

**RESULTS OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of the Shareholders was sought by postal ballot for:

Sr. No.	Type of Resolutions	Description of the Resolution
1	Special	Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as a Managing Director and fixing the remuneration
2	Ordinary	Appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years
3	Ordinary	Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years

The last date for receipt of the Postal Ballot Forms, duly completed by Shareholders was Wednesday, March 25, 2015

Mr. Suhas S Ganpule, the Scrutinizer appointed by the Company has submitted his Report on the Postal Ballot and following Results were announced to the Shareholders on Friday, March 27, 2015 at the Registered Office of the Company:

**Special Resolution No.1:** Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as a Managing Director and fixing the remuneration

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	4120010	4120010	100.00	4120010	NIL	100.00	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	1879990	244486	13.00	237334	7152	97.07	2.93
<b>Total</b>	<b>6000000</b>	<b>4364496</b>	<b>72.74</b>	<b>4357344</b>	<b>7152</b>	<b>99.84</b>	<b>0.16</b>



**Ordinary Resolution No.2 :** Appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	4120010	4120010	100.00	4120010	NIL	100.00	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	1879990	244486	13.00	237334	7152	97.07	2.93
<b>Total</b>	<b>6000000</b>	<b>4364496</b>	<b>72.74</b>	<b>4357344</b>	<b>7152</b>	<b>99.84</b>	<b>0.16</b>

**Ordinary Resolution No.3:** Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	4120010	4120010	100.00	4120010	NIL	100.00	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	1879990	244486	13.00	237334	7152	97.07	2.93
<b>Total</b>	<b>6000000</b>	<b>4364496</b>	<b>72.74</b>	<b>4357344</b>	<b>7152</b>	<b>99.84</b>	<b>0.16</b>

Accordingly, the Resolutions as indicated above have been passed by the requisite majority.

For Shriram Asset Management Company Limited

*Reena Yadav*

Reena Yadav  
Company Secretary

Place: Mumbai  
Date: March 27, 2015

**SCRUTINIZER REPORT ON POSTAL BALLOT**

Dated: March 26, 2015

To,  
The Chairman,  
Board of Directors  
**Shriram Asset Management Company Limited,**  
Wockhardt Towers, 2nd Floor,  
East Wing, C-2, G Block,  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai-400 051

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Shriram Asset Management Company Limited (Hereinafter referred as SAMC") on February 02, 2015, I have been appointment as a Scrutinizer to receive process and scrutinize the Postal Ballot in respect of the Resolutions as circulated in the postal ballot notice dated February 02, 2015.

In compliance with Clause 35B of the Listing Agreement and pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, SAMC has provided the facility of e-voting to its Shareholders. Accordingly SAMC has made arrangements with CDSL and Register and Transfer Agent (RTA) M/s Purva Share Registry (India) Pvt. Ltd to provide system of E-voting to its Shareholders through e-voting website: [www.evotingindia.com](http://www.evotingindia.com)

Necessary instructions with regards to the voting including e-voting to be followed by the Shareholders have also been duly mentioned in the postal Ballot Notice dated February 02, 2015 sent by Courier/ Registered Post along with self addressed prepaid Business reply envelope to Shareholders whose name appear in the Register of Members on February 06, 2015. The dispatch of the Postal Ballot notice along with self addressed prepaid business reply envelope was completed by the Company on February 23, 2015. The last date of receipt of physical Postal Ballot Forms and e-voting (up to 6.00 PM) was March 25, 2015.



# 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.

As stated in sub rule 3 of Rule 20 of The Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "Free Press Journal" English Newspaper and "Navshakti" Marathi Newspaper on February 24, 2015 informing about the completion of dispatch of the Postal Ballot Notices to the shareholders along with the other matters mentioned therein.

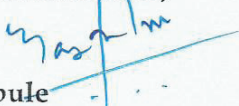
All the Postal Ballot forms together with all votes cast by E-voting through CDSL received upto March 25, 2015 being the last date fixed by the Company for the receipt of the Ballot Papers/e-voting were considered for my scrutiny. I have not come across any mutilated Postal Ballot Forms.

On scrutiny I report that out of 1035 (One Thousand Thirty Five) Shareholders, 03 (Three) Shareholders have exercised their vote through e-voting and 61 (Sixty One) Shareholders have exercised their votes through Postal Ballot Forms as received. The details of Results for the item mentioned in the Postal Ballot Notice are annexed to this Report.

The Summary of the voting in format prescribed under clause 35A of Listing Agreement is annexed separately to this Report.

Thanking You,

For SG and Associates,

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

Place: Mumbai  
Date: March 26, 2015



**SG & ASSOCIATES**  
**COMPANY SECRETARIES**

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

**1. Special Resolution: Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as a Managing Director and fixing the remuneration**

Mode of Voting	For		Against		Not voted	
	No of Share holder	No of Shares	No of Share holder	No of Shares	No of Share holder	No of Shares
Postal Ballot	58	43,56,833	3	7,152	0	0
E-Voting	3	511	0	0	0	0
<b>TOTAL</b>	<b>61</b>	<b>43,57,344</b>	<b>3</b>	<b>7,152</b>	<b>0</b>	<b>0</b>

99.84% Votes cast in favour and 0.16% votes cast against

**2. Ordinary Resolution: Appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years**

Mode of Voting	For		Against		Not voted	
	No of Share holder	No of Shares	No of Share holder	No of Shares	No of Share holder	No of Shares
Postal Ballot	58	43,56,833	3	7,152	0	0
E-Voting	3	511	0	0	0	0
<b>TOTAL</b>	<b>61</b>	<b>43,57,344</b>	<b>3</b>	<b>7,152</b>	<b>0</b>	<b>0</b>

99.84% Votes cast in favour and 0.16% votes cast against

**3. Ordinary Resolution: Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years**

Mode of Voting	For		Against		Not voted	
	No of Share holder	No of Shares	No of Share holder	No of Shares	No of Share holder	No of Shares
Postal Ballot	58	43,56,833	3	7,152	0	0
E-Voting	3	511	0	0	0	0
<b>TOTAL</b>	<b>61</b>	<b>43,57,344</b>	<b>3</b>	<b>7,152</b>	<b>0</b>	<b>0</b>

99.84% Votes cast in favour and 0.16% votes cast against



**Summary of voting result as per Clause 35A of Listing Agreement**

**1. Special Resolution: Reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577)  
 as a Managing Director and fixing the remuneration**

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on Outstanding shares (3) = [(2) /(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)] *100	% of Votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	41,20,010	41,20,010	100.00	41,20,010	NIL	100.00	NIL
Public - Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	18,79,990	2,44,486	13.00	2,37,334	7,152	97.07	2.93
Total	60,00,000	43,64,496	72.74	43,57,344	7,152	99.84	0.16



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### 2. Ordinary Resolution: Appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on Outstanding shares (3) = [(2) /(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)] *100	% of Votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	41,20,010	41,20,010	100.00	41,20,010	NIL	100.00	NIL
Public - Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	18,79,990	2,44,486	13.00	2,37,334	7,152	97.07	2.93
<b>Total</b>	<b>60,00,000</b>	<b>43,64,496</b>	<b>72.74</b>	<b>43,57,344</b>	<b>7,152</b>	<b>99.84</b>	<b>0.16</b>



**3 Ordinary Resolution: Appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years**

Promoter/ Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on Outstanding shares (3) = [(2) /(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)] *100	% of Votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	41,20,010	41,20,010	100.00	41,20,010	NIL	100.00	NIL
Public - Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	18,79,990	2,44,486	13.00	2,37,334	7,152	97.07	2.93
<b>Total</b>	<b>60,00,000</b>	<b>43,64,496</b>	<b>72.74</b>	<b>43,57,344</b>	<b>7,152</b>	<b>99.84</b>	<b>0.16</b>

**Result:**

As number of Votes casted in favour of:

1. The resolution no. 1 is more than 3 times the number of votes cast against the said Special Resolution.
2. The resolution no. 2 and 3 are more than the number of votes cast against the said Ordinary Resolutions.





# SG & ASSOCIATES

## COMPANY SECRETARIES

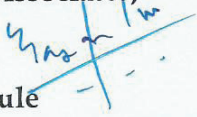
Mob. 9820057999 / 9819757999  
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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,  
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The said Special and Ordinary resolutions as set out in the Notice of Postal Ballot dated February 02, 2015 have been passed by the Shareholders with requisite majority. None of the votes were reported invalid.

The Resolution 1 to 3 set out in the Notice of Postal Ballot dated February 02, 2015 deemed to be passed as on the date of the announcement of the result.

For SG and Associates,

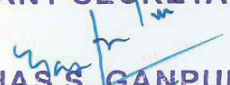
  
Suhas Ganpule  
Practicing Company Secretary  
C P No 5722  
Membership No 12122

Place: Mumbai

Date: March 26, 2015



**SG & ASSOCIATES**  
**COMPANY SECRETARIES**

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