

SG & ASSOCIATES

COMPANY SECRETARIES

Mob. : 9820057999 / 9819757999

E-mail : suhas62@yahoo.com

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

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

22nd Annual General Meeting of the members of Shriram Asset Management Company Limited (the Company) held on August 09, 2016 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 22nd Annual General Meeting of the Members of the Company, held on August 09, 2016 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 find any poll papers invalid.
4. The result of the Poll is as under:

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	41,93,026	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
NIL	NIL	NIL

(iii) Invalid votes:

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



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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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	41,93,026	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
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	41,93,026	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
NIL	NIL	NIL

(iii) Invalid votes

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



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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 (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	41,93,026	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
NIL	NIL	NIL

(iii) Invalid votes

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

5. A Compact Disc (CD) containing 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

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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