SHRIRAM Capital
INCLUSIVE GROWTH SINCE 1974

Date: 08.11.2012

Shriram Transport Finance Co Ltd
Mookambika Complex,
4, Lady Desika Road
Mylapore
Chennai 600004

Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (E) Mumbai 400 051

**Dear Sir,**

**Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

As per the Scheme of Arrangement ("Scheme") approved by the Hon'ble High Court of Madras, Shriram Holdings (Madras) Private Limited ("SHMPL") merged with Shriram Transport Finance Company Limited ("STFC") and the shareholders of SHMPL were allotted shares in accordance with the approved swap ratio, specified in the Scheme, on 5.11.2012 by STFC. Shriram Capital Limited, being one of the shareholders of SHMPL, has been allotted 4,70,92,412 equity shares of STFC.

Accordingly, pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we send herewith the disclosure showing the details of our acquisition of shareholding in STFC.

Kindly acknowledge receipt

Thanking you,

Yours faithfully

For SHRIRAM CAPITAL LIMITED,

S Murali
Executive Director
CFO & Company Secretary

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| 1. Name of the Target Company (TC) | SHRIRAM TRANSPORT FINANCE COMPANY LTD | | |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | SHRIRAM CAPITAL LIMITED ("SCL") | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE LTD,<br>NATIONAL STOCK EXCHANGE OF (INDIA) LTD | | |
| 5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC | Number | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC(*) |
| Before the acquisition/disposal under consideration, holding of: | | | |
| a) Shares carrying voting rights | 1,14,10,366 | 5.04 | 5.04 |
| b) Voting rights (VR) otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | - | - | - |
| Total (a+b+c) | 1,14,10,366 | 5.04 | 5.04 |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | 4,70,92,412 | 20.75 | 20.75 |
| b) VRs acquired /sold otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | - | - | - |
| Total (a+b+c) | 4,70,92,412 | 20.75 | 20.75 |

| | | | |
|---|---|---|---|
| After the acquisition/sale, holding of:<br>a) Shares carrying voting rights<br>b) VRs otherwise than by shares<br>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition. | 5,85,02,778 | 25.79 | 25.79 |
| Total (a+b+c) | 5,85,02,778 | 25.79 | 25.79 |
| 6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Allotment of shares pursuant to Scheme of Arrangement / Amalgamation * | | |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | Intimation of allotment has been received by SCL on November 7, 2012 | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs.226,37,80,680 /- | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs.226,87,89,360/- | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale. | Rs.226,87,89,360 /- | | |

* Note : As per the Scheme of Arrangement ("Scheme") approved by the Hon'ble High Court of Madras, Shriram Holdings (Madras) Private Limited ("SHMPL") merged with Shriram Transport Finance Company Limited ("STFC") and the shareholders of SHMPL were allotted shares in accordance with the approved swap ratio, specified in the Scheme, on 5.11.2012 by STFC. Shriram Capital Limited, being one of the shareholders of SHMPL, has been allotted 4,70,92,412 equity shares of STFC.

For SHRIRAM CAPITAL LIMITED

S MURALI
Executive Director
CFO & Company Secretary

Place: Chennai
Date: 08.11.2012