

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.

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

21st Annual General Meeting of the members of Shriram Asset Management Company Limited
(the Company) held on August 13, 2015 at Hotel Parle International, Agarwal Market, Vile
Parle (East), Mumbai - 400 057.

Dear Sir,

I, Suhas Ganpule, a Company Secretary in practice, appointed as Scrutinizer for the purpose of
the poll taken on the below mentioned resolutions, at the 21st Annual General Meeting of the
Members of the Company, held on August 13, 2015 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 our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our 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, 2015**

(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
30	4178132	100



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(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. 2:-

Ordinary Resolution- Appoint a Director in place of Mr. R. Sundara Rajan, 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
30	4178132	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
30	4178132	100



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(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. 4:-

Ordinary Resolution - Appointment of Mrs. Jayashree Mahesh as Director

(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
30	4178132	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. 5:-

Special Resolution- Alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013



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(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
30	4178132	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. 6:-

Special Resolution- Increase and Reclassification of the Authorised Share Capital of the Company and alteration of the Capital Clause of Memorandum of Association

(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
30	4178132	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. 7:-

Special Resolution- Issue of Redeemable Non-Convertible Preference Shares (RNCPS) on Private Placement basis

(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
30	4178132	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. 8:-

Special Resolution- Authority to Invest as per the provisions of Section 186 of the Companies Act, 2013

(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
30	4178132	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



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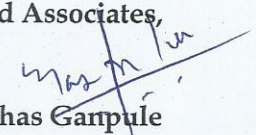
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(iii) **Invalid votes**

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.

For SG and Associates,


Suhas Ganpule
Practicing Company Secretary
Membership No.: 12122
C. P. No: 5722

Place: Mumbai
Date: August 14, 2015

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