



SEC/FILING/BSE-NSE/17-18/68A-B

June 29, 2017

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SRTRANSFIN

Dear Sirs,

Sub.: Scrutinizer's report of 38th Annual General Meeting of Shriram Transport Finance Co. Ltd.

In furtherance to our today's letter, Please find attached Scrutinizer's report of 38th Annual General Meeting of Shriram Transport Finance Co. Ltd.

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.



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the
Companies (Management and Administration) Rules, 2014)**

Date: 29th June, 2017

To,

The Authorised Director of 38th Annual General Meeting of

Shriram Transport Finance Company Limited,

Having Registered Office at :

Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road,

Mylapore, Chennai- 600004

**THIRTY EIGHTH ANNUAL GENERAL MEETING (AGM) OF THE EQUITY SHAREHOLDERS OF
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED HELD ON THURSDAY 29th JUNE,
2017 AT 11:00 AM ATNARADA GANA SABHA (MAIN HALL) 314, TT K ROAD, ALWARPET,
CHENNAI-600018.**

I, P.Sriram, Proprietor of P.Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**, CIN:L65191TN1979PLC007874("the Company") for the purpose of voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting held on 29th June, 2017 at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated 27th April, 2017 of the AGM held on 29th June, 2017.

P.SRIRAM
SCRUTINIZER



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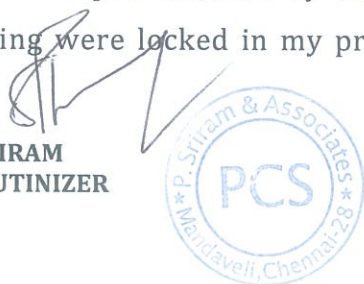
INITIAL OF AUTHORISED DIRECTOR

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll (Insta Poll)] at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and poll at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

Report on scrutiny:

1. The Company has entered into an arrangement with Central Depository Services (India) Ltd (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 22nd June, 2017.
3. As prescribed in the Rules, remote e-voting facility was kept open for four days from Sunday, 25th June, 2017 (9:00 Hours IST) till Wednesday June 28th, 2017 (17:00Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 22nd June, 2017, there were 57155 Shareholders.
5. At the end of remote e-voting period on 28th June, 2017 at 17:00 HRS IST, voting portal of CDSL was blocked forthwith.
6. After the poll ordered by the Chairman at the AGM, three poll boxes kept for polling were locked in my presence with due identification marks placed by me.

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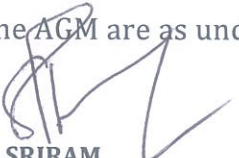
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The keys of the poll boxes were handed over to the Chairman of the AGM after locking them.

7. After completion of the poll at the AGM, the poll boxes kept for voting were immediately opened by me in presence of Mr. P. Srijayaram (DP-ID Client ID_1203840000788772) and Mr. CR Dash (DP ID Client ID_1304140007540351) who are not the employees of the Company.
8. The Shareholders present in person and through proxy at the AGM 1258 & 3 respectively.
9. After the conclusion of the AGM on Thursday, 29th June, 2017 at 12.50 P.M after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Naresh Babu.
10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of polling paper.
11. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately
12. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :


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CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS i.e.,

REMOTE E- VOTING AND VOTING BY POLL IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	17	457	1	4	0	0
Number of Votes Cast by Members	4136	165830270	450	24	0	0
% of total number of valid votes cast	0.002	99.997	0.001	0.000	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour -99.99

Percentage of Votes against -0.001

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ITEM NO.2: AS AN ORDINARY RESOLUTION

CONFIRMATION OF INTERIM DIVIDEND AND THE DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR FY-2016-2017:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	17	459	1	3	0	0
Number of Votes Cast by Members	4136	166361445	450	21	0	0
% of total number of valid votes cast	0.001	99.997	0.0002	0.000	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour –99.99

Percentage of Votes against - 0.0002

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ITEM NO.3 AS AN ORDINARY RESOLUTION

RE-APPOINTMENT OF MR.GERRIT LODEWYK VAN HEERDE (HOLDING DIN 06870337) AS DIRECTOR RETIRES BY ROTATION:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	441	2	17	0	0
Number of Votes Cast by Members	4123	161505109	463	3727128	0	0
% of total number of valid votes cast	0.002	97.74	0.0002	2.26	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour -97.74

Percentage of Votes against - 2.260

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ITEM NO. 4: AS AN ORDINARY RESOLUTION

APPOINTMENT OF M/s. HARIBHAKTI & CO.LLP CHARTERED ACCOUNTANTS AND M/s. PIJUSH GUPTA & CO.CHARTERED ACCOUNTANTS AS JOINT AUDITORS OF THE COMPANY IN PLACE OF RETIRING JOINT AUDITOR:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	452	2	10	0	0
Number of Votes Cast by Members	4123	162836713	463	3524753	0	0
% of total number of valid votes cast	0.002	97.87	0.0002	2.118	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour -97.87

Percentage of Votes against - 2.11

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ITEM NO. 5 AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR. UMESH REVANKAR (HOLDING DIN 00141189) AS DIRECTOR:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	435	2	27	0	0
Number of Votes Cast by Members	4123	163706683	463	2654783	0	0
% of total number of valid votes cast	0.002	98.40	0.0002	1.60	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour -98.40

Percentage of Votes against - 1.60

**P.SRIRAM
SCRUTINIZER**



INITIAL OF AUTHORISED DIRECTOR

ITEM NO. 6 AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR. UMESH REVANKAR (HOLDING DIN 00141189) AS MANAGING DIRECTOR & CEO AND PAYMENT OF REMUNERATION TO HIM:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	418	2	39	0	0
Number of Votes Cast by Members	4123	161410267	463	3768175	0	0
% of total number of valid votes cast	0.002	97.716	0.0002	2.28	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour -97.71

Percentage of Votes against - 2.28



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SCRUTINIZER**




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ITEM NO.7 AS A SPECIAL RESOLUTION:

ENHANCEMENT OF BORROWING LIMIT UPTO 90,000 CRORE UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	427	2	38	0	0
Number of Votes Cast by Members	4123	164746651	463	1614815	0	0
% of total number of valid votes cast	0.002	99.02	0.0002	0.97	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour -99.02

Percentage of Votes against - 0.97


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SCRUTINIZER




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ITEM NO.8 AS A SPECIAL RESOLUTION:

ENHANCEMENT OF LIMIT UPTO 1,12,500 CRORES FOR CREATION OF SECURITY ON ASSETS IN RESPECT OF BORROWINGS OF THE COMPANY UNDER SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	422	2	38	0	0
Number of Votes Cast by Members	4123	164177827	463	1614815	0	0
% of total number of valid votes cast	0.002	99.02	0.0002	0.97	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 8

Percentage of Votes in Favour -99.02

Percentage of Votes against - 0.97

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ITEM NO.9 AS A SPECIAL RESOLUTION:

**ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS UPTO 30,000 CRORES
UNDER SECTION 42 OF THE COMPANIES ACT, 2013**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	427	2	38	0	0
Number of Votes Cast by Members	4123	164746651	463	1614815	0	0
% of total number of valid votes cast	0.002	99.02	0.0002	0.97	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 9

Percentage of Votes in Favour -99.02

Percentage of Votes against - 0.97

P.SRIRAM
SCRUTINIZER




INITIAL OF AUTHORISED DIRECTOR

ITEM NO: 10 AS AN ORDINARY RESOLUTION:

PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS OF THE COMPANY:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	16	437	2	17	0	0
Number of Votes Cast by Members	4123	156062851	463	4365888	0	0
% of total number of valid votes cast	0.002	97.27	0.0002	2.72	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 10

Percentage of Votes in Favour -97.27

Percentage of Votes against - 2.72



P. SRIRAM
SCRUTINIZER




P. SRIRAM
SECRETARY

INITIAL OF AUTHORISED DIRECTOR

13. It is to be noted that

- a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
- b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.
- c. The Shareholders who had exercised their right to vote by way of remote e-voting and has once again voted in the AGM, then the voting cast by him/ her by way of remote e-voting has been considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, we request the Chairman of the AGM to announce the results accordingly.

15. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

16. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

SIGNATURE OF THE SCRUTINIZER:



SIGNATURE OF THE AUTHORISED DIRECTOR:



**P.SRIRAM
SCRUTINIZER**




**P.SRIRAM
PRACTISING COMPANY SECRETARY
MEMBERSHIP NO: 4862**



INITIAL OF AUTHORISED DIRECTOR