

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.

Extraordinary General Meeting of the Equity Shareholders of Shriram Asset Management Company Limited held on Wednesday, March 02, 2022 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 EGM through Video Conferencing/ Other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated February 02, 2022.

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 EGM through Video Conferencing/ Other Audio Visual means (VC/OAVM) on the below mentioned resolution(s), at Extraordinary General Meeting of the Equity Shareholders of the Company held on Wednesday, March 02, 2022 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 EGM 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 February 02, 2022, through Remote E-voting and E-voting facility to the Shareholders present at the EGM through VC/OAVM.

- 1. After the time fixed for E-voting facility to the shareholders present at the EGM 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 EGM 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 Saturday, February 26, 2022 (9.00 A.M.) to Tuesday, March 01, 2022 (5.00 P.M.)
- 4. The shareholders holding shares as on the "cut off" date i.e. February 23, 2022 were entitled to vote on the proposed resolutions (Items No.1 to 9 as set out in the Notice of the Extraordinary General Meeting of the Company).
- 5. The votes were unblocked on March 02, 2022 in the presence of two witnesses Mrs. Kavita Vyas and Mr. Amey More 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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- The result of the scrutiny of voting by Remote E-Voting and through E-voting facility to the shareholders present at the EGM through VC/OAVM, in respect of resolutions (businesses) contained in Notice dated March 02, 2022 is as under:
- 1) Resolution No. 1- (Ordinary Resolution): Approval for Reclassification and Increase of Authorised Share Capital of the Company
 - (i) Voted in favour of resolution:

(1) Voted in lavour of rec	,014	C	of total number of
Voting Description	Number of Members who vote	which votes casted:	% of total number of valid votes casted
Remote E-voting E-voting during EGM	39 5	12	100
Total	44	4125656	

(ii) Voted in against of resolution:

Voting Description	Number of M who vote	Iembers	Number of which votes ca	shares asted.	for	% of valid vo	number sted	of
Remote E-voting	1	12	100 M			-		
E-voting during EGM	- 12		1			0.00		
. Total	1		1					

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
Remote E-voting	- M UA	-
E-voting during EGM	- S 5175	-
Total	- 1	1

- 2) Resolution No. 2 (Special Resolution): Issue Offer and Allotment of Compulsorily Convertible Preference Shares, Compulsorily Convertible Debentures and Warrants Convertible in to Equity Shares on Preferential Basis.
 - (i) Voted in favour of resolution:

Voting Description	Number of Members who vote	which votes casted.	valid votes casted
D E veting	39	4125644	100
Remote E-voting		12	100
E-voting during EGM		4125656	100
Total	44	412000	





(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted 0.00
Remote E-voting E-voting during EGM Total	1	1	0.00

(iii) Invalid Votes:

(III) III valid Votes.		Number of shares for which
Voting Description	Number of Members who vote	votes casted.
Remote E-voting	- // /	-
E-voting during EGM Total	- 3 3	-

3) Resolution No. 3 - (Special Resolution): Approval of Shriram Asset Management Company Limited- Employees Stock Option Plan 2022

(i) Voted in favour of resolution:

(I) Voice in lavour		Con.	% of total number of
Voting Description	Number of Members who vote		valid votes casted
Remote E-voting	39	12	100
E-voting during EGM	5	4125656	100
Total	44		

(ii) Voted in against of resolution:

(11) Voted III against of 10	5014						1	of
Voting Description	Number of who vote	Members	Number of s which votes cas	shares sted.	for	valia retes su	number sted	01
	WHO VOLC	100	1			0.00		\dashv
Remote E-voting	1 7		•			-		
E-voting during EGM	-		1			0.00		
Total	1	LINE CONTRACT	1					

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
Remote E-voting E-voting during EGM	-	-
Total	-	-

4) Resolution No. 4 - (Special Resolution): Reclassification / re-designation of Mrs. Jayashree Mahesh (DIN 06993492) as an Independent Director







(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	valid votes casted
Remote E-voting	39	4125644	100
	0,	12	100
E-voting during EGM		4125656	100
Total	44	112000	

(ii) Voted in against of resolution:

Voting Description	Number of who vote	Members	Number which vot	of tes c	shares asted.		total votes ca	number asted	of
Remote E-voting	1	.48	1 =			 0.00			
E-voting during EGM	-		- 1			 0.00			
Total	1		1			0.00			

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
Remote E-voting	-	-
E-voting during EGM	- DAG 4 No. 4	
Total	- 57	_

5) Resolution No. 5 - (Ordinary Resolution): Appointment of Mrs. Subhasri Sriram (DIN 01998599) as Director

(i) Voted in favour of resolution:

Voting Description	Number of who vote	Members	Number of shares which votes casted.	for	% of total number of valid votes casted
Remote E-voting	39	Career Career	4125644		100
E-voting during EGM	5		12		100
Total	44	12329	4125656		100

(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted 0.00
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	0.00
-Total	1	1	0.00

(iii) Invalid Votes:







Voting Description		Number of shares for which votes casted.
Remote E-voting	-	-
E-voting during EGM	-	-
Total	-	

6) Resolution No. 6- (Special Resolution): Appointment of Mr. Ramamurthy Vaidyanathan (DIN 00221577) as an Independent Director

(i) Voted in favour of resolution:

(1) Voted in favour	77 1 of	Members	Number of	shares	for	% of	total	number	of
Voting Description	Number of who vote	Memocra	which votes c	asted.		valid vo	otes ca	sted	-
	39		4125644						
Remote E-voting		200	12			100			-
E-voting during EGM	3	P 30	4125656			100			
Total	44	1							

(ii) Voted in against of resolution:

(II) Voted III against 52 3			<u>MA</u>	1	for	% of total r	number	of
Voting Description		Members	Number of which votes ca	snares asted.	101	% of total r valid votes cast	ted	\dashv
	who vote		1			0.00		
Remote E-voting	1	<u>20</u>	1975/1°			-		-
E-voting during EGM	- <u>jijul</u>		1			0.00		
Total	1	11.						

(iii) Invalid Votes:

(iii) Invalid votes.		
Voting Description	Number of Members who vote	Number of shares for which votes casted.
Remote E-voting	- 1	-
E-voting during EGM	- V	-
Total	0.323	

7) Resolution No. 7- (Ordinary Resolution): Appointment of Mr. M.R. Shashibhushan (DIN 00492377) as Director

(i) Voted in favour of resolution:

1 3/00 VOIC	Voting Description	Number of Member	Number of shares for which votes casted.	valid votes casted
Remote E-voting 39 4123644 100 E-voting during EGM 5 12 100 Total 44 4125656 100	Remote E-voting E-voting during EGM	5	4125644 12	

(ii) Voted in against of resolution:







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Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted 0.00
Remote E-voting E-voting during EGM Total	1	1	0.00

(iii) Invalid Votes:

(III) Invalla Voics.		Number of shares for which
Voting Description	Number of Members who vote	votes casted.
, om. g		-
Remote E-voting	- AF \	
E-voting during EGM		-
Total	- AS A A	

8) Resolution No. 8- (Ordinary Resolution): Approval of Related Party Transaction

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted. 5634	% of total number of valid votes casted 99.9823
Remote E-voting E-voting during EGM Total	38 5 *43	12 5646	99.9823

(ii) Voted in against of resolution:

Voting Description	Number of Member	ers Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	who vote	1	0.01775
E-voting during EGM Total	1	1	0.01775

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted.
Remote E-voting	-	
E-voting during EGM	-	-
Total	-	- Disalogue

(*) 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).

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- 9) Resolution No. 9- (Special Resolution): Approval to invest the funds in excess of limit under Section 186 of the Companies Act, 2013
 - (i) Voted in favour of resolution:

Voting Description	Number of	Members	Number	of	shares	for	%	of	total	number	of
	who vote		which votes casted.			valid votes casted					
Remote E-voting	39		4125644				100)			
E-voting during EGM	5		12				100)			
Total	44		4125656				100)			-

(ii) Voted in against of resolution:

Voting Description	Number of who vote	Members	Number which vo		for			total otes ca	of
Remote E-voting	1	2	1			0.0	0		
E-voting during EGM	- 4	100	- 3			-			-
Total	1	70.	1			0.0	0		

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which
		votes casted.
Remote E-voting	- 13/ 11/ 27	-
E-voting during EGM	- 50 50	
Total		-

All the Resolutions at item numbers 1 to 9 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 8. Garpule **Proprietor**

Membership No.:12122

C. P. No.: 5722

UDIN: A012122C002765829

Place: Mumbai Date: March 02, 2022