

# SG & ASSOCIATES

## COMPANY SECRETARIES

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Room No.1, 1st Floor, New Vora House, Gram Panchayat Road,  
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

### 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

23<sup>rd</sup> Annual General Meeting of the members of Shriram Asset Management Company Limited (the Company)  
held on August 10, 2017 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on August 10, 2017 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 23<sup>rd</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 23<sup>rd</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 **Monday, August 07, 2017 (9.00 A.M.to Wednesday, August 09, 2017 (5.00 P.M.)**
  - ii. The members of the Company as on the "cut-off" date **August 03, 2017** were entitled to vote on the Resolutions (Item no. 1 to 6 ) as set out in the Notice of the 23<sup>rd</sup> AGM of the Company
  - iii. The votes cast were unblocked on **August 09, 2017** in the presence of 2 witnesses, Mr. Amar Shah and Mr. Dhiren Udeshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

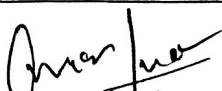


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## COMPANY SECRETARIES

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Amar Shah

  
Dhiren Udeshi

- 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 found 2 poll papers 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, 2017. (As an Ordinary Resolution)	4215746	99.9998	6	0.0002	2
<b>Item No. 2:</b> Re-appointment of Mr. R. Sundara Rajan, Director who retires by rotation (As an Ordinary Resolution)	4215746	99.9998	6	0.0002	2
<b>Item No. 3:</b> Appointment of M/s. G. D. Apte and Co., Chartered Accountants, Mumbai (As an Ordinary Resolution)	4215746	99.9998	6	0.0002	2
<b>Item No. 4:</b> Appointment of Mr. Kshiti Ranjan Das as an Independent Director (As an Ordinary Resolution)	4215747	99.9998	5	0.0002	2
<b>Item No. 5:</b> Appointment of Mr. Kalyanaraman Chandrachoodan as an Independent Director (As an Ordinary Resolution)	Members were informed that Mr. Kalyanaraman Chandrachoodan has resigned as an Additional Director of the Company w.e.f. August 09, 2017. Consequently, the meeting did not consider the business of appointment of Mr. Chandrachoodan as an Independent Director.				
<b>Item No. 6:</b> Appointment of Mrs. Chandra Iyengar as an Independent Director (As an Ordinary Resolution)	4215747	99.9998	5	0.0002	2



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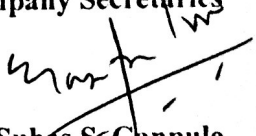
All the Resolutions at item numbers 1 to 4 and item number 6 have been passed with requisite majority.

As stated above the business item stated at item no. 5 was not considered by the meeting owing to resignation of Mr. Kalyanraman Chandrachoodan as an Additional Director of the Company w.e.f. August 09, 2017

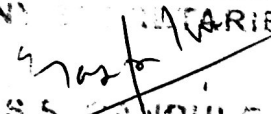
The Register, all other papers and relevant records relating to electronic voting and poll records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

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 11, 2017

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

# SG & ASSOCIATES

## COMPANY SECRETARIES

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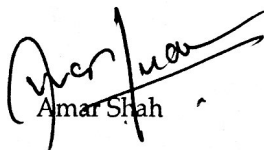
Scrutinizer's Report  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Shriram Asset Management Company Limited

23<sup>rd</sup> Annual General Meeting of the members of Shriram Asset Management Company Limited (herein after referred to as 'the Company') held on August 10, 2017 at 03.00 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 a 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on August 10, 2017 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 23<sup>rd</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 23<sup>rd</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 Monday, August 07, 2017 (9.00 A.M.) to Wednesday, August 09, 2017 (5.00 P.M.)
  - ii. The members of the Company as on the "cut-off" date August 03, 2017 were entitled to vote on the Resolutions (Item no. 1 to 6) as set out in the Notice of the 23<sup>rd</sup> AGM of the Company
  - iii. The votes cast were unblocked on August 09, 2017 in the presence of 2 witnesses, Mr. Amar Shah and Mr. Dhiren Udeshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Amar Shah

  
Dhiren Udeshi

- 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 is as under:





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### Item No. 1:-

**Ordinary Resolution- Adoption of the Audited Balance Sheet of the Company as at March 31, 2017.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69

(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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### Item No. 2:-

**Ordinary Resolution- Appointment of Mr. R. Sundara Rajan who retires by rotation and being eligible seeks re-appointment.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69

(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid vote**

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

### Item No. 3:-

**Ordinary Resolution - 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
10	146	96.69



(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid votes**

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

**Item No. 4:-**

**Ordinary Resolution - Appointment of Mr. Kshiti Ranjan Das as an Independent Director**

(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
10	146	96.69

(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	5	3.31

(iii) **Invalid votes**

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

**Item No. 5:-**

**Ordinary Resolution - Appointment of Mr. Kalyanaraman Chandrachoodan as an Independent Director**

Members were informed that Mr. Kalyanaraman Chandrachoodan has resigned as an Additional Director of the Company w.e.f. August 09, 2017. Consequently, the meeting did not consider the business of appointment of Mr. Chandrachoodan as an Independent Director.

**Item No. 6:-**

**Ordinary Resolution - Appointment of Mrs. Chandra Iyengar as an Independent Director**

(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
10	146	96.69

(ii) **Voted Against the resolution**

Number of members	Number of votes cast by	% of total number of valid
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# SG & ASSOCIATES

## COMPANY SECRETARIES

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present and voting	them	votes cast
2	5	3.31

(iii) **Invalid votes**

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

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 11, 2017

**SG & ASSOCIATES**  
**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

23<sup>rd</sup> Annual General Meeting of the members of Shriram Asset Management Company Limited (the Company) held on August 10, 2017 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 23<sup>rd</sup> Annual General Meeting of the Members of the Company, held on August 10, 2017 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 Found 2 poll papers invalid.
4. The result of the Poll is as under:

#### Item No. 1:-

**Ordinary Resolution- Adoption of the Audited Balance Sheet of the Company as at March 31, 2017.**

(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
52	4,215,600	99.9999

(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
1	1	.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
2	2



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### Item No. 2:-

**Ordinary Resolution- Appointment of Mr. R. Sundara Rajan who retires by rotation and being eligible seeks re-appointment**

(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
52	4,215,600	99.9999

(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
1	1	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
2	2

### Item No. 3:-

**Ordinary Resolution - 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
52	4,215,600	99.9999

(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
1	1	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
2	2



# SG & ASSOCIATES

## COMPANY SECRETARIES

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

### Item No. 4:-

#### Ordinary Resolution - Appointment of Mr. Kshiti Ranjan Das as an Independent 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
53	4,215,601	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
--	--	--

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
2	2

### Item No. 5:-

#### Ordinary Resolution - Appointment of Mr. Kalyanaraman Chandrachoodan as an Independent Director

Members were informed that Mr. Kalyanaraman Chandrachoodan has resigned as an Additional Director of the Company w.e.f. August 09, 2017. Consequently, the meeting did not consider the business of appointment of Mr. Chandrachoodan as an Independent Director.

### Item No. 6:-

#### Ordinary Resolution - Appointment of Mrs. Chandra Iyengar as an Independent 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
53	4,215,601	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
--	--	--

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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# SG & ASSOCIATES

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2

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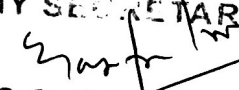
5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

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 11, 2017

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