

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: SHRIRAMFIN

Dear Sir/Madam,

Sub.: Declaration of Results of Postal Ballot

Ref.: Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

This is in continuation to our letter dated September 05, 2023 regarding Notice of Postal Ballot dated August 31, 2023 (“Notice”) issued to the Members of the Company for seeking their approval by way of Postal Ballot through voting by electronic means (“remote e-voting”) for resolutions embodied therein and given below:

Item No.	Description of the Special Resolutions
1	Re-appointment of Mr. Pradeep Kumar Panja (DIN 03614568) as an Independent Director of the Company
2	Appointment of Mr. S. Ravindran (DIN 09778966) as an Independent Director of the Company

The e-voting for Postal Ballot commenced on Wednesday, September 6, 2023 (9:00 Hours IST) and concluded on Thursday, October 5, 2023 (17:00 Hours IST).

In compliance with Regulations 30, 44 and other applicable provisions of the Listing Regulations, please find enclosed herewith the Results of the Postal Ballot (through remote e-voting) in the prescribed format under Regulation 44(3) of the Listing Regulations. The said special resolutions are passed with the requisite majority. The resolutions are deemed to be passed on the last date of the e-voting, i.e. October 5, 2023.

Shriram Finance Limited

(Formerly known as Shriram Transport Finance Company Limited)

Corporate Office : Wockhardt Towers, Level - III, West Wing, C-2, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra. Ph: +91 22 4095 9595

Registered Office : Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai - 600 032. Tamil Nadu, India. Ph: +91 44 4852 4666

Website : www.shriramfinance.in | Corporate Identity Number (CIN) - L65191TN1979PLC007874

The Company had appointed Mr. P. Sriram (Membership No. FCS 4862), Practising Company Secretary (CP No. 3310) or failing him Ms. Nithya Pasupathy (Membership No. FCS 10601), Practising Company Secretary (CP No. 22562) of SPNP & Associates, Chennai as the Scrutinizer for conducting process of remote e-voting 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. The Report of the Scrutinizer is also enclosed herewith.

The voting results and Scrutinizer's Report are being placed on the Company's website at www.shriramfinance.in.

Thanking you,
Yours faithfully,
For **SHRIRAM FINANCE LIMITED**

U BALASUNDARARAO
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: a/a

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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 Finance Limited
Date of Declaration of Results of Postal ballot	October 06, 2023
Last Date of Receipt of Postal Ballot forms/e-voting	October 05, 2023
Total number of Shareholders as on Cut-off date	98,256
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:	

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Pradeep Kumar Panja (DIN 03614568) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95516276	95516276	100.0000	9,55,16,276	-	100.0000	0.0000
	Poll		0	0.0000	-	-	0	0
	Postal Ballot (if applicable)		0	0.0000	-	-	0	0
	Total		95516276	95516276	100.0000	95516276	0	100.0000
Public-Institutions	E-Voting	262736318	226525006	86.2176	20,94,30,268	1,70,94,738	92.4535	7.5465
	Poll		0	0.0000	-	-	0	0
	Postal Ballot (if applicable)		0	0.0000	-	-	0	0
	Total		262736318	226525006	86.2176	209430268	17094738	92.4535
Public- Non Institutions	E-Voting	16967799	587028	3.4597	5,69,986	17,042	97.0969	2.9031
	Poll		0	0.0000	-	-	0	0
	Postal Ballot (if applicable)		0	0.0000	-	-	0	0
	Total		16967799	587028	3.4597	569986	17042	97.0969
Total		375220393	322628310	85.9837	305516530	17111780	94.6961	5.3039
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. S. Ravindran (DIN 09778966) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		95516276	100.0000	9,55,16,276	-	100.0000	0.0000
	Poll	95516276	0	0.0000	-	-	0	0
	Postal Ballot (if applicable)		0	0.0000	-	-	0	0
	Total	95516276	95516276	100.0000	95516276	0	100.0000	0.0000
Public-Institutions	E-Voting		226668454	86.2722	22,50,71,682	15,96,772	99.2955	0.7045
	Poll	262736318	0	0.0000	-	-	0	0
	Postal Ballot (if applicable)		0	0.0000	-	-	0	0
	Total	262736318	226668454	86.2722	225071682	1596772	99.2955	0.7045
Public- Non Institutions	E-Voting		588379	3.4676	5,71,143	17,236	97.0706	2.9294
	Poll	16967799	0	0.0000	-	-	0	0
	Postal Ballot (if applicable)		0	0.0000	-	-	0	0
	Total	16967799	588379	3.4676	571143	17236	97.0706	2.9294
Total		375220393	322773109	86.0223	321159101	1614008	99.5000	0.5000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING (POSTAL BALLOT)
BY THE MEMBERS OF SHRIRAM FINANCE LIMITED
(Formerly known as “Shriram Transport Finance Company Limited”)**

***(Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the
Companies (Management and Administration) Rules, 2014, as amended)***

To

Executive Vice Chairman

SHRIRAM FINANCE LIMITED

Wockhardt Towers, 2nd Floor, East Wing,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051.

Dear Sir,

**Sub: Report of Scrutinizer pursuant to passing of resolutions through (postal ballot)
remote e-voting – reg.**

I, P.Sriram, Practising Company Secretary, (Membership No.FCS 4862 and Certificate of Practice No. 3310), Partner of SPNP & Associates, Practising Company Secretaries, was appointed by the Board of Directors of Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited), CIN: L65191TN1979PLC007874 (hereinafter referred as “the Company”) as Scrutinizer for the purpose of scrutinizing the voting by postal ballot through remote e-voting and ascertaining the requisite majority on voting carried out in respect of the following resolutions as circulated in the Postal Ballot Notice dated August 31, 2023 pursuant to Section 110 read with Section 108 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),



SPNP & Associates

Practising Company Secretaries

No. 10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai – 600028
snpnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile: 9566033011



Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended 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, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 ('MCA Circulars'):

- I. Re-appointment of Mr. Pradeep Kumar Panja (DIN 03614568) as an Independent Director of the Company.**
- II. Appointment of Mr. S. Ravindran (DIN 09778966) as an Independent Director of the Company.**

As per guidelines prescribed by the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for this Postal Ballot and the approval of the Members was sought only by means of remote e- voting.

In accordance with the MCA Circulars and Listing Regulations, 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 Members electronically through remote e-voting and also organised through Integrated Registry Management Services Private Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" or "Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evotingindia.com/>.

The Postal Ballot Notice was sent to the Members whose names appeared in the List of Beneficial Owners received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') ('Depositories') as at the close of business hours on Friday, September 01, 2023 ('Cut-Off Date') whose e-mail addresses were registered with the RTA. Members whose e-mail addresses were not registered but mobile



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numbers were registered with RTA/Depositories, the weblink for downloading the Notice was sent through SMS.

The Company through its RTA uploaded the resolutions together with explanatory statement on which e-voting was sought from the Members and for generating Electronic Voting Sequence Number (EVSN) by the system provider and also hosted the same on the website of the Company, <https://www.shriramfinance.in>.

FURTHER, I REPORT THAT:

The Postal Ballot Notice dated August 31, 2023 were sent to 98,256 Members vide electronic mode to their email addresses and mobile numbers registered with the Depository Participants, as per the data downloaded from the NSDL/CDSL as on Friday, September 01, 2023. The Company has completed dispatch of Postal Ballot Notice through email on Tuesday, September 05, 2023.

The remote e-voting period commenced on **Wednesday, September 06, 2023** 09:00 Hours (IST) and was closed on **Thursday, October 05, 2023** at 17:00 Hours (IST) for the Members exercising their vote through electronic voting. The remote e-voting modules were disabled by CDSL for voting thereafter. All votes cast by e-voting through CDSL received upto **Thursday, October 05, 2023** at 17:00 Hours (IST) being last date fixed by the Company for exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 1,546 Members 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 shareholder in the Register of the Members as on Friday, September 01, 2023.

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 and Item No: 2 are given hereunder:



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SPECIAL RESOLUTION ITEM NO. 1:

Re-appointment of Mr. Pradeep Kumar Panja (DIN 03614568) as an Independent Director of the Company

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as “Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules framed thereunder and pursuant to Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pradeep Kumar Panja (DIN 03614568) who holds office of the Independent Director up to October 24, 2023 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose the candidature of Mr. Pradeep Kumar Panja for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from October 25, 2023 upto October 24, 2028 (both dates inclusive).

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and Remuneration Policy of the Company, Mr. Pradeep Kumar Panja be paid sitting fees and commission as may be approved by the Board/Members subject to the limits prescribed under the Act.



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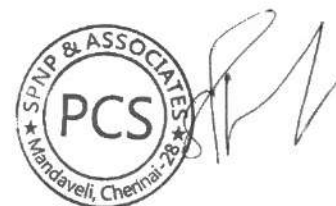




RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Details	No. of Members	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1542	322628310	100
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1542	322628310	100
Postal Ballot forms with “ASSENT” as SPECIAL RESOLUTION			
In Electronic Mode	1393	305516530	94.70
In Physical Mode	NIL	NIL	NIL
Total Postal Ballot with “ASSENT” in Physical & Electronic Mode	1393	305516530	94.70
Postal Ballot Forms with “DISSENT” as SPECIAL RESOLUTION			
In Electronic Mode	149	17111780	5.30
In Physical Mode	NIL	NIL	NIL
Total Postal Ballot with “DISSENT” in Physical & Electronic Mode	149	17111780	5.30

RESULT: Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is **94.70 %** and the total votes polled **AGAINST** SPECIAL RESOLUTION is **5.30 %**.



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SPECIAL RESOLUTION ITEM NO. 2:

Appointment of Mr. S. Ravindran (DIN 09778966) as an Independent Director of the Company:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as “ Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules framed thereunder and pursuant to Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. S. Ravindran (DIN 09778966) who was appointed as an Additional Director of the Company with effect from August 31, 2023 by the Board of Directors as per Section 161(1) of the Act and Article 21 of the Articles of Association of the Company in the category of Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. S.Ravindran for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from August 31, 2023 upto August 30, 2028 (both dates inclusive).

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and Remuneration Policy of the Company, Mr. S. Ravindran be paid sitting fees and commission as may be approved by the Board/Members subject to the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”



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Details	No. of Members	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1541	322773109	100
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1541	322773109	100
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	1481	321159101	99.50
In Physical Mode	NIL	NIL	NIL
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	1481	321159101	99.50
Postal Ballot Forms with "DISSENT" as SPECIALRESOLUTION			
In Electronic Mode	60	1614008	0.50
In Physical Mode	NIL	NIL	NIL
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	60	1614008	0.50

RESULT: Total votes for Item No. 2 polled **FOR** SPECIAL RESOLUTION is 99.50% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 0.50%



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RESULT OF THE REMOTE E-VOTING:

The Special resolutions No. 1 and 2 set out in the Notice of the postal ballot requires that the votes cast in favour of the resolution shall not be less than three times the number of votes, if any, cast against the resolution by Members so entitled and voting.

I report that the said Special Resolutions have been passed by the Members with requisite majority.

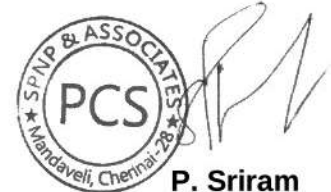
Note: There are instances where a shareholder has exercised his voting partially in favour and as against. Hence in the "Number of Members Voted", his/her count is taken in both "For" & "Against" columns

Counter signed by
For Shriram Finance Limited

For SPNP & Associates



Umesh Revankar
Executive Vice Chairman



P. Sriram
Practising Company Secretary

Certificate of Practice No:3310

Membership No: FCS 4862

Peer Review No.: 1913/2022

UDIN:F004862E001201717

Date: October 6, 2023
Place:Chennai

Date: October 6, 2023
Place: Chennai