SEC/FILING/NSE-BSE/21-22/68B **February 04, 2022**

The Secretary
BSE Limited
P J Street
Dalal Street,
Mumbai – 400 001.
Scrip Code : 511218

National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot no. C/1, G- Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051.
Scrip Code : SRTRANSFIN

Dear Sir/Madam,

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In furtherance to our letter dated January 24, 2022, please find enclosed herewith the Postal Ballot Notice dated January 24, 2022 for seeking approval of Members of the Company to the resolutions containing in the said Postal Ballot Notice.

In compliance with Ministry of Corporate Affairs Circular No. 20/2021 dated December 8, 2021, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories.

Accordingly, the Postal Ballot Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on Cut-off Date i.e. Tuesday, February 1, 2022.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the relaxations and clarifications issued under MCA Circulars, the Resolutions appended to the attached Postal Ballot Notice are proposed to be passed through electronic voting (remote e-voting). The Company has engaged

the services of Central Depository Services (India) Limited for facilitating e-voting in a secure manner. The voting period will commence on **Saturday, February 05, 2022 (9:00 Hours IST**) and will end on **Sunday, March 06, 2022 (17:00 Hours IST**). The remote e-voting results will be declared on **Tuesday, March 08, 2022** at **16:00 Hours IST** at the Corporate office of the Company, the results of the e-voting and the Scrutinizer's report will be placed 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 / securities of the Company are listed.

The Members whose e-mail address is not registered with the Company/Depositories, to receive the Postal Ballot Notice may register their email addresses on or before **17:00 Hours (IST)** on **Saturday, March 05, 2022** by sending an email to: csdstd@integratedindia.in with the details of Folio / Demat Account No.

The Postal Ballot Notice will also be available on the Company's website (https://www.stfc.in/investors/stfc-postal-ballot/), the website of CDSL, the remote e-voting service providing agency to the Company (https://www.evotingindia.com/) and NSDL at (https://www.evoting.nsdl.com/).

Kindly take the same on record.

Thanking you,
Yours faithfully,

for **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

VIVEK ACHWAL
COMPANY SECRETARY
Encl:a/a
cc:
1. National Securities Depository Limited
2. Central Depository Services (India) Limited

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, 14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032

Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666

Website: www.stfc.in Email id: secretarial@stfc.in

POSTAL BALLOT NOTICE

Notice pursuant to the provisions of Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **'Act'**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the **'Rules'**), (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations')**, 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 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, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 **('MCA Circulars')** that the resolutions appended below are proposed to be passed by way of Postal Ballot only through electronic means (remote e-voting). The proposed resolutions together with the explanatory statement setting out the material facts and reasons for the passing of these resolutions are being sent to you for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent by email to all Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited **('Depositories')** and the record of the Integrated Registry Management Services Private Limited, Registrar and Share Transfer Agent **('RTA')** of the Company. As such, please note that the hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. Accordingly, the Members are required to

communicate their assent or dissent through the remote e-voting facility only. For more details in this regard, your attention is invited to Note nos. 2 to 5 of the Notes to this Postal Ballot Notice.

The Company has 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 Act read with Rules and the MCA Circulars in a fair and transparent manner.

The Members are requested to carefully read and follow the instructions on remote e-voting contained in the Notes to this Postal Ballot Notice (Notice).

The Scrutinizer will submit his report to the Authorized Director or any Authorized person appointed by the Chairman/Managing Director for declaration of the result of the remote e-voting on **Tuesday, March 8, 2022** at **16:00 Hours IST** at the Corporate Office of the Company. The results of the remote e-voting and the Scrutinizer's report will be placed 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 / securities of the Company are listed.

SPECIAL BUSINESS:

ITEM NO.1

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

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"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 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.**"**

Item No.2

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

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"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 may be amended from time to time, 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 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.**"**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 **('the Act')** read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **('the Rules')** and other applicable provisions, if any, setting out all the material facts relating to the resolutions contained in this Postal Ballot Notice dated January 24, 2022 is annexed hereto.

2. In accordance with MCA Circulars, this Notice is being 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 Tuesday, February 1, 2022 ('Cut-off Date'). Members as on the cut-off date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents **('RTA'**), or the Depositories/Depository Participants.

3. For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories/Depository Participants, the weblink for downloading the Notice is being sent through SMS.

4. Eligible Members who have not registered their e-mail IDs are required to register the same on or before 17:00 Hours IST on Saturday, March 05, 2022 so as to receive this Postal Ballot Notice and the procedure for e-voting along with the

login ID and password related details. The procedure to register email ID is, given below:

Members may send a request to csdstd@integratedindia.in with the details of their Folio / Demat Account No. after updation, the Notice will be sent by RTA.

Members may send a request to evoting@cdslindia.com for procuring user ID and password for e-voting.

(i) In case shares are held in physical mode, please provide Folio Number, name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) for more details click on https://tinyurl.com/2d8f4jje

(ii) In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card).

Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Postal Ballot Notice within 24 hours of receiving details of e-mail ID.

5. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories/ Depository Participants.

6. The Communication of the assent/dissent to the Resolutions proposed in the Notice would take place only through remote e-voting.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. The voting period will commence on **Saturday, February 05, 2022 (9:00 Hours IST**) and ends on **Sunday, March 06, 2022 (17:00 Hours IST**) for the Members exercising their vote through electronic voting. The remote e-voting module shall be disabled by Central Depository Services (India) Limited ('CDSL') for voting thereafter.

9. This Postal Ballot Notice will also be available on the website of the Company (https://www.stfc.in/investors/stfc-postal-ballot/), the relevant section of the websites of the Stock Exchanges on which the Equity Shares are listed i.e. BSE Limited (https://www.bseindia.com/) and National Stock Exchange of India Limited (https://www.nseindia.com/), the website of CDSL, the remote e-voting service providing agency to the Company (https://www.evotingindia.com/) and NSDL at (https://www.evoting.nsdl.com/)

10. All relevant documents referred in this Notice will be made available for inspection at the registered office of the Company until Friday, March 4, 2022 during office hours on all working days (except Saturday and Sunday) and shall also be accessible through electronic mode. In this regard, the Member may write to the Company Secretary of the Company at secretarial@stfc.in.

11. The Board of Directors has 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 Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have consented to act as scrutinizer.

12. The results of the remote e-voting will be declared on **Tuesday, March 8, 2022** at 16:00 Hours IST at the Corporate office of the Company, the remote e-voting results and report of the Scrutinizer will be furnished to the National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and will also be uploaded on the Company's website www.stfc.in.

13. The Resolutions in the Notice shall be deemed to be passed on the last date of voting period i.e. **Sunday, March 6, 2022**, if approved by the requisite majority.

14. Voting through electronic means

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended

from time to time, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members for voting on all the resolutions set out in this Notice.

During this period, members holding shares either in physical form or in dematerialized form, as on February 1, 2022 i.e. Cut-off Date, may cast their vote electronically. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off Date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained herein below:

a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

b. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual Members holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Members holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service

	Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-

	Voting service provider website for casting your vote during the remote e-Voting period.
Individual Members (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

c. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field(3).

d. After entering these details appropriately, click on "**SUBMIT**" tab.

e. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

g. Click on the EVSN for the **"Shriram Transport Finance Company Limited"** on which you choose to vote.

h. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

i. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

j. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

k. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

l. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

m. Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address stfc.scrutinizer@gmail.com, with a copy marked to helpdesk.evoting@cdslindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

15. Process for those shareholders whose email/mobile no. are not registered with the company/depositories

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id, csdstd@integratedindia.in. Members who hold shares in physical form and who have not updated KYC details, may contact RTA at their below mentioned address : Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017. Phone : 044-28140801 to 28140803 Fax : 044-28142479 Email : csdstd@integratedindia.in

- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com In case of any queries or grievances regarding remote e-voting, Members may write to : Ms. Shaila M or Mr. Mathew Varghese, Corporate Office - Wockhardt Towers, Level-3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. Telephone Number: +91-022-40959595 (except Saturday and Sunday), Email Id: secretarial@stfc.in.

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

Place: Mumbai
Date: January 24, 2022

Vivek Achwal
Company Secretary
Membership No. : ACS 8061

CIN: L65191TN1979PLC007874
Regd. Office: Sri Towers, Plot No.14A, South Phase,
Industrial Estate, Guindy, Chennai 600 032
Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666
Website: www.stfc.in Email id: secretarial@stfc.in

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO. 1

In the year 1995, Shriram Transport Finance Company Limited ('**the Company**') had made a Rights Issue of 64,95,420 fully paid up Equity Shares of Rs.10/- each for cash at par vide letter of offer dated January 4,1995 (**1995 Rights Issue Offer**) in the proportion of 1 (one) equity share for every equity share held on record date (February 10,1995), aggregating to Rs.6,49,54,200/- .

The Business Development Committee of the Board of Directors of the Company in its meeting held on April 21, 1995 made allotment of 64,84,910 fully paid up Rights Equity shares of face value of Rs.10/- each to eligible shareholders. However, on account of unavailability of certain information in connection with certain applicants of Equity Shares in the 1995 Rights Issue Offer, the Business Development Committee kept in abeyance the allotment of balance 10,510 Rights Equity shares. Out of the said 10,510 Rights Equity shares kept in abeyance, the Business Development Committee subsequently allotted 2,369 Rights Equity shares on November 11, 1995 and 2,000 Rights Equity shares on December 28, 1995 to the rightful owners. The balance 6,141 equity shares have remained unsubscribed for about 27 years as no person(s) has/have approached the Company submitting his/her/their claim with respect to the said 6,141 equity shares as rightful owner(s).

Section 61(1)(e) of the Companies Act, 2013 ('**the Act**') authorizes the Company to cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person. As per Section 61(2) of the Act, the cancellation of shares under sub-section (1) shall not be deemed to be a reduction of share capital.

Pursuant to the enabling provisions of the Articles of Association of the Company, by passing ordinary resolution in the general meeting, the Company may cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person(s).

In light of the above and in order to set the Share Capital of the Company, it is proposed to cancel the said 6,141 Equity shares of face value of Rs.10/- each from Issued Share Capital of the Company as set out in the ordinary resolution proposed at Item No.1 of this Notice.

The Board of Directors commends passing of this resolution as set out at item no. 1 of the Notice of this Notice. All relevant documents concerning the 1995 Rights Issue Offer including the Letter of Offer dated January 4, 1995 and the resolutions passed by the Business Development Committee, etc. will be made available for inspection at the registered office of the Company until Friday, March 4, 2022 during office hours on all working days (except Saturday and Sunday) and shall also be accessible through electronic mode. In this regard, the Member may write to the Company Secretary of the Company at secretarial@stfc.in.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

Item No.2

Issue of debentures on private placement basis is an important and cost-effective source of faster raising of funds by a Non-Banking Financial Companies (NBFCs). The Company being NBFC has been using this method of fund raising in the ordinary course of its business and will utilize proceeds of the issue of Debentures for on-lending, growing the Company's asset book, refinancing existing debt and other general purposes as may be decided by the Board from time to time.

The Members of the Company by way of passing the special resolution through postal ballot/e-voting on March 10, 2021 had authorised the Board of Directors to issue redeemable non-convertible debentures, subordinated debentures, bonds, structured/hybrid instruments or any other debt securities (hereinafter referred to as **'Debentures'**) on private placement basis up to the limit of Rs.35,000 crore. In accordance with Section 42 of the Companies Act, 2013 **('the Act')** read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 **('the Rules')**, the said Special Resolution is valid up to March 9, 2022. The issue of Debentures up to Rs.35,000 crore, as mentioned in the enabling Special Resolution proposed in this Notice will be within the overall limits of borrowing i.e. Rs.1,50,000 crores outstanding at any point of time, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, approved by shareholders of

the Company by way of passing of Special Resolution on June 13, 2019 under Section 180(1)(c) of the Act through Postal Ballot. The approval of the shareholders being sought vide this Notice as a matter of abundant caution and to provide complete clarity for doubts, if any, raised in the process of invitation, offer, subscription, allotment and issue of Debentures on private placement basis. The Company continues to be judicious in borrowing funds including through issue of non-convertible debentures and evaluates various factors including cost of the issue, prevailing market conditions, etc.

Pursuant to Section 42 of the Act read with Rule 14 of the Rules, any offer or invitation for subscription of debentures and its issuance on private placement basis shall be approved by the Members by way of a Special Resolution. The Rules provide that the special resolution shall be passed in respect of all offers or invitations for the debentures to be issued during the year.

The Company may be required to issue rated structured debt products depending on market conditions such as Covered Bonds, Dual Recourse Bonds, Principal Protected Market Linked non-convertible debentures or any other hybrid debentures etc. The terms and conditions of the issue of Debentures including face value, coupon rate/interest rate, tenure, repayment, security, listing, payment of interest accrued on issue/reissue of Debentures, etc. will be decided by the Board or the Joint Managing Director & Chief Financial Officer or any person(s) as may be authorized by the Board as may be mutually agreed to between the Company and subscribers of the Debentures through stock exchange bidding platform and/or any other permitted method. The Company may also issue the Debentures at discount or premium depending upon the product structure, debt market conditions prevailing on the date of issue of the Debentures and regulatory requirements with regard to capping of number of ISINs maturing per financial year, etc.

All relevant documents referred in this Notice will be made available for inspection at the registered office of the Company until Friday, March 4, 2022 during office hours on all working days (except Saturday and Sunday) and shall also be accessible through electronic mode. In this regard, the Member may write to the Company Secretary of the Company at secretarial@stfc.in.

The Board of directors commend passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

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

Place: Mumbai **Vivek Achwal**
Date: January 24, 2022 **Company Secretary**
Membership No. : ACS 8061

CIN: L65191TN1979PLC007874
Regd. Office: Sri Towers, Plot No.14A, South Phase,
Industrial Estate, Guindy, Chennai 600 032
Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666
Website: www.stfc.in Email id: secretarial@stfc.in

Date & Time of Download : 04/02/2022 13:36:52

BSE ACKNOWLEDGEMENT

Acknowledgement Number	3688636
Date and Time of Submission	2/4/2022 1:28:54 PM
Scripcode and Company Name	511218 - SHRIRAM TRANSPORT FINANCE CO.LTD.
Subject / Compliance Regulation	Shareholder Meeting / Postal Ballot-Notice of Postal Ballot
Submitted By	Mathew
Designation	Designated Officer for Filing

Disclaimer : - Contents of filings has not been verified at the time of submission.

National Stock Exchange Of India Limited

Date of 04-Feb-2022

NSE Acknowledgement

Symbol:-	
Name of the Company: -	Shriram Transport Finance Company Limited
Submission Type:-	Announcements
Short Description:-	Others
Date of Submission:-	04-Feb-2022 01:34:58 PM
NEAPS App. No:-	2022/Feb/203/203

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.

National Stock Exchange Of India Limited

Date of 04-Feb-2022

NSE Acknowledgement

Symbol:-	SRTRANSFIN
Name of the Company: -	Shriram Transport Finance Company Limited
Submission Type:-	Announcements
Short Description:-	Shareholders meeting
Date of Submission:-	04-Feb-2022 01:30:42 PM
NEAPS App. No:-	2022/Feb/1793/1801

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.