

POSTAL BALLOT FORM

(Please read the instructions before filling the form)

Postal Ballot No: _____

1. Name Registered Address of the Sole /first
Named Shareholder :

2. Name(s) of the Joint Shareholder (s) if any :

3. Registered FolioNo./ DP ID No. & Client ID No.*
(*Applicable to investors holding shares in
dematerialised form) :

4. No. of shares(s) held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the Special Business stated in the Notice dated February 02, 2015 of Shriram Asset Management Company Limited (“the Company”) by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate column below:

Item No.	Description	No. of Equity Share(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
(1)	Special Resolution for reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as Managing Director and fixing the remuneration			
(2)	Ordinary Resolution for appointment of Mr. Prabhakar Karandikar (DIN: 02142050) as an Independent Director for a period of 5 years			
(3)	Ordinary Resolution for appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Director for a period of 5 years			

Place:

Date:

Signature of the Shareholder

INSTRUCTIONS:

1. A Shareholder desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser Mr. Suhas S. Ganpule, at Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mills Compound, J R Boricha Marg, Mumbai – 400 011.
2. A tick mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
3. Envelope containing Postal Ballot if sent by courier at the expenses of the registered shareholder will also be accepted.
4. The Postal Ballot Form should be completed and signed by the shareholder (as per the specimen signature registered with the Company) in case of joint holding, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed and signed Postal Ballot Forms should reach the Company on or before the close of working hours on March 25, 2015.
6. Postal Ballot Forms received after the aforementioned date will be strictly treated as if the reply from the shareholder has not been received.
7. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, Trust, Societies etc., a certified copy of the Board Resolution/ relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
8. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Shareholders may contact Purva Sharegistry (India) Pvt. Ltd, 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mills Compound, J R Boricha Marg, Mumbai -400 011
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholder as on February 06, 2015 (cut off date). The person who is not Shareholder as on the cut off date should treat this notice for information purposes only.

10. Shareholders are requested not to send any other paper along with the Postal Ballot Forms in the enclosed addressed postage prepaid envelope, in as much as, all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Postal Ballot / e-voting shall not be exercised by a proxy.
12. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Shareholder(s).
13. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
14. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
15. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Friday, on March 27, 2015. The results will thereafter be also informed to the Stock Exchanges on which the Equity Shares of the Company are listed and shall also be hosted on the Company's website www.shriramamc.com and published in newspapers.
16. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.
17. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Tuesday, February 24, 2015 at 9.00 A.M. and ends on Wednesday, March 25, 2015 at 6.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 06, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "**SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.