST). The results of the Postal Ballot will be declared on Wednesday, December 13, 2017 at the Registered office of the Company.

Kindly take the same on record.

Thanking you,

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

VIVEK ACHWAL
COMPANY SECRETARY
Encl.a/a

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore,
Chennai - 600 004 Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.
Website: www.stfc.in Email id: secretarial@stfc.in.

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013.

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), that the resolution appended below is proposed to be passed through postal ballot/electronic voting (e-voting) for amending the Articles of Association of the Company by way of insertion of new Article 32A after Article 32.

The Company seeks the consent of the Members for the aforesaid proposal through Special Resolution as specified hereinbelow. The proposed Special Resolution together with the explanatory statement setting out the material facts and reasons for the passing of the Special Resolution is being sent to you along with a Postal Ballot Form contained in the Self-addressed **Business Reply Inland Letter Card (BRILC)** for your consideration.

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 and e-voting process thereto in accordance with the provisions of the Act and the Rules in a fair and transparent manner.

Members are requested to carefully read the instructions printed in this Postal Ballot Notice (Notice) and return the Postal Ballot Form duly completed, in the attached self-addressed BRILC so as to reach the scrutinizer on or before the close of working hours on **Tuesday, December 12, 2017.**

For Members opting for E-Voting :

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 110 of the Act read with the Rules, the Company is pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Managing Director or any authorized person. The result of the voting by postal ballot will be declared on **Wednesday, December 13, 2017** at the Registered office of the Company. The results of the postal ballot along with the scrutinizer's report will be placed on the Company's website www.stfc.in and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded 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 terms and conditions and in such manner and for such consideration as the Board or the committee shall consider beneficial for the Company."

RESOLVED FURTHER THAT the Board or the committee be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to carry out consolidation and re-issuance of non-convertible debt securities."

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

Mumbai
November 01, 2017

Vivek Achwal
Company Secretary

NOTES:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 ('the Rules'), in respect of the Special Resolution is annexed hereto.
2. The postal ballot facility (including e-voting) is being provided to the members.
3. The Notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being **Monday, November 06, 2017**.
4. The voting period will commence on **Monday, November 13, 2017 (9:00 Hours IST)** and will end on **Tuesday, December 12, 2017 (17:00 Hours IST)** for the Members exercising their voting either by Postal Ballot Form or through electronic voting. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.
5. The Members whose names will appear in the Register of Members/ Record of Depositories as on **Monday, November 06, 2017** will only be considered for voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on Monday, November 06, 2017.
6. The Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card (BRILC) is enclosed for use by the Members.
7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.stfc.in.
8. You are requested to carefully read the instructions provided in this Notice and return the Postal Ballot Form duly completed with the Assent (For) or Dissent (Against) contained in the BRILC so as to reach the Scrutinizer on or before **Tuesday, December 12, 2017 upto 17:00 Hours IST** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before **December 12, 2017**, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
9. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot forms will be treated as invalid.
10. The results of the Postal Ballot will be declared on **Wednesday, December 13, 2017** at the Registered office of the Company. The results and report of the Scrutinizer will be furnished to the National Stock Exchange of India Limited and BSE Limited and will also be hosted on the Company's website www.stfc.in.
11. The date of declaration of results of the Postal Ballot shall be taken as the date of passing the Special resolution, if approved by the requisite majority.

Instructions for Voting:

1. Voting through physical postal ballot form

The procedure and instructions for the voting through physical Postal Ballot Form are as follows:

i. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer. The BRILC bears the address of the Scrutinizer c/o Integrated Registry Management Services Private Limited. Postage will be borne and paid by the Company. However, the BRILC containing the Postal Ballot Form, if deposited in person or sent by courier at the expense of the members, will also be accepted.

ii. A tick (√) mark should be placed in the relevant box signifying assent / dissent for the Resolution, as the case may be.

iii. Postal Ballot Form is to be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).

iv. In case the Form is signed by the Power of Attorney holder for and behalf of the member, it must be accompanied by a certified true copy of the Power of Attorney. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution / Authority.

v. Unsigned or incomplete Postal Ballot shall be liable to be rejected.

2. Voting through electronic means

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting in a secure manner. The procedure and instructions for the voting through electronic means are as follows:

(i) The members should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders / Members tab.

(iii) Enter your User ID. For CDSL: 16 digits beneficiary ID and for NSDL: 8 Character DP ID followed by 8 Digits Client ID and for Members holding shares in Physical Form should enter Folio Number registered with the Company. Thereafter, enter the Image Verification as displayed and click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for Members holding shares either in Demat or Physical mode). Kindly note: Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in this Notice.

(viii) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(x) Click on the EVSN for **"Shriram Transport Finance Company Limited"** to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of any queries or grievances regarding postal / e-voting, Members may write to : Mr. Vivek Achwal, Company Secretary, Corporate Office- Wockhardt Towers, Level-3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Telephone Number: +91-022-40959508, Email Id: secretarial@stfc.in

ANNEXURE TO NOTICE

Explanatory Statements under Section 102 of the Companies Act, 2013

The existing Articles of Association of the Company does not contain any provision contrary to the consolidation and re-issue of debt securities. However, the Company voluntarily proposes to insert Article 32A after Article 32 authorising the Board of Directors of the Company or any committee authorized by the Board to carry out consolidation and re-issuance of non- convertible debt securities as and when required pursuant to Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time ('Debt Regulations'). As per the SEBI Circular no. CIR/IMD/DF-1/67/2017 dated June 30, 2017 ('SEBI Circular'), the issuer company shall within thirty working days, from end of six months from the date of the said circular, shall submit a confirmation certificate to Stock Exchanges for amendment of the Articles of Association of the Company to carry out consolidation and re-issuance of non- convertible debt securities.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the 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 alongwith the proposed amendment 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 the Notice.

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

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

Mumbai
November 01, 2017

Vivek Achwal
Company Secretary

To open, insert finger & gently slide it horizontally

To open tear here

To open tear here

अन्तर्देशीय पत्र कार्ड
INLAND LETTER CARD

BUSINESS REPLY INLAND LETTER CARD

PERMIT NO: TN/CH(C)/BRP/1047
THYAGARAYA NAGAR PO

POSTAGE WILL BE PAID BY THE ADDRESSEE

NO POSTAGE STAMP NECESSARY IF POSTED IN INDIA

To,
Shri P. Sriram - Scrutinizer
Unit: Shriram Transport Finance Company Limited
Integrated Registry Management Services Private Limited
2nd Floor, "Kences Towers" No. 1,
Ramakrishna Street,
North Usman Road, T. Nagar,
Chennai - 600 017.

Second Fold दूसरा मोड

भेजनेवालेका नाम और पता **SENDER'S NAME AND ADDRESS**

First Fold पहला मोड

Shriram Transport Finance Company Limited - Electronic Voting Particulars

Name(s) :

PBF SL. No.:_____

USER ID	SEQUENCE NUMBER	NO. OF SHARES

Please log on to www.evotingindia.com and click on the EVSN of Shriram Transport Finance Company Limited for E-voting.

Last date for receipt of Postal Ballot Form by the Scrutinizer : 12th December, 2017

SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN - L65191TN1979PLC007874
Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600004 (TN)
Tel No.: +91 44 2499 0356 Fax: +91 44 2499 3272
Website: www.stfc.in / Email id: secretarial@stfc.in

POSTAL BALLOT FORM

1	Name(s) of member(s) (including joint holders, if any) in block letters	
2	Registered Address of the sole / first named member	
3	Registered Folio No. / DP ID No. and Client ID No.	
4	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the "Special Resolution" to be passed through postal ballot for the business stated in the notice of the Company dated November 01, 2017 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Amendment of Articles of Association of the Company by way of insertion of new Article 32A after Article 32 to carry out consolidation and re-issuance of non-convertible debt securities.			

Place :

Date :

_____

Signature of the Member

Notes:
1. Please read the instructions printed in the Postal Ballot Notice carefully before filling this form.
2. For E-voting, please refer the particulars mentioned overleaf.
3. Please fold this duly filled and signed form and send the same to the Scrutinizer appointed by the Company.

www.sapprints.com