

SEC / FILING/ BSE /14-15/68A

09<sup>th</sup> July, 2014

The Secretary,  
**BSE LIMITED**  
P J Tower  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Voting Results through Postal Ballot at the 35th Annual General Meeting(AGM) of the Company**

This is to inform you that the Voting results declared on Passing of resolutions through Postal Ballot at the AGM of the Company held on July 09, 2014 at The Music Academy, T. T. Krishnamachari Auditorium (Main Hall), No. 168 T.T.K. Road, Royapettah, Chennai 600014.

**Further, we are also enclosing the following documents:**

1. Scrutinizer Reports on voting through electronic means.
2. Results on voting through electronic means declared at AGM.

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, 3<sup>rd</sup> 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](http://www.stfc.in) | Corporate Identity Number (CIN) – L65191TN1979PLC007874.



**P Sriram & Associates**  
Practising Company Secretaries

**Scrutinizer Report for: Shriram Transport Finance Company Limited**

To

The Chairman  
Shriram Transport Finance Company Limited  
Mookambika Complex, 3rd floor  
No. 4, Lady Desika Road  
Mylapore, Chennai - 600 004

Respected Sir,

Sub: Passing of Resolutions through Electronic Voting – Reg.

In terms of Clause 35B of the Listing Agreement and provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 29<sup>th</sup> April 2014 to the e-voting process for passing the resolutions in items numbers 1 to 11 of the Annual General Meeting Notice dated 27<sup>th</sup> May, 2014

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on May 23, 2014, the Cut-off date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting:

- ♦ By email to **13,367** members who had registered their Email-IDs with the Company on **02.06.2014** &
- ♦ By Speed Post to **24,541** Members in physical form on **02.06.2014**





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In terms of the aforesaid Notice, E-Voting was open for three days from **10.00 am on Monday, 30<sup>th</sup> June, 2014 upto close of Wednesday 2<sup>nd</sup> July, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions, on e-Voting platform provided by National Securities Depository Limited (NSDL). The E-Votes and the votes received through Ballot Paper are collectively called as '**E-Votes**'

As required in the Rules, I unlocked the E-Voting on the platform provided by NSDL after the completion of E-Voting process at close on Wednesday in the presence of Ms.Nithya Pasupathy & Mr. Dilip R Misser

Based on the results made available to me, Members have casted their votes on the e-Voting platform and I have annexed with this Report, the details and analysis of the e-voting Results for each of eleven items.

P SRIRAM



Practicing Company Secretary

Date: 9<sup>th</sup> July 2014

Place: Chennai



P.Sriram, FCS  
C.P. No. 3310



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### Results for Resolution 1

Item. No of Notice	1
Subject	Adoption of Annual Accounts for the Year ended 31st March 2014
Type of Resolution	Ordinary

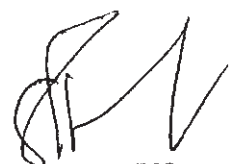
Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total Votes
Received	248	141,549,288	100%
Assent	248	141,549,288	100%
Dissent	0	0	0

### Results for Resolution 2

Item. No of Notice No	2
Subject	Declaration of Dividend on Equity Shares
Type of Resolution	Ordinary

Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	249	141,607,392	100%
Assent	249	141,607,392	100%
Dissent	0	0	0



  
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C.P. No. 3310



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### **Analysis of Resolution 3**

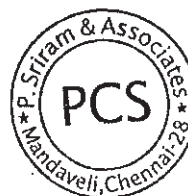
Item. No of Notice No	3
Subject	Appointment of Director in place of Mr. Arun Duggal who retires by rotation
Type of Resolution	Ordinary


Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	242	141,276,285	100%
Assent	134	117,932,969	83.48%
Dissent	108	23,343,316	16.52%

### **Analysis of Resolution 4**

Item. No of Notice No	4
Subject	Appointment of S.R.Batliboi & Co., LLP, & M/s.G.D.Apte & Co., Chartered Accountants, Mumbai as Statutory Auditors.
Type of Resolution	Ordinary

Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	243	141,414,932	100%
Assent	240	141,402,651	99.99%
Dissent	3	12,281	0.01%



  
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C.P. No. 3310



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### Results of Resolution 5

Item. No of Notice No	5
Subject	Not to fill vacancy Subsequent to retirement of Mr. M S Verma Independent Director
Type of Resolution	Ordinary


Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	244	141,489,830	100%
Assent	243	141,489,829	99.999
Dissent	1	1	0.001

### Results of Resolution 6

Item. No of Notice No	6
Subject	Appointment Mr. S M Bafna as an Independent Director Not Liable to retirement by rotation
Type of Resolution	Ordinary

Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	236	141,297,343	100.00%
Assent	218	140,422,144	99.38%
Dissent	18	875,199	0.62%



  
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### **Results of Resolution 7**

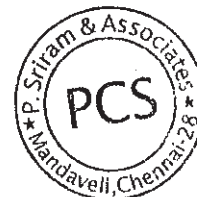
Item. No of Notice No	7
Subject	Appointment Mr. Puneet Bhatia as Non-Executive & Non-Independent Director Liable to retirement by rotation
Type of Resolution	Ordinary

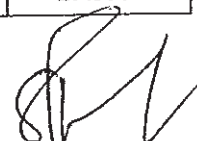
Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	239	141,084,885	100.00%
Assent	72	108,329,333	76.78%
Dissent	167	32,755,552	23.22%

### **Results of Resolution 8**

Item. No of Notice No	8
Subject	Appoint Mr. GerritLodewyk Van Heerde as Non-Executive & Non-Independent Director Liable to retire by rotation
Type of Resolution	Ordinary

Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	241	141,276,805	100.00%
Assent	123	115,855,964	82.01%
Dissent	118	25,420,841	17.99%



  
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### Results of Resolution 9

Item. No of Notice No	9
Subject	Special Resolution under Section 180(1)(c) of the Companies Act 2013 for borrowing money
Type of Resolution	Special


Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	248	141,607,312	100.00%
Assent	229	140,423,248	99.16%
Dissent	19	1,184,064	0.84%

### Results of Resolution 10

Item. No of Notice No	10
Subject	Special Resolution under section 42 of Companies Act 2013 for issue of securities
Type of Resolution	Special

Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	239	139,647,261	100.00%
Assent	212	136,578,192	97.80%
Dissent	27	3,069,069	2.20%



  
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C.P. No. 3310






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**Results of Resolution 11**

Item. No of Notice No	11
Subject	Special Resolution for alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013
Type of Resolution	Special

Particulars	Number of E-Votes	Number of votes contained in e-votes	Percentage of Total
Received	248	141,607,312	100.00
Assent	247	141,606,412	99.999
Dissent	1	900	0.001



  
P. Sriram, FCS  
C.P. No. 3310



**P Sriram & Associates**  
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## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
Of the Companies (Management And Administration) Rules, 2014]*

To

The Chairman  
Shriram Transport Finance Company Limited  
Mookambika Complex, 3rd floor  
No. 4, Lady Desika Road  
Mylapore, Chennai - 600 004

Meeting: 35<sup>th</sup> Annual General Meeting of the Members

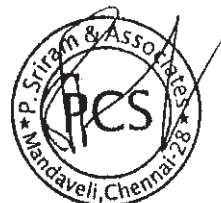
Date and Time: Wednesday, July 09, 2014 at 11.00 AM

The Music Academy, T.T.Krishnamachari Auditorium (Main Hall), No. 168 T.T.K. Road, Royapettah, Chennai 600014.

Dear Sir,

I, P. SRIRAM, Practicing Company Secretary appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the members of Shriram Transport Finance Company Limited (Company), held on Wednesday, July 09, 2014 at 11.00 AM at The Music Academy, T.T.Krishnamachari Auditorium (Main Hall), No. 168 T.T.K. Road, Royapettah, Chennai 600014, submit myr report as under:

- 1 After the time fixed for closing of the poll by the Chairman, Three ballots boxes kept for polling were locked in my presence with due identification marks placed by me
- 2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with Registrar & Transfer Agents.





**P Sriram & Associates**  
Practising Company Secretaries

## REPORT OF SCRUTINIZER

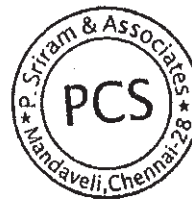
*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)]*

*Of the Companies (Management And Administration) Rules, 2014]*

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately
4. The result of the Poll is Annexed Resolution wise.
5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records duly have been handed over to the Company Secretary for safe keeping.

Date: 9th July, 2014

Place: Chennai



Yours faithfully,

P.SRIRAM

Scrutinizer



P Srinam & Associates  
Practising Company Secretaries

## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 01

Adoption of Annual Accounts for the Year ended 31st March 2014

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	12483891	99.999

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5	0.0001

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	20675



### REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
 Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 02

Declaration of Dividend on Equity Shares

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	12483891	99.999

(ii) Votes against the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5	0.0001

(iii) Invalid Votes

Total Number of Members (in Person or by proxy) whose were declared invalid	Total Number of votes cast by them
6	20675





P. Srinivas & Associates  
Practising Company Secretaries

## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
Of the Companies (Management And Administration) Rules, 2014]*

### Resolution – 03

Appoint a Director in place of Mr. Arun Duggal who retires by rotation

(i) Voted in favour of the resolution:

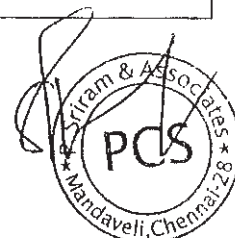
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	12483891	99.999

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5	0.0001

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	20675





P. Sriram & Associates  
Practising Company Secretaries

## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
Of the Companies (Management And Administration) Rules, 2014]*

Resolution- 04

Appointment of Statutory Auditor

(i) Voted in favour of the resolution:

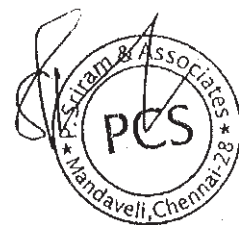
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	12483889	99.999

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	7	0.001

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	20675



## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
 Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 05

Not to fill vacancy Subsequent to retirement of Mr. M S Verma Independent Director

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	12483889	99.999

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	7	0.0001

(iii) Invalid Votes

Total Number of Members (in Person or by proxy) whose were declared invalid	Total Number of votes cast by them
6	20675







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Practising Company Secretaries

## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 06

Appoint Mr S M Bafna as an Independent Director

(i) Voted in favour of the resolution:

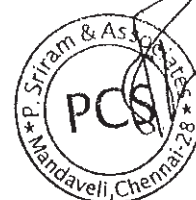
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	12483841	99.9996

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	55	0.0004%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	20675





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## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 07

Appoint Mr Puneet Bhatia as Director liable to retire by rotation

(i) Voted in favour of the resolution:

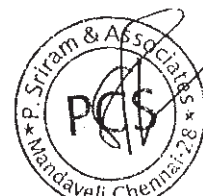
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12483649	99.99%

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	247	0.01%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	20675





P. Sriram & Associates  
Practising Company Secretaries

## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 08

Appoint Mr. Gerrit Lodewyk Van Heerde as a Director Liable to retire by rotation

(i) Voted in favour of the resolution:

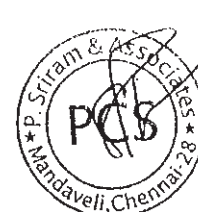
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12483697	99.99%

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	199	0.01

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	20675



## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
 Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 09

Special Resolution under Section 180(1) (c) of the Companies Act 2013 for borrowing money

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12483649	99.999

(ii) Votes against the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	247	0.001

(iii) Invalid Votes

Total Number of Members (in Person or by proxy) whose were declared invalid	Total Number of votes cast by them
6	20675



### REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
 Of the Companies (Management And Administration) Rules, 2014]*

**Resolution -- 10**

**Special Resolution under section 42 of Companies Act 2013 for issue of securities**

(i) Voted in favour of the resolution:

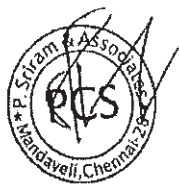
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12483649	99.999

(ii) Votes against the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	247	0.001

(iii) Invalid Votes

Total Number of Members (in Person or by proxy) whose were declared invalid	Total Number of votes cast by them
6	20675



### REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)  
 Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 11

Special Resolution for alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12483649	99.999

(ii) Votes against the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	247	0.001

(iii) Invalid Votes

Total Number of Members (in Person or by proxy) whose were declared invalid	Total Number of votes cast by them
6	20675

