

SEC/FILING/NSE/13-14/68B

July 5, 2013

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 34th Annual General Meeting of Shriram Transport Finance Co. Ltd.

Pursuant to Clause 31(d) of the Listing Agreement we are furnishing hereunder the proceedings of the 34th Annual General Meeting ("AGM") of the Company held on Friday, July 05, 2013, at 11:00 a.m. at Narada Gana Sabha (Main Hall), No.314, TTK Road, Alwarpet, Chennai – 600 018 :

1. Approved and adopted the Audited Balance Sheet of the Company as at March 31, 2013, 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 appear in the Register of Members or are beneficial owners of equity shares of the Company as on June 24, 2013 and approved Interim dividend of Rs. 3 per share already paid on November 26, 2012 for the year ended March 31, 2013.
3. Re-appointed Mr. S. Lakshminarayanan, 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.

- Contd. on page 2



: 2 :

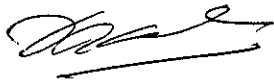
5. Appointed Mr. R. Sridhar, Mr. Amitabh Chaudhry and Mrs. Kishori Udeshi as Directors liable to retirement by rotation.
6. Approved enhancement in the borrowing powers of the Board of Directors under Section 293(1)(d) of the Companies Act, 1956 from Rs. 45,000 crore to Rs. 50,000 crore.
7. Approved enhancement of limit to create charge(s)/mortgage(s) assets of the Company by the Board of Directors under Section 293(1)(a) of the Companies Act, 1956 from Rs. 56,250 crore to Rs. 62,500 crore.
8. Approved payment of commission to independent directors of the Company for a period of five years from 1/04/2012.
9. Approved alteration of Articles of Association of the Company.

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