

Consolidated Scrutinizer's Report

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

To,

The Chairman,

**26th Annual General Meeting of the Equity Shareholders of
Shriram Asset Management Company Limited**

held on Friday, September 04, 2020

at 11.30 a.m. through

Video conferencing/Other Audio Visual Means

**Consolidated Scrutinizer's Report on voting by Remote E-voting and
E-voting facility to the shareholders present at the AGM through
Video Conferencing/ Other Audio Visual Means in respect of the
resolutions (businesses) contained in the Notice dated August 04,
2020**

Dear Sir,

I, Mr. Suhas S. Ganpule, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the Voting through Remote E-voting and E-voting facility to the Shareholders present at the AGM through Video Conferencing/ Other Audio Visual means (VC/OAVM) on the below mentioned resolution(s), at 26th Annual General Meeting of the Equity Shareholders of the Company held on Friday, September 04, 2020 at 11.30 a.m., submit my report as under:

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-voting facility to the shareholders present at the AGM through VC/OAVM and Remote E-voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Business) contained in the Notice dated August 04, 2020, through Remote E-voting and E-voting facility to the Shareholders present at the AGM through VC/OAVM.

1. After the time fixed for E-voting facility to the shareholders present at the AGM through VC /OAVM by the Chairman, electronic voting system for Voting was started.
2. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not casted their vote earlier through remote e-voting facility.
3. The remote e-voting period remained open from Tuesday, September 01, 2020 (9.00 A.M.) to Thursday, September 03, 2020 (5.00 P.M.)
4. The shareholders holding shares as on the "cut off" date i.e. Friday, August 28, 2020 were entitled to vote on the proposed resolutions (Items No.1 to 7 as set out in the Notice of the 26th Annual General Meeting of the Company).
5. The votes were unblocked on **September 04, 2020** in the presence of two witnesses Ms. Reshma Matele and Mrs. Pooja Gandhi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Matele)

(Pooja Gandhi)

6. The result of the scrutiny of voting by Remote E-Voting and through E-voting facility to the shareholders present at the AGM through VC/OAVM, in respect of resolutions (businesses) contained in Notice dated August 04, 2020 is as under:

1) **Resolution No. 1- (Ordinary Resolution):**

Adoption of Annual Accounts for the year ended March 31, 2020 and the Statement of Profit and Loss for the year ended together with Directors Report and Auditors thereon that date.

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares which casted.	% of total number of valid votes casted

SG & ASSOCIATES

Company Secretaries

9820917999 / 9831777999
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

E-voting by Shareholders through VC/OAVM	--	--	--
Remote voting E-	53	4278816	99.9993
Total	53	4278816	99.9993

(ii) Voted in against of resolution:

Voting Description	Number Members of who vote	Number shares of which votes casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote voting E-	4	29	0.0007
Total	4	29	0.0007

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote voting E-	--	--
Total	--	--

2) Resolution No. 2 - (Ordinary Resolution):

Appointment of Mr. R. SundaraRajan (DIN 00498404), Director who retires by rotation

(i) Voted in favour of resolution:

Voting Description	Number Members of who	Number shares of	% of total number of valid
--------------------	-----------------------	------------------	----------------------------

	vote	which casted.	votes votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote E- voting	53	4278816	99.9993
Total	53	4278816	99.9993

(ii) Voted in against of resolution:

Voting Description	Number Members vote	of who	Number shares which casted.	of for votes	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--		--		--
Remote E- voting	4		29		0.0007
Total	4		29		0.0007

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote E- voting	--	--
Total	--	--

3) Resolution No. 3 - (Special Resolution):
Reappointment of Mr. Prabhakar Karandikar (DIN 02142050) as
Independent Director for a second term, to hold office upto
February 13, 2022.

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares which casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote E-voting	53	4278816	99.9993
Total	53	4278816	99.9993

(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares which casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote E-voting	4	29	0.0007
Total	4	29	0.0007

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote E-voting	--	--
Total	--	--

4) Resolution No. 4 - (Ordinary Resolution):**Approval for Related Party Transactions pursuant to Section 188.**

(i) Voted in favour of resolution:

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 Description	Number Members of who vote	Number shares which casted.	of for votes	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--		--
Remote voting E-	52	158806		99.9817
Total	(*) 52	158806		99.9817

(ii) Voted in against of resolution:

Voting Description	Number Members of who vote	Number shares which casted.	of for votes	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--		--
Remote voting E-	4	29		0.0183
Total	4	29		0.0183

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote voting E-	--	--
Total	--	--

5) Resolution No. 5 - (Special Resolution):

Approval of Loan to Shriram Insight Share Brokers Limited

(i) Voted in favour of resolution:

Voting Description	Number Members of who vote	Number shares which casted.	of for votes	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--		--
Remote voting E-	51	158801		99.9786
Total	(*) 51	158801		99.9786

(ii) Voted in against of resolution:

Voting Description	Number Members of who vote	Number shares which casted.	of for votes	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--		--
Remote voting E-	5	34		0.0214
Total	5	34		0.0214

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote voting E-	--	--
Total	--	--

6) Resolution No. 6 - (Special Resolution):

SG & ASSOCIATES

Company Secretaries

9820057333 / 9813777333
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 - 4

Increase in the Authorised Share Capital of the Company and Amendment to Memorandum of Association

(i) Voted in favour of resolution:

Voting Description	Number Members of who vote	Number shares which casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote E-voting	53	4278816	99.9993
Total	53	4278816	99.9993

(ii) Voted in against of resolution:

Voting Description	Number Members of who vote	Number shares which casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote E-voting	4	29	0.0007
Total	4	29	0.0007

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote E-voting	--	--
Total	--	--

7) Resolution No. 7 - (Special Resolution):
Issue of Redeemable Non-Convertible Preference Shares (RNCPS) by
way of Private Placement.

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares which casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote voting E-	53	4278816	99.9993
Total	53	4278816	99.9993

(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares which casted.	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	--	--	--
Remote voting E-	4	29	0.0007
Total	4	29	0.0007

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	--	--
Remote E-	--	--

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		
Total	--	--

(*) 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 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 7 have been passed with requisite majority.

All relevant records relating to electronic voting were sealed and handed over to the Company Secretary, of the Company, for safe keeping.

Thanking you,
Yours faithfully,

For SG & Associates
Practicing Company Secretaries

Suhas S. Ganpule
Proprietor
Membership No.: 12122
C. P. No.: 5722
UDIN: A012122B000664774

Place: Mumbai
Date: September 04 2020