



SEC/FILING/BSE-NSE/21-22/68A/B

March 8, 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 Sirs,

Sub.: Declaration of Results of Postal Ballot

Ref.: Regulation 44 and information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

This is in continuation of our letter dated February 04, 2022 enclosing the Postal Ballot Notice dated January 24, 2022 for seeking consent of the Members of the Company for the following through Postal Ballot:

Item No.	Description of the Resolutions
1	Ordinary Resolution - Approval for cancellation of 6141 equity shares of face value of Rs.10 each not taken or agreed to be taken by any person from the issued share capital of the Company.
2	Special Resolution - Renewal of limit to issue debentures on private placement basis by the Board

Pursuant to Regulation 44 of the SEBI Listing Regulations, please find enclosed herewith the results of the e-voting, pursuant to the Postal Ballot, for the resolutions as specified in the said Postal Ballot Notice. The e-voting for Postal Ballot commenced on Saturday, February 05, 2022 (9:00 Hours IST) and concluded on Sunday, March 6, 2022 (17:00 Hours IST). The said resolutions were passed with the requisite majority. The resolutions are deemed to be passed on the last date of the e-voting, i.e. March 6, 2022.

The Company had appointed Mr. P. Sriram (Membership No. FCS 4862), Practising Company Secretary (PCS No. 3310) and failing him Ms. Nithya Pasupathy (Membership No. FCS 10601), Practising Company Secretary (PCS No. 22562) of SPNP & Associates, Chennai as the Scrutinizer for conducting process of remote e-voting in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder in a fair and transparent manner. The Scrutinizer has submitted his report.

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt Towers, Level — 3, West Wing, C-2, G-Block, Bandra — Kuria Complex, Bandra (East), Mumbai — 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.

Registered Office: Sri Towers, 14A, South Phase, Industrial Estate, Guindy, Chennai — 600 032, Tamil Nadu, India. Tel: +91 44 4852 4666 | Fax: +91 44 4852 5666.

Website: www.stfc.in | Corporate Identity Number (CIN) — L65191TN1979PLC007874



The Report of the Scrutinizer is also enclosed herewith. The voting results and Scrutinizer's Report are being placed on the Company's website www.stfc.in.

Thanking you,

Yours faithfully,

For **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

VIVEK ACHWAL
COMPANY SECRETARY

Encl.a/a

Shriram Transport Finance Company Limited

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Website: www.stfc.in | Corporate Identity Number (CIN) — L65191TN1979PLC007874

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	08-Mar-22
Last Date of Receipt of Postal Ballot forms/e-voting	06-Mar-22
Total number of Shareholders as on Cut-off date	99559
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:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO. 1:	<u>APPROVAL FOR CANCELLATION OF 6141 EQUITY SHARES OF FACE VALUE OF RS.10 EACH NOT TAKEN OR AGREED TO BE TAKEN BY ANY PERSON FROM THE ISSUED SHARE CAPITAL OF THE COMPANY</u>							
Resolution required: (Ordinary/Special)	Ordinary 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	70494053	70494053	100.00	70494053	0	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total	70494053	70494053	100.00	70494053	0	100.00	0.00
Public Institutions	E-Voting	185050846	168144990	90.86	168144990	0	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total	185050846	168144990	90.86	168144990	0	100.00	0.00
Public Non-Institutions	E-Voting	14974814	343309	2.29	341694	1615	99.53	0.47
	Poll							
	Postal Ballot(if applicable)							
	Total	14974814	343309	2.29	341694	1615	99.53	0.47
Total		270519713	238982352	88.34	238980737	1615	100.00	0.00



ITEM NO. 2:	<u>RENEWAL OF LIMIT TO ISSUE DEBENTURES ON PRIVATE PLACEMENT BASIS BY THE BOARD</u>							
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	70494053	70494053	100.00	70494053	0	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total	70494053	70494053	100.00	70494053	0	100.00	0.00
Public Institutions	E-Voting	185050846	168159833	90.87	165126643	3033190	98.20	1.80
	Poll							
	Postal Ballot(if applicable)							
	Total	185050846	168159833	90.87	165126643	3033190	98.20	1.80
Public Non-Institutions	E-Voting	14974814	343302	2.29	339821	3481	98.99	1.01
	Poll							
	Postal Ballot(if applicable)							
	Total	14974814	343302	2.29	339821	3481	98.99	1.01
Total		270519713	238997188	88.35	235960517	3036671	98.73	1.27





**REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING (POSTAL BALLOT) BY
THE SHAREHOLDERS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

*(Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the
Companies (Management and Administration) Rules, 2014, as amended)*

To

The Joint Managing Director and Chief Financial Officer
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
Wockhardt Towers, 3rd Floor, West Wing.
G Block, Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051

Dear Sir,

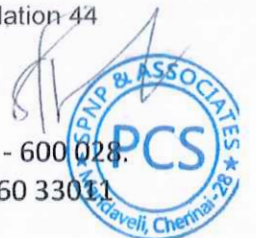
**Sub: Report of Scrutinizer pursuant to passing of resolutions through (postal ballot)
remote e-voting – reg.**

I, P. Sriram, Practicing Company Secretary, (Membership No. FCS 4862 and Certificate of Practice No. 3310), Partner of SPNP & Associates, Practicing Company Secretaries, was appointed by the Board of Directors of Shriram Transport Finance Company Limited, CIN: L65191TN1979PLC007874 (hereinafter referred as "the Company") as Scrutinizer for the purpose of scrutinizing the voting by postal ballot through remote e-voting and ascertaining the requisite majority on voting carried out in respect of the following resolutions as circulated in the Postal Ballot Notice dated January 24, 2022 pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circulars No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 ("MCA Circulars"), Regulation 44

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Practising Company Secretaries

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of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') :

I. Approval for cancellation of 6141 equity share of face value of Rs.10 each not taken or agreed to be taken by any person from the issued share capital of the Company.

II. Renewal of limit to issue debentures on private placement basis by the Board

As per guidelines prescribed by the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and the approval of the shareholders was sought only by means of remote e-voting.

In accordance with the MCA Circulars and SEBI Listing Regulations, 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 remote e-voting and also organised through Integrated Registry Management Services Private Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" of "Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evotingindia.com/>.

The Postal Ballot Notice was sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') ('Depositories') as at the close of business hours on Tuesday, February 1, 2022 ('Cut-Off Date') whose e-mail addresses are registered with the RTA. Members whose e-mail addresses were not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice was sent through SMS.

The Company through its RTA uploaded the resolutions together with explanatory statement on which e-voting was sought from the shareholders and for generating Electronic Voting Sequence Number (EVSN) by the system provider and also hosted the same in the website of the Company, <https://www.stfc.in>.

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FURTHER, I REPORT THAT:

The Postal Ballot Notice dated January 24, 2022 were sent to 99,559 shareholders vide electronic mode to their email addresses and mobile number registered with the Depository participant, as per the data downloaded from the NSDL/CDSL as on February 01, 2022. The Company has completed dispatch of Postal Ballot Notice through email on Friday, February 04, 2022.

The remote e-voting period commenced on Saturday, February 05, 2022 09:00 Hours (IST) and was closed on Sunday, March 06, 2022 at 17:00 Hours (IST) for the Members exercising their vote through electronic voting. The remote e-voting module were disabled by CDSL for voting thereafter. All votes cast by e-voting through CDSL received up to Sunday, March 06, 2022 at 17:00 Hours being last date fixed by the Company for exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 978 Shareholders had exercised their vote through electronic voting (E-voting). The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members on Tuesday, February 1, 2022.

The summary of the remote e-voting is as per the attached **Annexure 1** and the results of the remote e-voting in respect of Item No: 1 and Item No: 2 are given hereunder:

ORDINARY RESOLUTION ITEM NO. 1:

APPROVAL FOR CANCELLATION OF 6141 EQUITY SHARES OF RS.10 EACH NOT TAKEN OR AGREED TO BE TAKEN BY ANY PERSON FROM THE ISSUED SHARE CAPITAL OF THE COMPANY:

“RESOLVED THAT pursuant to the enabling provisions of the Articles of Association of the Company and provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules framed thereunder, the consent of the Members of



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the Company be and is hereby accorded to cancel from Issued share capital of the Company 6,141 equity shares of face value of Rs.10/- each amounting of Rs.61,410/-, not been taken or agreed to be taken by any person.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds, matters and things to give effect to the cancellation of the said 6,141 equity shares of face value of Rs.10/- each including for consequent diminution of the amount of Rs.61,410/- from the issued share capital of the Company as per the applicable accounting standards and provisions of the Act and to give such directions as may be in its absolute discretion deemed necessary, settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	978	238997195	100
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	974	238982352	100
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	944	238980737	99.99
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	944	238980737	99.99
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	30	1615	0.01
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	30	1615	0.01



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*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 1 polled **FOR** ORDINARY RESOLUTION is 99.99 % and the total votes polled **AGAINST** ORDINARY RESOLUTION is 0.01 %.

SPECIAL RESOLUTION ITEM NO. 2:

RENEWAL OF LIMIT ISSUE OF DEBENTURES ON PRIVATE PLACEMENT BASIS BY THE BOARD:

"RESOLVED THAT pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'Rules'), and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021('Debt Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the directions issued by Reserve Bank of India ('RBI') as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations as may be applicable to the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include Banking and Finance Committee constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures (NCDs), subordinated debentures, bonds or any other structured/hybrid debt securities (hereinafter referred to as 'Debentures') at such face value as may be permissible under the Act and RBI directions on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs.35,000 crores (Rupees Thirty Five Thousand Crores Only) within the overall borrowing limits of the Company approved by the Members, to the qualified institutional buyers, foreign institutional investors/foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, Corporates, insurance companies, trusts, High Net-worth Individuals (HNIs) and such other entities/ persons eligible to subscribe the

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Debentures on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	981	238997195	100
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	980	238997188	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	900	235960517	98.73
In Physical Mode	NIL	NIL	NIL
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	900	235960517	98.73
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	80	3036671	1.27
In Physical Mode	NIL	NIL	NIL
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	80	3036671	1.27

*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.



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RESULT: Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is 98.73%.and the total votes polled **AGAINST** SPECIAL RESOLUTION is 1.27%.

RESULT OF THE REMOTE E-VOTING:

The Ordinary resolution No. 1 set out in the Notice of the postal ballot requires that the votes cast in favour shall be simple majority than the votes cast against the resolution by the members so entitled and voting.

I report that the said Ordinary Resolution has been passed by the shareholders with requisite majority.

The Special resolution No. 2 set out in the Notice of the postal ballot requires that the votes cast in favour of the resolution shall not be less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

I report that the said Special Resolution has been passed by the shareholders with requisite majority.



P. Sriram

Practising Company Secretary

Certificate of Practice No:3310

Membership No: FCS 4862

UDIN: F004862C002816583

Date: 08.03.2022

Place: Chennai

For SHRIRAM TRANSPORT FINANCE CO. LTD.

Deepa
Authorised Signatory

SPNP & Associates

Practising Company Secretaries

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