

SCRUTINIZER'S REPORT

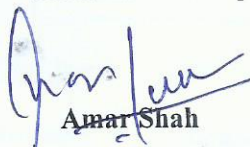
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

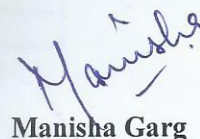
To,
The Chairman,
Shriram Asset Management Company Limited

22nd Annual General Meeting of the members of Shriram Asset Management Company Limited (herein after referred to as 'the Company') held on August 09, 2016 at 02:30 P.M at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057.

Dear Sir,

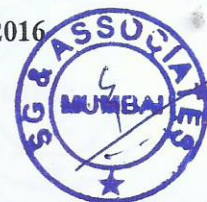
1. I, Suhas S. Ganpule, a Company Secretary in practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies 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 22nd Annual General Meeting (AGM) of the Members of the Company, held on August 09, 2016 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 22nd 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 22nd 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 06, 2016 (9.00 A.M. to Monday, August 08, 2016 (5.00 P.M.)**
 - ii. The members of the Company as on the "cut-off" date **August 04, 2016** were entitled to vote on the Resolutions (Item no. 1 to 4) as set out in the Notice of the 22nd AGM of the Company
 - iii. The votes cast were unblocked on **August 09, 2016** in the presence of 2 witnesses, Mr. Amar Shah and Ms. Manisha Garg who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 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:


Amar Shah


Manisha Garg

Item No. 1:-

Ordinary Resolution-To consider Adoption of Annual Accounts for the year ended March 31, 2016



(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	11	100

(ii) Voted Against of the resolution

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

(iii) Invalid votes

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

Item No. 2:-

Ordinary Resolution- Appoint a Director in place of Mrs. Jayashree Mahesh, who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	11	100

(ii) Voted Against of the resolution

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

(iii) Invalid votes

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

Item No. 3:-

Ordinary Resolution - Appointment of Statutory Auditors

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	11	100



SG & ASSOCIATES

COMPANY SECRETARIES

Mob. : 9820057999 / 9819757999

E-mail : suhas62@yahoo.com

E-mail : sg.sgfirm@gmail.com

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

(ii) Voted **Against** of the resolution

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

(iii) Invalid votes

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

Item No. 4:-

Ordinary Resolution - Re-appointment of Mr. Dhruv Mehta as Non- Independent Director of the Company, whose period of office is liable to determination by retirement by rotation.

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	11	100

(ii) Voted **Against** of the resolution

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

(iii) Invalid votes

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

Thanking you

Yours faithfully,
For SG and Associates,
Practicing Company Secretaries

SG & ASSOCIATES
COMPANY SECRETARIES

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

Suhas S. Ganpule
Proprietor

Membership No.12122

COP: 5722

Place: Mumbai

Date: August 10, 2016