SHRIRAM
Commercial Vehicle Finance
GETS YOU GOING

SEC/FILING/BSE-NSE/16-17/68A-B

July 27, 2016

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.: Scrutinizer's report and Voting Results of 37th Annual General Meeting (AGM) of Shriram Transport Finance Co. Ltd.

In furtherance to our today's letter, Please find attached Scrutinizer's report and voting results pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the consolidated report of the Scrutinizer, all Ordinary/Special Resolutions as set out in the notice of the 37th AGM have been duly approved by the Members with requisite majority.

Thanking you,

Yours faithfully,

for **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED,**

Vivek Achwal
Company Secretary
Encl.: a/a.

P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Rules, 2014)

Date: July 27, 2016

To,

The Chairman of 37th Annual General Meeting of
Shriram Transport Finance Company Limited,
Having Registered Office at :
Mookambika Complex,
3rd Floor, No. 4, Lady Desika Road,
Mylapore, Chennai- 600004

THIRTY SEVENTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED HELD ON WEDNESDAY27th JULY, 2016 AT 11:00 AM ATNARADA GANA SABHA (MAIN HALL) 314, TT K ROAD, ALWARPET, CHENNAI-600018.

I, P.Sriram, Proprietor of P.Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**, CIN:L65191TN1979PLC007874("the Company")for the purpose of voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting held on 27th July,2016 at the venue mentioned above (AGM).pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI (Listing obligations and

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No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 8000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com

Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated June 20, 2016 of the AGM held on July 27, 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll (Insta Poll) at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and poll at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

Report on scrutiny:

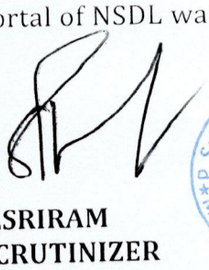
1. The Company has entered into an arrangement with National Securities Depository Ltd(NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.

2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was July 20, 2016.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Sunday, 24th July, 2016 (9:00 Hours IST) till Tuesday 26th July,2016 (17:00Hours IST) preceding the date of the AGM.

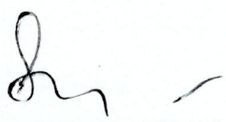
4. As on the cut-off date i.e. 20th July, 2016, there were 43, 624 Shareholders.

5. At the end of remote e-voting period on 26th July, 2016 at 17:00 HRS IST, voting portal of NSDL was blocked forthwith.





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6. After the poll ordered by the Chairman at the AGM, Two poll boxes kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll boxes were handed over to the Chairman of the AGM after locking them.

7. After completion of the poll at the AGM, the poll boxes kept for voting were immediately opened by me in presence of Ms. Krithika (DP-ID Client ID_3001315064572) and Mr.CR Dash (DP-ID Client ID_1304140007540351) who are not the employees of the Company.

8. The Shareholders present in person or through proxy at the AGM 1444 & 9 respectively.

9. On Wednesday, 27th July, 2016 at 11.35 A.M after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Saurab Munoth.

10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Integrated Enterprises(India) Ltd, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of ballot.

11. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately

12. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :

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CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS i.e., REMOTE E- VOTING AND VOTING BY POLL IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	21	520	0	0	2	0
Number of Votes Cast by Members	6018	168466795	0	0	1125	0
% of total number of valid votes cast	0.003%	99.997%	0	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour – 100.00 %

Percentage of Votes against - 0

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ITEM NO.2: AS AN ORDINARY RESOLUTION

CONFIRMATION OF INTERIM DIVIDEND AND THE DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	21	519	0	1	2	0
Number of Votes Cast by Members	6018	168513374	0	10	1125	0
% of total number of valid votes cast	0.003%	99.997%	0	0.000%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour – 100.00 %

Percentage of Votes against - 0.000 %

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ITEM NO.3 AS AN ORDINARY RESOLUTION

APPOINTMENT OF JOINT AUDITORS TO HOLD THE OFFICE FROM CONCLUSION OF THIS AGM TILL CONCLUSION OF NEXT AGM : AND FIXING THEIR REMUNERATION.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	21	474	0	33	2	0
Number of Votes Cast by Members	6018	165230169	0	2474500	1125	0
% of total number of valid votes cast	0.003%	98.521%	0	1.475%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour -98.524%

Percentage of Votes against - 1.475%

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ITEM NO. 4 : AS AN ORDINARY RESOLUTION

NOT TO FILL VACANCY SUBSEQUENT TO RETIREMENT OF MR.UMESH REVANKAR (HOLDING DIN 00141189) WHO RETIRES AS DIRECTOR AT THE AGM AND NOT SEEKING RE-APPOINTMENT AS DIRECTOR:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	517	0	3	2	0
Number of Votes Cast by Members	6008	168507207	0	6156	1125	0
% of total number of valid votes cast	0.003%	99.993%	0	0.003%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour – 99.996%

Percentage of Votes against - 0.003%

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ITEM NO. 5 AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR. JASMIT SINGH GUJRAL (HOLDING DIN 00196707) AS DIRECTOR:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	510	1	8	2	0
Number of Votes Cast by Members	6008	168113216	10	126112	1125	0
% of total number of valid votes cast	0.003%	99.922%	0.000%	0.074%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour – 99.925%

Percentage of Votes against - 0.074%

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ITEM NO. 6 AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR. JASMIT SINGH GUJRAL (HOLDING DIN 00196707) AS MANAGING DIRECTOR & CEO OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	21	486	0	29	2	0
Number of Votes Cast by Members	6018	164280067	0	3072783	1125	0
% of total number of valid votes cast	0.003%	98.161%	0	1.836%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour -98.164%

Percentage of Votes against - 1.836%

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ITEM NO.7 AS A SPECIAL RESOLUTION:

FOR ENHANCEMENT OF BORROWING LIMIT UPTO RUPEES 75000 CRORES UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	488	0	32	2	0
Number of Votes Cast by Members	6008	167126634	0	1347642	1125	0
% of total number of valid votes cast	0.003%	99.197%	0	0.799%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour -99.200%

Percentage of Votes against - 0.799%

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ITEM NO.8 AS A SPECIAL RESOLUTION :

FOR ENHANCEMENT OF LIMIT UPTO RUPEES 93,750 CRORES FOR CREATION OF SECURITY ON ASSETS IN RESPECT OF BORROWINGS OF THE COMPANY UNDER SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Throug -h voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	484	0	36	2	0
Number of Votes Cast by Members	6008	166967433	0	1385195	1125	0
% of total number of valid votes cast	0.003%	99.174%	0	0.822%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 8

Percentage of Votes in Favour –99.177%

Percentage of Votes against - 0.822%

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ITEM NO.9 AS A SPECIAL RESOLUTION:

ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS UNDER SECTION 42 OF THE COMPANIES ACT, 2013.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	485	0	36	2	0
Number of Votes Cast by Members	6008	166992546	0	1481732	1125	0
% of total number of valid votes cast	0.003%	99.117%	0	0.879%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 9

Percentage of Votes in Favour –99.120%

Percentage of Votes against - 0.879%

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ITEM NO: 10 AS A SPECIAL RESOLUTION:

ALTERATION OF ARTICLE 36 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY UNDER SECTION 14 OF THE COMPANIES ACT,2013.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	517	0	4	2	0
Number of Votes Cast by Members	6008	168513043	0	371	1125	0
% of total number of valid votes cast	0.003%	99.996%	0	0.001%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 10

Percentage of Votes in Favour -99.999%

Percentage of Votes against - 0.001%

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13. It is to be noted that

a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.

b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.

c. The Shareholders who had exercised their right to vote by way of remote e-voting and has once again voted in the AGM, then the voting cast by him/ her by way of remote e-voting has be considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, We request the Chairman of the AGM to announce the results accordingly.

15.A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

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16. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

SIGNATURE OF THE SCRUTINIZER:

P.SRIRAM
PRACTISING COMPANY SECRETARY
MEMBERHSIP NO : 4862
Date: July 27, 2016

SIGNATURE OF THE CHAIRMAN OF THE MEETING :
Date: July 27, 2016

P.SRIRAM
SCRUTINIZER

INITIAL OF CHAIRMAN