

SEC/FILING /NSE /14-15/68B

09th July, 2014

Listing Department,
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, 5th floor
Plot no. C/1, G- Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051.

Dear Sir,

Sub: Voting Results through Postal Ballot at the 35th Annual General Meeting(AGM) of the Company

This is to inform you that the Voting results declared on Passing of resolutions through Postal Ballot at the AGM of the Company held on July 09, 2014 at The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168 T.T.K. Road, Royapettah, Chennai 600014.

Further, we are also enclosing the following documents:

1. Scrutinizer Reports on voting through electronic means.
2. Results on voting through electronic means declared at AGM.

Thanking you,

Yours faithfully,
FOR SHRIRAM TRANSPORT FINANCE COMPANY LIMITED,



VIVEK ACHWAL
COMPANY SECRETARY

Encl: a/a.

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.



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Scrutinizer Report for: Shriram Transport Finance Company Limited

5th July 2014

The Chairman
Shriram Transport Finance Company Limited
Mookambika Complex, 3rd floor
No. 4, Lady Desika Road
Mylapore, Chennai - 600 004

Dear Sir,

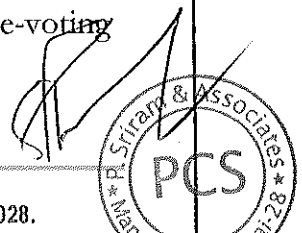
Sub: Passing of Resolutions through Postal Ballot – Reg.

Pursuant to the Board Resolution passed by the Board of Directors of **Shriram Transport Finance Company Limited (Company/STFL)** held on 29th April, 2014, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Special Resolutions as circulated in the postal ballot notice dated May 27, 2014 pursuant to Section 180 (1) (a) read with Section 110 of the Companies Act, 2013 ('the Act') & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following items:

- i. Creation of Security in respect of borrowing.
- ii. Selling, assigning, securitizing Receivables.

To enable wider participation of shareholders, approval of the shareholders were sought either by voting through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 108 of the Act and the Rules framed there under and as required under the Listing Agreement.

Accordingly, the company had made necessary arrangements with National Securities Depository Limited (NSDL), the System provider for providing a system of recording votes of the shareholders electronically through e-voting and & also organised through Integrated Enterprises (India) Limited, its Registrar and Transfer agent (herein after referred as "RTA" or "Integrated") to setup the e-voting facility on the NSDL e-voting platform available on its website <http://www.evoting.nsdl.com>.





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The company through its RTA uploaded the Resolutions together with explanatory statement on which E-voting was sought from the shareholders and for generating Electronic Voting Event Number (EVEN) by the system provider and also hosted the same in the website of the company, www.stfc.in. The Register of Members was made up, for the purpose of despatch of Postal Ballots to the shareholders, as May 23, 2014 (cut-off date).

Further, I Report that:

The postal Ballot Notice dated May 27, 2014 were despatched to 24,541 shareholders in physical form along with self – addressed prepaid Business Reply Envelope on June 2, 2014 and vide electronic mode by NSDL to 13,367 shareholders at their email addresses registered with the Depository participation as per the data download from the NSDL and Central Depository Services (India) Limited as on May 23, 2014

I have received the postal Ballot forms from the shareholders during the period starting from 3rd June, 2014 till July 2, 2014. All the postal Ballot forms together with all votes cast by E-voting through NSDL received upto July 2, 2014, being the last date fixed by the company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

On scrutiny, I report that, 404 Shareholders had exercised their vote through Electronic mode (e-voting) and 834 Shareholders had exercised their votes through Physical mode. The voting was reckoned in proportion to a member's shares of voting rights on the paid up share capital of the Company.

The Resolution wise Summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballot in respect of Item No:1 & 2 is given hereunder.

RESULT OF THE POSTAL BALLOT:

Both the Special Resolutions set in the Notice of the Postal Ballot dated May 27, 2014 require more than three-fourths of the number of votes cast in favour of each of the Resolutions in order to pass the Resolutions. I report that both the **“SPECIAL RESOLUTIONS”** have been passed by the shareholders with the requisite majority. The summary of the results are given hereunder:



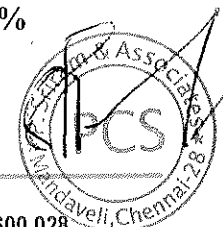


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Special Resolution 1: For Creation of Security in respect of borrowing:

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received, by:	1238	150981294	
Electronic Mode	404	138297391	
Physical Mode	834	12683903	
Less: Invalid Postal Ballot forms	55	18225	
Net Valid Postal Ballot in Physical & Electronic Mode	1183	150963069	100.00
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	260	123013459	81.49
In Physical Mode	728	7320534	4.85
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	988	130333993	86.34
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	144	15283932	10.12
In Physical Mode	51	5345144	3.54
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	195	20629076	13.66

RESULT: Total Votes for item No: 1 Polled FOR SPECIAL RESOLUTION is 86.34% and total votes Polled against SPECIAL RESOLUTION is 13.66%



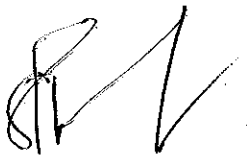


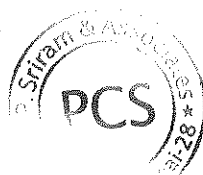
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Special Resolution 2: For Selling, assigning, securitizing Receivables.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received By:	1238	150981380	
In Electronic Mode	404	138297469	
In Physical Mode	834	12683911	
Less: Invalid Postal Ballot Forms	81	26581	
Net Valid Postal Ballot In Physical & Electronic Mode	1157	150954799	100.00
Postal Ballot Forms With ASSENT AS SPECIAL RESOLUTION			
In Electronic Mode	266	123342352	81.71
In Physical Mode	694	7304597	4.84
Total Postal Ballot With "ASSENT" In Physical & Electronic Mode	960	130646949	86.55
Postal Ballot Forms With DISSENT AS SPECIAL RESOLUTION			
In Electronic Mode	138	14955117	9.91
In Physical Mode	59	5352733	3.54
Total Postal Ballot With "DISSENT" In Physical & Electronic Mode	197	20307850	13.45

RESULT: Total Votes Polled for item No: 2, FOR SPECIAL RESOLUTION is 86.55% and total votes Polled against SPECIAL RESOLUTION is 13.45%


(P.Sriram)
Practising Company Secretary



Certificate of Practice No:3310
Membership No: FCS 4862