SHRIRAM
Transport Finance Company Limited
A WINNING RELATIONSHIP

SEC/FILING/BSE-NSE/19-20/68A-B

June 28, 2019

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 in connection with 40th Annual General Meeting of Shriram Transport Finance Company Limited

In furtherance to our letter dated June 27, 2019, please find attached Scrutinizer's report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

Thanking you,

Yours faithfully,

for **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED,**

Vivek Achwal
Company Secretary
Encl.: a/a.

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: 28th June, 2019

To,

The Company Secretary
Shriram Transport Finance Company Limited,
Mookambika Complex,
3rd Floor, No. 4, Lady Desika Road,
Mylapore, Chennai- 600004

FORTIETH ANNUAL GENERAL MEETING (AGM) OF THE EQUITY SHAREHOLDERS OF SHRIRAM TRANSPORT FINANCE COMPANY LIMITED HELD ON THURSDAY 27th JUNE, 2019 AT 10:30 A.M. AT NARADA 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 27th June, 2019 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 14th May, 2019 of the AGM held on 27th June, 2019.

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INITIAL OF COMPANY SECRETARY

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 20th June, 2019.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, 24th June, 2019 (9:00 Hours IST) till Wednesday 26th June, 2019 (17:00 Hours IST) preceding the date of the AGM.

4. As on the cut-off date i.e. 20th June, 2019, there were 57412 Shareholders.

5. At the end of remote e-voting period on 26th June, 2019 at 17.00 Hours IST, voting portal of CDSL was blocked forthwith.

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6. After the poll ordered by the Chairman at the AGM, 2 poll boxes kept for polling were locked in my presence with due identification marks placed by me. 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 two witnesses who were not the employees of the Company.

8. The Shareholders present in person and through proxy at the AGM 1115 & 1 respectively.

9. After the conclusion of the AGM on Thursday, 27th June, 2019 at 11:15 A.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. Kiran Bhaskar.

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 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(a): AS AN ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 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)	11	528	-	5	-	-
Number of Votes Cast by Members	289641	186656177	-	25	-	-
% of total number of valid votes cast	0.15	99.85	-	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour – 100 %

Percentage of Votes against –0 %

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ITEM NO. 1(b): AS AN ORDINARY RESOLUTION

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND REPORT OF THE 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	Throug h voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	11	529	-	4	-	-
Number of Votes Cast by Members	289641	186656187	-	15	-	-
% of total number of valid votes cast	0.15	99.85	-	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour – 100 %

Percentage of Votes against –0 %

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ITEM NO.2: AS AN ORDINARY RESOLUTION

DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES AND THE CONFIRMATION OF INTERIM DIVIDEND FOR F.Y.-2018-2019:

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)	11	525	-	11	-	-
Number of Votes Cast by Members	289641	186942579	-	280624	-	-
% of total number of valid votes cast	0.15	99.70	-	0.15	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour –99.85 %

Percentage of Votes against - 0.15 %

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ITEM NO.3 AS AN ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. D.V. RAVI (DIN 00171603) AS DIRECTOR RETIRING 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)	11	411	-	127	-	-
Number of Votes Cast by Members	289641	156701786	-	30521417	-	-
% of total number of valid votes cast	0.15	83.57	-	16.28	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour –83.72 %

Percentage of Votes against - 16.28 %

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ITEM NO. 4(a) : AS AN ORDINARY RESOLUTION

FIXATION OF REMUNERATION OF M/s. HARIBHAKTI & CO.LLP CHARTERED ACCOUNTANTS, JOINT AUDITOR OF THE COMPANY FOR F.Y. 2019-20:

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)	11	525	-	9	-	-
Number of Votes Cast by Members	289641	186204256	-	677994	-	-
% of total number of valid votes cast	0.15	99.49	-	0.36	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour –99.64 %

Percentage of Votes against - 0.36 %

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ITEM NO. 4(b) : AS AN ORDINARY RESOLUTION

FIXATION OF REMUNERATION OF M/s. PIJUSH GUPTA & CO.CHARTERED ACCOUNTANTS, JOINT AUDITOR OF THE COMPANY FOR F.Y. 2019-20:

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)	11	525	-	9	-	-
Number of Votes Cast by Members	289641	186204256	-	677994	-	-
% of total number of valid votes cast	0.15	99.49	-	0.36	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour –99.64 %

Percentage of Votes against - 0.36 %

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ITEM NO. 5: AS AN ORDINARY RESOLUTION

APPROVE CANCELLATION OF 48,000 FORFEITED SHARES FROM THE ISSUED AND SUBSCRIBED SHARE CAPITAL 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)	11	532	-	4	-	-
Number of Votes Cast by Members	289641	187223188	-	15	-	-
% of total number of valid votes cast	0.15	99.84	-	0.01	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour –99.99 %

Percentage of Votes against – 0.01 %

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ITEM NO. 6: AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR. PRADEEP KUMAR PANJA (DIN 03614568) AS AN INDEPENDENT DIRECTOR 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)	11	519	-	16	-	-
Number of Votes Cast by Members	289641	184270859	-	2921694	-	-
% of total number of valid votes cast	0.15	98.29	--	1.56	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour –98.44 %

Percentage of Votes against - 1.56 %

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ITEM NO. 7: AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR. IGNATIUS MICHAEL VILJOEN (DIN 08452443) AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR 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)	11	507	-	30	-	-
Number of Votes Cast by Members	289641	180254108	-	6969095	-	-
% of total number of valid votes cast	0.15	96.13	-	3.72	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour –96.28 %

Percentage of Votes against - 3.72 %

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ITEM NO. 8: AS AN ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. UMESH REVANKAR (DIN 00141189) AS MANAGING DIRECTOR AND CEO 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)	11	489	-	47	-	-
Number of Votes Cast by Members	289641	177929906	-	9293297	-	-
% of total number of valid votes cast	0.15	94.89	-	4.96	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 8

Percentage of Votes in Favour -95.04 %

Percentage of Votes against - 4.96 %

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ITEM NO. 9: AS A SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. S. SRIDHAR (DIN 00004272) AS AN INDEPENDENT DIRECTOR 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)	11	495	-	42	-	-
Number of Votes Cast by Members	289641	179913830	-	7309373	-	-
% of total number of valid votes cast	0.15	95.95	-	3.9	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 9

Percentage of Votes in Favour -96.1 %

Percentage of Votes against - 3.9 %

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ITEM NO. 10: AS A SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. S. LAKSHMINARAYANAN (DIN 02808698) AS AN INDEPENDENT DIRECTOR 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)	11	496	-	41	-	-
Number of Votes Cast by Members	289641	178563444	-	8659759	-	-
% of total number of valid votes cast	0.15	95.22	-	4.63	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 10

Percentage of Votes in Favour –95.37 %

Percentage of Votes against - 4.63 %

P.SRIRAM
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12. It is to be noted that

a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.

b. 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.

13. Based on the voting reported in the above table all resolutions are passed with requisite majority. The company secretary is authorised to announce the results of the evoting/poll.

14. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed herewith.

15. 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 minutes of the AGM are signed.

Thanking You,

SIGNATURE OF THE SCRUTINIZER:

P.SRIRAM
PRACTISING COMPANY SECRETARY
MEMBERHSIP NO: 4862

SIGNATURE OF THE COMPANY SECRETARY:

SHRIRAM TRANSPORT FINANCE CO. LTD.