



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

25th Annual General Meeting of the Members of Shriram Asset Management Company Limited (the Company) held on August 02, 2019 at 3.00 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 25th Annual General Meeting (AGM) of the Members of the Company, held on August 02, 2019 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 25th 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 25th 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 **Monday, July 29, 2019 (9.00 A.M.) to Thursday, August 01, 2019 (5.00 P.M.)**
- ii. The members of the Company as on the "cut-off" date i.e. Friday, **July 26, 2019** were entitled to vote on the Resolutions (Item no. 1 to 5) as set out in the Notice of the 25th AGM of the Company
- iii. The votes cast were unblocked on **August 01, 2019** in the presence of 2 witnesses, Ms. Shatabdi Salve and Ms. Manali Joshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Shatabdi Salve


Manali Joshi





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 Kajal
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.
Item No. 1: Adoption of Annual Accounts for the year ended March 31, 2019 and the Statement of Profit and Loss for the year ended together with Directors Report and Auditors thereon that date. (As an Ordinary Resolution)	4215967	100	3	0	0
Item No. 2: Appointment of Mrs. Jayashree Mahesh, Director who retires by rotation. (As an Ordinary Resolution)	4215967	100	3	0	0
Item No. 3: Reappointment of Mr. Arindom Mukherjee as Independent Director for a second term of 5 (five) years. (As a Special Resolution)	4215967	100	3	0	0
Item No. 4: Approval for Related Party Transactions pursuant to Section 188. (As a Ordinary Resolution)	(*)95957	100	3	0	0
Item No. 5: 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 an Special Resolution)	4215967	100	3	0	0

*Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all the entities falling under the definition of related parties shall abstain from





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 Kajal
Jewellers, Goregaon (West), Mumbai - 62.

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 5 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

Place: Mumbai
Date: August 02, 2019

SG & ASSOCIATES
COMPANY SECRETARIES

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

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





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

25th Annual General Meeting of the Members of Shriram Asset Management Company Limited (herein after referred to as 'the Company') held on August 02, 2019 at 3.00 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 25th Annual General Meeting (AGM) of the Members of the Company, held on August 02, 2019 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 25th 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 25th 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 Monday, July 29, 2019 (9.00 A.M.) to Thursday, August 01, 2019 (5.00 P.M.)
 - ii. The Members of the Company as on the "cut-off" date i.e Friday, July 26, 2019 were entitled to vote on the Resolutions (Item no. 1 to 5) as set out in the Notice of the 25th AGM of the Company





- iii. The votes cast were unblocked on **August 02, 2019** in the presence of 2 witnesses, Ms. Shatabdi Salve and Ms. Manali Joshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

()
Shatabdi Salve

()
Manali Joshi

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, 2019 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
12	149	98.03

- (ii) Voted Against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	1.97

- (iii) Invalid votes

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

Item No. 2:-

Ordinary Resolution- Appointment of Mrs. Jayashree Mahesh who retires by rotation and Being eligible offers herself 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
12	149	98.03



(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	1.97

(iii) **Invalid vote**

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

Item No. 3:-

Special Resolution - Reappointment of Mr. Arindom Mukherjee as Independent Director for a second term of 5 (five) years:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	149	98.03

(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	1.97

(iii) **Invalid votes**

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

Item No. 4:-

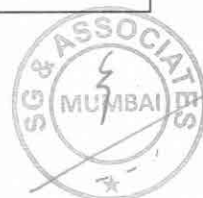
Ordinary Resolution- Approval for Related Party Transactions pursuant to Section 188:

(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
12	149	98.03

(ii) **Voted Against the resolution**

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	3	1.97





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 Kajal
Jewellers, Goregaon (West), Mumbai - 62.

(iii) **Invalid votes**

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

Item No. 5:-

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:

(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
12	149	98.03

(v) **Voted Against the resolution**

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	3	1.97

(vi) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	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 02, 2019

SG & ASSOCIATE
COMPANY SECRETARIES

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





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

25th Annual General Meeting of the Members of Shriram Asset Management Company Limited (the Company) held on August 02, 2019 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 25th Annual General Meeting of the Members of the Company, held on August 02, 2019 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 found any poll papers 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, 2019 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
46	4215818	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
0	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
0	0

Item No. 2:-

Ordinary Resolution- Appointment of Mrs. Jayashree Mahesh who retires by rotation and being eligible Offers herself 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
46	4215818	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
0	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
0	0

Item No. 3:-

Ordinary Resolution - Reappointment of Mr. Arindom Mukherjee as Independent Director for a second term of 5 (five) years:

(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
46	4215818	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
0	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
0	0



**Item No. 4:-****Ordinary Resolution - Approval for Related Party Transactions pursuant to Section 188:****(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
*45	95808	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
0	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
0	0

* 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).

Item No. 5:-**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
46	4215818	100

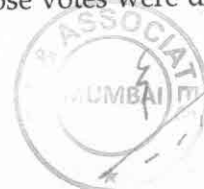
(ii) Voted Against the resolution

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

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.





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 Kajal
Jewellers, Goregaon (West), Mumbai - 62.

6. 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 02, 2019

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

