



CIN: L65191TN1979PLC007874

SEC/FILING/NSE/14-15/68B

June 02, 2014

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 001.

Dear Sir,

Sub: Postal Ballot Notice and Form

We are forwarding herewith the six sets of the Postal Ballot Notice and Form of the Company. This is for your information and record.

Thanking you,

Yours Truly,
For **Shriram Transport Finance Company Limited**

Vivek Achwal
Company Secretary

Encl.: a/a.

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.

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN : L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)

Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272.

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POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed by postal ballot for the purpose of :

- i. Creation of Security in respect of borrowing.
- ii. Selling, assigning, securitizing Receivables.

The Company seeks the consent of the Members for the aforesaid proposals through Special Resolutions as specified herein below. A Statement explaining the reasons for passing of the said Resolutions is also annexed.

Accordingly, the proposed Special Resolutions together with the said Statement setting out the material facts and reasons for the Resolution is being sent to you along with a Postal Ballot Form for your consideration.

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

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed Business Reply envelope so as to reach the Scrutinizer on or before the close of working hours on **Wednesday July 02, 2014.**

For Members opting for E-Voting :

In Compliance with Clause 35B of the listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their 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 of the Company. The result of the voting by postal ballot will be declared in accordance with the provisions of

Section 110 of the Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on **Wednesday July 09, 2014** at the 35th Annual General Meeting (AGM) of the Company scheduled to be held at 11:00 AM at The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168 T.T.K. Road, Royapettah, Chennai 600014. The results of said postal ballot along with the Scrutinizer's report will be hosted 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. The results of postal ballot shall also be announced through newspaper advertisement.

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO. 1.

Creation of Security in respect of borrowings.

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** under Section 180(1) (a) of the Companies Act, 2013.

“RESOLVED THAT in supersession of the Ordinary resolution passed at the Thirty Fourth Annual General Meeting of the Company held on July 5, 2013, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs. 75,000 crores (Rupees Seventy Five Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee/ or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.”

ITEM NO. 2.

Selling, assigning, securitizing Receivables

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** under Section 180(1) (a) of the Companies Act, 2013.

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors to sell / assign / securitize receivables of Hypothecation / Hire Purchase / Lease / Loan agreements/contracts due from the hirers / Lessees / Loanee / borrower of the Company from time to time provided that the aggregate amounts of such transactions to sell /assign /securitize receivables shall not exceed Rs. 30,000 crores.

RESOLVED FURTHER THAT the Board of Directors or such Committee/ or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalise the form, extent and manner of, and to sign all such documents, deeds, and writings for giving effect to the above Resolution”

By Order of the Board
For Shriram Transport Finance Company Limited

Mumbai
Date: May 27, 2014

Vivek Achwal
Company Secretary

NOTES:

1. Voting period commences on June 03, 2014 and ends on July 02, 2014 for the members exercising their Voting either by Postal Ballot Form or through E-Voting.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 ('the Rules'), in respect of the item no. 1 and 2 is annexed hereto.
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 (Specified Date) as on **May 23, 2014**.

4. The members whose name appear in the Register of Members / Record of Depositories as on **May 23, 2014** will only be considered for voting.
5. Resolutions passed by the members through this Postal Ballot are deemed to have been passed in the 35th AGM of the Members, wherein the results of such Postal Ballot will be declared.
6. The Postal Ballot Form and the Self-addressed Business Reply envelope are 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 printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before July 02, 2014 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 July 02, 2014, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
9. The results of the Postal Ballot will be announced at the 35th AGM of the Company. The results will be informed to the National Stock Exchange of India Limited and BSE Limited and will also be posted on the Company's website www.stfc.in. The result of postal ballot shall be announced through newspaper advertisement.
10. Members who are holding shares in electronic form are requested to notify any correction/ change in their name / address immediately to the Depository Participants. In the event of non- availability of Member's latest address either in Company's records or in Depository Participant's records (National Securities Depository Limited / Central Depository Services (India) Limited to the Company), Members are likely to miss notices and other valuable correspondence sent by the Company.
11. Members who hold shares in physical form are requested to notify any correction in their particulars like change in address, bank particulars, etc. to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street North Usman Road, T Nagar, Chennai - 600 017.
12. Members are requested to kindly mention their Folio Number/ DP ID & Client Id Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.

Instructions for Voting:

1. Voting through Physical Postal Ballot Form

Please refer "Instructions" appearing in the Postal Ballot Form, which is being enclosed along with this Postal Ballot Notice.

2. Voting through Electronic Means

The procedure and instructions for the voting through electronics means are as follows:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open email and open PDF file viz "STFC E-Voting.pdf" with your DP ID & Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the Password is an initial password.
- ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder Login".
- iv. Put User ID and Password as initial Password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- v. If you are logging in for the first time, Password change menu appears. Change the Password with new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of "e-voting" opens. Click on "e-Voting": Active Voting Cycles.
- vii. Select "EVEN (E-Voting Event Number)" of Shriram Transport Finance Company Limited. For an EVEN , you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of July 02, 2014 whichever is earlier.
- viii. Now you are ready for "e-voting" as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in.

- B. In case a Member receiving the Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] may also vote electronically through the following procedure:
- (i) Initial password will be provided separately EVEN (E Voting Event Number) USER ID PASSWORD
 - (ii) Please follow all steps from Sl. No. 1 . A(ii) to Sl. No. 1. A(xi) above, to cast your vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com/

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013[“Act”] and Explanation about reasons for the passing of the special resolutions as required under Rule 22(1) of Companies (Management and Administration) Rules, 2014

ITEM NOS. 1 & 2

Section 180(1)(a) of the Companies Act, 2013 ('the Act'), provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Explanation of “undertaking” for the purpose of Section 180(1)(a) of the Companies Act, 2013 shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Your Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/ credit facilities from various financial / investment institution(s), bank(s), mutual fund(s), insurance Company(ies), corporate body(ies) and other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of suitable mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/trustees. The Company is also required to raise funds by way of securitization of receivables by way of sale /assignment. The creation of charge on the assets of the Company and/or securitization of receivables may result into disposal of undertaking as defined in the Explanation to Section 180(1)(a) of the Act.

The resolution proposed at item no.1 is to seek the permission of the members for empowering the Board/Committee of Directors to mortgage and/or charge the immovable and /or movable properties of the

Company to secure the loans, debentures, bonds, financial assistances / credit facilities obtained/to be obtained by the Company from the lenders aggregating upto Rs. 75,000 crores (Rupees Seventy Five Thousand Crores Only).

The resolution proposed at item no.2 is to seek the permission of the members for empowering the Board/Committee of Directors to securitize receivables by way of sale /assignment from time to time for the purpose of its borrowing provided that aggregate amounts of such transaction outstanding at any point of time shall not exceed Rs. 30,000 crores.(Rupees Thirty Thousand Crores Only)

The Board of Directors commend passing of the Special resolution set out in item no.1 & 2 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed resolution . Your approval is being sought, 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 Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1 and 2 as set out in this Notice.

By Order of the Board
For Shriram Transport Finance Company Limited

Mumbai
Date: May 27, 2014

Vivek Achwal
Company Secretary



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (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) (in block letters) :
(including joint holder, if any)

2. Registered Address of the :
Sole / First Named member.

3. Folio No. / DP ID No. & Client ID No*. :
(*Applicable to Members holding
shares in dematerialized form)

4. Number of Shares held: :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses as stated in the Notice of the Company dated May 27, 2014, by conveying my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below:

Sl. No.	Description	Type of Resolution	No. of Shares	I / We assent to the Resolution(s) (FOR)	I / We dissent to the Resolution(s) (AGAINST)
1.	Creation of Security under Section 180 (1) (a) of the Companies Act, 2013 in respect of the borrowings.	Special Resolution			
2.	Selling, assigning, securitizing Receivables under Section 180 (1) (a) of the Companies Act, 2013	Special Resolution			

Place :
Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Note : (Please read carefully the instructions printed overleaf before exercising your vote)



INSTRUCTIONS:

1. A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members, will also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Company and the address to which the Postal Ballot Form has to be despatched.
3. This form should be completed and signed by the sole/first named member. In the absence of first named member, incase of joint holding, the Form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one (✓) Postal ballot forms will be subject to rejection by the scrutinizer.
7. The right of voting by Postal Ballot shall be exercised only by the members.
8. A member need not use all the votes nor needs to cast all the votes in the same way.
9. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, July 02, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on May 23, 2014.
12. Votes will be considered invalid on the following grounds:
 - i. If the member's signature does not tally.
 - ii. If the member has marked all his shares both in favour and also against the resolutions.
 - iii. If the Ballot paper is unsigned.
 - iv. If the Ballot paper is filled in pencil or signed in pencil.
 - v. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. The results of the Postal Ballot will be declared at the Registered office of the Company as specified in the Notice. The results and report of the Scrutinizer will also be hosted on the Company's website www.stfc.in and the results will thereafter be published in newspapers, for the information of members.