

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Authorised Share Capital of the Company and Amendment to the Memorandum of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4120010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		4120010	100	4120010	0	100	0
	Total	4120010	4120010	100	4120010	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1879990	119	0.0063	118	1	99.1597	0.8403
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		119142	6.3374	118388	754	99.3671	0.6329
	Total	1879990	119261	6.3437	118506	755	99.3669	0.6331
Total		6000000	4239271	70.6545	4238516	755	99.9822	0.0178
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



## Shriram Asset Management Company Limited

SEBI Registration No. MF/017/94/4, CIN : L65991MH1994PLC079874

Mumbai Office : 208, Shiv Chambers, 'B' Wing, 2nd Floor, Sector 11, C. B. D. Belapur, Navi Mumbai-400 614

Phone : +91-22-27579301/7556, Fax : +91-22-27566634

Regd. Office : Wockhardt Towers, 2nd Floor, East Wing, C-2, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051

Admin. Head Office : CK-6, 2nd Floor, Sector-II, Salt Lake City, Kolkata-700 091, Phone : +91-33-23373012, Fax : +91-33-23373014

Email : srmf@shriramamc.com, Website : www.shriramamc.com

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of Redeemable Non-Convertible Preference Shares (RNCPS)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4120010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		4120010	100	4120010	0	100	0
	Total		4120010	100	4120010	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1879990	119	0.0063	118	1	99.1597	0.8403
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		119142	6.3374	117868	1274	98.9307	1.0693
	Total		1879990	6.3437	117986	1275	98.9309	1.0691
Total		6000000	4239271	70.6545	4237996	1275	99.9699	0.0301
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Authority to Invest Funds in excess of Limit specified under Section 186 of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4120010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		4120010	100	4120010	0	100	0
	Total	4120010	4120010	100	4120010	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1879990	119	0.0063	118	1	99.1597	0.8403
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		119142	6.3374	118368	774	99.3504	0.6496
	Total	1879990	119261	6.3437	118486	775	99.3502	0.6498
Total		6000000	4239271	70.6545	4238496	775	99.9817	0.0183
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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## SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule there under)

Date: December 28, 2017

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

Scrutinizers Report on Postal Ballot voting including Voting by Electronic means in respect of the resolutions as contained in the Notice of Postal Ballot dated November 16, 2017.

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Shriram Asset Management Company Limited (hereinafter referred as "SAMC") on November 16, 2017, I, Suhas Ganpule was appointed as a Scrutinizer in terms of Section 110 of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015. As a Scrutinizer I was authorized to receive and process Postal Ballot including scrutinizing the process of remote e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot as per provisions of Companies Act, 2013 in respect of the Resolutions as circulated in the postal ballot notice dated November 16, 2017.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SAMC has provided the facility of remote-voting to its Shareholders. Accordingly SAMC has made arrangements with CDSL and Register and Transfer Agent (RTA) M/s Purva Share Registry (India) Private Limited to provide system of E-voting to its Shareholders through e-voting website: [www.evotingindia.com](http://www.evotingindia.com).





Necessary instructions with regards to the voting including remote-voting to be followed by the Shareholders have also been duly mentioned in the Postal Ballot Notice dated November 16, 2017 sent by Courier/ Registered Post along with self addressed prepaid business reply envelope to Shareholders whose name appear in the Register of Members on November 17, 2017 (Cut-off date).

The Remote e-voting period commenced on November 28, 2017 (9.00 A.M.) and ended on December 27, 2017.

The dispatch of the Postal Ballot notice along with self addressed prepaid business reply envelope was completed by the Company on November 27, 2017. The last date of receipt of physical Postal Ballot Forms and remote e-voting (up to 5.00 PM) was December 27, 2017.

All the Postal Ballot forms together with all votes cast by remote e-voting through CDSL received upto December 27, 2017 being the last date fixed by the Company for the receipt of the Ballot Papers/ remote e-voting were considered for my scrutiny.

On scrutiny I report that out of 1061 (One Thousand Sixty One) Shareholders, 6 (Six) Shareholders have exercised their vote through remote e-voting and 65 (Sixty Five) Shareholders have exercised their votes through Postal Ballot Forms as received. 2 (Two) Shareholders having five shares voted through both postal ballot and e-voting, however their voting through postal ballot has been considered and voting through e-voting has been ignored as stated at point no. 4 of the Notice. The details of Results for the items mentioned in the Postal Ballot Notice are annexed to this Report.

Thanking You,

For SG and Associates,

Suhas Ganpule

Practicing Company Secretary

C P No 5722

Membership No 12122

Place: Mumbai

Date: December 28, 2017

**SG & ASSOCIATES**  
**COMPANY SECRETARIES**

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







## SUMMARY OF THE VOTING

### 1. Special Resolution: Increase in the Authorised Share Capital of the Company and Amendment to Memorandum of Association

Promoter/ Public	Mode of Voting	For			Against			Not Valid		
		No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled	No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled	No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled
Promoter and Promoter Group	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	1	4120010	4120010	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	E-Voting	5	118	118	1	1	1	NIL	NIL	NIL
	Postal Ballot	61	118388	118388	3	754	754	NIL	NIL	NIL
	Total	67	4238516	4238516	4	755	755	NIL	NIL	NIL

99.98% Votes cast in favour and 0.02% votes cast against

### 2. Special Resolution: Issue of Redeemable Non-Convertible Preference Shares (RNCPS)

Promoter/ Public	Mode of Voting	For			Against			Not Valid		
		No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled	No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled	No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled
Promoter and Promoter Group	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	1	4120010	4120010	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	E-Voting	5	118	118	1	1	1	NIL	NIL	NIL
	Postal Ballot	59	117868	117868	5	1274	1274	NIL	NIL	NIL
	Total	65	4237996	4237996	6	1275	1275	NIL	NIL	NIL

99.97% Votes cast in favour and 0.03% votes cast against

### 3. Special Resolution: Authority to invest funds in excess of limit specified under Section 186 of the Companies Act, 2013.





Promoter/ Public	Mode of Voting	For			Against			Not Valid		
		No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled	No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled	No. of Share Holder(s)	No. of Share(s) Held	No. of Shares Polled
Promoter and Promoter Group	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	1	4120010	4120010	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	E-Voting	5	118	118	1	1	1	NIL	NIL	NIL
	Postal Ballot	60	118368	118368	4	774	774	NIL	NIL	NIL
	Total	66	4238496	4238496	5	775	775	NIL	NIL	NIL

99.98% Votes cast in favour and 0.02% votes cast against

The Register all other papers and relevant records relating to voting shall remain in our custody until the Company Secretary/ Managing Director considers, approves and sign the result of Postal Ballot.

The said Special Resolutions as set out in the Notice of Postal Ballot dated November 16, 2017 have been passed by the Shareholders with requisite majority.

The Resolutions 1 to 3 set out in the Notice of Postal Ballot dated November 16, 2017 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: December 28, 2017

**SG & ASSOCIATES**  
**COMPANY SECRETARIES**  
**SUHAS S. GANPULE**  
**PROPRIETOR**  
**C.P. NO. 5722**

