



**Form No. MGT - 13**  
**Scrutinizer's Report – Combined**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman**  
**Shriram Asset Management Company Limited**

24<sup>th</sup> Annual General Meeting of the Members of Shriram Asset Management Company Limited (the Company) held on August 07, 2018 at 2.30 P.M at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057.

Dear Sir,

1. I, Suhas S. Ganpule, a Company Secretary in Practice, have been appointed as a scrutinizer by
  - (i) The Board of Directors of Shriram Asset Management Company Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
  - (ii) the Chairman of the Annual General Meeting (AGM) on poll under provisions of Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on August 07, 2018 at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of 24<sup>th</sup> Annual General Meeting of the Company and based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting.
3. I hereby submit the combined report on the results of e-voting together with that of Poll as under:-
  - i. The e-voting period remained open from **Saturday, August 04, 2018 (9.00 A.M.) to Monday, August 06, 2018 (5.00 P.M.)**
  - ii. The members of the Company as on the "cut-off" date i.e. Wednesday, **August 01, 2018** were entitled to vote on the Resolutions (Item no. 1 to 6 ) as set out in the Notice of the 24<sup>th</sup> AGM of the Company
  - iii. The votes cast were unblocked on **August 06, 2018** in the presence of 2 witnesses, Ms. Radha Gohil and Mr. Uday Sawant who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Radha Gohil)

(Uday Sawant)





# SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999

E-mail : suhas62@yahoo.com

E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajol  
Jewellers, Goregaon (West), Mumbai - 62.

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) (i.e. <https://www.evotingindia.co.in> )
- v. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- vi. 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 the Company.
- vii. I did not find any poll paper invalid.
- viii. The result of the Poll and E Voting is as under:

Item No. of Notice	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	% of total number of valid votes cast in favour	Nos.	% of total number of valid votes cast against	Nos.
<b>Item No. 1:</b> Adoption of Annual Accounts for the year ended March 31, 2018 and the Statement of Profit and Loss for the year ended together with Directors Report and Auditors thereon that date. (As an Ordinary Resolution)	57	4207448	NIL	0	NIL
<b>Item No. 2:</b> Appointment of Mr. Dhruv Mehta, Director who retires by rotation. (As an Ordinary Resolution)	57	4207448	NIL	0	NIL
<b>Item No. 3:</b> Ratification of appointment of M/s. G. D. Apte and Co., Chartered Accountants, Mumbai. (As an Ordinary Resolution)	57	4207448	NIL	0	NIL
<b>Item No. 4:</b> Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and Rules made thereunder. (As Special Resolution)	57	4207448	NIL	0	NIL
<b>Item No.5:</b> Appointment of Mr. Akhilesh Kumar Singh as Managing Director. (As Special Resolution)	57	4207448	NIL	0	NIL
<b>Item No.6:</b> Approval for Related Party Transactions. (As an Ordinary Resolution)	56*	87438	NIL	0	NIL





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\* Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not. Therefore, none of the Promoter Group entities holding share(s) voted on the above Resolution (One Shareholder representing 4120010 Shares).

All the Resolutions at item numbers 1 to 6 have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and poll records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,  
For SG & Associates  
Practicing Company Secretaries

Suhas S. Ganpule

Proprietor

Membership No.:12122

C. P. No.: 5722

Place: Mumbai

Date: August 08, 2018





### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies  
(Management and Administration) Rules, 2014]


To,  
The Chairman,  
Shriram Asset Management Company Limited

24<sup>th</sup> Annual General Meeting of the Members of Shriram Asset Management Company Limited (herein after referred to as 'the Company') held on August 07, 2018 at 2.30 P.M at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057.

Dear Sir,

1. I, Suhas S. Ganpule, a Company Secretary in Practice, have been appointed by the Board of Directors of the Company as the scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on August 07, 2018 at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of 24<sup>th</sup> Annual General Meeting of the Company and based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I hereby submit my report as under:-
  - i. The e-voting period remained open from Saturday, August 04, 2018 (9.00 A.M.) to Monday, August 06, 2018 (5.00 P.M.)
  - ii. The Members of the Company as on the "cut-off" date i.e Wednesday, August 01, 2018 were entitled to vote on the Resolutions (Item no. 1 to 6) as set out in the Notice of the 24<sup>th</sup> AGM of the Company
  - iii. The votes cast were unblocked on August 06, 2018 in the presence of 2 witnesses, Ms. Radha Gohil and Mr. Uday Sawant who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
(Radha Gohil)

  
(Uday Sawant)

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) (i.e. <https://www.evotingindia.co.in>) and based on such reports generated, the result of the e-voting are as under:



**Item No. 1:-**

**Ordinary Resolution- Adoption of the Audited Balance Sheet of the Company as at March 31, 2018 and the Statement of Profit and Loss for the year ended together with Directors Report and Auditors thereon that date.**

(i) **Voted in Favour** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	119	100

(ii) **Voted Against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
NIL	0

**Item No. 2:-**

**Ordinary Resolution- Appointment of Mr. Dhruv Mehta who retires by rotation and being eligible offers himself for re-appointment as a Director.**

(i) **Voted in Favour** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	119	100

(ii) **Voted Against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) **Invalid vote**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
NIL	0

**Item No. 3:-**

**Ordinary Resolution - Ratification of appointment of M/s. G. D. Apte and Co., Chartered Accountants, Mumbai, as Statutory Auditors**

(i) **Voted in Favour** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	119	100



(ii) Voted **Against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them

**Item No. 4:-**

**Special Resolution - Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and Rules made thereunder**

(i) Voted **in Favour** the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
6	119	100

(ii) Voted **Against** the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	0

**Item No. 5:-**

**Special Resolution - Appointment of Mr. Akhilesh Kumar Singh as Managing Director of the Company**

(iv) Voted **in Favour** the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
6	119	100

(v) Voted **Against** the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(vi) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	0







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**Item No. 6:-**

**Ordinary Resolution - Approval for Related Party Transactions.**

(i) Voted **in Favour** the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
6	119	100

(ii) Voted **Against** the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	0

Thanking you

Yours faithfully,  
For SG & Associates,  
Practicing Company Secretaries

Suhas S. Ganpule  
Proprietor  
Membership No.12122  
C.P. No.: 5722

Place: Mumbai  
Date: August 08, 2018





### Scrutinizer's Report

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

To,  
The Chairman  
Shriram Asset Management Company Limited

**24<sup>th</sup> Annual General Meeting** of the Members of Shriram Asset Management Company Limited (the Company) held on August 07, 2018 at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057.

Dear Sir,

I, **Suhas S. Ganpule**, a Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 24<sup>th</sup> Annual General Meeting of the Members of the Company, held on August 07, 2018 at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot 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 Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll paper invalid.
4. The result of the Poll are as under:

#### Item No. 1:-

**Ordinary Resolution- Adoption of the Audited Balance Sheet of the Company as at March 31, 2018 and the Statement of Profit and Loss for the year ended together with Directors Report and Auditors thereon.**

(i) Voted in Favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	4207329	100

(ii) Voted Against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	0







**Item No. 2:-**

**Ordinary Resolution- Appointment of Mr. Dhruv Mehta who retires by rotation and being eligible offers himself for re-appointment as a Director.**

(i) Voted in Favour the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	4207329	100

(ii) Voted Against of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	0

**Item No. 3:-**

**Ordinary Resolution - Ratification of appointment of M/s. G. D. Apte and Co., Chartered Accountants, Mumbai, as Statutory Auditors.**

(i) Voted in Favour the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	4207329	100

(ii) Voted Against of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	0



**Item No. 4:-**

**Special Resolution - Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and Rules made thereunder.**

(i) Voted in Favour the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	4207329	100

(ii) Voted Against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	0

**Item No. 5:-**

**Special Resolution - Appointment of Mr. Akhilesh Kumar Singh as Managing Director of the Company.**

(i) Voted in Favour the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	4207329	100

(ii) Voted Against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	0





# SG & ASSOCIATES

Company Secretaries

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Jewellers, Goregaon (West), Mumbai - 62.

**Item No. 6:-**

**Ordinary Resolution - Approval for Related Party Transactions**

(i) Voted in Favour the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50*	87319	100

(ii) Voted Against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	0	0

(iii) Invalid votes

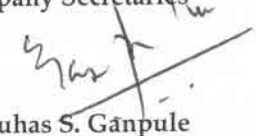
Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

\* Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not. Therefore, none of the Promoter Group entities holding share(s) voted on the above Resolution (One Shareholder representing 4120010 Shares).

- A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,  
For S G & Associates  
Practicing Company Secretaries

  
Suhas S. Ganpule  
Proprietor  
Membership No.12122  
C.P: No. 5722

Place: Mumbai  
Date: August 08, 2018

