



SEC/FILING/BSE-NSE/20-21/68A/B

March 12, 2021

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

This has reference to our letter dated February 08, 2021 enclosing the Notice of Postal Ballot dated January 28, 2021 under Section 110 of the Companies Act, 2013 seeking the consent of the Members under Section 42 and other applicable provisions of the Companies Act, 2013 for the renewal of limit for issue of Debentures on Private Placement basis by the Board.

The Company had appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No. 3310), Chennai as the Scrutinizer for conducting the E-voting process 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.

We inform you that the Special Resolution contained in the said Notice has been passed with requisite majority by the Members of the Company. We are enclosing the voting results and Scrutinizer's report and the same is 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

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

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	March 12,2021
Last Date of Receipt of e-voting	March 10,2021
Total number of Shareholders as on Cut-off date	73,652
No.of Shareholders Present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public:	Not Applicable
No of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	
Public:	

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

ITEM NO. 1:	Renewal of limit of issue of Debentures on Private Placement basis by the Board							
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	67021853	66964947	99.92	66964947	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total	67021853	66964947	99.92	66964947	0	100.00	0
Public Institutions	E-Voting	171603217	145878132	85.01	142793294	3084838	97.89	2.12
	Poll							
	Postal Ballot(if applicable)							
	Total	171603217	145878132	85.01	142793294	3084838	97.89	2.12
Public Non-Institutions	E-Voting	14436443	19967	0.14	19483	484	97.58	2.42
	Poll							
	Postal Ballot(if applicable)							
	Total	14436443	19967	0.14	19483	484	97.58	2.42
Total		253061513	212863046	84.12	209777724	3085322	98.55	1.45





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Practising Company Secretaries

**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**

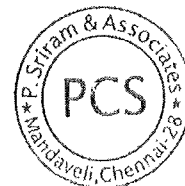
To

THE MANAGING DIRECTOR
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
Wockhardt Towers, 3rd Floor, West Wing,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051.

Dear Sir,

**SUB: PASSING OF RESOLUTION THROUGH (POSTAL BALLOT) REMOTE E-VOTING –
REG.**

Pursuant to the Resolution passed by the Board of Directors of Shriram Transport Finance Company Limited (" Company"/ "STFC") on 28th January 2021, I was appointed as a Scrutinizer for conducting Postal Ballot / remote e-voting in respect of the Special Resolution as circulated in the Postal Ballot Notice dated 28th January 2021 pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & Rule 22 of Companies (Management and Administration) Rules, 2014 read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 ("MCA Circulars"), Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the below mentioned item:





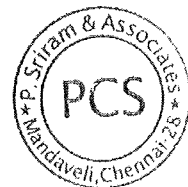
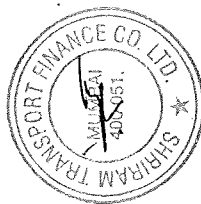
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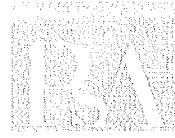
I. Renewal of limit to issue debentures on private placement basis by the Board

The approval of the shareholders was sought by means of remote e- voting pursuant to the provisions of Section 110 of the Act and the Rules framed there under and as required under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. In light of the continuing Covid-19 pandemic situation and in accordance with the MCA Circulars and SEBI Circulars , 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" or "Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evoting.com>.

The Postal Ballot Notice for remote e-voting was sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, 5th February, 2021 ('Cut-off Date') whose e-mail addresses are registered with RTA. Members whose e-mail addresses were not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Postal Ballot Notice was sent through SMS.

The Company through its RTA uploaded the Special Resolution 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, www.stfc.in.





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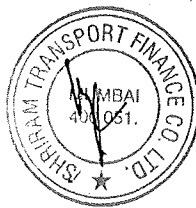
FURTHER, I REPORT THAT:

The remote e-voting Notice dated 28th January 2021 were sent to 62,299 shareholders vide electronic mode to their email addresses registered with the Depository participant, as per the data downloaded from the National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on 5th February, 2021.

The remote e-voting period commenced on Tuesday, February 09, 2021 9:00 Hours IST and ended on Wednesday, March 10, 2021 17:00 Hours IST for the Members exercising their vote through electronic voting. The remote e-voting module were disabled by Central Depository Services (India) Limited ('CDSL') for voting thereafter. All votes cast by e-voting through CDSL up to Wednesday, March 10, 2021 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 705 Shareholders had exercised their vote through remote Electronic voting (remote 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 Friday, 5th February, 2021.

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 is given hereunder





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SPECIAL RESOLUTION ITEM NO 1: RENEWAL OF LIMIT TO ISSUE 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 Debt Securities) Regulations, 2008 ('Debt Regulations') as amended from time to time, and the relaxations/clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 ('MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars') 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

#10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai 600028
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eligible to subscribe the 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.

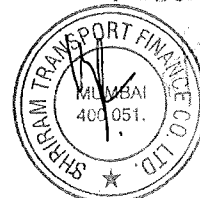
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

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 (in shares)	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	705	212,863,046	100
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms *	NA	NA	NA
NET VALID POSTAL BALLOT IN ELECTRONIC MODE	705	212,863,046	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	647	209,777,724	98.55
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Electronic Mode	647	209,777,724	98.55
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	58	3,085,322	1.45
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Electronic Mode	58	3,085,322	1.45

RESULT: Total votes for Item No. 1 polled **FOR SPECIAL RESOLUTION** is 98.55 % and the total votes polled **AGAINST SPECIAL RESOLUTION** is 1.45 %

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RESULT OF THE REMOTE E-VOTING:

The Special Resolution No. 1 set out in the Notice of the remote e-voting requires not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting in order to pass the Resolution. I report that the said Special Resolution No. 1 has been passed by the shareholders with requisite majority.



Date :March 12, 2021
Place :Chennai

(P.Sriram)
Practising Company Secretary
Certificate of Practice No:3310
Membership No: FCS 4862
UDIN : F004862B004065921

