SHRIRAM
Commercial Vehicle Finance
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SEC/FILING/NSE/14-15/68B

March 30, 2015

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

Dear Sir,

Sub: Results of Postal Ballot pursuant to Clause 35A of the Listing Agreement.

This has reference to our letter dated February 19, 2015 intimating dispatch of Postal Ballot Notice and Postal Ballot Form contained in the Self-addressed Business Reply Inland Letter Card seeking the consent of members by way of Ordinary Resolution vide Postal Ballot/ electronic voting with respect to appointment of Mr. Amitabh Chaudhry, Mr. S. Lakshminarayanan and Mrs. Kishori Udeshi as Independent Directors of the Company for a term of five years with effect from January 24, 2015.

In connection with the above and pursuant to the Clause 35A of the Listing Agreement, we would like to inform you that all the Resolutions contained in the Postal Ballot Notice have been passed by the members of the Company by requisite majority. The Resolutions is deemed to have been passed today, i.e. March 30, 2015.

We are enclosing the report in the format under clause 35A of the Listing Agreement and Scrutinizer's Report.

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
Encl: a/a.

Shriram Transport Finance Company Limited
Outcome of Voting on Postal Ballot
(As per Clause 35A of the Listing Agreement)

Date of AGM/EGM : Not Applicable. (Postal Ballot - Voting period from February 25, 2015 to March 26, 2015)

Total Number of shareholders on record date (Specified Date i.e. February 11, 2015) : 40507

No. of shareholders present in the meeting either in person or through proxy: Not Applicable
Promoters and Promoter Group: Not Applicable
Public: Not Applicable

No. of Shareholders attended the meeting through Video Conferencing: Not Applicable
Promoters and Promoter Group: Not Applicable
Public: Not Applicable

Details of Agenda : **1. Appointment of Mr. Amitabh Chaudhry as an Independent Director**

Resolution Required : **Ordinary Resolution**
Mode of Voting : **Postal Ballot (e-voting & physical ballot)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	59103162	59103162	100	59103162	0	100.00	0.00
Public – Institutional holders	107926748	62372449	57.79	62361715	10734	99.98	0.02
Public-Others	59852826	27740431	46.35	27732147	8284	99.97	0.03
Total	**226882736**	**149216042**	**65.77**	**149197024**	**19018**	**99.99**	**0.01**

Note : Total votes polled excludes 20 ballots constituting 8116 shares are invalid due to technical reasons.



Details of Agenda : **2. Appointment of Mr. S Lakshminarayanan as an Independent Director**

Resolution Required : **Ordinary Resolution**
Mode of Voting : **Postal Ballot (e-voting & physical ballot)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	59103162	59103162	100.00	59103162	0	100.000	0.000
Public – Institutional holders	107926748	62476391	57.89	58411657	4064734	93.49	6.51
Public-Others	59852826	27638198	46.18	27625478	12720	99.95	0.05
Total	**226882736**	**149217751**	**65.77**	**145140297**	**4077454**	**97.27**	**2.73**

Note : Total votes polled excludes 17 ballots constituting 6382 shares are invalid due to technical reasons.

Details of Agenda : **3. Appointment of Mrs. Kishori Udeshi as an Independent Director**

Resolution Required : **Ordinary Resolution**
Mode of Voting : **Postal Ballot (e-voting & physical ballot)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	59103162	59103162	100.00	59103162	0	100.000	0.000
Public – Institutional holders	107926748	62476291	57.89	62465557	10734	99.98	0.02
Public-Others	59852826	27634284	46.17	27618567	15717	99.94	0.06
Total	**226882736**	**149213737**	**65.77**	**149187286**	**26451**	**99.98**	**0.02**

Note : Total votes polled excludes 24 ballots constituting10216 shares are invalid due to technical reasons.

CERTIFIED TRUE COPY

For SHRIRAM TRANSPORT FINANCE CO. LTD.

V. M. Achwal
Company Secretary

Scrutinizer Report for: Shriram Transport Finance Company Limited

P Sriram & Associates
Practising Company Secretaries

To

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 Resolution passed by the Directors of Shriram Transport Finance Company Limited (Company/STFC)on 9th February, 2015, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Ordinary Resolutions as circulated in the postal ballot notice dated 9thFebruary, 2015 pursuant to Section 149 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. Appointment of Mr. Amitabh Chaudhry as an Independent Director
ii. Appointment of Mr. S. Laxminarayanan as an Independent Director
iii. Appointment of Mrs. Kishori Udhesi as an Independent Director

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 agentherein 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.

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 Ballot Notice and Postal Ballot Form contained in self-addressed Business Reply Inland Letter Card to the shareholders on 11thFebruary, 2015 (Specified Date).

P. Sriram & Associates * PCS * Mandaveli, Chennai-28

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

Further, I Report that:

The postal Ballot Notice dated 09th February, 2015were despatched to 24317shareholders in physical form along with self – addressed Business Reply Inland Letter Card on 19th February, 2015andalso vide electronic mode by NSDL to 16190 shareholders to their email addresses registered with the Depository participation as per the data download from the NSDL and Central Depository Services (India) Limited (CDSL) as on11th February, 2015.

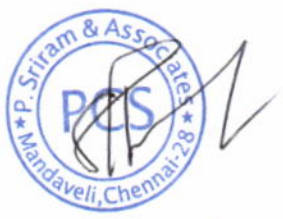
I report that I have received the postal Ballot forms from the shareholders during the period starting from25th February, 2015 till March 26, 2015. All the postal Ballot forms together with all votes cast by E-voting through NSDL received upto March 26th, 2015, being the last date fixed by the company for receipt of the ballot forms/e-voting, were considered for my scrutiny. I have received no ballot forms after 26th March, 2015.

On scrutiny, I report that 579 Shareholders have exercised their vote through e-voting and926Shareholders have exercised their vote through Physical Postal Ballot. The voting was reckoned in proportion to a member's shares of vote 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, & 3 are given hereunder.

RESULT OF THE POSTAL BALLOT:

The three Ordinary Resolutions set in the Notice of the Postal Ballot dated 9th February, 2015 require more than Fifty one percentage of the number of votes cast in favour of each of the Resolutions in order to pass the Resolutions. I report that all three Ordinary Resolutions have been passed by the shareholders by the requisite majority. The summary of the results are given hereunder:



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+ 91 - 44-42153510, 45128000, 9566033011 srirampcs@gmail.com

Resolution 1 : Appointment of Mr. Amitabh Chaudhry as an Independent Director.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received, by:			
Electronic Mode	579	147492645	98.84
Physical Mode	926	1731513	1.16
Less: Invalid Postal Ballot forms *	20	8116	0.00
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	**1485 (P-Inv)**	**149216042**	**100.00**
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	565	147480303	98.84
In Physical Mode	877	1716721	1.15
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	**1442**	**149197024**	**99.99**
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	14	12342	0.01
In Physical Mode	29	6676	0.004
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	**43**	**19018**	**0.01**

** Due to various technical Reason*

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Resolution 2: Appointment of Mr. S. Lakshminarayanan as an Independent Director.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received, by:			
Electronic Mode	579	147492645	98.84
Physical Mode	926	1731488	1.16
Less: Invalid Postal Ballot forms *	17	6382	0.004
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	**1488**	**149217751**	**100.00**
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	566	143427466	96.12
In Physical Mode	878	1712831	1.15
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	**1444**	**145140297**	**97.27**
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	13	4065179	2.72
In Physical Mode	31	12275	0.01
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	**44**	**4077454**	**2.73**

** Due to various technical Reason*

P.Sriram & Associates * Mandaveli,Chennai-28 * PCS

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Resolution 3:Appointment of Mrs. Kishori Udeshi as an Independent Director.

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
Total Postal Ballot Forms Received, by:			
Electronic Mode	578	147492470	98.84
Physical Mode	926	1731483	1.16
Less: Invalid Postal Ballot forms *	24	10216	0.006
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	**1480**	**149213737**	**100.00**
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	566	147481278	98.83
In Physical Mode	859	1706008	1.15
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	**1425**	**149187286**	**99.98**
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	12	11192	0.01
In Physical Mode	43	15259	0.01
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	**55**	**26451**	**0.02**

** Due to various technical Reason*

Date: 27th March, 2015

Place: Chennai

Thanking you,

P. Sriram & Associates ★ PCS ★ Mandaveli, Chennai-28

(P.Sriram)
Practising Company Secretary
Certificate of Practice No: 3310
Membership No: FCS 4862

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