



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

May 28, 2020

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 E-Voting

This has reference to our letter dated April 24, 2020 enclosing the Notice of E-Voting dated April 20, 2020 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: Woodhatch 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) – L65101TN1979PLC007874.

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	May 28,2020
Last Date of Receipt of e-voting	May 26,2020
Total number of Shareholders as on Cut-off date	69,999
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:	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	59554984	59554984	100	59554984	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total	59554984	59554984	100	59554984	0	100.00	0
Public Institutions	E-Voting	151539415	129718003	85.6	127389429	2328574	98.21	1.80
	Poll							
	Postal Ballot(if applicable)							
	Total	151539415	129718003	85.60	127389429	2328574	98.21	1.80
Public Non-Institutions	E-Voting	15788337	172220	1.09	171789	431	99.75	0.25
	Poll							
	Postal Ballot(if applicable)							
	Total	15788337	172220	1.09	171789	431	99.75	0.25
Total		226882736	189445207	83.50	187116202	2329005	98.77	1.23



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

To

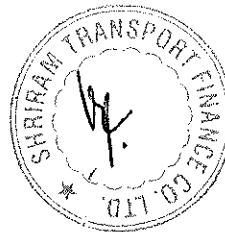
THE MANAGING DIRECTOR
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
WOCKHARDT TOWERS, LEVEL - 3,
WEST WING, C-2, G BLOCK,
BANDRA-KURLA COMPLEX,
BANDRA (EAST), MUMBAI - 400 051.

Dear Sir,

SUB: PASSING OF RESOLUTION THROUGH REMOTE E-VOTING - REG.

Pursuant to the Resolution passed by the Board of Directors of Shriram Transport Finance Company Limited ("Company"/ "STFC") on 20th April, 2020, I was appointed as a Scrutinizer for conducting the process of remote e-voting in respect of the Special Resolution as circulated in the Notice dated 20th April, 2020 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 No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 ("MCA 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:

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





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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)Regulation, 2015.

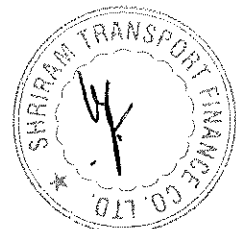
In view of the situation arising due to Corona virus (COVID-19) pandemic and extended lockdown, MCA has issued Circulars giving certain relaxation in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by companies, realizing the challenges faced by the companies in providing physical Postal Ballot voting facility to members 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 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 Wednesday, April 22, 2020 ('Cut-Off Date'). Members as on Cut-Off Date were entitled to vote by way of remote e-voting. The said Notice was sent electronically to all Members 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 Notice was sent through SMS.

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



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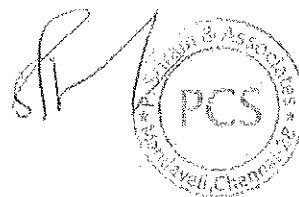
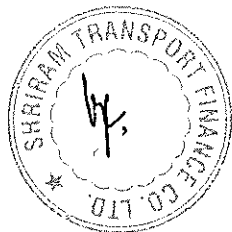
FURTHER, I REPORT THAT:

The remote e-voting Notice dated 20th April, 2020 were sent to 56,277 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 20th April, 2020.

The remote e-voting period commenced on Monday, April 27, 2020 9:00 Hours IST and ended on Tuesday, May 26, 2020 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 received upto Tuesday, May 26, 2020 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 747 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 Wednesday, April 22, 2020.

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





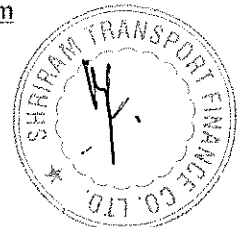
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SPECIAL RESOLUTION 1: RENEWAL OF LIMIT TO ISSUE DEBENTURES ON PRIVATE PLACEMENT BASIS BY THE BOARD:

"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 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 ('Circulars'), and the directions issued 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 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 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.



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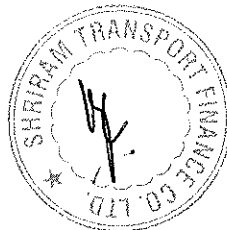
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"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole 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 E-votes [in Count]	No. of votes [In shares]	Percentage (%)
Total Remote E-voting Received	747	189445207	100
Less: Invalid if any *	-	-	-
NET VALID E-VOTES	747	189445207	100
E-VOTING with "ASSENT" as SPECIAL RESOLUTION	690	187116202	98.77
E-VOTING with "DISSENT" as SPECIAL RESOLUTION	57	2329005	1.23

RESULT : Total votes for Item No. 1 polled **FOR SPECIAL RESOLUTION** is 98.77 % and the total votes polled **AGAINST SPECIAL RESOLUTION** is 1.23 %





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RESULT OF THE REMOTE E-VOTING:

The Special Resolution 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 : 28.05.2020
Place : Chennai
UDIN : F004862B000287760

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

