

Scrutinizer's Report - Combined

To,
The Chairman
Shriram Asset Management Company Limited

21st Annual General Meeting of the members of Shriram Asset Management Company Limited (the Company) held on August 13, 2015 at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057

Dear Sir,

1. I, Suhas Ganpule, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Shriram Asset Management Company Limited (the Company) for the purpose of:
 - (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and
 - (ii) Scrutinizing 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 to the 21st Annual General Meeting (AGM) of the Members of the Company, held on the August 13, 2015 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 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote 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 above, 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 remote e-voting.
3. I have issued separate Scrutinizer's Report dated August 14, 2015 on the remote e-voting and on the poll on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of remote e-voting together with that of Poll as under:-



SG & ASSOCIATES

COMPANY SECRETARIES

Mob. : 9820057999 / 9819757999
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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
Item No. 1: Adoption of Annual Accounts for the year ended March 31, 2015. (As an Ordinary Resolution)	41,78,143	100	NIL	NIL	NIL
Item No. 2: Appoint a Director in place of Mr. R. Sundara Rajan, who retires by rotation and being eligible, seeks re-appointment (As an Ordinary Resolution)	41,78,143	100	NIL	NIL	NIL
Item No. 3: Appointment of Statutory Auditors (As an Ordinary Resolution)	41,78,143	100	NIL	NIL	NIL
Item No. 4: Appointment of Mrs. Jayashree Mahesh as Director (As an Ordinary Resolution)	41,78,143	100	NIL	NIL	NIL
Item No. 5: Alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013 (As a Special Resolution)	41,78,143	100	NIL	NIL	NIL
Item No. 6: Increase and Reclassification of the Authorised Share Capital of the Company and alteration of the	41,78,143	100	NIL	NIL	NIL



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Capital Clause of Memorandum of Association. (As a Special Resolution)					
Item No. 7: Issue of Redeemable Non-Convertible Preference Shares (RNCPS) on Private Placement basis (As a Special Resolution)	41,78,143	100	NIL	NIL	NIL
Item No. 8: Authority to Invest as per the provisions of Section 186 of the Companies Act, 2013. (As a Special Resolution)	41,78,143	100	NIL	NIL	NIL

For SG and Associates

Suhas Ganpule
Suhas Ganpule

Practicing Company Secretary

Membership No.: 12122

C. P. No: 5722

Place: Mumbai

Date: August 14, 2015

SG & ASSOCIATES
COMPANY SECRETARIES

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