



**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,  
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.





6. 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:

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

(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
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid Votes:

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

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	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	39	4125644	100
E-voting during EGM	5	12	100
<b>Total</b>	<b>44</b>	<b>4125656</b>	<b>100</b>







(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
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid Votes:

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

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

(i) Voted in favour of resolution:

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

(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
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid Votes:

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

**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.	% of total number of valid votes casted
Remote E-voting	39	4125644	100
E-voting during EGM	5	12	100
<b>Total</b>	<b>44</b>	<b>4125656</b>	<b>100</b>

(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
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid Votes:

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

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

(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
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(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	-	-

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

(i) Voted in favour of resolution:

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

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

(i) Voted in favour of resolution:

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

(iii) Invalid Votes:

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

## 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.	% of total number of valid votes casted
Remote E-voting	38	5634	99.9823
E-voting during EGM	5	12	100
<b>Total</b>	<b>*43</b>	<b>5646</b>	<b>99.9823</b>

(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
Remote E-voting	1	1	0.01775
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.01775</b>

(iii) Invalid Votes:

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

(\*) 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).







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 who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	39	4125644	100
E-voting during EGM	5	12	100
<b>Total</b>	<b>44</b>	<b>4125656</b>	<b>100</b>

(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
Remote E-voting	1	1	0.00
E-voting during EGM	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid Votes:

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

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

SG & ASSOCIATES  
COMPANY SECRETARIES  
SUHAS S. GANPULE  
PROPRIETOR  
C.P. NO. 5722

Suhas S. Ganpule  
Proprietor

Membership No.: 12122

C. P. No.: 5722

UDIN: A012122C002765829

Place: Mumbai  
Date: March 02, 2022