



SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

EIGHTEENTH ANNUAL REPORT

2011 - 2012

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

REGISTERED OFFICE:

WOCKHARDT TOWERS, 2ND FLOOR,
EAST WING, C-2, G BLOCK,
BANDRA KURLA COMPLEX,
BANDRA (EAST), MUMBAI – 400 051.
TEL. NO. +91-22-42410400

**ADMINISTRATIVE HEAD OFFICE &
CORRESPONDENCE:**

CK-6, 2ND FLOOR,
SECTOR II, SALT LAKE CITY,
KOLKATA - 700 091.
TEL.NO. +91-33-2337 3012
TELEFAX NO. +91-33-2337 3014
Website: www.shriramamc.com

BOARD OF DIRECTORS:

MR. PRABHAKAR KARANDIKAR -CHAIRMAN
MR. AKHILESH KUMAR SINGH-MANAGING DIRECTOR
MR. R.SUNDARA RAJAN
MR. S.RAJARATNAM
MR. S.BAPU
MR. DHRUV MEHTA

COMPANY SECRETARY:

MS.ANKITA GAWANKAR

AUDITORS:

M/S K.S.AIYAR & CO.
CHARTERED ACCOUNTANTS,
F-7, LAXMI MILLS, SHAKTI MILLS LANE,
(OFF. DOCTOR E-MOSES ROAD)
MAHALAXMI, MUMBAI – 400 011.

SHARE TRANSFER AGENTS:

PURVA SHAREGISTRY (INDIA) PVT.LTD.
9, SHIV SHAKTI INDUSTRIAL ESTATE,
GROUND FLOOR, SITARAM MILLS COMPOUND,
J.R.BORICHA MARG, MUMBAI – 400 011
TEL. NO. +91-22-23016761,
TELEFAX NO. +91-22-23012517

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Registered Office: Wockhardt Towers, 2nd Floor, East Wing, C-2, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

NOTICE

NOTICE is hereby given that the EIGHTEENTH Annual General Meeting of the Members of Shriram Asset Management Company Limited will be held at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai 400 057 on Tuesday, August 14, 2012, at 3.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. S. Bapu, who retires by rotation and being eligible, offers himself for reappointment;
3. To appoint a Director in place of Mr. R. Sundara Rajan, who retires by rotation and being eligible, offers himself for reappointment;
4. To appoint M/s. K. S. Aiyar & Company, Chartered Accountants, Mumbai (Firm Registration Number 100186W) as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting, on such remuneration plus out of pocket expenses, if any, as may be mutually agreed upon between the Board of Directors of the Company and the said Auditors;

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Akhilesh Kumar Singh who was appointed as an Additional Director of the Company on December 15, 2011 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 (“the Act”) and who is eligible for reappointment as a Director of the Company, and who holds office only up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 257 of the Act, proposing the candidature of Mr. Akhilesh Kumar Singh for the office of Director be and is hereby appointed as a Director of the Company.”
6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Mr. Akhilesh Kumar Singh as the Managing Director of the Company for a period of three years with effect from February 14, 2012 who shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board and he be paid a remuneration by way of salary and other perquisites in accordance with Schedule XIII to the Companies Act, 1956 as detailed below:
A) Remuneration:
 - 1) Salary: Rs. 1,76,000 per month.
 - 2) Other Allowances - Rs. 4,130 per month
B) Perquisites:
 - (i) Housing Rent Allowance- Rs. 7,000 per month
 - (ii) Medical reimbursement – Reimbursement of medical expenses for Managing Director and family subject to maximum of Rs. 15,000 per annum.

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- (iii) Personal Accident/Group Insurance – The annual premium not to exceed Rs. 4,000.
- (iv) Club fees – Subscription limited to a maximum of two clubs.
- (v) Contribution to Provident fund, Superannuation fund or Annuity fund- as per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (vi) Gratuity as per the rules of the Company.
- (vii) Encashment of leave at the end of the tenure as per the rules of the Company.
- (viii) Free telephone at residence.

Those mentioned under (iv), (v) and (vi) above will not be considered or included for the computation of ceiling on perquisites.

C) Other Applicable Terms:

- (i) The Managing Director shall not be paid any sitting fees for attending General Meetings and Meeting of the Board or Committee thereof.
- (ii) In the event of absence or inadequacy of profits in any financial year, the Managing Director will be paid the above remuneration as minimum remuneration subject to overall ceiling laid down in Section II of Part II of Schedule XIII to the Companies Act, 1956 or any modification thereof.
- (iii) The Board may revise the existing or allow any other facilities/perquisites, from time to time, within the overall ceiling.
- (iv) The Managing Director is not liable to retire by rotation.”

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Prabhakar Karandikar who was appointed as an Additional Director of the Company with effect from February 14, 2012 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956, and who holds office only up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Prabhakar Karandikar for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Dhruv Mehta who was appointed as an Additional Director of the Company with effect from February 14, 2012 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and who holds office only up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Dhruv Mehta for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**By order of the Board of Directors
for Shriram Asset Management Company Limited**

Ankita Gawankar
Company Secretary

Place: Mumbai
Date: May 03, 2012

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
2. The relative Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out the material facts is annexed hereto.
3. Pursuant to the provisions of Section 154 of the Companies Act, 1956, the register of members and the Share Transfer Books of the Company will remain closed on August 9, 2012 to August 14, 2012 (both days inclusive).
4. Brief profiles of the Directors who are retiring by rotation and are eligible for re-appointment as Directors at this Annual General Meeting are furnished in the Corporate Governance Section which forms part of Annual Report.
5. Members/ Proxies are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID nos. for easy identifications for attendance at the meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in order of the names will be entitled to vote.
7. Members are requested to bring with them a copy of Annual Accounts dispatched to them by the Company.
8. Members are requested to notify change in address, if any, in case of shares held in electronic form to the concerned depository participants quoting their Client ID nos. and in case of physical shares, to their Share Transfer Agents quoting their Folio Number.
9. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the Members in respect of the shares held by them in physical form. Nomination forms can be obtained from the Share Transfer Agents of the Company. Members holding shares in dematerialized form may approach their respective Depository Participants to avail and / or effect any change to the nomination facility.
10. Shareholders seeking any information with regards to Accounts are requested to write to the Registered Office of the Company at least 15 days in advance so as to keep the information ready at the Meeting.
11. Members holding shares in physical form under multiple folios are requested to send Company's Share Transfer Agent details of such folios together with the Share Certificate for consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. The Share Certificate will be returned to the Members after making the requisite changes, thereon.
12. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card duly attested, to the Registrar and Share Transfer Agents of the Company Purva Shareregistry (India) Pvt. Ltd Mumbai -400 011.
13. SEBI vide circular dated January 7, 2010 has made it mandatory for legal heir(s) to furnish their PAN in addition to the legal procedural document duly attested in the following cases in respect of shares of listed companies held in physical form:
 - Deletion of name of the deceased shareholder(s) where the shares are held in the names of two or more shareholders.
 - Transmission of shares, in favour of legal heir(s), where the shares are held in the names of two or more shareholders.
 - Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
14. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the Annual General Meeting.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO 5 & 6

Mr. Akhilesh Kumar Singh was appointed as an Additional Director of the Company with effect from December 15, 2011 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956, he holds office only up to the date of this Annual General Meeting. Being eligible he has offered himself for appointment as a director. The Company has received requisite notice from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Mr.Singh to the office of Director.

Mr.Singh is a B.Tech (IIT Kharagpur) and PGDM (IIM Bangalore). He has rich professional career of over 25 years out of which 17 years have been in the financial services sector. He has been associated with Shriram conglomerate since 1994 starting his career as the President of Shriram City Union Finance Limited. He was subsequently elevated to the position of Managing Director of the Company in the year 2000 and he continued to hold the position till 2005 when he resigned to take up the position of Managing Director in Shriram Insight Share Brokers Limited.He was Managing Director of Shriram Insight Share Brokers Limited till February, 2012.

He is on the Board of Shriram Credit Company Limited, Shriram Wealth Advisors Limited, Insight Commodities and Futures Private Limited and Peobrics Software Private Limited.

The Board of Directors of the Company at their meeting held on February 14, 2012, appointed him as the Managing Director for the period of three years with effect from February 14, 2012 on the remuneration and perquisites as set out in the Resolution no. 6 of this notice of the meeting subject to approval of shareholders. Brief resume of the Managing Director is given in Corporate Governance section of this Annual Report.

This may be taken as a notice under Section 302 sub Section 7 of the Companies Act, 1956.

The appointment and remuneration are within the guidelines laid down in Schedule XIII to the Companies Act, 1956 and require the approval of Shareholders.

Mr. Singh is concerned or interested in these resolutions as they relate to his appointment and payment of remuneration. No other director, directly or indirectly, is interested or concerned in these resolutions.

ITEM NO 7

Mr. Prabhakar Karandikar was appointed as an Additional Director of the Company on February 14, 2012 by the Board of Directors. Pursuant to Section 260 of the Companies Act, 1956, he holds office only up to the date of this Annual General Meeting. Being eligible, he has offered himself for reappointment and the Company has received a notice in writing from a member proposing the candidature of Mr. Karandikar for the office of Director of the Company.

Mr. Karandikar is a M.A, DBM from Pune and M.Sc. (London School of Economics). He has overall experience of 39 years in his extensive career in finance and financial field.He was the Managing Director of Maharashtra State Farming Corporation Limited, Joint Managing Director elevated to the position of Managing Director of Sicom Limited, CEO of MIDC and Managing Director of Haffekein Bio-Pharma Limited, Joint Secretary (Finance) Department of Atomic Energy, VC and Managing Director of Maharashtra State Road Development Corporation Limited. He was a Divisional Commissioner, Pune Division.

Mr.Prabhakar Karandikar has been Awarded as- President's Medal -1982 by Government of India, National Citizens' Award - 1992 by National Citizens' Committee, New Delhi, Udyog Ratna Award-1993 by Institute of Economic Studies, New Delhi, Special Award' 2004-2005 and 2005-2006 by NABARD Mharashtra Region, Pune and Life Time Achievement – Top Management Consortium, Pune.

None of the Directors of the Company other than Mr. Prabhakar Karandikar is interested in this resolution.

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ITEM NO 8

Mr. Dhruv Mehta was appointed as an Additional Director of the Company on February 14, 2012 by the Board of Directors. Pursuant to Section 260 of the Companies Act, 1956, he holds office only up to the date of this Annual General Meeting. Being eligible, he has offered himself for reappointment and the Company has received a notice in writing from a member proposing the candidature of Mr. Mehta for the office of Director of the Company.

Mr. Dhruv Mehta is an A.C.A from The Institute of Chartered Accountants of India and AICWA from The Institute of Cost and Works Accountants of India. He has overall experience of 25 years in field of finance and financial services and an independent financial advisor for over 8 years.

He is on the Board of Malabar Capital Private Limited, Malabar Capital Advisors Private Limited, Excalibur Management Consulting Private Limited and Shriram Wealth Advisors Limited, Foundation of Independent Financial Advisors.

None of the Directors of the Company other than Mr. Dhruv Mehta is interested in this resolution.

**By order of the Board of Directors
for Shriram Asset Management Company Limited**

Ankita Gawankar
Company Secretary

Place: Mumbai
Date: May 03, 2012

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Eighteenth Annual Report and the Audited Statements of Accounts for the financial year ended March 31, 2012.

Financial High Lights:

	Year Ended March 31, 2012 (Rs.)	Year Ended March 31, 2011 (Rs.)
Gross Income for the year	8,939,855	8,038,537
Total Expenditure before Depreciation & Tax	6,360,425	5,368,722
Profit before Depreciation and Tax	2,579,430	2,669,815
Less: Depreciation	247,592	255,550
Less: Provision for Tax	831,329	2,653,000
Profit after Depreciation and Tax	1,500,509	(238,735)
Balance brought forward from previous year	3,579,511	3,818,246
Profit available for Appropriation	5,080,020	3,579,511
APPROPRIATIONS		
Balance carried to Balance Sheet	5,080,020	3,579,511

Dividend:

With a view to augment the funds and to conserve the resources, your Directors have decided not to recommend any dividend for the Financial Year ended 2011-2012.

Operations and Outlook:

Your Board of Directors has decided to approach the Securities and Exchange Board of India (SEBI) for their permission to launch new schemes. Your directors are of the view that the Company would be able to leverage the extensive retail reach of Shriram Conglomerate to market the Company's Mutual Fund offerings. Necessary applications are being submitted to SEBI to reactivate the mutual fund operations.

During the year under report, as your Company did not launch any new scheme on behalf of Shriram Mutual Fund and as there were no Mutual Fund Schemes under the management of the Company, the activities of the Company were limited only to attending to the outstanding unclaimed redemption amounts of the Schemes wound up. However, the Company was able to generate income out of its own investments.

Corporate Governance:

The Report on Corporate Governance forms part of the Directors' Report and is annexed herewith.

As required by the Listing Agreement, Auditors' Report on Corporate Governance and a declaration by the Managing Director with regard to Code of Conduct are attached to the said Report.

The Management Discussion and Analysis is given as a separate statement forming part of the Annual Report.

As required under Clause 49 of the Listing Agreement, a certificate, duly signed by the Managing Director on the Financial Statements of the Company for the year ended March 31, 2012 was submitted to the Board of Directors at their Meeting held on May 03, 2012. The certificate is attached to the Report on Corporate Governance.

Directors' Responsibility Statement:

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that to the best of their knowledge and belief:

- a) In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- b) That such accounting policies as mentioned in Notes have been selected and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the profit of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Annual Accounts have been prepared on an ongoing concern basis.

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Cash Flow Statement:

The cash flow statement for the year 2011-12 is attached to the Balance Sheet.

Directorate:

As per Section 256 of the Companies Act, 1956, Mr. R. Sundara Rajan and Mr. S. Babu would retire by rotation and being eligible, offer themselves for reappointment.

The Board at its meeting held on December 15, 2011 appointed Mr. Akhilesh Kumar Singh as an Additional Director. Besides, the Board, subject to the approval of the Members, also appointed Mr. A.K.Singh as the Managing Director of the Company not liable to retire by rotation for a period of three years commencing from February 14, 2012. As he is an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956, he will hold office only up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, proposing the candidature of Mr.A.K.Singh for the office of Director. Suitable resolutions for his appointment as a Director and as Managing Director are being proposed for adoption by the Members at this Annual General Meeting.

Mr. Prabhakar Karandikar and Mr. Dhruv Mehta were appointed as Additional Directors of the Company on February 14, 2012 by the Board of Directors. Pursuant to Section 260 of the Companies Act, 1956, they will hold office only up to the date of this Annual General Meeting of the Company. The Company has received notices in writing from a member under Section 257 of the Companies Act, 1956, proposing the candidatures of Mr. Prabhakar Karandikar and Mr. Dhruv Mehta for the office of Directors. Suitable resolutions for their appointments as Directors are being proposed for adoption by the Members at this Annual General Meeting.

Due to health reasons, Mr. Lalit Mehta and Mr. R. Narayanan resigned as Directors of the Company w.e.f. February 14, 2012 and April 17, 2012 respectively. Your Board of Directors place on record their appreciation of the invaluable services rendered by Mr. Mehta and Mr. Narayanan during their respective tenures in office.

Fixed Deposits:

During the year under review, your Company has not accepted any fixed deposits.

Particulars of Employees :

During the year under report, your Company has not employed any person who was in receipt of remuneration in excess of the limits specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

Information pursuant to the requirement under Section 217 (1) (e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

1. Conservation of Energy

The Company has no activity involving Conservation of Energy.

2. Technology Absorption

The Company has no activity involving Technology Absorption.

3. Foreign Exchange earnings and outgo

The Company does not have any foreign exchange earnings or outgo during the year under review.

Auditors:

M/s. K.S. Aiyar and Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company, retires at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. Certificate has been received from them to the effect that their reappointment as Auditors of the Company, if made, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956. Members are requested to consider their re-appointment.

Acknowledgement:

The Board of Directors take this opportunity to express their sincere appreciation for the excellent support and co-operation received from Securities and Exchange Board of India, Stock Exchange Authorities and for the continued enthusiasm, total commitment, dedication and efforts of the employees of the Company at all levels. We are also deeply grateful for the continued confidence and the faith reposed on us by the Shareholders.

By Order of the Board
for Shriram Asset Management Company Ltd.

Place: Mumbai
Date: May 03, 2012

Prabhakar Karandikar
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Business Environment

The average Assets Under Management of the mutual fund industry declined to 6.65 lacs crore in March 2012 as compared to 6.82 lacs crore of December 2011. Mutual funds lost about seven lakh folios (1.5%) during the six months ended March 2012 to end with 4.64 crore folios, and for the year ended March 2012, the industry lost about eight lakh folios or 1.7%, indicating that the number of folio closures rose substantially during the last six months. The retail category was the biggest loser in terms of folios, especially in equity. The Indian mutual fund industry is passing through one of its worst phases as lackluster equities markets, low distributor support and abundance of high-yield debt instruments in the market prompt investors to redeem their money from mutual funds.

The mutual fund industry, however, has the potential to become one of the fast growing segment of the Indian Financial Market as it provides a variety of schemes to suit the needs and risk return profile of different categories of investors. Besides, it is also well regulated by the Securities and Exchange Board of India. There are currently 44 funds, including foreign funds operating in India, together offering over 740 mutual fund schemes. From the recent mergers taking place among different private sector funds, it appears that the mutual fund industry has entered a phase of consolidation and growth.

The Government's decision to permit SEBI-registered Mutual Funds to accept subscriptions from foreign investors, who meet KYC requirements for equity schemes, would enable Mutual Funds to have direct access to foreign investors and widen the class of foreign investors in Indian equity market. This could lead to better times for the industry as overseas investors are expected to be mature and therefore longer term in their orientation, especially considering that the long-term India growth story still remains intact. Though the mutual fund industry is correctly going through a difficult period, it is expected to pick up momentum once again when equity markets get stabilized.

Considering the potential for growth, the Trustees of the Shriram Mutual Fund has decided to reactivate the Mutual Fund and accordingly, the Company is in the process of submitting necessary documents with SEBI for their permission to launch new schemes.

The performance of the Company for year ended March 31, 2012 is given in brief below:-

Particulars	Year Ended March 31,2012 (Rs.)	Year Ended March 31,2011 (Rs.)
Total Income	8,939,855	8,038,537
Total Expenditure	6,608,017	5,624,272
Profit Before Tax	2,331,838	2,414,265
Profit After Tax	1,500,509	(238,735)
Balance brought forward from previous year	3,579,511	3,818,246
Balance carried to Balance Sheet	5,080,020	3,579,511

Financial Performance

During the year 2011-12, the Company's total income increased 11.21 percent to Rs. 8,939,855/- as compared to Rs. 8,038,537/- in 2010-11. The Company's PAT also increased to Rs 1,500,509/- in 2011-12, from Rs. (238,735/-) in 2010-11.

Though during the year under report, the Company was not engaged in the management of Mutual Fund schemes, it was able to generate income from its own investments.

Risks and concern

The Company has also compiled/modified a few manuals relating to Compliance, Risk, Operations, Valuation and Code of Conduct, IT, for ensuring compliance with the applicable statutory requirements, optimal utilisation of IT resources and their customisation vis-à-vis the organisational preferences, the entitlements of the stakeholders, investor satisfaction, data integrity, systemic controls including

prevention of unauthorised access to the system and business continuity, identification, monitoring and mitigation of risks associated with the mutual fund business.

The Risk Management Manual sets out an enterprise wise risk management framework for Shriram Asset Management Company Limited and Shriram Mutual Fund. This Manual is intended to serve as a model, which will help the AMC and the Mutual Fund to monitor and mitigate the risks faced by the Company in the discharge of its business, and also use risk management to increase value for investors.

Internal control system

The Company has adequate system of internal controls commensurate with its size and level of operations to ensure that all assets of the Company are safeguarded and protected and that transaction of the Company are authorised, recorded and reported correctly, and also to ensure the efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices. The internal control system is supplemented by internal audits, regular reviews by management and standard policies and guidelines to ensure reliability of financials and all other records to prepare financial statements and other data. The Audit Committee of the Board reviews internal audit reports given along with management comments. The Audit Committee also monitors the implementation of suggestions given by the Committee.

Human Resources

During the financial year ended March 31, 2012, there has been no material development in the human resources aspects. However, as the Company is preparing for launch of mutual fund offerings, subject to the approval of SEBI, the Company will be gearing up the employee strength as and when required.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2012

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at:

- (a) Enhancing long term shareholder value through
 - Assisting the top management in taking sound business decisions; and
 - Adopting and implementing prudent risk management techniques and thereby safeguarding the interest of shareholders, creditors, investors and employees at large.
- (b) Achieving transparency and professionalism in all decisions and activities of the Company.
- (c) Achieving excellence in Corporate Governance by
 - Conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible.
 - Reviewing periodically the existing systems, procedures and controls for further improvements.

BOARD OF DIRECTORS

Composition

The Board of Directors of the Company consists of six professionals from varied disciplines. The day-to-day management of the affairs of the Company is managed by the Managing Director, who functions under overall supervision, direction and control of the Board of Directors of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals and appraisal of management performances with the goals and control functions, etc. Some of the powers of the Board have also been delegated to Committee/s. The Board thus exercises effective control over the overall functioning of the Company with a view to enhance the shareholder value.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

During the year under review, five meetings of the Board of Directors were held on 26.04.2011, 28.07.2011, 31.10.2011, 15.12.2011 and 14.02.2012. The maximum gap between any two meetings was not more than four months. The Seventeenth Annual General Meeting was held on September 27, 2011.

As mandated by Clause 49, as on March 31, 2012, none of the Directors is a member of more than ten Board level Committees and no such Director is a Chairman of more than five Committees of the Companies in which he is a Director. The Directors have made the necessary disclosures regarding Committee positions.

As of March 31, 2012, the Company's Board comprised of six members. The Chairman of the Board is non-executive Director. The Managing Director is an Executive of the Company.

The agenda papers along with the explanatory notes for Board Meetings are sent in advance to the Directors. In some instances, documents are tabled at the meetings and presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings.

The names and categories of Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and number of memberships/chairmanships of Directors in other Boards and Board Committees are as follows:

Composition of Board

Name of the Director and Category of Directorship	No. of Board Meetings attended	Whether attended the last AGM	Total no. of Directorships	Total no. of Memberships of the Committees of Board		Total no. of Chairmanships of the Committees of Board	
				Membership in Audit / Investor Grievance Committees	Membership in other Committees	Chairmanship in Audit/ Investor Grievance Committees	Chairmanship in other Committees
Mr. R. Narayanan @ -Chairman Non- Executive and Independent	1	No	6	1	1	1	Nil
Mr. R. Sundara Rajan Non-Executive and Non Independent **	5	Yes	15	7	8	2	Nil

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Mr. S. Rajaratnam Non- Executive and Independent	5	Yes	5	Nil	2	Nil	Nil
Mr.S. Bapu Non- Executive and Non-Independent	5	No	1	Nil	1	Nil	Nil
Mr Akhilesh Kumar Singh Executive and Non Independent (#)	2	No	5	Nil	Nil	Nil	Nil
Mr. Prabhakar Karandikar Non- Executive and Independent (\$)	1	No	7	3	1	Nil	Nil
Mr. Dhruv Mehta Non- Executive and Independent (\$)	1	No	5	Nil	Nil	Nil	Nil

Notes:

1. While considering the total number of directorships, their directorships in private companies, Section 25 companies, if any, have been included and their directorship in the Company has been excluded.
2. The memberships and chairmanships of Directors in committees do not include their memberships and chairmanships in the Company.
(@) Mr. R. Narayanan Resigned as Director and Chairman of the Company w.e.f. April 17, 2012.
(*) Mr. Lalit P. Mehta resigned as a Director of the Company w.e.f. February 14, 2012. During the Financial Year ended March 31, 2012, till the time of his resignation, he attended two meetings of the Board of Directors. He had attended the last AGM of the Company.
(**) Mr. R. Sundara Rajan resigned as Managing Directors of the Company w.e.f. February 13, 2012.
(#) Mr. Akhilesh Kumar Singh was appointed as an Additional Director and as Managing Director of the Company w.e.f. February 14, 2012.
(\$) Mr. Prabhakar Karandikar and Mr. Dhruv Mehta were appointed as Additional Directors of the Company w.e.f. February 14, 2012.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

Terms of Reference

- i) The terms of reference of the Audit Committee, inter alia includes:-
 - Overseeing the financial reporting process.
 - To ensure proper disclosure in the quarterly, half yearly and Annual Financial Statements.
 - To recommend appointment, re-appointment of Auditors and the fixing of their remuneration. Approval of payment to Statutory Auditors for any other services rendered by them.
 - Reviewing, with the management, the Financial Statements before submission to the Board.
 - Reviewing, with the management, performance of Statutory and Internal Auditors, adequacies of internal control systems.
 - Discussing with Internal Auditors on any significant findings and follow up thereon.
 - Reviewing the findings of any internal examinations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Discussing with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
 - To discuss with management, the Internal Auditors and the Statutory Auditors the Company's major risk exposures and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken by the Company, including discussing the Company's major financial risk exposures and steps taken by management to monitor and mitigate such exposures and from time to time conferring with another Committee/s of the Board about risk exposures and policies within the scope of such other Committee's oversight.
 - To look into the reasons for substantial defaults in the payment to the shareholders (in case of non payment of declared dividends) and creditors, if any.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- To review the functioning of the Whistle Blower Mechanism.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year under review, four meetings were held on 26.04.2011, 28.07.2011, 31.10.2011 and 14.02.2012.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr Prabhkar Karandikar - Chairman#	Non Executive-Independent	0
Mr. S. Rajaratnam	Non Executive-Independent	4
Mr. S. Bapu	Non Executive- Non Independent	4

Note:

*Mr. Lalit P. Mehta resigned as a Member of the Committee with effect from February 14, 2012. During the Financial Year ended March 31, 2012, till the time of his resignation, he attended three Audit Committee meetings.

Mr. Prabhakar Karandikar was inducted as a member and Chairman of the Committee by the Board of Directors at its meeting held on February 14, 2012.

The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors and the Managing Director of the Company also attend and participate in the meetings of the Audit Committee.

REMUNERATION/COMPENSATION COMMITTEE

The Remuneration Committee comprising of non-executive Independent Director's, constitution of which is a non mandatory requirement, was constituted by the Board.

Terms of Reference

The terms of reference of the Remuneration/Compensation Committee, inter alia includes:

Executive Remuneration

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages and any compensation payment for the Managing Director/Whole-time Directors and Executive Directors. The role of the Committee includes:

- To provide independent oversight of and to consult with Company management regarding the Company's compensation, bonus, pension, and other benefit plans, policies and practices applicable to the Company's executive management.
- To develop guidelines for and annually review and approve (a) the annual basic salary, (b) the annual incentive and bonus, including the specific goals and amount.
- To review and approve (a) Employment Agreement and severance arrangement (b) any other benefits, compensation or arrangement for the Managing Director.

During the year under review the Committee met on 14.02.2012.

The necessary quorum was present for the meeting.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. R.Narayanan – Chairman @	Non Executive-Independent	0
Mr. S. Rajaratnam *	Non Executive-Independent	1
Mr. S. Bapu	Non Executive-Non Independent	1
Mr. Dhruv Mehta #	Non Executive-Independent	1

Notes:

Mr. Lalit P. Mehta resigned as a Member of the Committee with effect from February 14, 2012.

@ Mr. R. Narayanan resigned as Director and consequently as a Member of the Committee w.e.f. April 17, 2012.

* Mr. S. Rajaratnam was appointed as Chairman of the Committee by the Board of Directors at its meeting held on February 14, 2012.

Mr. Dhruv Mehta was inducted as a Member of the Committee by the Board of Directors at its meeting held on February 14, 2012.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Remuneration Policy of the Company

For Managing Director

The Managing Director is paid a fixed quantum of salary and perquisites in accordance with Schedule XIII to the Companies Act, 1956 and as recommended by Remuneration/ Compensation Committee subject to approval of the shareholders. Mr. Akhilesh Kumar Singh has been appointed as the Managing Director for a term of 3 years from February 14, 2012 by the Board of Directors, which is subject to the approval of the shareholders.

Remuneration paid to the Managing Director for the financial year 2011-2012 is given elsewhere in the Report.

Sitting fees for Directors

The sitting fees payable per meeting is as under:

- a) Board Meeting - Rs.5,000/-
- b) Audit Committee - Rs. 2,500/-
- c) Other Committee - Rs. 1,000/-

The details of sitting fees/remuneration paid to the Directors during the year 2011-12, are as under:

Sr. No.	Name of the Director	Sitting fees for attending Board Meeting (Rs.)	Salary, Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
1	Mr. R. Narayanan, Chairman @	5,000	Nil	Nil	5,000
2	Mr. R. Sundara Rajan	Nil	Nil	Nil	Nil
3	Mr. S. Rajaratnam	25,000	Nil	Nil	25,000
4	Mr. Lalit P. Mehta	10,000	Nil	Nil	10,000
5	Mr. S. Bapu	25,000	Nil	Nil	25,000
6	Mr. Akhilesh Kumar Singh-Managing Director *	Nil	208,250	Nil	208,250
7	Mr. Prabhakar Karandikar	5,000	Nil	Nil	5,000
8	Mr. Dhruv Mehta	5,000	Nil	Nil	5,000

* Mr. Akhilesh Kumar Singh was appointed as Managing Director for a period of 3 years with effect from February 14, 2012 subject to approval of the shareholders at the ensuing Annual General Meeting. The remuneration paid to him includes salary of Rs.176,000/-, Perquisites of Rs.11,130/- and contribution to Provident Fund of Rs. 21,120/-The appointment may be terminated by giving 3 months notice in writing or salary in lieu thereof.

@ Mr. R. Narayanan resigned as a Director of the Company w.e.f. April 17, 2012.

Details of Shares held by the Directors as on March 31, 2012 are as below:

Name of the Director	Shareholdings
Mr. R. Narayanan *	-
Mr. Akhilesh Kumar Singh- Managing Director	-
Mr. R. Sundara Rajan	38696
Mr. S. Rajaratnam	1010
Mr. S. Bapu	-
Mr. Prabhakar Karandikar - Chairman	-
Mr. Dhruv Mehta	-

The Company does not have any outstanding warrants.

*Mr. R. Narayanan resigned as a Director of the Company w.e.f. April 17, 2012.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending to and redressal of the grievances of the shareholders and the investors of the Company.

The Committee in particular looks into:

- The Shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
- The matters that can facilitate better investor services and relations.
- Attending to investors' queries and complaints regarding transfer, annual reports, etc.
- Attending to complaints of investors routed by SEBI/ Stock Exchanges.
- The secretarial audits.

During the year under review, the Committee met four times on 26.04.2011, 06.07.2011, 18.10.2011 and 14.02.2012

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. S. Rajaratnam- Chairman @	Non Executive-Independent	4
Mr. S. Babu	Non Executive-Non Independent	4
Mr. Dhruv Mehta #	Non Executive-Independent	1

Note:

@ Mr. S. Rajaratnam was appointed as Chairman of the Committee by the Board of Directors at its meeting held on February 14, 2012.

* Mr. Lalit P. Mehta resigned as a Member of the Committee with effect from February 14, 2012. During the Financial Year ended March 31, 2012, till the time of his resignation, he attended three meetings of the Shareholders'/ Investors' Grievance Committee.

Mr. Dhruv Mehta was inducted as a member of the Committee by the Board of Directors at its meeting held on February 14, 2012.

The status of investor grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board. The complaints received from the Shareholder, SEBI, Stock Exchanges and others are reviewed and they are replied to by the Company/ Share Transfer Agents regularly. The status of the pending complaints as well as the system of redressal mechanism is reviewed by the Committee periodically.

No complaints were received during the year and there were no complaints pending for redressal at the beginning of the year 2011-2012.

Ms. Ankita Gawankar is the Compliance Officer of the Company and for proposed Mutual Fund Schemes Mr. Tanmoy Sengupta is the Compliance Officer.

GENERAL BODY MEETINGS

Details of location and time of holding the last three AGMs:

Year	AGM	Location	Date	Time
2008-2009	15 th	Hotel Parle International, Mumbai – 400 057	September 10, 2009	3.30 P.M
2009-2010	16 th	Hotel Parle International, Mumbai – 400 057	September 21, 2010	2.30 P.M
2010-2011	17 th	Hotel Parle International, Mumbai – 400 057	September 27, 2011	2.30 P.M

A) At 15th AGM held on September 10, 2009 – Special Resolution was passed for appointment of Mr. R. Sundara Rajan as the Managing Director of the Company effective April 01, 2009, without any remuneration payable to him. The resolution was put to vote by show of hands and it was passed unanimously.

B) At 16th AGM held on September 21, 2010 –No Special Resolution was passed.

C) At 17th AGM held on September 27, 2011 – Special Resolution was passed for appointment of Mr. R. Sundara Rajan as the Managing Director of the Company effective April 01, 2011, without any remuneration payable to him. The resolution was put to vote by show of hands and it was passed unanimously.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

D) Postal Ballot – During the year 2011-12, no resolution was passed through postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

DISCLOSURES

There are no materially significant related party transactions with the Company's Promoters, Directors, Key Managerial Personnel or their relatives, which may have potential conflict with the interest of the Company at large.

Disclosures on transactions with related parties as required under Indian Accounting Standard 18 have been incorporated in the Notes to financial statements.

There are no instances of non-compliance by the Company, penalties or strictures imposed on the Company by the Stock Exchanges and SEBI, or any matter related to capital markets during the last three years.

The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Clause 49 of the Listing Agreement. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also posted on the website of the Company.

The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with Clause 49 of the Listing Agreement with the Stock Exchanges for employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee.

The Company has complied with all the mandatory requirements as stipulated in Clause 49 of the Listing Agreement. Further the Company has fulfilled the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of the Listing Agreement with the Stock Exchanges;

- a. The Company has set up a Remuneration Committee. Please see the para on Remuneration/Compensation Committee for details.
- b. The Company has adopted the Whistle Blower Policy.

CAPITAL AUDIT

As required under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 read with SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated 31/12/2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors.

RISK MANAGEMENT

The Company has in place a Risk Management Policy, commensurate with its size of operations, which lays down a process for identification and mitigation of risks that could materially impact its performance. The Audit Committee reviews the risk management and mitigation plan from time to time.

CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

Certification by the Managing Director in his capacity as such and heading the finance function of the Company is provided elsewhere in the Annual Report.

MEANS OF COMMUNICATION

The audited financial results, the quarterly results and half-yearly results of the Company are published in one English (Free Press Journal, Mumbai) and in one Marathi newspaper (Navashakti, Mumbai). They are also available on the Company's Website: www.shriramamc.com.

18th Annual General Meeting

a. Date and Time	August 14, 2012 at 3.30 P.M.
b. Venue	Hotel Parle International, Agarwal Market, VileParle (East), Mumbai-400 057.
c. Book Closure Date	From August 9, 2012 to August 14, 2012 (both days inclusive).
d. Dividend	The Board of Directors has not recommended any dividend for the year 2011-2012.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

e. Financial Calendar	2012-2013.
Annual General Meeting	September 2013.
Unaudited results for the quarter ending June 30, 2012.	Last week of July 2012.
Unaudited results for the quarter/ half - year ending September 30, 2012.	Last week of October 2012.
Unaudited results for the quarter ending December 31, 2012.	Last week of January 2013.
Audited results for the year ending March 31, 2013.	May 2013.
f. Stock Code.	
Trading Symbol at Madras Stock Exchange Limited (MSE)	SSMN.
BSE Limited (BSE)	531359.
Demat ISIN in NSDL & CDSL.	INE777G01012.

The Company has paid the listing fees for the financial year 2012-13 to the above stock exchanges.

The Management Discussion & Analysis Report is forming part of the Directors' Report.

GENERAL INFORMATION FOR SHAREHOLDERS

g. Stock Market Data

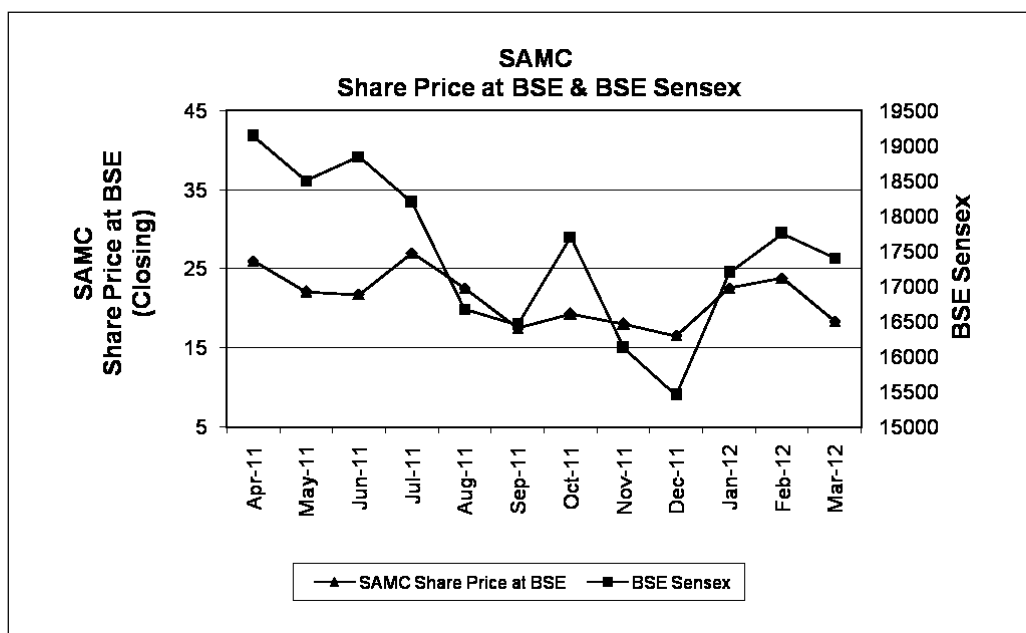
The high and low market price and volume of shares traded during each month of the financial year ended March 31, 2012 are given below:

Month	Bombay Stock Exchange		
	Share Price		Volume
	High (Rs.)	Low (Rs.)	
Apr-11	31.90	24.30	8741
May-11	27.30	22.10	5934
Jun-11	25.40	21.50	11363
Jul-11	29.00	21.60	279
Aug-11	27.60	20.45	3280
Sep-11	23.55	17.40	8132
Oct-11	20.10	17.45	1288
Nov-11	19.40	17.50	1736
Dec-11	19.65	16.55	2701
Jan-12	24.95	15.45	3728
Feb-12	32.20	23.55	6363
Mar-12	23.05	18.35	10491

There was no trading in the equity shares of the Company in Madras Stock Exchange Limited for the year ended March 31, 2012.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

h. SAMC Share Price performance in comparison to BSE Sensex.



i. Registrar and Share Transfer Agents

The Registrar and Share Transfer Agents of the Company are:

Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Industrial Estate, Ground floor, Sitaram Mills Compound,
J. R. Boricha Marg, Mumbai – 400 011.
Telephone: +91-22-23016761, Fax : +91-22-23012517

j. Share Transfer System

The authority to approve share transfers/transmissions has been delegated by the Board of Directors to the Shareholders'/ Investors' Grievance Committee. Requests received for transfer of shares are processed within 30 days of receipt.

k. Distribution of shareholdings as on March 31, 2012.

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	637	60.50	156,892	2.62
501-1000	243	23.08	213,735	3.56
1001-2000	64	6.08	99,896	1.67
2001-3000	23	2.18	577,15	0.96
3001- 4000	13	1.24	47,532	0.79
4001- 5000	15	1.42	69,397	1.16
5001- 10000	15	1.42	114,737	1.91
10001 and above	43	4.08	5,240,096	87.33
Total	1053	100	6,000,000	100

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

I. Category of Shareholders as on March 31, 2012

Category of Shareholders	No. of Shares held	% of Shareholding
Promoters and Promoter Group	2,560,010	42.67
Mutual Funds / UTI	-	-
Financial Institutions / Banks	-	-
Foreign Institutional Investors	-	-
Bodies Corporate	611,277	10.19
Individuals	2,828,668	47.14
NRI's / OCB's/ Foreign National	45	-
Trust	-	-
Clearing Members	-	-
Grand Total	6,000,000	100

m. Dematerialisation of shares and liquidity

The Company's scrip forms part of the compulsory demat segment for all investors effective January 20, 2005. To facilitate investors in having an easy access to the demat system, the Company has signed up with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through Purva Sharegistry (India) Pvt. Ltd. As on March 31, 2012 total of 4929330 equity shares constituting 82.16% of the paid up capital, have been dematerialised.

The Company has not issued any GDRs/ADRs, warrants or other instruments which are pending for conversion.

n. Address for correspondence and Registered Office:

Registered Office: Wockhardt Towers, 2nd Floor, East Wing, C-2, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.
Tel.No. +91-22-42410400 Website: www.shriramamc.com

Administrative Head Office : CK-6, 2nd Floor, Sector II, Salt Lake City, Kolkata - 700 091.
Tel. No. +91-33-2337 3012 Telefax No. +91-33-2337 3014
Website: www.shriramamc.com

DETAILS PURSUANT TO CLAUSE 49 IV (G) (I) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT:-

1. Mr. R.SUNDARA RAJAN

Mr. R. Sundara Rajan is associated with the Company from April 01, 2007. He is a Mechanical Engineer, PGDM (IIM Ahmadabad) and AIII (Insurance Institute of India). He has overall experience of 28 years in his extensive career.

He has experience in various fields like Pharmaceutical, Consumer Product Marketing etc. He has served as Executive VP & Executive Director with Matrix Laboratories Limited, as Managing Director in Medicorp Technologies Limited and also as Managing Director in Medispan Limited.

He is on the Board of Namo Technology Ventures India Private Limited, Take Solutions Limited, Manipal Acunova Limited, Shriram EPC Limited, Asia Cryocell Private Limited, Visionary RCM Infotech India Private Limited, Rambal Limited, Shriram Fortune Solutions Limited, Shriram Credit Company Limited, Shriram Wealth Advisors Limited, Prochem Holdings Private Limited, Hamon Shriram Cottrell Private Limited, Orient Green Power Company Limited, Shasun Pharmaceuticals Limited, Shasun Pharma Solutions Limited.

2. Mr. S. BAPU

Mr. S. BAPU is associated with the Company since January 2009. He has done Masters Degree in Mathematics. He was with the Income Tax Department as Chief Commissioner from April 1996 to April 1999; he was a Member, Central Administrative Tribunal from April 1999 to July 2002. He has expertise in dealing with Chit Laws, NBFC Regulations and Taxation Laws etc.

He is on the Board of Shriram EPC Limited.

3. Mr. AKHILESH KUMAR SINGH

Mr. Akhilesh Kumar Singh is a B.Tech (IIT Kharagpur) and PGDM (IIM Bangalore). He has a rich professional career of over 17 years.

He has been associated with Shriram Group since 1994. He has served as President and subsequently elevated to the position of Managing Director Shriram City Union Finance Limited till 2005, He was the Managing Director of Shriram Insight Share Brokers Limited from 2005 to February 2012.

He is on the Board of Shriram Insight Share Brokers Limited, Shriram Credit Company Limited, Shriram Wealth Advisors Limited, Insight Commodities and Futures Private Limited and Peobrics Software Private Limited.

4. Mr. PRABHAKAR KARANDIKAR

Mr. Prabhakar Karandikar is a M.A, DBM from Pune and M.Sc. (London School of Economics). He has overall experience of 39 years in his extensive career.

He is on the Board of IL&FS Renewable Energy Limited, Shriram EPC Limited, State Farms Corporation of India, Finolex Industries Private Limited, Finolex Plasson Limited, Cable Insurance Broking Services Private Limited and BVG India Private Limited.

5. Mr. DHRUV MEHTA

Mr. Dhruv Mehta is an A.C.A from The Institute of Chartered Accountants of India and AICWA from The Institute of Cost and Works Accountants of India. He has overall experience of 25 years in field of finance and financial services and an independent financial advisor for over 8 years.

He is on the Board of Malabar Capital Private Limited, Malabar Capital Advisors Private Limited, Excalibur Management Consulting Private Limited and Shriram Wealth Advisors Limited, Foundation of Independent Financial Advisors.

CEO (MANAGING DIRECTOR)

I, Akhilesh Kumar Singh in my capacity as the Managing Director and heading the finance function, to the best of my knowledge and belief, certify that:

- a) I have reviewed the financial statements and the cash flow statements for the year ended March 31, 2012 and that to the best of my knowledge and belief;
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have disclosed based on the evaluation wherever applicable, to the Auditors and the Audit Committee that;
 - i. There were no material deficiencies in internal controls over financials reporting during the year;
 - ii. All the significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and
 - iii. There were no instances of significant fraud of which I am aware and the involvement, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Akhilesh Kumar Singh

Managing Director

Place: Mumbai

Date: May 03, 2012.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

The Board of Directors of Shriram Asset Management Company Limited at its meeting held on September 30, 2006, adopted Code of Conduct to be followed by all Members of the Board and Senior Management Personnel of the Company respectively in compliance with Clause 49 of the Listing Agreement with the Stock Exchanges, where the shares of the Company are listed.

As provided under Clause 49 of the Listing Agreement executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2012.

Akhilesh Kumar Singh
Managing Director

Place: Mumbai
Date: May 03, 2012.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AUDITORS' CERTIFICATE OF CORPORATE GOVERNANCE

**To,
The Members of,
Shriram Asset Management Company Limited**

We have examined the compliance of conditions of Corporate Governance by **Shriram Asset Management Company Limited** for the financial year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For K. S. AIYAR & CO.
Chartered Accountants,
Firm Registration No.100186W

Place: Mumbai.
Date: May 3, 2012.

Satish Kelkar
Partner
Membership No. 38934

Auditors' Report

To
**The Members of
Shriram Asset Management Company Limited**

Report on the accounts for the year ended on 31st March 2012 in compliance with Section 227(2) of the Companies Act, 1956.

We have audited the attached Balance Sheet of **Shriram Asset Management Company Limited**, as at 31st March 2012, the Statement of Profit and Loss and Cash Flow for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors' Report) Order, 2003, as amended by (Amendment) Order, 2004 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above, we report that :
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956, to the extent applicable.
 - (e) On the basis of written representations received from the Directors as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2012 from being appointed as a Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - (f) Attention is invited to Note No. 4 and 4.1 regarding amount of Rs.227.85 lakhs payable to unit holder on settlement of dispute by an appropriate court/forum. The said amount and interest accrued Rs.405.78 lakhs (Rs. 272.72 lakhs net of tax) thereon till date has been accounted for in the books of account, out of which, Rs.335.11 lakhs (Rs. 223.89 lakhs net of tax) pertains to prior period 31st March 2011.
 - (g) Attention is invited to Note No.14 regarding recovery of dues from a broker.
 - (h) In our opinion and to the best of our information and according to the explanations given to us, the said Accounts read together with all the notes thereon give the information required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012, and;
 - (ii) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
 - (iii) In the case of the Cash Flow statement of the Cash Flows for the year ended on that date.

For K. S. AIYAR & CO.
Chartered Accountants
Firm Registration No. 100186W.

Place: Mumbai
Date: May 3, 2012.

Satish Kelkar
Partner
Membership No.38934.

Annexure to the Auditors' Report

Referred to in paragraph 1 of our Report of even date on the Accounts for the year ended 31st March, 2012 of Shriram Asset Management Company Limited.

- i a The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b A substantial portion of the fixed assets have been physically verified by the management during the year. In our opinion the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c No fixed assets have been disposed off during the year.
- ii The Company does not have any inventory. Hence Clause No. 4 (ii)(b)& 4 (ii)(c) of the Order, are not applicable to the Company.
- iii a The Company has granted loan in the form of Inter-corporate Deposits to one Company covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved is Rs. 6 crores and the balance at the year end is Rs.6 crores.
- b In our opinion, the rate of interest and other terms and conditions of the loan given are not prima facie prejudicial to the interest of the Company.
- c The repayment of principal and interest is as stipulated and there are no overdue amounts.
- d The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- iv In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of fixed assets. During the course of our audit, no major weakness has been noticed in the internal control system.
- v In our opinion and according to the information and explanations given to us, the contracts to be entered in Register maintained under Section 301 of the Companies Act, 1956 have been so entered. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable with regard to prevailing market rates.
- vi In our opinion and according to the information and explanations given to us, the Company has not taken any deposits from the public under the provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from public. No order has been passed by the Company Law Board or National Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vii In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- ix (a) According to the records of the Company, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March, 2012 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and from the records of the Company, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess which have not been deposited on account of any dispute.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- x The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year covered by our audit and in the immediate preceding financial year.
- xi There are no borrowings from financial institution, bank or debenture holders. Therefore, the provisions of the Clause (xi) of the Order are not applicable to the Company.
- xii Based on our examination of the records and according to information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund /society. Therefore, the provisions of Clause 4 (xiii) of the Order, are not applicable to the Company.
- xiv In our opinion and according to the information and explanations given to us, the Company has purchased and sold investments on short term basis, which in view of the Company, does not amount to dealing or trading in shares, securities, debentures and other investments, as the same is done with a view to invest surplus funds held by the Company. Accordingly the provisions of Clause 4 (xiv) of the Order, are not applicable to the Company.
- xv According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi The Company has not taken any term loans from banks or financial institutions.
- xvii According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
- xviii The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix The Company has not issued any secured debentures during the financial year. Accordingly, the provisions of Clause (xix) of the Order are not applicable to the Company.
- xx The Company has not raised any money by public issues during the year.
- xxi According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For K. S. AIYAR & CO.
Chartered Accountants
Firm Registration No. 100186W.

Place: Mumbai
Date: May 3, 2012.

Satish Kelkar
Partner
Membership No.38934.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

BALANCE SHEET AS AT MARCH 31, 2012

	NOTE NO.	AS AT March 31, 2012 Rs.	AS AT March 31, 2011 Rs.
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	60,000,000	60,000,000
Reserves and Surplus	3	45,080,020	43,579,511
Non-Current Liabilities			
Long term liabilities	4	61,179,768	-
Long term provisions	5	290,625	145,869
Current Liabilities			
Current liabilities	6	704,028	535,081
Short-term provisions	7	1,833,918	2,713,557
Total		<u>169,088,359</u>	<u>106,974,018</u>
II. ASSETS			
Non-current assets			
Tangible Assets	8	3,179,284	3,388,026
Non-current investments	9	63,024,486	229,177
Long term loans and advances	10	61,385	61,385
Current assets			
Current investments	11	1,809,636	1,037,412
Cash and cash equivalents	12	30,772,409	34,725,079
Short-term loans and advances	13	310,640	205,189
Other current assets	14	69,930,519	67,327,750
Total		<u>169,088,359</u>	<u>106,974,018</u>

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

FOR K. S. AIYAR & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 100186W.

FOR SHRIRAM ASSET MANAGEMENT COMPANY LTD.

SATISH KELKAR
PARTNER
MEMBERSHIP NO.38934

AKHILESH KUMAR SINGH
MANAGING DIRECTOR

R.SUNDARA RAJAN
DIRECTOR

ANKITA GAWANKAR
COMPANY SECRETARY

PLACE : MUMBAI
DATE : May 3,2012

PLACE : MUMBAI
DATE : May 3,2012

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2012

	NOTE NO.	FOR THE YEAR ENDED March 31, 2012 Rs.	FOR THE YEAR ENDED March 31, 2011 Rs.
I. Revenue from operations	20	-	-
II. Other Income	15	8,939,855	8,038,537
III. Total Revenue (I + II)		8,939,855	8,038,537
IV. <u>Expenses:</u>			
Employee benefit expense	16	2,274,498	1,778,167
Financial costs		-	-
Depreciation and amortization expense	8	247,592	255,550
Other expenses	17	4,085,927	3,590,555
Total Expenses		6,608,017	5,624,272
V. Profit before exceptional and extraordinary items and tax		2,331,838	2,414,265
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		2,331,838	2,414,265
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		2,331,838	2,414,265
X. Tax expense:			
(1) Current tax		831,329	2,653,000
(2) Deferred tax	23	-	-
XI. Profit/(Loss) for the year from continuing operations (IX-X)		1,500,509	(238,735)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the year (XI + XIV)		1,500,509	(238,735)
XVI. Earning per equity share:			
(1) Basic	26	0.25	(0.04)
(2) Diluted		0.25	(0.04)

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

FOR K. S. AIYAR & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 100186W.

FOR SHRIRAM ASSET MANAGEMENT COMPANY LTD.

SATISH KELKAR
PARTNER
MEMBERSHIP NO.38934

AKHILESH KUMAR SINGH
MANAGING DIRECTOR

R.SUNDARA RAJAN
DIRECTOR

ANKITA GAWANKAR
COMPANY SECRETARY

PLACE : MUMBAI
DATE : May 3,2012

PLACE : MUMBAI
DATE : May 3,2012

Note No.1 Significant accounting policies

1.1 Presentation and disclosure -

(a) Presentation and disclosure of financial statements during the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

(b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(c) The accounts have been prepared primarily on historical cost convention and on accrual basis.

1.2 Tangible Fixed assets and depreciation:

Fixed assets are stated at cost of acquisition less accumulated depreciation. Depreciation is provided on Written Down Value method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956.

1.3 Investments

Investments that are intended to be held for not more than a year are classified as current investments and all other investments as long term investments. Current investments are carried at lower of cost and fair value computed category wise. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in nature in value of such investments.

1.4 Employee Benefits.

1.4.1 Company's contributions to Provident Fund are charged to Profit and Loss Account.

1.4.2 The provision for leave encashment and provision for gratuity is made on actuarial valuation.

1.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Dividend income on investments is accounted for when the right to receive the payment is established.

1.6 Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

The Deferred Tax Assets & Liabilities arising on account of timing difference are recognised in the profit & loss account. Deferred tax assets have been recognized only to the extent there is virtual certainty that the assets would be realized in future.

1.7 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

1.8 Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
2) SHARE CAPITAL		
2.1) Authorised shares		
60,00,000 (P.Y. 60,00,000) equity shares of Rs.10/- each	60,000,000	60,000,000
4,00,000 (P.Y. 4,00,000) 12.5% Optionally Convertible Preference shares of Rs.100/- each	40,000,000	40,000,000
10,00,000 (P.Y.10,00,000) unclassified shares of Rs.10/-each	10,000,000	10,000,000
4,00,000 (P.Y.4,00,000) 9% Non Convertible Cumulative Preference shares of Rs.100/- each	40,000,000	40,000,000
Total	<u>150,000,000</u>	<u>150,000,000</u>
2.2) Issued, subscribed and fully paid-up shares		
60,00,000 (P.Y.60,00,000) equity shares of Rs.10/- each	60,000,000	60,000,000
Total	<u>60,000,000</u>	<u>60,000,000</u>
2.3) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
Equity shares		
	March 31, 2012	March 31, 2011
	Quantity	Quantity
	Rs.	Rs.
At the beginning of the period	6,000,000	6,000,000
Issued during the period - Bonus issue	-	-
Issued during the period - ESOP	-	-
Outstanding at the end of the period	<u>6,000,000</u>	<u>6,000,000</u>
2.4) Terms/rights attached to equity shares		
<p>The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. Dividend, as and when recommended by the Board of Directors, is subject to approval of the shareholders in their Annual General Meeting.</p> <p>For the financial year ended March 31, 2012, the Company has not declared any dividend.</p> <p>In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.</p> <p>The distribution will be in proportion to the number of equity shares held by the shareholders.</p>		
2.5) Details of shareholders holding more than 5% shares in the Company		
	March 31, 2012	March 31, 2011
	Quantity	Quantity
	% holding in the class	% holding in the class
Equity share of Rs.10/- each fully paid		
Shriram Transport Finance Company Limited	2,400,000	2,400,000
	40%	40%

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
3) RESERVES AND SURPLUS		
3.1) Capital Redemption Reserve	40,000,000	40,000,000
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	3,579,511	3,818,246
Profit/(loss) for the year	1,500,509	(238,735)
Less: Appropriations	-	-
Net surplus in the statement of profit and loss	<u>5,080,020</u>	<u>3,579,511</u>
Total	<u><u>45,080,020</u></u>	<u><u>43,579,511</u></u>
4) LONG TERM LIABILITIES		
Payable to the rightful owner (Original amount due) (Note no.4.1)	22,785,000	-
Add: Contingency provision for interest payable to the rightful owner (Gross)	40,578,439	-
	<u>63,363,439</u>	-
Less: Income tax for the year 2011-12	2,183,671	-
Total	<u><u>61,179,768</u></u>	<u><u>-</u></u>
4.1) An amount of Rs.22,785,000/- representing disputed redemption money on 35,00,000 units of "Risk Guardian 95" is held by the Company in trust to be paid to the rightful owner when the dispute is settled by the appropriate court/forum. This amount has been deployed in subordinate bond and along with interest accrued thereon, the present value of which is Rs.61,179,768/- (inclusive of tax of Rs.11,122,842/- for the period from 2001-02 to 2010-11). The disputed amount of Rs.22,785,000/- along with interest accrued thereon has been recognised in the accounts as payable to the rightful owner.		
5) LONG TERM PROVISIONS		
Provision for gratuity	121,073	93,478
Provision for leave benefit	169,552	52,391
Total	<u><u>290,625</u></u>	<u><u>145,869</u></u>
Disclosure as per revised Accounting Standard (AS 15)		
I. Table showing change in benefit obligation	Gratuity non-funded As at March 31, 2012	Gratuity non-funded As at March 31, 2011
Liability at the beginning of the current period	93,478	80,203
Current service cost	15,768	11,965
Interest cost	9,013	7,373
Actuarial (gain)/loss on obligations	7,160	(6,063)
Liability at the end	<u><u>125,419</u></u>	<u><u>93,478</u></u>
II. Table of recognition of transitional liability		
Unrecognised transitional liability at the start of the period	-	-
Transitional liability recognised during the period	-	-
Unrecognised transitional liability at the end of the period	<u><u>-</u></u>	<u><u>-</u></u>
III. Amount recognised in the Balance Sheet		
Fair value of plan assets at the end of the period	-	-
Liability at the end of the period	125,419	93,478
Difference	(125,419)	(93,478)
Unrecognised past service cost at the end of the period	-	-
Unrecognised transitional liability at the end of the period	-	-
Net amount recognised in the Balance Sheet	<u><u>(125,419)</u></u>	<u><u>(93,478)</u></u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
IV. Expenses recognised in the income statement		
Current service cost	15,768	11,965
Interest cost	9,013	7,373
Actuarial (Gain)/Loss	7,160	(6,063)
Past service cost (Non vested benefits) recognised during the period	-	-
Past service cost (Vested benefits) recognised during the period	-	-
Transitional liability recognised during the period	-	-
Expense recognised in P&L	<u>31,941</u>	<u>13,275</u>
V. Balance Sheet reconciliation		
Opening net liability	93,478	80,203
Expense as above	31,941	13,275
Net transfer in	-	-
(Net transfer out)	-	-
Employers' contribution	-	-
Amount recognised in Balance Sheet	<u>125,419</u>	<u>93,478</u>
VI. Other details		
No.of members	7	6
Salary per month	280,977	51,683
Notes:	<p>Gratuity is payable as per Company's scheme as detailed in the report. Actuarial gain/loss is accounted for in the period of occurrence. Salary escalation and attrition rate are considered as advised by the Company, they appear to be in line with the industry practice considering promotion and demand and supply of the employees.</p>	
VII. Assumptions		
Discount rate - previous	8.25%	8.00%
Salary escalation - previous	5.00%	5.00%
Attrition rate - previous	2.00%	2.00%
Discount rate - current	8.50%	8.25%
Salary escalation - current	5.00%	5.00%
Attrition rate - current	2.00%	2.00%
VIII. Experience adjustment		
On plan liability (gain)/loss	24,163	9,862
6) OTHER CURRENT LIABILITIES		
Sundry creditors	632,996	523,897
ESIC	1,305	944
Profession Tax	1,375	1,150
Provident Fund	68,352	9,090
Total	<u>704,028</u>	<u>535,081</u>
7) SHORT TERM PROVISIONS		
Provision for gratuity	4,346	-
Provision for leave benefits	5,859	-
Provision for income tax (net of tax paid)	1,823,713	2,713,557
Total	<u>1,833,918</u>	<u>2,713,557</u>

NOTE TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

8) TANGIBLE ASSETS

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	BALANCE AS ON 01.04.2011 (Rs.)	ADDITIONS DURING THE YEAR (Rs.)	SALE DURING THE YEAR (Rs.)	BALANCE AS ON 31.03.2012 (Rs.)	BALANCE AS ON 01.04.2011 (Rs.)	FOR THE YEAR (Rs.)	SALE / TRANSFER (Rs.)	BALANCE AS ON 31.03.2012 (Rs.)	BALANCE AS ON 31.03.2011 (Rs.)
1) Office premises	4,573,907	-	-	4,573,907	1,605,039	148,443	-	2,820,425	2,968,868
2) Plant & Equipment									
a) Air conditioner	430,175	-	-	430,175	369,438	8,449	-	52,288	60,737
b) Computers	787,939	38,850	-	826,789	716,659	42,222	-	67,908	71,280
c) Electrical fitting and installations	444,607	-	-	444,607	379,202	9,099	-	56,306	65,405
3) Furniture and fixtures	2,305,457	-	-	2,305,457	2,101,733	36,874	-	166,850	203,724
4) Office equipments	50,163	-	-	50,163	32,151	2,505	-	15,507	18,012
TOTAL	8,592,248	38,850	-	8,631,098	5,204,222	247,592	-	3,179,284	3,388,026
AS ON 31.03.2011	8,548,048	44,200	-	8,592,248	4,948,672	255,550	-	3,388,026	-

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
9) NON-CURRENT INVESTMENTS (AT COST)		
9.1) Trade investments (Unquoted)		
Investment in associates		
600,000 (P.Y.600,000) Equity shares of Rs.10/- each of Ceylinco Shriram Capital Management Services Co.Pvt Ltd	3,878,332	3,878,332
9.2) Non-trade investments (Unquoted)		
I) Investment in subordinate bond with STFC (Original investment)	22,785,000	-
Add:- Interest accrued till date (net of TDS of Rs.1,832,614/-)	38,745,825	61,530,825
Sub Total	<u>65,409,157</u>	<u>3,878,332</u>
9.3) Equity instruments (Unquoted)		
II) 1,000 (P.Y.1,000) Equity shares of Rs.10/- each of The Saraswat Co-operative Bank Ltd	10,000	10,000
Sub Total	<u>10,000</u>	<u>10,000</u>
9.4) Non-trade investments (Quoted)		
Equity instruments		
(Fully paid equity shares of Rs.10/-each except otherwise stated)		
2000 (500) Equity Shares of Re.1 each of Ashok Leyland Ltd	52,912	26,950
500 (Nil) Equity Shares of Rs. 2 each of Bharat Heavy Electricals Ltd.	181,851	-
400 (Nil) Equity Shares of Rs. 2 each of HDFC Bank Ltd.	203,097	-
100 (400) Equity Shares of ING Vysya Bank Ltd	30,366	121,465
125 (Nil) Equity Shares of Rs.5 each of Infosys Ltd.	375,569	-
300 (Nil) Equity Shares of Re.1 each of ITC Ltd.	59,437	-
6220 (Nil) Equity Shares of L&T Finance Holdings Ltd.	321,371	-
100 (400) Equity Shares of Rs. 2 each of LIC Housing Finance Ltd	18,255	70,762
300 (Nil) Equity Shares of Tata Steel Ltd.	161,301	-
75 (Nil) Equity Shares of Re.1 each of TCS Ltd.	79,502	-
Sub Total	<u>1,483,661</u>	<u>219,177</u>
Total (9.1+9.2+9.3+9.4)	66,902,818	4,107,509
Less: Provision for diminution in value of investment	3,878,332	3,878,332
Total	<u>63,024,486</u>	<u>229,177</u>
Aggregate amount of quoted investments (Market value Rs. 1,414,610)	1,483,661	219,177
Aggregate amount of unquoted investments	65,419,157	3,888,332
Aggregate provision for diminution in value of long term investments	3,878,332	3,878,332
10) LONG TERM LOANS AND ADVANCES		
10.1) Security Deposit		
Secured, considered good	61,385	61,385
Total	<u>61,385</u>	<u>61,385</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
11) CURRENT INVESTMENTS (valued at lower of cost and net realisable value)		
Quoted equity instruments		
(Fully paid equity shares of Rs.10/-each except otherwise stated)		
250 (25) Equity Shares of Axis Bank Ltd	309,430	31,593
100 (Nil) Equity shares of Rs. 2 each of Bharat Heavy Electricals Ltd.	27,720	-
400 (Nil) Equity shares of Coal India Ltd	153,313	-
500 (200) Equity Shares of Re.1 each of Hindalco Industries Ltd	95,176	41,077
100 (Nil) Equity Shares of Rs.2 each of Hindustan Zinc Ltd	14,495	-
500 (400) Equity Shares of IDFC Ltd.	77,545	63,937
100 (100) Equity Shares of Rs.2 each of Kalpataru Power Transmission Ltd.	16,330	16,330
200 (175) Equity Shares of Rs.2 each of Larsen & Toubro Ltd.	325,633	288,363
150 (125) Equity Shares of Rs.5 each of Mahindra & Mahindra Ltd.	104,581	86,739
7 (Nil) Equity Shares of MCX Ltd.	7,224	-
250 (150) Equity Shares of Reliance Industries Ltd.	236,010	147,976
250 (100) Equity Shares of State Bank of India	640,368	271,399
750 (125) Equity Shares of Rs.2 each of Tata Motors Ltd - DVR	91,688	89,998
	<u>2,099,513</u>	<u>1,037,412</u>
Less:-Provision for diminution in value of current investments	289,877	-
Total	<u>1,809,636</u>	<u>1,037,412</u>
Aggregate amount of quoted investments (Market value Rs. 1,809,636)	2,099,513	1,037,412
Aggregate provision for diminution in value of current investments	289,877	-
12) CASH AND CASH EQUIVALENTS		
12.1) Balances with banks		
On current accounts	709,903	1,396,662
Deposits with original maturity of less than twelve months	20,028,158	13,309,430
Cash in hand	34,348	18,987
Sub Total	<u>20,772,409</u>	<u>14,725,079</u>
12.2) Other bank balances		
Deposits with original maturity of more than twelve months	10,000,000	20,000,000
Sub Total	<u>10,000,000</u>	<u>20,000,000</u>
Grand Total (12.1 + 12.2)	<u>30,772,409</u>	<u>34,725,079</u>
13) SHORT TERM LOANS AND ADVANCES		
13.1) Advances recoverable in cash or kind		
Unsecured considered good	60,640	180,947
Sub Total	<u>60,640</u>	<u>180,947</u>
13.2) Other Loans and Advances		
Prepaid expenses	250,000	2,242
Loans to employees	-	22,000
Sub Total	<u>250,000</u>	<u>24,242</u>
Grand Total (13.1 + 13.2)	<u>310,640</u>	<u>205,189</u>
14) OTHER CURRENT ASSETS		
Interest accrued on fixed deposits	1,215,819	416,760
Interest receivable	-	639

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
Inter corporate deposits - Shriram Capital Ltd	60,000,000	60,000,000
Interest accrued on ICD	1,480,931	-
Receivable from broker # Shriram Capital Ltd	6,910,351	6,910,351
	323,418	-
Total	<u>69,930,519</u>	<u>67,327,750</u>
# Receivable from broker		
<p>The Company's claim for the recovery from a broker for a principal amount of Rs.72.10 lakhs, together with interest thereon has been upheld by the Arbitration Tribunal of the Bombay Stock Exchange Ltd. However, the Income Tax Department had issued prohibitory orders /attachment notices, against the Exchange in respect of properties of the broker. In response, the Exchange has filed a Writ Petition, before the Hon'ble High Court, Bombay against the Income Tax Department, challenging the prohibitory order/ attachment notices. The Hon'ble Court has passed an Interim Order, interalia directing the Exchange not to disburse the amount till further orders. The said Writ Petition is pending before the Hon'ble High Court, Bombay.</p> <p>In view of the uncertainty pending finality of the proceedings, the Company has not recognised the interest on principal amount of Rs.72.10 lakhs. In the previous year, the Company received Rupees Three lakhs from the Exchange, as a part payment against the award.</p>		
15) OTHER INCOME		
Interest on fixed deposits	2,784,548	2,138,585
Interest on Inter Corporate Deposits	5,713,972	5,400,000
Interest received on staff loan	1,702	1,170
Excess Income Tax Provision written back	-	26,376
Interest received on Income Tax Refund	-	209,367
Dividend Income - Equity	35,811	2,788
Rent received (Banglore property)	180,000	180,000
Profit on sale of Shares	218,715	79,958
Excess Provision Written Back	5,101	229
Miscellaneous Income	6	64
Interest Receivable on Subordinate Bond (Gross) for the year 2011-12	7,066,895	
Less: Income tax thereon	2,183,671	
	<u>4,883,224</u>	
Less: Contingency provision for interest payable to the rightful owner	4,883,224	
	<u>-</u>	<u>-</u>
Sub Total	<u>8,939,855</u>	<u>8,038,537</u>
15.1) Prior Period Item		
Interest receivable on Subordinate Bond(Gross) for the year 2001-02 to 2010-11	33,511,544	
Less: Income Tax thereon	11,122,842	
	<u>22,388,702</u>	
Less: Contingency provision for interest payable to the rightful owner	22,388,702	
	<u>-</u>	<u>-</u>
Sub Total	<u>-</u>	<u>-</u>
Grand Total (15 + 15.1)	<u>8,939,855</u>	<u>8,038,537</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
15.2) Interest income on subordinate bond		
Interest on the subordinate bond of Rs.22,388,702/- (net of tax) for the period from financial year 2001-02 to financial year 2010-11 has been recognised as prior period item. Interest of Rs.4,883,224/- (net of tax) for the period from 01.04.2011 to 31.03.2012 has been recognised as interest received in the accounts for the financial year ended 31.03.2012.		
Prior period item of Rs.33,511,544/- (gross) represents interest received against subordinate bond for the period from financial year 2001-02 to financial year 2010-11 and had offered for tax during the respective years.		
16) EMPLOYEE BENEFIT EXPENSES		
Salaries,wages and bonus	2,057,478	1,631,780
Contribution to provident and other fund	100,603	66,235
Gratuity expense	31,941	13,275
Staff welfare expenses	84,476	66,877
Total	<u>2,274,498</u>	<u>1,778,167</u>
17) OTHER EXPENSES		
Advertisement Expenses	308,037	219,450
Annual Custodial Fees	33,090	33,090
Provision for diminution in value of investments	289,877	-
Auditors' Remuneration	386,863	333,659
Board and General Meeting Expenses	45,626	52,873
Depository Fees	52,962	52,980
Directors' Sitting Fees	117,500	96,500
Telephone, Courier and Postage Expenses	144,642	146,741
Electricity Expenses	300,000	300,000
Insurance Premium	11,703	5,001
Interest paid to Income Tax Department	-	58,050
Legal and Professional Charges	459,190	385,683
Listing Fees	49,082	28,127
Loss on Sale of Shares	-	32,936
Mutual Fund Expenses	656,830	583,399
Printing & Stationery	356,667	280,658
Sundry Expenses	257,273	286,883
Trustee Meeting Fees	30,000	10,000
Travelling, Hotel and Conveyance expenses	307,044	395,706
Repairs & Maintenance	20,093	29,371
Rent	240,000	240,000
Rates & Taxes	19,448	19,448
Total	<u>4,085,927</u>	<u>3,590,555</u>
17.1) Auditors' remuneration		
Audit Fee	110,000	110,000
Audit Fee for Limited Reviews	33,000	66,000
Tax Audit Fee	55,000	55,000
Corporate Governance Certification	16,500	16,500
Other Services (including half yearly and nine months audit fee)	125,000	55,000
Out of Pocket Expenses	47,363	31,159
Total	<u>386,863</u>	<u>333,659</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

18. The Scheme Risk Guardian'95 has been wound up effective 7th July 2000 and the three tax saving schemes Tax Guardian'95, Tax Guardian'96, Tax Guardian'97 have been wound up effective 30th April 2001 and Interval Fund 97 effective 1st December 2001.
19. Though all the schemes of Shriram Mutual Fund have been wound up and no new schemes have been launched during the year, the Company has continued to maintain its status as an Asset Management Company for Mutual Fund. Accordingly, the financial statements of the Company have been prepared on going concern basis.
20. As the unclaimed redemption money being managed by the Company is very small, it has been decided not to charge asset management fees from 01.04.2004 to Shriram Mutual Fund.
21. Contingent Liabilities
- 21.1 An appeal is pending before CIT (A) for the A.Y.2006-07, wherein the disallowance made under section 14A of the Income Tax Act, 1961, of Rs. 2,79,520/- calculated as per Rule 8D, is disputed by the Company.
- 21.2 As regards A.Y 2007-08, the Company has filed appeal before CIT (A) against disallowance of Rs.2,96,560/- under the provisions of Section 14A of the Income Tax Act, 1961 and also against disallowance of Rs.27,10,000/- written off as bad debts in respect of Ahmedabad Urban Co-operative Bank Ltd.
22. Income Tax assessment has been completed up to and including the Assessment Year 2007-08
23. The components of Deferred Tax Liability and Assets as at 31.03.2012 are as under:

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Deferred tax liability :		
(i) Depreciation on fixed assets	(678,999)	(705,644)
	(678,999)	(705,644)
Deferred tax assets :		
(i) Provision for Gratuity & Leave encashment	92,956	45,074
(ii) Diminution in value of investments	858,651	798,936
(iii) Contingency provision for interest payable to rightful owner	12,538,738	-
	13,490,345	844,010
Net Deferred Tax Asset/(Liability)	#12,811,346	#138,366

Not recognised in the accounts on the basis of prudence

24. The Company operates in only one segment. Hence segment reporting under AS17 is not applicable to the Company.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

25. Related party disclosure as required by Accounting Standard (AS)-18 "Related Party Disclosure" as notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956.

Name	Relationship
a) Shriram Transport Finance Co Ltd (STFC)	Associate Co
b) Ceylinco Shriram Capital Management Services Co. Pvt. Ltd.	Associate Co.
c) Mr.Akhilesh Kumar Singh (M.D)	Key Management personnel

The following transactions were carried out with the related parties in the ordinary course of business.

	Associates #		Key Managerial Personnel		Total	
	31.03.2012	31.03.2011	31.03.2012	31.03.2011	31.03.2012	31.03.2011
Payments						
Rent Paid	240,000	240,000	—	—	240,000	240,000
Electricity	300,000	300,000	—	—	300,000	300,000
Charges for bus for staff	60,000	60,000	—	—	60,000	60,000
Employee benefits for key management personnel	—	—	208,250	—	208,250	—
Receipts						
Rent Received	180,000	180,000	—	—	180,000	180,000
Balance outstanding						
Investment in equity shares of Ceylinco Shriram Capital Management Services Co Pvt Ltd	3,878,332	3,878,332	—	—	3,878,332	3,878,332
Shriram Transport Finance Co.Ltd	99,000	—	—	—	99,000	—

26. Earning per share (EPS) computed in accordance with Accounting Standard 20 "Earning per Share"

Basic and Diluted Particulars	March 31, 2012 Rs.	March 31, 2011 Rs.
Profit after tax as per accounts (Rs)	1,500,509	(238,735)
Add/(Less) : Prior Period Adjustment/ (Excess provision w/back)	—	—
Profit attributable to Equity share holders (A)	1,500,509	(238,735)
Number of shares issued (B)	6,000,000	6,000,000
Basic EPS (Rupees)		
(Face value Rs.10 each) (A)/(B)	0.25	(0.04)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

27. The Company does not have 'suppliers' registered under the "The Micro, Small and Medium Enterprises Development ("MSMED") Act, 2006. Accordingly, no disclosures relating to amounts unpaid as at the year end and together with interest paid / payable are required to be furnished.
28. Previous year's figures have been re-grouped and re-arranged, wherever considered necessary.

As per our report of even date attached

**FOR K. S. AIYAR & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 100186W.**

**SATISH KELKAR
PARTNER
MEMBERSHIP NO.38934**

**PLACE : MUMBAI
DATE : May 3,2012**

FOR SHRIRAM ASSET MANAGEMENT COMPANY LTD.

**AKHILESH KUMAR SINGH
MANAGING DIRECTOR**

**R.SUNDARA RAJAN
DIRECTOR**

**ANKITA GAWANKAR
COMPANY SECRETARY**

**PLACE : MUMBAI
DATE : May 3,2012**

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

	YEAR ENDED March 31, 2012		YEAR ENDED March 31, 2011	
	Rs.	Rs.	Rs.	Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS		2,331,838		2,414,264
ADJUSTMENTS FOR :				
DEPRECIATION	247,592		255,550	
PROVISION FOR DIMINUTION IN VALUE OF INVESTMENTS (NET)	289,877		-	
DIVIDEND INCOME	(35,811)		(2,788)	
INTEREST INCOME	(8,500,222)		(7,539,755)	
(PROFIT) / LOSS ON SALE OF SHARES (NET)	(218,715)		(47,022)	
		(8,217,279)		(7,334,015)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES (I)				
ADJUSTMENTS FOR :				
TRADE AND OTHER RECEIVABLE	(105,451)		(123,528)	
ASSETS TAKEN OVER FROM SHRIRAM MUTUAL FUND	-		300,000	
TRADE AND OTHER RECEIVABLE	(323,418)		-	
TRADE AND OTHER PAYABLE	61,503,676	61,074,807	55,962	232,434
		55,189,366		(4,687,317)
CASH GENERATED FROM OPERATIONS (II)				
DIRECT TAXES PAID		(1,721,173)		(924,272)
NET CASH FLOW FROM OPERATING ACTIVITIES		<u>53,468,193</u>		<u>(5,611,589)</u>
B) CASH FLOW FROM INVESTING ACTIVITIES				
PURCHASE OF FIXED ASSETS		(38,850)		(44,200)
PURCHASE OF INVESTMENTS		(66,374,337)		(2,032,745)
SALE OF INVESTMENTS		2,735,642		1,463,508
INVESTMENT IN FD ENCASHED		20,000,000		-
INVESTMENT IN FIXED DEPOSITS HAVING ORIGINAL MATURITY OF MORE THAN TWELVE MONTHS		(10,000,000)		(20,000,000)
INTEREST RECEIVED		6,220,871		9,648,537
DIVIDEND RECEIVED		35,811		2,788
NET CASH USED IN INVESTING ACTIVITIES		<u>(47,420,863)</u>		<u>(10,962,112)</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

	YEAR ENDED March 31, 2012		YEAR ENDED March 31, 2011	
	Rs.	Rs.	Rs.	Rs.
C) CASH FLOW FROM FINANCING ACTIVITIES		-		-
NET CASH GENERATED FROM FINANCING ACTIVITIES		-		-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)		6,047,330		(16,573,701)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		14,725,079		31,298,780
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		20,772,409		14,725,079
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		6,047,330		(16,573,701)
COMPONENTS OF CASH AND CASH EQUIVALENTS				
Cash in hand.		34,348		18,987
Balance in current account with scheduled banks		709,903		1,396,662
Deposits with original maturity of less than twelve months		20,028,158		13,309,430
Total		20,772,409		14,725,079

As per our report of even date attached

**FOR K. S. AIYAR & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 100186W.**

FOR SHRIRAM ASSET MANAGEMENT COMPANY LTD.

**SATISH KELKAR
PARTNER
MEMBERSHIP NO.38934**

**AKHILESH KUMAR SINGH
MANAGING DIRECTOR**

**R.SUNDARA RAJAN
DIRECTOR**

**ANKITA GAWANKAR
COMPANY SECRETARY**

**PLACE : MUMBAI
DATE : May 3,2012**

**PLACE : MUMBAI
DATE : May 3,2012**

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I Registration Details

Registration No.	11 - 79874	State Code	11
Balance Sheet Date	March 31, 2012		

II Capital raised during the year (Amount in Rs. Thousands)

Public Issue	NIL	Bonus Issue	NIL
Right Issue	NIL	Private Placement	NIL

III Position of Mobilisation and Development of Funds (Amount in Rs. Thousands)

	Amount		Amount
Total Liabilities	169,088	Total Assets	169,088
Paid up Capital	60,000	Non-current assets	
Reserves and Surplus	45,080	Tangible assets	3,179
Non-current liabilities		Non-current investments	63,024
Long term liabilities	61,180	Long term loans and advances	61
Long term provisions	291	Current assets	
Current liabilities		Current investments	1,810
Current liabilities	704	Cash and cash equivalents	30,772
Short term provisions	1,833	Short term loans and advances	311
		Other current assets	69,931

IV Performance of Company (Amount in Rs. Thousands)

Turnover	8,940	Total Expenditure	6,608
Profit before Tax	2,332	Profit after Tax	1,501
Earning per Share in (Rs.)		Dividend Rate (%)	Nil
Basic	0.25	Diluted	0.25

V Generic Names of Principal Products/Services of Company

(as per monetary terms)

Item Code No. (ITC Code)	N.A.
Service Description	Asset Management Services

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Registered Office: Wockhardt Towers, 2nd Floor, East Wing, C-2, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051. Tel. No. +91-22-42410400

ATTENDANCE SLIP

I/We hereby record my/our presence at the 18th Annual General Meeting of the Company at Conference Hall of Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai 400 057 on Tuesday, August 14,2012, at 3.30 P.M.

Full name of Member (in Block Letters) _____

Regd.Folio No. /Client I.D.No. _____ No. of Shares held _____

Full Name of the Proxy * (in Block Letters) _____

Signature of the Member(s) or Proxy *Present _____

*Strike out whichever is not applicable.

Note: PLEASE COMPLETE THE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

-----Tear here-----

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Registered Office: Wockhardt Towers, 2nd Floor, East Wing, C-2, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051. Tel. No. +91-22-42410400

PROXY SLIP

Regd.Folio No. /Client ID No. _____ No. of Shares held _____

I/We _____ residing at _____

_____ being a member/ members of SHRIRAM ASSET MANAGEMENT

COMPANY LIMITED, hereby appoint _____ of _____ or failing
him/her _____ of _____ as my/our proxy to attend and vote

for me/us on my/our behalf at the 18th Annual General Meeting of the Company to be held at Conference Hall of Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai 400 057 on Tuesday, August 14,2012 at 3.30 P.M.

Affix
Revenue
Stamp

Signed _____ day of _____ 2012.

- Notes:
- The Proxy Form should be signed across the stamp as per Specimen signature registered with the Registrar & Share Transfer Agents of the Company.
 - The Proxy Form in order to be effective must be deposited at the office of the Registrar & Share Transfer Agents of the Company duly Stamped and Signed, not less than 48 hours before the time for holding the aforesaid meeting.
 - The Proxy need not be a member of the Company.

BOOK - POST

If Undelivered, Please return to :

Shriram Asset Management Company Limited

106, Shiv Chambers,
'B' Wing, 1st Floor,
Sector- 11, CBD Belapur,
Navi Mumbai – 400 614.