

SG & ASSOCIATES

COMPANY SECRETARIES

Tel :
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com

Room No. 1, 1st Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

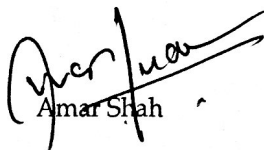
Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Shriram Asset Management Company Limited

23rd Annual General Meeting of the members of Shriram Asset Management Company Limited (herein after referred to as 'the Company') held on August 10, 2017 at 03.00 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 23rd Annual General Meeting (AGM) of the Members of the Company, held on August 10, 2017 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 23rd 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 23rd 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 Monday, August 07, 2017 (9.00 A.M.) to Wednesday, August 09, 2017 (5.00 P.M.)
 - ii. The members of the Company as on the "cut-off" date August 03, 2017 were entitled to vote on the Resolutions (Item no. 1 to 6) as set out in the Notice of the 23rd AGM of the Company
 - iii. The votes cast were unblocked on August 09, 2017 in the presence of 2 witnesses, Mr. Amar Shah and Mr. Dhiren Udeshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Amar Shah


Dhiren Udeshi

- 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:



SG & ASSOCIATES

COMPANY SECRETARIES

Tel. : (022) 2611 1111
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

Item No. 1:-

Ordinary Resolution- Adoption of the Audited Balance Sheet of the Company as at March 31, 2017.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69

(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid votes**

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

Item No. 2:-

Ordinary Resolution- Appointment of Mr. R. Sundara Rajan who retires by rotation and being eligible seeks re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69

(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid vote**

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

Item No. 3:-

Ordinary Resolution - Appointment of M/s. G. D. Apte and Co., Chartered Accountants, Mumbai, as Statutory Auditors

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69



(ii) **Voted Against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid votes**

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

Item No. 4:-

Ordinary Resolution - Appointment of Mr. Kshiti Ranjan Das as an Independent Director

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69

(ii) **Voted Against the resolution**

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	5	3.31

(iii) **Invalid votes**

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

Item No. 5:-

Ordinary Resolution - Appointment of Mr. Kalyanaraman Chandrachoodan as an Independent Director

Members were informed that Mr. Kalyanaraman Chandrachoodan has resigned as an Additional Director of the Company w.e.f. August 09, 2017. Consequently, the meeting did not consider the business of appointment of Mr. Chandrachoodan as an Independent Director.

Item No. 6:-

Ordinary Resolution - Appointment of Mrs. Chandra Iyengar as an Independent Director

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	146	96.69

(ii) **Voted Against the resolution**

Number of members	Number of votes cast by	% of total number of valid
-------------------	-------------------------	----------------------------



SG & ASSOCIATES

COMPANY SECRETARIES

Tel. : 022-2726401, 2726402
E-mail : suhas62@yahoo.com
E-mail : sg.sfirm@gmail.com

Room No.1, 1st Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

present and voting	them	votes cast
2	5	3.31


(iii)

Invalid votes

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

Thanking you

Yours faithfully,
For SG & Associates,
Practicing Company Secretaries


Suhas S. Ganpule
Proprietor
Membership No.12122
C.P. No.: 5722

Place: Mumbai
Date: August 11, 2017

SG & ASSOCIATES
COMPANY SECRETARIES


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