

RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)

The Board of Directors of Shriram Asset Management Company Limited ("the Company") had in its Meeting held on February 02, 2015 decided to seek approval of the Members vide Postal Ballot, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the matters stated in the Notice of Postal Ballot dated February 02, 2015 read with the Explanatory Statement attached thereto.

The Company had offered e-voting facility through CDSL to all the Members of the Company in Compliance with the aforesaid provision of the Companies Act, 2013 and Clause 35B of the listing agreement to enable them to cast their vote electronically.

Based on the report of the Scrutinizer, the results of the Postal Ballot are as under:

ITEM No. 1

Details of Agenda	Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as a Managing Director and fixing the remuneration
Resolution Required	Special Resolution
Mode of Voting	Postal Ballot including e-voting

Voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	4120010	4120010	100.00	4120010	NIL	100.00	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	1879990	244486	13.00	237334	7152	97.07	2.93
Total	6000000	4364496	72.74	4357344	7152	99.84	0.16



ITEM No. 2

Details of Agenda	Appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years
Resolution Required	Ordinary Resolution
Mode of Voting	Postal Ballot including e-voting

Voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes Polled # (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	4120010	4120010	100.00	4120010	NIL	100.00	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	1879990	244486	13.00	237334	7152	97.07	2.93
Total	6000000	4364496	72.74	4357344	7152	99.84	0.16

ITEM No. 3

Details of Agenda	Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years
Resolution Required	Ordinary Resolution
Mode of Voting	Postal Ballot including e-voting



Voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes Polled # (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	4120010	4120010	100.00	4120010	NIL	100.00	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	1879990	244486	13.00	237334	7152	97.07	2.93
Total	6000000	4364496	72.74	4357344	7152	99.84	0.16

Based on the report submitted by the Scrutinizer, I, Reena Yadav, Company Secretary, hereby declare that the Resolutions under Item Nos. 1 to 3 of the Notice of Postal Ballot dated February 02, 2015 have been passed by the requisite majority on March 27, 2015 at the Register Office of the Company.

Thanking you,

For Shriram Asset Management Company Limited

Reena Yadav
Reena Yadav
 Company Secretary
 Mumbai,
 March 27, 2015

SCRUTINIZER REPORT ON POSTAL BALLOT

Dated: March 26, 2015

To,
The Chairman,
Board of Directors
Shriram Asset Management Company Limited,
Wockhardt Towers, 2nd Floor,
East Wing, C-2, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai-400 051

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Shriram Asset Management Company Limited (Hereinafter referred as SAMC") on February 02, 2015, I have been appointment as a Scrutinizer to receive process and scrutinize the Postal Ballot in respect of the Resolutions as circulated in the postal ballot notice dated February 02, 2015.

In compliance with Clause 35B of the Listing Agreement and pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, SAMC has provided the facility of e-voting to its Shareholders. Accordingly SAMC has made arrangements with CDSL and Register and Transfer Agent (RTA) M/s Purva Share Registry (India) Pvt. Ltd to provide system of E-voting to its Shareholders through e-voting website: www.evotingindia.com

Necessary instructions with regards to the voting including e-voting to be followed by the Shareholders have also been duly mentioned in the postal Ballot Notice dated February 02, 2015 sent by Courier/ Registered Post along with self addressed prepaid Business reply envelope to Shareholders whose name appear in the Register of Members on February 06, 2015. The dispatch of the Postal Ballot notice along with self addressed prepaid business reply envelope was completed by the Company on February 23, 2015. The last date of receipt of physical Postal Ballot Forms and e-voting (up to 6.00 PM) was March 25, 2015.



SG & ASSOCIATES

COMPANY SECRETARIES

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Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

As stated in sub rule 3 of Rule 20 of The Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "Free Press Journal" English Newspaper and "Navshakti" Marathi Newspaper on February 24, 2015 informing about the completion of dispatch of the Postal Ballot Notices to the shareholders along with the other matters mentioned therein.

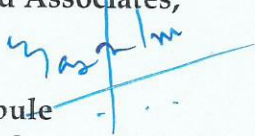
All the Postal Ballot forms together with all votes cast by E-voting through CDSL received upto March 25, 2015 being the last date fixed by the Company for the receipt of the Ballot Papers/e-voting were considered for my scrutiny. I have not come across any mutilated Postal Ballot Forms.

On scrutiny I report that out of 1035 (One Thousand Thirty Five) Shareholders, 03 (Three) Shareholders have exercised their vote through e-voting and 61 (Sixty One) Shareholders have exercised their votes through Postal Ballot Forms as received. The details of Results for the item mentioned in the Postal Ballot Notice are annexed to this Report.

The Summary of the voting in format prescribed under clause 35A of Listing Agreement is annexed separately to this Report.

Thanking You,

For SG and Associates,


Suhas Gapule
Practicing Company Secretary
C P No 5722
Membership No 12122

Place: Mumbai

Date: March 26, 2015



SG & ASSOCIATES
COMPANY SECRETARIES


SUHAS S. GANPULE
PROPRIETOR
C.P. NO.5722

1. Special Resolution: Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as a Managing Director and fixing the remuneration

Mode of Voting	For		Against		Not voted	
	No of Share holder	No of Shares	No of Share holder	No of Shares	No of Share holder	No of Shares
Postal Ballot	58	43,56,833	3	7,152	0	0
E-Voting	3	511	0	0	0	0
TOTAL	61	43,57,344	3	7,152	0	0

99.84% Votes cast in favour and 0.16% votes cast against

2. Ordinary Resolution: Appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years

Mode of Voting	For		Against		Not voted	
	No of Share holder	No of Shares	No of Share holder	No of Shares	No of Share holder	No of Shares
Postal Ballot	58	43,56,833	3	7,152	0	0
E-Voting	3	511	0	0	0	0
TOTAL	61	43,57,344	3	7,152	0	0

99.84% Votes cast in favour and 0.16% votes cast against

3. Ordinary Resolution: Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years

Mode of Voting	For		Against		Not voted	
	No of Share holder	No of Shares	No of Share holder	No of Shares	No of Share holder	No of Shares
Postal Ballot	58	43,56,833	3	7,152	0	0
E-Voting	3	511	0	0	0	0
TOTAL	61	43,57,344	3	7,152	0	0

99.84% Votes cast in favour and 0.16% votes cast against

Summary of voting result as per Clause 35A of Listing Agreement

1. Special Resolution: Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as a Managing Director and fixing the remuneration

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on Outstanding shares (3) = [(2) /(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)] *100	% of Votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	41,20,010	41,20,010	100.00	41,20,010	NIL	100.00	NIL
Public - Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	18,79,990	2,44,486	13.00	2,37,334	7,152	97.07	2.93
Total	60,00,000	43,64,496	72.74	43,57,344	7,152	99.84	0.16



**2. Ordinary Resolution: Appointment of Mr. Prabhakar Karandikar (DIN: 02142050)
as an Independent Director for a period of 5 years**

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on Outstanding shares (3) = [(2) /(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)] *100	% of Votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	41,20,010	41,20,010	100.00	41,20,010	NIL	100.00	NIL
Public - Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	18,79,990	2,44,486	13.00	2,37,334	7,152	97.07	2.93
Total	60,00,000	43,64,496	72.74	43,57,344	7,152	99.84	0.16



3 Ordinary Resolution: Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on Outstanding shares (3) = [(2) /(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)] *100	% of Votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	41,20,010	41,20,010	100.00	41,20,010	NIL	100.00	NIL
Public - Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	18,79,990	2,44,486	13.00	2,37,334	7,152	97.07	2.93
Total	60,00,000	43,64,496	72.74	43,57,344	7,152	99.84	0.16

Result:

As number of Votes casted in favour of:

1. The resolution no. 1 is more than 3 times the number of votes cast against the said Special Resolution.
2. The resolution no. 2 and 3 are more than the number of votes cast against the said Ordinary Resolutions.



SG & ASSOCIATES

COMPANY SECRETARIES

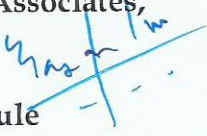
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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road.
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

The said Special and Ordinary resolutions as set out in the Notice of Postal Ballot dated February 02, 2015 have been passed by the Shareholders with requisite majority. None of the votes were reported invalid.

The Resolution 1 to 3 set out in the Notice of Postal Ballot dated February 02, 2015 deemed to be passed as on the date of the announcement of the result.


For SG and Associates,


Suhas Ganpule
Practicing Company Secretary
C P No 5722
Membership No 12122

Place: Mumbai
Date: March 26, 2015



SG & ASSOCIATES
COMPANY SECRETARIES


SUHAS S. GANPULE
PROPRIETOR
C.P. NO.5722