

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

Regd. Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road, Mylapore, Chennai - 600 004 (TN)
Tel No: +91 44 2499 0356 Fax: +91 44 2499 3272. Website: www.stfc.in Email ID: secretarial@stfc.in**POSTAL BALLOT FORM****(READ THE INSTRUCTIONS GIVEN IN THE NOTICE OF POSTAL BALLOT BEFORE PROCEEDING TO FILL THE FORM)**

1. Name(s) of Member(s) (in block letters)
(including joint holder, if any)
2. Registered Address of the Sole / First Named member.

3. Folio No. / DP ID No.* / Client ID No.
(*Applicable to investors holding shares in dematerialized form)

4. Number of Shares held

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business as stated in the Postal Ballot Notice of the Company dated April 30, 2015, by conveying my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below:

Sl. No.	Description	Type of Resolution	No. of Shares	I / We assent to the Resolution(s) (FOR)	I / We dissent to the Resolution(s) (AGAINST)
1.	Creation of Security under Section 180 (1) (a) of the Companies Act, 2013 in connection with borrowings.	Special Resolution			

Place :

Date :

Signature of the Member**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Note : Please read the instructions given in the notice of postal ballot for electronic voting.CERTIFIED TRUE COPY
for SHRIRAM TRANSPORT FINANCE CO. LTD.
V. M. Achwal
Company Secretary



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POSTAL BALLOT NOTICE

NOTICE PURSUANT TO PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013.

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules') that the resolution appended below is proposed to be passed by Postal Ballot/electronic voting (e-voting) for the purpose of creation of security in favour of the Banks, Financial Institutions and other lenders in connection with borrowing made by the Company for the purpose of its business.

The Company seeks the consent of the Members for the aforesaid proposal through Special Resolution as specified herein below. A Statement explaining the reasons for passing of the said Resolution is also annexed.

Accordingly, the proposed Special Resolution together with the said Statement setting out the material facts and reasons for the Resolution is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No.3310), Chennai as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and the Rules made thereunder in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice and return the Postal Ballot Form duly completed in the attached Self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before **Thursday, July 30, 2015 (17:00 Hours IST)**.

For Members opting for E-Voting:

In compliance with Clause 35B of the Listing agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting mentioned in this Notice.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the voting by postal ballot will be declared in accordance with the provisions of Section 110 of the Act read with the Rules on **Saturday, August 01, 2015**. The results of said Postal Ballot along with the Scrutinizer's report will be hosted on the Company's website www.stfc.in and will be communicated to the National Stock Exchange of India Limited and BSE Limited., where the equity shares of the Company are listed.

CERTIFIED TRUE COPY

For SHRIRAM TRANSPORT FINANCE CO. LTD.

V. M. Achwal
Company Secretary

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO. 1.

Creation of Security in connection with borrowings.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the Special resolution passed at the Thirty Fifth Annual General Meeting of the Company held on July 09, 2014, and 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 or such Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the movable and/or immovable properties 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) to secure the debentures, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding Rs. 83,750 crore (Rupees Eighty Three Thousand Seven Hundred and Fifty Crore Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorised by the Board of Directors be and are hereby authorised to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and the documentation in connection with securitising 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.”

By Order of the Board
For **Shriram Transport Finance Company Limited**

Mumbai
Date: April 30, 2015

Vivek Achwal
Company Secretary



NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of the Item no. 1 is annexed hereto.
2. The voting period will commence on **July 01, 2015 (9:00 Hours IST)** and will end on **July 30, 2015 (17:00 Hours IST)** for the Members exercising their voting either by Postal Ballot Form or through electronic voting. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
3. The Notice is being sent to all the members by the prescribed mode under the Rules (by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on **June 19, 2015**.
4. The Members whose names will appear in the Register of Members/ Record of Depositories as on **June 19, 2015** will only be considered for voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on **June 19, 2015**.
5. The Postal Ballot Form and the Self-addressed Business Reply Envelope are enclosed for use by the Members.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.stfc.in
7. You are requested to carefully read the instructions mentioned in this Postal Ballot Notice and return the Postal Ballot Form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply Envelope so as to reach the Scrutinizer on or before **July 30, 2015 upto 17:00 Hours IST** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Hence, the Members are requested to send the duly completed Postal Ballot Form well before **July 30, 2015**, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. The results of the Postal Ballot will be declared on **Saturday, August 01, 2015** at the Registered office of the Company. The results and report of the Scrutinizer will be furnished to the National Stock Exchange of India Limited and BSE Limited and will also be hosted on the Company's website www.stfc.in.
10. Resolution passed by the members through this Postal Ballot are deemed to have been passed in the 36th Annual General Meeting.



Instructions for Voting:

1. Voting through Physical Postal Ballot Form

The procedure and instructions for the voting through physical Postal Ballot Form are as follows:

- i. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached Self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Business Reply Envelope containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Members, will also be accepted.
- ii. The Self-addressed Business Reply Envelope bears the address of the Scrutinizer appointed by the Company.
- iii. The Postal Ballot Form should be completed and signed by the sole/first named Member. In the absence of first named Member, in case of joint holding, the Form may be completed and signed by the next named Member. The signature of the Member on the Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
- iv. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority letter together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a Member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna street, North Usman Road, T. Nagar, Chennai 600017, please quote the Registration No. beneath the signature.
- v. The votes should be cast either in favour or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent.
- vi. The right of voting by Postal Ballot shall be exercised only by the Members.
- vii. A Member need not use all the votes nor needs to cast all the votes in the same way.
- viii. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
- ix. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on June 19, 2015.
- x. Votes will be considered invalid on the following grounds:
 - i. If the Member's signature does not tally.
 - ii. If the Member has marked all his shares both in favour and also against the resolution.
 - iii. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled.



- iv. If the Postal Ballot Form is filled in pencil or signed in pencil.
- v. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- xi. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

2. Voting through Electronic Means

The procedure and instructions for e-voting are as follows:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz. "STFCL E-Voting.pdf" with your DP ID & Client ID or Folio No. as Password. The said PDF file contains your User ID and Password / PIN for e-voting. Please note that the Password is an initial password.
 - ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on "Shareholder Login".
 - iv. Put User ID and Password / PIN as initial Password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password / PIN for Login.
 - v. If you are logging in for the first time, Password / PIN change menu appears. Change the Password / PIN with new Password / PIN of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password / PIN for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password / PIN with any other person and take utmost care to keep your password / PIN confidential.
 - vi. Home page of "e-voting" opens. Click on "e-Voting": Active Voting Cycles.
 - vii. Select "EVEN (E-Voting Event Number)" of Shriram Transport Finance Company Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of July 30, 2015 whichever is earlier.
 - viii. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to stfl.scrutiny@gmail.com with a copy marked to evoting@nsdl.co.in.



- B. In case a Member receiving the Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] may also vote electronically through the following procedure:
- (i) Initial Password / PIN is provided in the Postal Ballot Form
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. 1. A(ii) to Sl. No. 1. A(xi) above, to cast vote.
3. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsd.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password / PIN used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password / PIN for the e-Voting system of NSDL.



ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013 [the“Act”] and Explanation about reasons for the passing of the special resolution as required under Rule 22(1) of The Companies (Management and Administration) Rules, 2014, as amended.

ITEM NO. 1

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Explanation of “undertaking” for the purpose of Section 180(1)(a) of the Companies Act, 2013 shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Your Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/credit facilities from various financial/investment institution(s), bank(s), mutual fund(s), insurance company(ies), corporate body(ies) and other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of suitable mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/trustees. The creation of charge on the assets of the Company may result into disposal of undertaking as defined in the Explanation to Section 180(1)(a) of the Act.

The resolution proposed at item no.1 is to seek the permission of the members for empowering the Board/Committee of Directors to mortgage and/or charge the immovable and /or movable properties of the Company to secure the loans, debentures, bonds, financial assistances /credit facilities obtained/to be obtained by the Company from the lenders aggregating upto Rs. 83,750 crore (Rupees Eighty Three Thousand Seven Hundred and Fifty Crore Only).

The Board of Directors commend passing of the Special resolution set out in item no.1 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed resolution. Your approval is being sought, 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 Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended for passing the Special Resolution under Item No. 1 as set out in this Notice.

By Order of the Board
For Shriram Transport Finance Company Limited

Mumbai
Date: April 30, 2015

Vivek Achwal
Company Secretary

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