



SEC/FILING/BSE-NSE/18-19/68A/B

June 13, 2019

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 May 13, 2019 enclosing the Postal Ballot Notice for seeking the consent of the Members for the following:

Item No.	Description of the Special Resolutions
1	Enhancement of limits of borrowing by the Board
2	Enhancement of limits for creation of security by the Board in connection with borrowing
3	Renewal of limit of 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 Postal Ballot/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 all the Special Resolutions mentioned above have been passed by 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 – Kurla Complex, Bandra (East), Mumbai – 400 051. Tel: +91 22 4095 9595 | Fax: +91 22 4095 9597.
Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai – 600 004, Tamil Nadu, India. Tel: +91 44 2499 0356 | Fax: +91 44 2499 3272.
Website: www.stfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.

Details of Results of E-Voting and poll pursuant to Regulation 44 of the 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	13/06/2019
Last Date of Receipt of Postal Ballot forms/e-voting	11/06/2019
Total number of Shareholders as on Cut-off date	55589
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:	



ITEM NO. 1:		Enhancement of limits of borrowing 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	59173023	59173023	100	59173023	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total	59173023	59173023	100	59173023	0	100.00	0
Public Institutions	E-Voting	125012271	93129097	74.50	90993357	2135740	97.71	2.29
	Poll							
	Postal Ballot(if applicable)							
	Total	125012271	93129097	74.50	90993357	2135740	97.71	2.29
Public Non-Institutions	E-Voting	42697442	25216147	59.06	25214128	2019	99.99	0.01
	Poll							
	Postal Ballot(if applicable)							
	Total	42697442	25216147	59.06	25214128	2019	99.99	0.01
Total		226882736	177535411	78.25	175397652	2137759	98.80	1.20



ITEM NO. 2:	Enhancement of limits for creation of security by the Board in connection with borrowing							
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	59173023	59173023	100	59173023	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total	59173023	59173023	100	59173023	0	100.00	0
Public Institutions	E-Voting	125012271	93129097	74.50	90993357	2135740	97.71	2.29
	Poll							
	Postal Ballot(if applicable)							
	Total	125012271	93129097	74.50	90993357	2135740	97.71	2.29
Public Non-Institutions	E-Voting	42697442	25216147	59.06	25214127	2020	99.99	0.01
	Poll							
	Postal Ballot(if applicable)		17144	0.04	17144	0	100.00	0.00
	Total	42697442	25233291	59.10	25231271	2020	99.99	0.01
Total		226882736	177535411	78.25	175397651	2137760	98.80	1.20



ITEM NO. 3:		Renewal of limit to issue 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	59173023	59173023	100	59173023	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total		59173023	59173023	100	59173023	0	100.00
Public Institutions	E-Voting	125012271	93129097	74.50	90993357	2135740	97.71	2.29
	Poll							
	Postal Ballot(if applicable)							
	Total		125012271	93129097	74.50	90993357	2135740	97.71
Public Non-Institutions	E-Voting	42697442	25216147	59.06	25214126	2021	99.99	0.01
	Poll							
	Postal Ballot(if applicable)		17769	0.04	17769		100.00	0.00
	Total		42697442	25233916	59.10	25231895	2021	99.99
Total		226882736	177536036	78.25	175398275	2137761	98.80	1.20





P Sriram & Associates
Practising Company Secretaries

**REPORT OF THE SCRUTINIZER ON THE E-VOTING AND PHYSICAL POSTAL BALLOTS BY THE
SHAREHOLDERS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED PURSUANT TO
SECTION 110 OF THE COMPANIES ACT, 2013**

13th June, 2019

To

**THE MANAGING DIRECTOR
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
MOOKAMBIKA COMPLEX, 3RD FLOOR
NO. 4, LADY DESIKA ROAD
MYLAPORE, CHENNAI - 600 004**

Dear Sir,

SUB: PASSING OF RESOLUTION THROUGH POSTAL BALLOT – REG.

Pursuant to the Resolution passed by the Board of Directors of Shriram Transport Finance Company Limited ("**Company**")/ "**STFC**") on 08th May, 2019, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Special Resolutions as circulated in the Postal Ballot Notice dated 08th May, 2019 pursuant to Section 110 of the Companies Act, 2013 ('the Act') & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following items:

- I. Enhancement of limits of borrowing by the Board.**
- II. Enhancement of limits for creation of security by the Board in connection with borrowing.**
- III. Renewal of limit to issue debentures on private placement basis by the Board.**





P.Sriram & Associates
Practising Company Secretaries

To enable wider participation of shareholders, approval of the shareholders were sought by means of Postal Ballot 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 Act and the Rules framed there under and as required under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Accordingly, 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 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 company through its RTA uploaded the Special Resolutions together with explanatory statement on which E-voting was sought from the shareholders and for generating E- Voting Event Number (EVEN) by the system provider and also hosted the same on the website of the company, www.stfc.in. The Register of Members was made up, for the purpose of despatch of Postal Ballot Notice to the shareholders on 09th May, 2019 (Cut- Off Date).

FURTHER, I REPORT THAT:

The Postal Ballot Notice dated 08th May, 2019 were despatched to 14330 shareholders in physical form along with Self-addressed Business Reply Inland Letter Card (BRILC) on 13th May, 2019 and also vide electronic mode to 41259 shareholders 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) on 11th May, 2019.

I have received the pPostal Ballot forms from the shareholders during the period starting from 13th May, 2019 till 11th June, 2019 (both days inclusive). All the Postal Ballot forms together with all votes cast by E-voting through CSDL received upto 11th June, 2019, being the last date fixed by the Company for receipt of the Postal Ballot forms & exercise of vote by electronic means, were considered for my scrutiny.





P.Sriram & Associates
Practising Company Secretaries

On scrutiny, I report that 538 Shareholders had exercised their vote through Electronic mode (E-voting) and 39 Shareholders had exercised their vote through Physical Postal Ballot. The voting was reckoned in proportion to a member's shares of vote rights on the paid up share capital of the Company.

The summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballot in respect of Item Nos: 1, 2 and 3 are given hereunder

SPECIAL RESOLUTION No. 1: ENHANCEMENT OF LIMITS OF BORROWING BY THE BOARD :

"RESOLVED THAT pursuant to Section 180(1)(c) 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 (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board) to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency:

(i) by way of availing of long/short term loans and all kinds of financial assistance by all permissible methods, secured/unsecured from banks, financial institutions, bodies corporate or any person(s),

(ii) by way of issue of foreign currency notes, bonds, rupee denominated bonds or any other eligible instrument to the eligible investors/lenders in the international market on private placement basis or through public issue or availing of loan(s) by way of external commercial borrowing as may be permissible by the Reserve Bank of India, from eligible lenders, persons

(iii) by way of issue of redeemable non-convertible debentures, subordinated debentures, bonds, commercial papers or any other security or instrument(s) on private placement basis as well as by way of public issue in the domestic market by issue of shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers, resident public financial institutions, multilateral financial





P.Sriram & Associates
Practising Company Secretaries

institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non- institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors,

(iv) by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non- resident Indians (through NRO accounts), trusts, firms, corporates or

(v) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital, free reserves and securities premium, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans, shall not exceed Rs. 1,50,000 crore (Rupees One Lac Fifty Thousand Crore Only).

RESOLVED FURTHER THAT the Board/person/(s) as authorized by the Board be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

PCS





P.Sriram & Associates
Practising Company Secretaries

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	538	177518267	
Physical Mode	39	17824	
Less: Invalid Postal Ballot forms *	6	680	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	571	177535411	100

Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	491	175380508	98.79
In Physical Mode	33	17144	0.01
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	524	175397652	98.80
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	47	2137759	1.20
In Physical Mode	-	-	-
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	47	2137759	1.20

** Duplicate voting and Abstained voting are treated as Invalid*

RESULT : Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is **98.80%** and the total votes polled **AGAINST** SPECIAL RESOLUTION is **1.20%**





P.Sriram & Associates

Practising Company Secretaries

**SPECIAL RESOLUTION No. 2: ENHANCEMENT OF LIMITS FOR CREATION OF SECURITY BY
THE BOARD IN CONNECTION WITH BORROWING :**

"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 (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board) for mortgaging and/or charging (including creation/perfection/ modification thereof) in such form and manner and on such terms and at such time(s) as the Board may deem fit, the movable and/or immovable properties including the whole or substantially the whole of the undertaking(s) 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), agent(s) to secure the debentures, notes, bonds or any other debt security issued/ to be issued by the Company in the domestic or international markets , loans availed by the Company from banks, financial or any other institutions, bodies corporate, persons in India as well as through external commercial borrowings, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs.1,80,000 crore (Rupees One Lac Eighty Thousand Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the documents and deeds, as may be necessary with respect to creation/perfection/ modification of mortgages and/or charges created/to be created on such immovable and/or movable properties of the Company in connection with the borrowing on such terms and conditions as may be decided by the Board in consultation with the lenders/ trustees and the documentation in connection with securitizing of receivables 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."





P.Sriram & Associates
Practising Company Secretaries

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	538	177518267	
Physical Mode	39	17824	
Less: Invalid Postal Ballot forms *	6	680	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	571	177535411	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	490	175380507	98.79
In Physical Mode	33	17144	0.01
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	523	175397651	
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	48	2137760	1.20
In Physical Mode	-	-	-
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	48	2137760	1.20

** Duplicate voting and Abstained voting are treated as Invalid*

RESULT : Total votes for Item No. 2 polled **FOR** the SPECIAL RESOLUTION is **98.80%** and the total votes polled **AGAINST** the SPECIAL RESOLUTION is **1.20%**



Handwritten signature





P.Sriram & Associates
Practising Company Secretaries

SPECIAL RESOLUTION No. 3: 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, 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 circulars and clarifications 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, 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 any 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 debt securities (hereinafter referred to as "Debentures") at such face value as may be permissible under the Act and RBI circulars 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 as may be 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, and such other entities/ persons 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.



**P.Sriram & Associates**

Practising Company Secretaries

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 Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	538	177518267	
Physical Mode	39	17824	
Less: Invalid Postal Ballot forms *	4	55	
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	573	177536036	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	489	175380506	98.79
In Physical Mode	35	17769	0.01
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	524	175398275	98.80
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	49	2137761	1.20
In Physical Mode	-	-	-
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	49	2137761	1.20

** Duplicate voting and Abstained voting are treated as Invalid*

RESULT : Total votes for Item No.3 polled FOR the SPECIAL RESOLUTION is 98.80% and the total votes polled AGAINST the SPECIAL RESOLUTION is 1.20%





P.Sriram & Associates
Practising Company Secretaries

RESULT OF THE POSTAL BALLOT:

The Special Resolutions nos. 1 to 3 set out in the Notice of the Postal Ballot 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 all the said Special Resolution Nos. 1 to 3 has been passed by the shareholders with requisite majority .



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

