

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

July 10, 2014

The Secretary

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: Proceedings of 35th Annual General Meeting of Shriram Transport Finance Co. Ltd.

In furtherance to our letter dated July 09, 2014, we are furnishing hereunder the proceedings of the 35th Annual General Meeting ("AGM") of the Company held on Wednesday, July 09, 2014, at 11:00 a.m. at The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168, T.T.K Road, Royapettah, Chennai -600014:

1. Approved and adopted the Audited Balance Sheet of the Company as at March 31, 2014, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the schedules and notes annexed thereto, consolidated and unconsolidated, the Directors' and Auditors' Report thereon as placed before the meeting.
2. Declared a final dividend of Rs. 4/- per equity share of Rs. 10 each, to those Members whose names appeared in the Register of Members or are beneficial owners of equity shares of the Company as on June 26, 2014 and approved Interim dividend of Rs. 3 per share already paid on November 25, 2013 for the year ended March 31, 2014.
3. Re-appointed Mr. Arun Duggal, as a Director of the Company retiring by rotation.
4. Appointed M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number 301003E) and M/s. G. D. Apte & Co., Chartered Accountants, Mumbai (Firm Registration Number 100515W), as Joint Auditors of the Company to hold office from the conclusion of the said Annual General Meeting until the conclusion of next Annual General Meeting.

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Shriram Transport Finance Company Limited

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5. Resolution was passed not to fill vacancy subsequent to retirement of Mr. M.S.Verma as an Independent Director, who retired by rotation on conclusion of the 35th AGM and did not seek re-appointment.
6. Mr. S.M.Bafna was appointed as an Independent Director for a period of Five years w.e.f. 01/04/2014.
7. Mr. Puneet Bhatia Non Executive Non Independent Director was appointed as a Director liable to retirement by rotation.
8. Mr. Gerrit Lodewyk Van Heerde was appointed as a Director liable to retirement by rotation.
9. Approved enhancement in the borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 from Rs. 50,000 crore to Rs. 60,000 crore.
10. Approved issue of Securities on Private Placement basis.
11. Approved alteration of Articles of Association of the Company.

The report in the format under clause 35A of the Listing Agreement is follows.

Kindly take the same on your records and acknowledge the receipt.

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.sfc.in | Corporate Identity Number (CIN) – L65191TN1979PLC007874.