

SEC/FILING/NSE/15-16/68B

August 01, 2015

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Listing Department
Exchange Plaza, 5th floor
Plot no. C/1, G- Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Script Code : SRTRANSFIN

Dear Sir,

Sub.: Proceedings of 36th Annual General Meeting of Shriram Transport Finance Co. Ltd.

The 36th Annual General Meeting (“AGM”) of the Company was held on Friday, July 31, 2015, at 11:00 a.m. at Narada Gana Sabha (Main Hall), No. 314, TTK Road, Alwarpet, Chennai - 600 018.

Pursuant to Section 108 of the Companies Act, 2013 (‘the Act’) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (‘the Rules’), the Company provided its members holding shares either in physical form or in dematerialized form, as on the cut-off date being July 24, 2015 with facility of remote e-voting to enable them to cast their vote on all the Ordinary and Special Resolutions as set out in the Notice of the AGM during the period commencing from July 28, 2015 (9.00 Hours IST) to July 30, 2015 (17.00 Hours IST).

In line with the said Rules, the Company had also provided facility for voting by Poll at the venue of AGM to the members who attended the AGM but did not cast their vote through remote e-voting.

All the resolutions contained in the Notice of the above AGM were approved by requisite majority of members and accordingly all the resolutions are declared to be passed on the AGM date being July 31, 2015. The Scrutinizer’s report is attached.

We will shortly submit the voting results in the format prescribed under Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,

for **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED,**



Vivek Achwal
Company Secretary

Shriram Transport Finance Company Limited

Corporate Office: Wockhardt 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) – L65191TN1979PLC007874.



P Sriram & Associates
Practising Company Secretaries

Date : 31st July 2015

To,

The Chairman of 36th Annual General Meeting of
Sriram Transport Finance Company Limited,
Having Registered Office at: Mookambika Complex, 3rd Floor No.4 Lady Desika Road,
Mylapore, Chennai 600004

CONSOLIDATED SCRUTINIZER'S REPORT

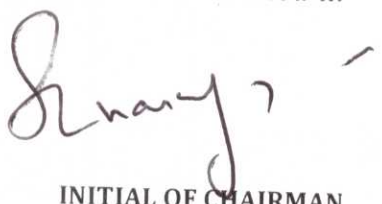
**THIRTY SIXTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED HELD ON FRIDAY, JULY 31,
2015 AT 11:00 A.M AT NARADA GANA SABHA (MAIN HALL) 314, T T K ROAD,
ALWARPET, CHENNAI-600018.**

I, P.Sriram, Proprietor of P.Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for the purpose of voting by electronic means i.e remote e-voting and voting by poll to be carried by M/s Shriram Transport Finance Company Limited, CIN-L65191TN1979PLC007874 ("Company") pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the Notice dated June 18, 2015 at Annual General Meeting ("AGM") of the Company held on July 31, 2015.

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 36th AGM of the Equity Shareholders of the Company. My responsibility as scrutinizer is restricted to ensure conduct of remote e-voting and poll in fair and transparent manner and to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.


P. SRIRAM
SCRUTINIZER




INITIAL OF CHAIRMAN

Report on Scrutiny:

1. The Company has entered into an arrangement with National Securities Depository Limited ("NSDL"), the Agency authorized under the Rules and engaged by the Company to provide remote 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 24, 2015.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday July 28, 2015 9:00HRS IST till Thursday, July 30, 2015 at 17.00 HRS IST.
4. As in cut-off date i.e. July 24, 2015, there were 48,676 Shareholders.
5. At the end of remote e-voting period on July 30, 2015 at 17.00 HRS IST, voting portal of NSDL was blocked forthwith.
6. After the poll ordered by the Chairman at the AGM, three 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. M R Vijaya (DP-ID /Client Id_1203840001508349) and Ms. Krithika (DP-ID/Client Id-IN3001315064572).
8. The shareholders present in person and by proxy at the AGM were 1853 and 41 respectively.
9. On Friday, July 31, 2015 at 1:00 P.M. after counting the votes cast at the AGM, the votes cast through remote e-voting process were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Dilip R Misser.
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 Enterprise (India) Ltd., the Registrar and Transfer Agent (RTA) of the Company, and the authorizations/ proxies lodged with the RTA/Company.

P.SRIRAM
SCRUTINIZER



INITIAL OF CHAIRMAN

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

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 Annual Accounts for the year ended March 31, 2015:

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)	40	457	3	1	1	0
Number of Votes Cast by Members	14,44,111	16,09,38,712	459	1	330	0
% of total number of valid votes cast	0.889%	99.11%	0.001%	0.001%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 1:

Percentage of Votes in Favour – 99.999 %

Percentage of Votes Against - 0.001%

P.SRIRAM
SCRUTINIZER



INITIAL OF CHAIRMAN

[Handwritten signature]

Item No.2: As an Ordinary Resolution**Declaration of Dividend on Equity Shares for the year ended March 31, 2015**

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)	42	461	1	0	1	0
Number of Votes Cast by Members	14,44,120	16,10,06,136	450	0	330	0
% of total number of valid votes cast	0.889%	99.11%	0.001%	-	-	-

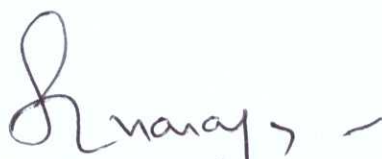
CONSOLIDATED RESULT ON VOTING OF ITEM NO : 2 :

Percentage of Votes in Favour -99.999 %

Percentage of Votes against - 0.001 %


P.SRIRAM
 SCRUTINIZER




 INITIAL OF CHAIRMAN

Item No.3As an Ordinary Resolution

Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No.: 301003E) and M/s G.D. Apte & Co., Chartered Accountants, (Firm Registration No.: 100515W) as Joint Statutory auditors.

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	435	23	17	1	0
Number of Votes Cast by Members	205,450	16,00,37,934	12,39,120	625015	330	0
% of total number of valid votes cast	0.13%	98.72%	0.76%	0.39%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :3 :

Percentage of Votes in Favour - 98.85%

Percentage of Votes against- 1.15 %

P.SRIRAM
SCRUTINIZER



INITIAL OF CHAIRMAN

[Handwritten Signature]

Item No.4 As an Ordinary Resolution

Mr. R. Sridhar(holding DIN 00136697) as Director who retires at the AGM & who has expressed his desire not to be re-appointed 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)	36	459	7	2	1	0
Number of Votes Cast by Members	14,43,861	16,10,06,143	709	3	330	0
% of total number of valid votes cast	0.889%	99.11%	0.001%	-	-	-

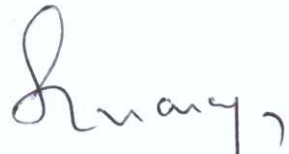
CONSOLIDATED RESULT ON VOTING OF ITEM NO :4:

Percentage of Votes in Favour - 99.999%

Percentage of Votes against - 0.001%


P.SRIRAM
SCRUTINIZER




INITIAL OF CHAIRMAN

Item No.5 :As an Ordinary Resolution

Appointment of Mr. S. Sridhar (holding DIN 00004272) who is the Additional Director of the Company be appointed as Non Executive Independent 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)	38	423	5	31	1	0
Number of Votes Cast by Members	14,43,656	15,44,25,564	914	61,33,168	330	0
% of total number of valid votes cast	0.89%	95.32%	-	3.79%		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :5 :

Percentage of Votes in Favour -96.21%

Percentage of Votes against - 3.79%


P.SRIRAM
SCRUTINIZER




INITIAL OF CHAIRMAN

Item No.6: As an Ordinary Resolution

Appointment of Mr. D.V. Ravi (holding DIN 00171603) who was the Additional Director of the Company and be appointed as Non Executive Non Independent 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)	38	444	5	10	1	0
Number of Votes Cast by Members	14,43,656	16,04,63,847	914	1,56,765	330	0
% of total number of valid votes cast	0.89%	99.01%	-	0.10%		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :6 :

Percentage of Votes in Favour - 99.90%

Percentage of Votes against - 0.10 %

**P.SRIRAM
SCRUTINIZER**



INITIAL OF CHAIRMAN

Item No. 7: As a Special Resolution**To Borrow Monies 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)	36	427	7	34	1	0
Number of Votes Cast by Members	14,43,470	15,94,67,565	1100	14,99,681	330	0
% of total number of valid votes cast	0.89%	98.19%	-	0.92%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :7 :**Percentage of Votes in Favour – 99.08 %****Percentage of Votes against - 0.92 %**

P.SRIRAM
SCRUTINIZER


INITIAL OF CHAIRMAN

Item No. 8: As a Special Resolution:

Issuance of Securities on private Placement 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)	37	424	5	37	2	0
Number of Votes Cast by Members	14,43,883	15,93,08,004	645	1659242	372	0
% of total number of valid votes cast	0.89%	98.09%	-	1.02%	-	-

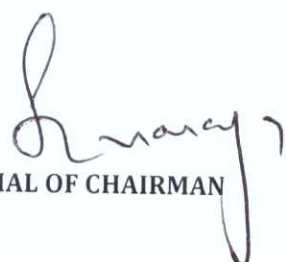
CONSOLIDATED RESULT ON VOTING OF ITEM NO: 8:

Percentage of Votes in Favour – 98.98%

Percentage of Votes against - 1.02 %


P.SRIRAM
SCRUTINIZER




INITIAL OF CHAIRMAN

12. It is to be noted that

- a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
- b. Shareholder whose signature has not matched, improperly voted, abstained from voting on the resolutions are considered as invalid ones.

13. Based on the voting reported in the above tables, all resolutions are passed with requisite majority. We request the Chairman of the 36th AGM to announce the results accordingly.

14. 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.

15. 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 of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

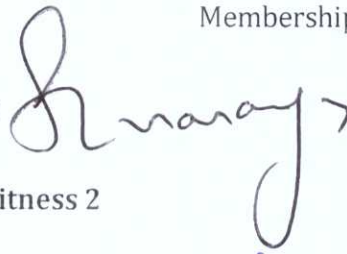
Thanking you,

SIGNATURE OF THE SCRUTINIZER :

Ⓢ


P. SRIRAM
Practising Company Secretary
Membership No. 4862


SIGNATURE OF CHAIRMAN OF THE MEETING:



Witness 1



Ms. Krithika, S1, JAM Flats,
16, Devarajulu Naidu St
Venkatpuram, Ambattur Chennai 600 053

Witness 2



Ms. M R VIJAYA
No. 12 MK Street, Venkateshwar
Nagar, Ambattur, Chennai-600 053