SEC/FILING/BSE-NSE/22-23/68A-B **July 6, 2022**

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 Sir/Madam,

Sub.: Voting Results and Scrutinizer's report in connection with the meeting of Equity Shareholders of Shriram Transport Finance Company Limited convened as per the directions of the National Company Law Tribunal on July 4, 2022 through video conferencing ("NCLT Meeting")

Ref.: Regulations 44(3) and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In continuation of our letter dated July 4, 2022 and July 5, 2022, please find attached herewith voting results of remote e-voting and voting at the NCLT Meeting in the matter of the Composite Scheme of Arrangement and Amalgamation between Shrilekha Business Consultancy Private Limited and Shriram Financial Ventures (Chennai) Private Limited and Shriram Capital Limited and Shriram Transport Finance Company Limited ("Company") and Shriram City Union Finance Limited and Shriram LI Holdings Private Limited and Shriram GI Holdings Private Limited and Shriram Investment Holdings Limited and their respective Shareholders ("Scheme") along with the Consolidated Scrutinizer's Report dated July 5, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014 submitted to the Chairperson of the NCLT Meeting.

This is for your information and records.

Thanking You,
For Shriram Transport Finance Company Limited

Vivek Achwal
Company Secretary
Encl:a/a

Details of Results of E-Voting pursuant to Regulation 44(3) of SEBI(Listing Obligation and Disclosure Requirements)Regulations, 2015

Company Name	SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
Date of ~~AGM/EGM~~ NCLT convened Meeting	July 4, 2022
Total number of shareholders as on Cut-off date	97966
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	37
Promoters and Promoter Group:	0
Public:	37

Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve the arrangement embodied in the proposed Composite Scheme of Arrangement and Amalgamation between Shrilekha Business Consultancy Private Limited (the Transferor Company 1) and Shriram Financial Ventures (Chennai) Private Limited (SFVPL) and Shriram Capital Limited (Transferee Company 1 or Demerged Company or Transferor Company 2) and Shriram Transport Finance Company Limited (Transferee Company 2) and Shriram City Union Finance Limited (Transferor Company 3) and Shriram LI Holdings Private Limited (Resulting Company 1) and Shriram GI Holdings Private Limited (Resulting Company 2) and Shriram Investment Holdings Limited (Resulting Company 3) and their respective shareholders ('Scheme')
Whether promoter/ promoter group are 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	79252014	79252014	100.0000	79252014	0	100.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	176519028	157903589	89.4541	153380834	4522755	97.1357	2.8643
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14748671	437111	2.9637	425683	11428	97.3856	2.6144
	Poll		10084	0.0684	10084	0	100	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	270519713	237602798	87.8320	233068615	4534183	98.0917	1.9083

P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Rules, 2014) (" the Rules")

To
Mr. Justice (Retd.) V. Parthiban ,
Chairperson appointed by National Company Law Tribunal, Chennai Bench
Vide common order made on May 11, 2022 for the meeting of Equity Shareholders of Shriram Transport Finance Company Limited.

SUB:
Consolidated Scrutinizer's Report on the results of remote e-voting and voting at the Meeting by the Equity Shareholders of Shriram Transport Finance Company Limited ('the Company') convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ("Hon'ble NCLT")on Monday, July 4, 2022 at 10.00 A.M (IST) through Video Conferencing ("Meeting").

Dear Sir,

I,P.Sriram, Practicing Company Secretary, Membership No. FCS 4862 and Certificate of Practice No-3310, P. Sriram & Associates having office at No.28,R.K Nagar, 3rd Cross Street, "Shankaralaya", Mandaveli, Chennai–600028 have been appointed as Scrutinizer by the Hon'ble NCLT vide it's common Order made on May 11, 2022 in the Company's Application No.07 of 2022 ("Order")to conduct the voting process through emote e-voting and voting at the Meeting in a fair and transparent manner of the Meeting of Equity Shareholders of the Company convened by the said Order of NCLT on July 4, 2022 at 10.00 A.M. through Video Conferencing ("VC") pursuant to the provisions of Section 230 to232 and other Applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016,as amended to consider and approve the Composite Scheme of Arrangement and Amalgamation between Shrilekha Business Consultancy Private Limited (the Transferor Company 1) and Shriram Financial Ventures (Chennai) Private Limited and Shriram Capital Limited (Transferee Company 1 / Demerged Company / Transferor Company 2) and Shriram Transport Finance Company Limited (Transferee Company 2) and Shriram City Union Finance Limited (Transferor Company 3) and Shriram LI Holdings Private Limited (Resulting Company 1) and Shriram GI Holdings

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Private Limited (Resulting Company 2)and Shriram Investment Holdings Limited (Resulting Company 3) and their respective Shareholders ("Scheme").

I do hereby submit my report as under:

1. The Company has entered into an arrangement with M/s. Central Depository Services (India) Limited ('CDSL'), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the Members who were eligible to take part in the remote e-voting and Voting at the Meeting of Equity Shareholders.

2. The "Cut-Off Date" for determining the eligibility of Equity Shareholders to vote on the resolution as set out in the Notice dated May 27, 2022 by remote e-voting and e-voting at the Meeting was June27, 2022.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday, July 1, 2022, 9.00 A.M upto 5.00 P.M., Sunday, July 3,2022.The facility of joining the Meeting through VC was opened 15 minutes before the Meeting and 15 minutes after the scheduled start time of the Meeting.

4. As on the Cut-off Date i.e., June 27, 2022, there were 97,966 Equity Shareholders of the Company.

5. At the end of remote e-voting period on Sunday, July 3, 2022 at 5:00 P.M., voting portal of CDSL was blocked forthwith.

6. The quorum for the Meeting of Equity Shareholders of the Company as fixed by the Hon'ble NCLT vide order dated May 11, 2022 was 25 Members.

7. At 10.00 AM, since the required Quorum as fixed by the Hon'ble Tribunal was not present, the Chairperson of the Meeting adjourned the Meeting to 10.35 AM.

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8. At the Adjourned Meeting, at 10.35 AM, 37 Equity Shareholders attended meeting through VC and were counted for the purpose of reckoning the quorum as per the directions of Order of the Hon'ble NCLT. The Chairperson of the Meeting, accordingly declared the Meeting in order. Copy of the Attendance list of members participated in the meeting is enclosed as **Annexure – 1.**

9. After the conclusion of the Meeting at 11.17 A.M. the votes cast through remote e-voting and voting at the meeting were unblocked by me in the presence of witnesses namely, Mr. Mohit Panwar and Mr.Sudhan.

10. The voting records of votes cast at the meeting and remote e-voting were reconciled with the records maintained/information provided as on the Cut-Off Date, by M/s Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations submitted with the RTA/Company. The votes were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as voting at meeting.

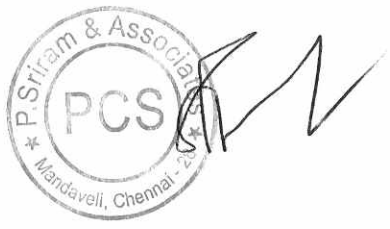
11. At the meeting, the following resolution was considered:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 or any other rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Master Circular No. SEBI/HO/ CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India, as may be amended from time to time, the observation letters issued by each of the BSE Limited and the National Stock Exchange of India Limited, dated March 15, 2022 and March 16, 2022, respectively, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench, at Chennai ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the

"Board", which term shall be deemed to mean and include Merger/Amalgamation Committee or any other Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the proposed Composite Scheme of Arrangement and Amalgamation between Shrilekha Business Consultancy Private Limited ("the Transferor Company 1") and Shriram Financial Ventures (Chennai) Private Limited ("SFVPL") and Shriram Capital Limited ("Transferee Company 1" or "Demerged Company" or ''Transferor Company 2") and Shriram Transport Finance Company Limited ("Transferee Company 2") and Shriram City Union Finance Limited ("Transferor Company 3") and Shriram LI Holdings Private Limited ("Resulting Company 1") and Shriram GI Holdings Private Limited ("Resulting Company 2") & Shriram Investment Holdings Limited ("Resulting Company 3") and their respective shareholders ("Scheme") placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval of the Equity Shareholders or otherwise to the end and intent that the Equity Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to this Resolution.

12. The Consolidated Results of remote e-voting and voting at the Meeting of the Equity Shareholders of the Company, on the resolution based on the report generated by CDSL, are as under:



voting by Shareholders	voted in favour of the resolution		Voted against the resolution		Votes invalid		Total
	Through remote e-voting	Through voting at the Meeting	Through remote e-voting	Through voting at the Meeting	Through remote e-voting	Through voting at the Meeting	
Number of Members voted	848	7	24	-	-	-	**879**
Number of Votes Cast by Members	23,30,58,531	10,084	4534183	-	-	-	**23,76,02,798**
% of total number of valid votes cast	**98.09%**	**0.004%**	**1.91%**	-	-	-	

Figures in the percentage terms wherever appearing in the fraction have been rounded off.

CONSOLIDATED RESULTS ON VOTING:

PERCENTAGE OF VOTES IN FAVOUR– 98.09%
PERCENTAGE OF VOTES AGAINST – 1.91%

*Note: *There are instances where a member has exercised his voting partially in favour and as against. Hence in the "Number of Members Voted", his/her count is taken in both "For" & "Against" columns.*

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13. In line with the Master Circular on the Scheme of Arrangement by Listed Entities issued by SEBI ("SEBI Circular") and Relaxation under Sub- rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, the Consolidated Results of remote e-voting and voting at the Meeting of the Equity Shareholders of the Company ***excluding the Promoter Shareholding and considering only the Public Shareholding***, on the resolution based on the report generated by CDSL, are as under:

voting of Public Shareholders [Excluding Promoter voting]	**voted in favour of the resolution**		**voted against the resolution**		**votes invalid**		**Total**
	Through remote e-voting	**Through voting at the Meeting**	**Through remote e-voting**	**Through voting at the Meeting**	**Through remote e-voting**	**Through voting at the Meeting**	
Number of Public Shareholders voted	843	7	24	-	-	-	**874**
Number of Votes Cast	15,38,06,517	10,084	45,34,183	-	-	-	**15,83,50,784**
% of total number of valid votes cast by Public Shareholders	**97.13%**	**0.006%**	**2.86%**	-	-	-	

CONSOLIDATED RESULTS ON VOTING:

PERCENTAGE OF VOTES IN FAVOUR– 97.136%
PERCENTAGE OF VOTES AGAINST – 2.86%

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It is to be noted that the Equity Shareholders

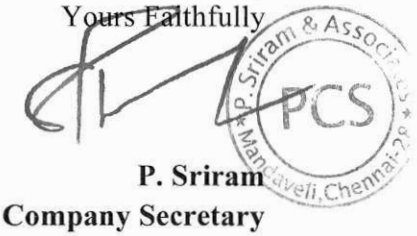
a) Who abstained from voting on the resolution under remote e-voting were not considered for reckoning valid votes.
b) Who voted by way of remote e-voting and voted at the Meeting, then votes cast by him/ her by way of remote e-votingwere only considered.

14. Accordingly, (A) as per Para 12, the proposed resolution approving the Composite Scheme of Arrangement and Amalgamation has been approved by the majority of the Equity Shareholders representing three- fourths in value cast votes in the favour of the scheme and (B) as per para 13 above, the votes cast by the Public Shareholders of the Company in favour of the scheme are more than the number of votes cast by the Public Shareholders against it. Thus, the aforesaid Resolution was passed with the requisite majority as required under the Act and SEBI Circular.

15. Electronic device containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for theresolution is enclosed herewith.

16. The Electronic Data and all other relevant records relating to the remote e-votingand votingat Meeting are under my safe custody and will be handed over to the Company for preserving safely after the Chairpersongives his report.

Thanking You,
Yours Faithfully



P. Sriram
Practicing Company Secretary
[Scrutinizer Appointed by the Hon'ble
National Company Law Tribunal,
Chennai Bench]

M. No.: F4862
CP No.: 3310
Place: Chennai
Date: 05 /07/2022
UDIN: F004862D000567347

Annexure - 1

SHRIRAM TRANSPORT FINANCE COMPANY LTD : Venue Attendance Report

Total distinct members view VC is 37

EVSN	Entity name	Meeting date	Meeting time
220530002	SHRIRAM TRANSPORT FINANCE COMPANY LTD	04-Jul-22	10:00

S.NO	MEMBERID	SHAREHOLDER NAME	NOOFSHARES
1	1203320032013072	VINAY SURYAKANT PATIL	4
2	IN30115121935262	U BALASUNDARARAO	399
3	IN30115126194258	KIRAN MOHANRAO NAVALAKHE	114
4	1301540000241287	HARSHITA NIMESH PHOPHALIA	12
5	1203320012962904	VEDANSH HARISH CHANDAK	12
6	IN30429514025814	SANDEEP BALAGOPALAN	23
7	IN30429516904851	AMIT AGRAWAL	12
8	IN30051315965999	GEETHA RASHMI H N	10
9	IN30051312160883	ANKIT PATEL	34
10	1203840001793689	MANISH AGARWAL	31
11	1203840001797738	GEETA PANDURANG WAINGANKAR	1
12	1208250000023283	PRIYANK JASWANTRAI SANGHAVI	2000
13	IN30163740648522	KARTHIKEYAN M	500
14	IN30115128031085	MONA KAKUMAL LUNDWANI	60
15	IN30226912722059	PRIYANK JASWANTRAI SANGHAVI	7754
16	IN30075711563819	PARAG SHARMA	46628
17	1208870008200558	ANISHA GAUTAM PARMAR	1
18	IN30302853194316	KRITHIKA DORAISWAMY	17
19	IN30074910242015	JAGRUTI SHANTILAL SHAH	12
20	1203840001380473	SANJIB SARKAR	3
21	1204470002313965	SURESH SOMANDEPALLI	50
22	1201090004555903	NANDA CHOUDHARY	61
23	1203320007503849	R SHALINI	35
24	IN30302876016583	SHARDA KISHOR SANAP	8
25	IN30267932228427	SUBRAMANIAN SUNDER	114
26	1203840000498203	KAILASH KHAMARI	1
27	IN30163741359155	ABHISHEK J	1
28	IN30115122582547	ANIL GOPILAL JAIN	34
29	1208160037650913	RAMDAS NARAYANAN MENON	25
30	1203840000719507	PRAMILA MILIND PRABHU	456
31	1601010000062750	BHADRESH GUNVANTLAL PARIKH	114
32	1601010000062746	CHANDRIKA G PARIKH	114
33	1203840001797037	S.SUBASH	1
34	1203840001795458	Dinesh Sharma	23
35	1203000000879827	Sanjay Narang	40
36	1203840001790221	Debasree Basak	23
37	IN30177419943323	SWAPNIL KISHOR DESHMUKH	15