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 Unsecured Creditors 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, 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 unsecured creditors as on Cut-off date	4,32,103
No. of unsecured creditors present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of unsecured creditors attended the meeting through Video Conferencing	145
Promoters and Promoter Group:	0
Public:	145

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	Total No. of votes (1)	No. of votes polled (2)	% of Votes Polled (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	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
Public- Institutions*	E-Voting	11568444706	6818770765	58.9428	6797808326	20962439	99.6926	0.3074
	Poll		4749673941	41.0572	4749673941	0	100	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	11568444706	11568444706	100	11547482267	20962439	99.8188	0.1812

** This pertains to NCLT meeting of Unsecured creditors held pursuant to the common Order dated May 11, 2022 of the Hon'ble National Company Law Tribunal, Chennai Bench. Hence, all votes are mentioned under the category public -institutions.*

P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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 Unsecured Creditors of Shriram Transport Finance Company Limited.

SUB:

Consolidated Scrutinizer's Report on the results of remote e-voting and voting at the Meeting by Unsecured Creditors 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 4.00 P.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 remote e-voting and voting at the Meeting in a fair and transparent manner of the Meeting of Unsecured Creditors of the Company convened by the said Order of NCLT on July 4, 2022 at 04.00 P.M. through Video Conferencing ("VC") pursuant to the provisions of Section 230 to 232 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 Private Limited (Resulting Company 2) and Shriram Investment Holdings Limited (Resulting Company 3) and their respective Shareholders ("Scheme").

No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.
Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011 E-mail : info@prowiscorporate.com

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 Unsecured Creditors who were eligible to take part in the remote e-voting and voting at the Meeting of Unsecured Creditors.

2. In terms of the Explanation to Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the entitlement of the Unsecured Creditors, to vote was determined on the basis of outstanding debt as reflected in the Audited Accounts of the Company for the year ended March 31, 2022 ("Cut-off Date").

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, July 3, 2022, Sunday. 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., March 31, 2022, there were 4,32,103 (Four Lakh Thirty-Two Thousand and OneHundred and Three)Unsecured Creditors 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 Unsecured Creditors of the Company as fixed by the Hon'ble NCLT vide order made on May 11, 2022 was 30 Unsecured Creditors.

7. 145 Unsecured creditors attended meeting through VC and were counted for the purpose of reckoning the quorum as per direction of the Hon'ble NCLT.

8. After the conclusion of the meeting on Monday, July 4, 2022 at 4.37 P.M.(IST) the votes cast through remote e-voting and e-voting at the Meeting were unblocked by me in the presence of witnesses namely,Mr. Mohit Panwar and Mr. Sudhan.

9. 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.

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10. 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 15th March 2022 and 16th March 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") and 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 Unsecured creditors or otherwise to the end and intent that the Unsecured creditors 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.

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

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	voting at the Meeting	
Number of Unsecured Creditors voted	876	89	35	-	-	-	990
Number of Votes Cast by Unsecured Creditors	6,79,78,08,326	4,74,96,73,941	2,09,62,439	-	-	-	11,56,84,44,706
% of total number of valid votes cast	58.76%	41.06%	0.18%	-	-	-	

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

CONSOLIDATED RESULTS ON VOTING:

PERCENTAGE OF VOTES IN FAVOUR– 99.82%
PERCENTAGE OF VOTES AGAINST – 0.18%

It is to be noted that the Unsecured Creditors:

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 Meeting, then votes cast by him/ her by way of remote e-voting were only considered.

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11. Accordingly, the proposed resolution approving the Composite Scheme of Arrangement and Amalgamation has been approved by the majority of the Unsecured Creditors of the Company as required under the Act.

12. Electronic Device containing a list of Unsecured Creditors who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

13. The Electronic Data and all other relevant records relating to the remote e-voting and voting at Meeting are under my safe custody and will be handed over to the Company for preserving safely after the Chairperson gives his report.

Thanking You,
Yours Faithfully



P. Sriram
Practicing Company Secretary
M. No.: F4862
CP No.: 3310
Place: Chennai
Date: 05 /07/2022
UDIN: F004862D000569096