

August 10, 2016

To,
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 531359

Dear Sir,

Ref: Regulation 34 of the Securities and Exchange Board of India .
(Listing Obligations and Disclosure Requirements) Regulations, 2015:
Annual Report (SAMC)

As per the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the 'Annual Report' for the financial year 2015-16 duly approved and adopted in the 22nd Annual General Meeting held on August 09, 2016 for your record purpose.

Thanking You,

Yours faithfully,
for **SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**



Reena Yadav
Company Secretary

Encl: As above



SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

TWENTY SECOND ANNUAL REPORT

2015-2016

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 FAX: +91-22-27566634
ADMINISTRATIVE HEAD OFFICE & CORRESPONDENCE:	CK-6, 2ND FLOOR, SECTOR II, SALT LAKE CITY, KOLKATA- 700 091 TEL. NO.: +91-33-23373012 TELEFAX NO.: +91-33-23373014 Website: www.shriramamc.com
BOARD OF DIRECTORS:	MR. PRABHAKAR KARANDIKAR-Chairman MR. AKHILESH KUMAR SINGH-Managing Director MR. R.SUNDARA RAJAN MR. DHRUJ MEHTA MR. ARINDOM MUKHERJEE MRS. JAYASHREE MAHESH
CHIEF INVESTMENT OFFICER AND FUND MANAGER:	MR. PARTHA RAY
CHIEF FINANCIAL OFFICER:	MRS. CHANDANA DUTT
COMPANY SECRETARY:	MRS. REENA YADAV
COMPLIANCE OFFICER FOR MUTUAL FUND:	MR. TANMOY SENGUPTA
AUDITORS:	M/S K.S.AIYAR & CO. CHARTERED ACCOUNTANTS, 9, SYED AMIR ALI AVENUE, FLAT 2, 4TH FLOOR, KOLKATA -700 017
REGISTRAR AND SHARE TRANSFER AGENTS:	PURVA SHAREGISTRY (INDIA) PVT. LTD. 9, SHIV SHAKTI INDUSTRIAL ESTATE, J.R.BORICHA MARG, MUMBAI – 400 011 TEL.NO.: +91-22-23016761 TELEFAX NO.: +91-22-23012517

INDEX OF ANNUAL REPORT 2015-2016

SR. NO.	CONTENTS	PAGE NO.
1	NOTICE	1
2	DIRECTORS' REPORT	6
3	ANNEXURES TO DIRECTORS' REPORT	11
4	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	21
5	REPORT ON CORPORATE GOVERNANCE	24
6	AUDITOR'S REPORT	38
7	BALANCE SHEET	44
8	STATEMENT OF PROFIT AND LOSS	45
9	CASH FLOW STATEMENT	46
10	NOTES TO FINANCIAL STATEMENTS	47
11	MAP OF LOCATION OF THE VENUE OF ANNUAL GENERAL MEETING	59

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CIN: L65991MH1994PLC079874

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 Fax: +91-22-27566634
Email ID: srmf@shriramamc.com Website: www.shriramamc.com

NOTICE

Notice is hereby given that the TWENTY SECOND Annual General Meeting (AGM) 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 09, 2016 at 2.30 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, 2016 and the Statement of Profit and Loss 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 Mrs. Jayashree Mahesh (DIN 06993492) who retires by rotation and being eligible, offers herself for reappointment;
3. To appoint M/s. K. S. Aiyar & Co., Chartered Accountants, Kolkata (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

4. 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 (DIN 02083226), be and is hereby re-appointed as Non – Independent Director of the Company, whose period of office is liable to determination by retirement by rotation.”

By order of the Board of Directors
For Shriram Asset Management Company Limited

Place: Mumbai
Date: April 28, 2016

Reena Yadav
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **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.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed on Friday, August 05, 2016 to Tuesday, August 09, 2016 (both days inclusive).
4. Additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as 'Listing Regulations' with the stock exchange in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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 Report 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. Pursuant to Section 72 of the Companies Act, 2013, facility for making nominations in the prescribed Form SH-13 is available to the Members in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and 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. The Annual Report 2015-16 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.shriramamc.com and also on the website of Stock Exchange www.bseindia.com.
11. All documents referred to in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12 noon up to the date of the 22nd AGM.
12. 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.
13. Members holding shares in physical form under multiple folios are requested to send Company's Registrar and Share Transfer Agent details of such folios together with the Share Certificate to 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.
14. 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 i.e. Purva Sharegistry (India) Pvt. Ltd., Mumbai-400 011.
15. Shareholders are requested to update their email ids with Registrar and Share Transfer Agents.
16. Shareholders are requested to bring along their photo ID proofs for attending the AGM.
17. A route map showing directions to reach the venue of the 22nd AGM is given at the end of the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
18. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and sub clause (1) and (2) of Regulation 44 of Listing Regulations, the Company is pleased to provide members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The procedure for voting at the AGM will be explained at the time of the poll at the venue of the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Registrars as on the cut-off date shall be entitled to vote. If a person has ceased to be the member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

The Company has appointed Mr. Suhas S. Ganpule, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman or any person authorised by him in writing. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.shriramamc.com and on the website of CDSL i.e. www.evotingindia.com after the declaration of the result by the Chairman or by the person authorised by him in this behalf. The results shall also be uploaded on the BSE Listing Portal.

It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The Procedure / Instructions to members for voting electronically are as under:

- (i) The voting period begins on Saturday, August 06, 2016 at 9.00 A.M. and ends on Monday, August 08, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 04, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- (xi) Click on the EVSN for “SHRIRAM ASSET MANAGEMENT COMPANY LIMITED”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s Mobile app m-Voting available for android base mobiles. The m-Voting app can be downloaded from Google Play Store i-Phone and Windows Phone user can download the app from the app store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians:
 - Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors
For Shriram Asset Management Company Limited

Place: Mumbai
Date: April 28, 2016

Reena Yadav
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Mr. Dhruv Mehta was appointed as an Independent Director w.e.f. March 01, 2015 for the period of five years by the shareholders by way of Postal Ballot. Mr. Mehta vide letter dated April 13, 2016 expressed desire to be re-designated as Non - Independent Director. The Board of Directors at its meeting held on April 28, 2016 took note of the same.

The Company has received from Mr. Mehta intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

The resolution seeks the approval of shareholders for the re-appointment of Mr. Mehta as a Non- Independent Director, whose period of office is liable to determination by retirement by rotation.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

The Board of Directors commend passing of the resolution set out in item No. 4 of the Notice for the approval of the shareholders.

No Director except Mr. Mehta, Key Managerial Personnel or their relatives, is interested or concerned, financial or otherwise in the resolution.

By order of the Board of Directors
For Shriram Asset Management Company Limited

Place: Mumbai
Date: April 28, 2016

Reena Yadav
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:-

Name of the Director	Mrs. Jayashree Mahesh	Mr. Dhruv Mehta
Date of Birth	August 25, 1964	July 26, 1961
Date of Appointment	October 21, 2014	March 01, 2015
Qualifications	BE (ECE) from College of Engineering, Anna University, Chennai and PGDM from Indian Institute of Management, Bangalore. Gold Medalist from IIM Bangalore.	A.C.A from The Institute of Chartered Accountants of India and AICWA from The Institute of Cost and Works Accountants of India.
Expertise in specific functional area	She is a management professional with over 25 years of rich experience in the areas of Financial Modelling, Project and Corporate Finance. She was associated with ICICI Limited from 1991 to 2001. Thereafter, she worked with ICICI Bank Limited as Chief Manager from the year 2001 to 2006. Currently she is working with Shriram Foundation managing Corporate Social Responsibility projects. She also consults in the areas of financial modeling, equity valuation and risk management. She works closely with NBFCs and is familiar with regulatory development in the NBFC and micro-finance space. She is an Engineering Graduate from Anna University, Chennai and alumnus of IIM, Bangalore.	He has overall experience of 25 years in the field of finance and financial services and an independent financial advisor for over 10 years.
Directorships held in other companies	NIL	<ul style="list-style-type: none"> • Malabar Capital Private Limited • Malabar Capital Advisors Pvt. Ltd. • Excalibur Management Consulting Pvt. Ltd. • Foundation of Independent Financial Advisors • Institution of Mutual Fund Intermediaries
Membership/Chairmanship of Committees of other public companies (including only Audit Committees and Stakeholders Relationship Committee)	NIL	NIL
No. of shares held in the Company	NIL	NIL
Relationship with other Directors	Mrs. Jayashree Mahesh is not related to any Director.	Mr. Dhruv Mehta is not related to any Director.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twenty Second Annual Report and the Audited Statements of Accounts for the financial year ended March 31, 2016.

Financial Highlights:

Particulars	Year Ended March 31, 2016 (₹)	Year Ended March 31, 2015 (₹)
Gross Income for the year	17,975,343	14,264,441
Total Expenditure before Depreciation and Tax	29,000,785	20,803,246
Profit /(Loss) before Depreciation and Tax	(11,024,829)	(6,538,805)
Less: Depreciation	428,107	467,461
Profit /(Loss) after Depreciation and Tax	(11,453,549)	(7,006,266)
Balance brought forward from previous year	(29,419,248)	(22,367,254)
Less: WDV of Fixed assets w/o to retained earnings	-	(45,728)
Profit /(Loss) available for Appropriation	(40,872,797)	(29,419,248)
Balance carried to Balance Sheet	(40,872,797)	(29,419,248)

Dividend:

In the absence of profits, your Directors do not recommend payment of any dividend for the Financial Year 2015-2016.

State of Company's Affairs:

Market was edgy and volatile for a major part of the financial year amidst pessimism about growth in the global economy especially after sharp fall in Chinese markets (including Yuan devaluation) which resulted in concerns related to emerging market economies. Moreover status of emerging economies took a backseat with the Fed raising interest rates. With oil touching its lowest level in a decade (~\$30 per barrel), allocation of sovereign funds from the oil-rich countries went down leading to FIIs withdrawing funds from India.

During FY16, FIIs withdrew ₹ 14,172 crores from equity markets after remaining net buyers for the last six years (from FY10-FY15). On the contrary, domestic institutional investors during this period purchased shares worth ₹ 80,433 crores aided by rise in mutual fund inflows. Better penetration into smaller towns and falling interest rate in bank FDs attracted more investors to mutual funds. As a result, AUMs of mutual funds rose 14% to ₹ 13.53 lakhs crores in FY16.

The benchmark Nifty index lost ~9% during FY16 with a majority of the sectors being in the negative zone. PSU Banks was the worst performer with 28% loss as mounting bad loans led to higher provisioning that adversely affected earnings amidst low credit growth scenario. Performance of other prominent sectors were not encouraging either - Auto (down 6%), FMCG (down 0.6%), IT (down 6.4%), Metal (down 18%). Media (6%) and Energy (1.9%) were the only sectors to be in the positive zone.

Economic news for the domestic economy remains mixed with inflation being in the comfort zone of the RBI over the past few months. Controlled inflation coupled with gradually improving index of industrial production growth and forecast of good monsoon this year (after two years of drought) augurs well for an improving domestic economy. While shrinking trade deficit is good news for the economy the continued dip in exports due to global slowdown is really worrisome.

The current market outlook presents a mixed bag with positive and negative factors equally balanced thus supporting an overall view of cautious optimism. The country would stand to gain from a benign outlook on the soft prices of crude and has been one of the biggest beneficiaries of the same in the past year. If the government's attempt of getting the GST bill passed succeeds it will be a game changing reform for the economy.

On balance, it is our view that India will remain a very attractive destination for investors in the long term and therefore it would be ideal for investors who seek to achieve their respective financial goals through active participation in the Indian capital markets. The portfolio has been designed to deliver superior returns over a longer term horizon in the realm of 5 years and beyond as the stocks and sectors within it are clear market winners and segment leaders and offer sustainable and reasonable returns from their businesses.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

It is our pleasure to declare that the maiden scheme launched by your Company, Shriram Equity & Debt Opportunities Fund (a hybrid equity oriented asset allocation fund) in the year 2013, has declared dividend thrice since inception with dividend of ₹ 1.15 per unit (face value of ₹ 10/-) being the latest in FY 2016 (₹ 0.25 in FY14 and ₹ 1.05 in FY15). Amidst market volatility the consistency in dividend payment was a result of prudent and moderately conservative investment strategy and supports the fund objective of longer term durable superior risk adjusted returns. The fund has delivered return of 25.041% (at the end of March 2016) since inception, marginally behind its benchmark by 1.03% accompanied by lower levels of volatility.

The fund is ideally suited for the small retail saver and common investors whose principal objective is to build long term wealth within an acceptable level of risk and therefore has an ideal investment horizon of three to five years. Equity investors with a medium-to-long term perspective should not be perturbed with the recent volatility as stable and improving macros (moderate inflation, lower current account deficit, a controlled fiscal deficit and India being one of the largest growing big economies), a very low market cap to GDP ratio that has been constantly falling over the last 7 years, and almost reasonable to fair valuations. Thus, retail investors would do well to maintain their exposure to large liquid and high quality stocks through regular small investments for sustainable growth that will outpace inflation.

The fund has ~24% exposure to defensive sectors such as Software, Consumer durables and non-durables, Pharmaceuticals, which acts as cushion in current turbulent period. Though Banks continue to be the sector with maximum weight of 15% in our portfolio, exposure to PSB is a mere 1.4% through SBI. This is significant as the grueling impact of NPA recognition is more in PSBs compared to Private Banks. Stock selection has been done based on impeccable fundamentals in the form of low financial leverage, strong and capable managements, and businesses that were anchored in strong brands in growing developed and regulated markets.

In view of the strong potential of Indian equities and considering the prevailing market scenario, your Company is also in the process of finalizing and filing new schemes that have a complementary objective to our existing offering and address the need of lower risk adjusted stable returns from the idle funds of investors without compromising liquidity.

Nature of Business:

There was no change in the nature of the business.

Share Capital:

During the year under review Company allotted 10 Lakhs Redeemable Non-Convertible Preference Shares (RNCPS) of ₹ 100/- each to the following:

- 1) Shriram Credit Company Limited - 4,00,000 (Four Lakhs) RNCPS of ₹ 100/- each aggregating to ₹ 4,00,00,000/- (Rupees Four Crores Only).
- 2) Shriram Insight Share Brokers Limited - 6,00,000 (Six Lakhs) RNCPS of ₹ 100/- each aggregating to ₹ 6,00,00,000/- (Rupees Six Crores Only).

The total paid up Share Capital as on March 31, 2016 was 20 Crores comprising of 60 Lakhs Equity Shares of ₹ 10/- each and 14 Lakhs Redeemable Non-Convertible Preference Shares of ₹ 100/- each.

Material Changes and Commitments:

No material changes or commitments affecting the financial position of the Company have taken place from March 31, 2016 till the date of this report.

Particulars of Loans, Guarantees or Investments:

Company has not given any guarantees or loans covered under the provisions of Section 186 of Companies Act, 2013 (Act). As regards the details of the Investments covered under the provisions of Section 186 of the Act, the same are given in the notes to the financial statements.

Cash Flow Statement:

The Cash Flow statement for the year 2015-16 is attached to the Balance Sheet.

Directors:

In accordance with the provisions of the Act and in terms of the Memorandum and Articles of Association of the Company, Mrs. Jayashree Mahesh retires by rotation at the ensuing AGM and being eligible, offers herself for reappointment. Mr. Dhruv Mehta was appointed as an Independent Director w.e.f. March 01, 2015 for the period of five years by the shareholders by way of Postal Ballot. Mr. Mehta vide letter dated April 13, 2016 expressed desire to be re-designated as Non-Independent Director. The Board of Directors at its meeting held on April 28, 2016 took note of the same.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Necessary proposals for reappointment of the aforesaid Directors have been included in the notice convening the AGM and the respective Resolutions are recommended for your approval.

Requirement of Regulation 21 (1) (d) relating to the composition of the Board in respect of Independent Directors as per Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, will be abided by within the time permitted therefore.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as 'Listing Regulations'.

Profile of the Directors, as required under Regulation 36 of the Listing Regulations, are given in the Notice of the 22nd Annual General Meeting.

Fixed Deposits:

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

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Policy on Directors' Appointment and Remuneration:

The Board has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

The key features of the policy are as follows:

1. Criteria for appointment and removal of Director, Key Managerial Personnel and Senior Management.
2. Criteria for performance evaluation.
3. Criteria for fixing the remuneration of Director, Key Managerial Personnel and Senior Management.

The details of this policy are explained in the Corporate Governance Report.

Meetings:

During the year 4 Board Meetings and 4 Audit Committee Meetings were convened and held. The details of the meetings are given in the Corporate Governance Report. The gap between the Meetings was within the period prescribed under the Act and as per Regulation 17(2) and 18 (2) of the Listing Regulations respectively.

Risk Management:

Pursuant to the requirement of Regulation 21 of the Listing Regulations, the Company has constituted Risk Management Committee. 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.

Directors' Responsibility Statement:

Pursuant to the provisions of Section 134(3) (c) of the Act, the Directors confirm that to the best of their knowledge and belief:

- a) In the preparation of Annual Accounts and Financial Statements for the year ended March 31, 2016, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;
- b) That such accounting policies as mentioned in Notes to the Financial Statements 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, 2016 and of the Loss 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 Act 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;

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- e) That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively;
- f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Related Party Transactions:

During the year, the Company has not entered into any fresh related party agreements. All the previous related party transactions of the Company were at arm's length basis and were in the ordinary course of business. The particulars of contracts or arrangements with related parties in Form AOC -2 are annexed herewith as '**Annexure A**'.

Significant and Material Orders Passed by the Regulators or Courts or Tribunals:

During the year under report, there were no significant material orders passed by the Regulators/ Courts/ Tribunals impacting the going concern status and company's operations in future.

Internal Financial Controls and their adequacy:

The Company has put in place adequate internal financial controls with reference to the Financial Statements commensurate with the size of the Company.

Disclosures:

Audit Committee:

The Audit Committee comprises of Mr. Prabhakar Karandikar (Independent Director) as Chairman, Mr. Arindom Mukherjee (Independent Director) as Member and Mrs. Jayashree Mahesh (Non- Independent Director) as Member. Mr. Dhruv Mehta was inducted as Member of the Audit Committee on January 28, 2016 and ceased to be the Member on April 28, 2016. All the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism / Whistle Blower Policy:

The Company has established a Vigil Mechanism to deal with instance of fraud and mismanagement, if any. The detail of the Vigil Mechanism is posted on the website of the Company i.e. www.shriramamc.com.

Establishment of Internal Complaints Committee:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints of sexual harassment were received during the year.

Auditors and Auditor's Report:

M/s. K.S. Aiyar and Co., (Firm Registration No. 100186W) Chartered Accountants, Kolkata, Statutory Auditors of the Company, retires at the conclusion of the ensuing AGM 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 139 and 141 of the Act. Members are requested to consider their re-appointment.

The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

Secretarial Audit:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Suhas S. Ganpule, Practising Company Secretary, Proprietor of M/s. SG & Associates, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure B**". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Subsidiaries, Joint Ventures or Associate Companies:

During the year under report, there was no change in the associate company. The Company does not have any subsidiary or joint venture.

Corporate Governance:

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

As required by the Listing Regulations, Auditor's Report on Corporate Governance and a declaration by the Managing Director with regards to Code of Conduct are attached to the said Report.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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

As required under Listing Regulations, a detailed report on Corporate Governance along with the Certificate from the Company Auditor's confirming compliance forms an integral part of this Report and certificate duly signed by the Managing Director and Chief Financial Officer (CFO) on the Financial Statements of the Company for the year ended March 31, 2016 was submitted to the Board of Directors at their Meeting held on April 28, 2016. These certificates are attached to the Report on Corporate Governance.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo:

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 did not have any foreign exchange earnings or outgo during the year under review.

Extract of Annual Return:

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as "**Annexure C**".

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 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details required as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "**Annexure D**".

Acknowledgement:

The Board of Directors take this opportunity to express their sincere appreciation for the excellent support and co-operation received from the Securities and Exchange Board of India, Association of Mutual Funds of India, Stock Exchange Authorities, Auditors, Bankers, Distributors, other Service providers and Board of Trustees of Shriram Mutual Fund.

The Directors wish to place on record the continued enthusiasm, total commitment, dedication and efforts of the employees of the Company at all levels.

We are also deeply grateful to the Shareholders of the Company and also to the large body of investors of scheme of Shriram Mutual Fund for the continued confidence and the faith reposed in the Fund and look forward to their continued patronage.

By Order of the Board
For Shriram Asset Management Company Limited

Place: Mumbai
Date: April 28, 2016

Prabhakar Karandikar
Chairman

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Annexure 'A' to Directors' Report

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship:
- (1) Shriram Credit Company Limited (SCCL) - Holding Company
 - (2) Shriram Insight Share Brokers Limited (SISBL) - Fellow Subsidiary
- (b) Nature of contracts/arrangements/transactions:
- (1) SCCL - Infrastructure Sharing
 - (2) SISBL - (i) Rental Agreement
(ii) Infrastructure Sharing
- (c) Duration of the contracts / arrangements/transactions:
- (1) SCCL - 3 years and 2 months
 - (2) SISBL- (i) Rental Agreement- Three premises have been sub-leased to the Company by SISBL for which three separate agreements have been executed. Duration of the two of the agreements is 38 months and that of the third one is 44 months.
(ii) Infrastructure Sharing - 4 years
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (1) SCCL- Sharing of infrastructure such as office equipment, furniture and fixtures, manpower and administrative support- Reimbursement made on actual basis.
 - (2) SISBL - (i) Rental Agreement- The monthly rent for the three premises has been fixed at ₹ 34,939/-, ₹ 30,250/- and ₹ 5,985/- respectively. Further, in respective of aforementioned rented properties the Company has agreed to increase the monthly rent from such date and at such rate as may be increased by the original landlord.
(ii) Infrastructure Sharing- Reimbursement made on actual basis.
- (e) Date(s) of approval by the Board, if any: April 29, 2015
- (f) Amount paid as advances, if any: Nil

By Order of the Board
For Shriram Asset Management Company Limited

Place: Mumbai
Date: April 28, 2016

Prabhakar Karandikar
Chairman

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Annexure 'B' to Directors' Report

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]
For the Financial Year ended March 31, 2016

To,
The Members,
Shriram Asset Management Company Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shriram Asset Management Company Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable during the year under review)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- 1) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 2) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Regulations 2015;
- 3) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;
- 4) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that there were no events / actions in pursuance of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- 1) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- 2) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- 3) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 4) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- 5) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- 6) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

We have also examined Compliance with the Applicable Clauses of the following:

- 1) Secretarial Standards Issued by the Institute of Company Secretaries of India.
- 2) The Listing agreement entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the Composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the members of the Board and the same were duly recorded in the minutes of the meeting of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the Year, Company has issued Redeemable Non-Convertible Preference Shares on private placement basis.

We further report that during the audit period, there were no instances of:

- i. Public / Right/ Preferential issue of shares / debentures / sweat equity.
- ii. Redemption/ Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / Reconstruction etc.
- v. Foreign technical collaborations.

For SG & Associates,

Suhas Ganpule,
Proprietor

Practicing Company Secretaries
Membership No: 12122
C. P No: 5722

Place: Mumbai
Date: April 28, 2016

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Annexure 'C' to the Directors' Report**FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended March 31, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:

CIN	L65991MH1994PLC079874
Registration Date	July 27, 1994
Name of the Company	Shriram Asset Management Company Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	Wockhardt Towers, 2 nd Floor, East Wing, C-2, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Tel. No.: +91-22-42410400
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Mumbai - 400 011 Tel. No.: +91-22-23016761

II. Principal Business Activities of the Company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Financial and related services	663 Fund Management Activities	100

III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Shriram Credit Company Limited Shriram House, No 4, Burkit Road, T. Nagar, Chennai - 600 017	U65993TN1980PLC008215	Holding	68.67	2(46)
2	Ceylinco Shriram Capital Management Services Co. Pvt. Limited 97, Hyde Park Corner, Colombo - 2	Company has been incorporated in Sri Lanka	Associate	30	2 (6)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

IV. Share Holding Pattern (Equity Share Capital breakup as percentage of total equity):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
1) Indian									
a) Individual / HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	4120010	0	4120010	68.67	4120010	0	4120010	68.67	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub total (A) (1):	4120010	0	4120010	68.67	4120010	0	4120010	68.67	0.00
(2) Foreign									
a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	4120010	0	4120010	68.67	4120010	0	4120010	68.67	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total(B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	162619	169830	332449	5.54	148752	169830	318582	5.31	(0.23)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

b) Individuals									
i) Individual Shareholders holding nominal share capital upto 1 lakh	424236	275493	699729	11.66	417138	267093	684231	11.40	(0.26)
ii) Individual Shareholders holding nominal share capital in excess of 1 lakh	758518	36738	795256	13.26	789240	36738	825978	13.77	0.51
c) Others (specify)									
i. NRI	27796	0	27796	0.46	20646	0	20646	0.34	(0.12)
ii. Hindu Undivided Family	24760	0	24760	0.41	24461	0	24461	0.41	0.00
iii. Clearing Members	0	0	0	0.00	6092	0	6092	0.10	0.10
Sub-Total(B)(2):	1397929	482061	1879990	31.33	1406329	473661	1879990	31.33	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1397929	482061	1879990	31.33	1406329	473661	1879990	31.33	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	5517939	482061	6000000	100	5526339	473661	6000000	100	0.00

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total Shares	
Shriram Credit Company Limited	4120010	68.67	0.00	4120010	68.67	0.00	0.00
Total	4120010	68.67	0.00	4120010	68.67	0.00	0.00

iii) Change in Promoter's Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	4120010	68.67	4120010	68.67
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	No change during the year			
At the end of the year	4120010	68.67	4120010	68.67

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding during the year (No. of Shares)		Cumulative Shareholding during the year (Shareholding at the end of the year)	
	No. of Shares	% of total shares of the Company	Increase (Purchase)	Decrease (Sale)	No. of Shares	% of total shares of the Company
1. SFV Selvaraj	189921	3.17	0	0	189921	3.17
2. Hitesh Ramji Javeri	209500	3.49	0	0	209500	3.49
3. Discovery Financial Services Pvt. Ltd.	100000	1.67	0	0	100000	1.67
4. Integrated Enterprises (India) Ltd.	60000	1.00	0	0	60000	1.00
5. Harsha Hitesh Javeri	50000	0.83	0	0	50000	0.83
6. Cipher Investments & Finance Pvt. Ltd.	42930	0.72	0	0	42930	0.72
7. Complete Systems & Management Services Pvt. Ltd.	42900	0.72	0	0	42900	0.72
8. Radhabai Ramji Javeri	40000	0.67	0	0	40000	0.67
9. Charly Xavier	0	0				
No. of Shares Purchased in the month of November 2015			10223	0	10223	0.17
No. of Shares Purchased in the month of December 2015			12471	0	22694	0.38
No. of Shares Purchased in the month of January 2016			8972	0	31666	0.53
No. of Shares Purchased in the month of February 2016			189	0	31855	0.53
10. Rita K. Jethani	30200	0.50	0	0	30200	0.50

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Change in Shareholding during the year (No. of Shares)		Cumulative Shareholding during the year (Shareholding at the end of the year)	
	No. of Shares	% of total shares of the Company	Increase (Purchase)	Decrease (Sale)	No. of Shares	% of total shares of the Company
Mr. R. Sundara Rajan- Director	14417	0.24	0	0	14417	0.24
Mrs. Reena Yadav- Company Secretary	1	0.00	0	0	1	0.00
Mrs.Chandana Dutt -CFO	0	0.00	0	0	0	0.00

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

V Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL

VI Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars	Mr. Akhilesh Kumar Singh - M.D. (₹)	Total Amount (₹)
	Gross Salary		
1	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	22,53,960	22,53,960
	b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	25,480	25,480
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Options	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	- others, specify	0	0
5	Others, please specify:		
	a) EPF	2,53,440	2,53,440
	Total (A)	25,32,880	25,32,880
	Ceiling as per the Act	₹ 42 Lakhs as per Schedule V of the Act	

B. Remuneration to other Directors:

1. Independent Directors:

Sr. No.	Particular of Remuneration	Name of the Director		Total Amount (₹)
		Mr. Prabhakar Karandikar	Mr. Arindom Mukherjee	
1	Fee for attending Board/Committee Meetings	61,000	68,000	1,29,000
2	Commission	0	0	0
3	Others, please Specify	0	0	0
	Total (1)	61,000	68,000	1,29,000

2. Other Non-Executive Directors:

Sr. No.	Particular of Remuneration	Name of the Director			Total Amount (₹)
		Mr. R. Sundara Rajan	Mrs. Jayashree Mahesh	Mr. Dhruv Mehta*	
1	Fee for attending Board/Committee Meetings	0	67,000	24,000	91,000
2	Commission	0	0	0	0
3	Others, please specify	0	0	0	0
	Total (2)	0	67,000	24,000	91,000
	Total Managerial Remuneration TOTAL (B)=(1)+(2)				2,20,000
	Overall ceiling as per the Act	Non-Executive Directors are not being paid remuneration except sitting fees which is within the limits prescribed under the Act			

*Designation of Mr. Dhruv Mehta changed from Non-Executive and Independent Director to Non-Executive and Non-Independent Director w.e.f. April 28, 2016 as per his desire.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particular of Remuneration	Key Managerial Personnel		Total Amount (₹)
		Mrs. Chandana Dutt- CFO	Mrs. Reena Yadav- Company Secretary	
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8,15,000	12,23,640	20,38,640
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	15,000	0	15,000
	(c) Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Options	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others			
	-EPF	40,680	21,600	62,280
	Total (C)	8,70,680	12,45,240	21,15,920

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Annexure 'D' to the Directors' Report

DISCLOSURE

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Sr. No.	Particulars	Remarks
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	5.93:1
(ii)	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; a) Managing Director b) Chief Financial Officer c) Company Secretary	0% 0% 3%
(iii)	the percentage increase in the median remuneration of employees in the financial year;	24.69%
(iv)	the number of permanent employees on the rolls of Company;	18
(v)	the explanation on the relationship between average increase in remuneration and Company performance; a) Average increase in remuneration compared to 2014-15: b) Company Performance as compared to 2014-15 :	2.08% 119.73%
(vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the Company; a) % increase in remuneration of KMP as compared to 2014-15 : b) Company Performance as compared to 2014-15:	-39% 119.73%
(vii)	variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;	Our Market Capitalisation decreased by 12.16%, ₹ 12.78 Crores as of March 31, 2016 from ₹ 14.55 Crores as of March 31, 2015. The price earnings ratio of the Company is negative since the Company has incurred a loss. The Closing Price of the Company's equity shares on BSE as of March 31, 2016 was ₹ 21.30, representing 113% (BSE) increase over the last IPO price.
(viii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; a) Average % increase in Managerial personnel: b) Average % increase in other personnel:	-39% 14%
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company; a) Managing Director b) Chief Financial Officer c) Company Secretary d) Company Performance as compared to 2014-15	0% 0% 3% 119.73%
(x)	the key parameters for any variable component of remuneration availed by the directors;	No variable component of remuneration paid during the year
(xi)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	No such payment
(xii)	affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

MANAGEMENT DISCUSSION AND ANALYSIS

The Fiscal year 2015-2016 has shown mixed emotions. On one count, it's been a tumultuous year for the investors and for the economy and therefore, there is a sense of relief that the year is behind us. However, the markets and economy remain optimistic about the future.

Since the Economic Survey and Budget were presented earlier this year, the Indian economy has consolidated the gains achieved in restoring macroeconomic stability from the beginning of last fiscal year (FY2015).

The Economic Survey 2015-2016 presented in the Parliament by the Finance Minister Mr. Arun Jaitley on February 26, 2016 projects India's economic growth rate in the range of 7 to 7.5% in 2016-2017, after 7.2% in 2014-2015 and 7.6% in 2015-2016. The growth rate of over 7% makes India the fastest growing major economy in the world. Further, Indian economy has taken impressive strides with reduction in macro-vulnerability due to reforms in key areas, pursuit of fiscal prudence and focus on price stability.

In spite of challenges and projection of lower GDP growth for 2015-2016 at current prices, the fiscal deficit target of 3.9% of GDP seems achievable. This became possible as the Gross Tax Revenue (GTR) targets were achieved, due to improved tax buoyancy and prudent expenditure management, assisted by declining oil prices.

Also despite volatility in global financial markets, the Indian equity market has been relatively resilient during this period compared to the other major emerging market economies. It is expected that as the global financial market settle down, India can become the leading investment destination owing to its robust macroeconomic fundamentals.

Mutual Fund Industry as it was in FY 2015-2016:

Assets under management (AUMs) of mutual funds rose 14 percent to ₹ 13.53 lakh crore, in the financial year 2015-2016, driven largely by inflows into equity schemes and higher participation from small town investors.

The mutual fund (MF) industry added 53 lakh investor accounts during financial year 2015-2016, taking the total number of folios to 4.7 crore. Despite a choppy market, Equity schemes attracted a net inflow of ₹ 75,000 crore and smaller towns contributed 44% to such inflows reflecting higher participation from retail investors.

Of the 43 fund houses, 32 MFs witnessed growth in their assets base, while the remaining 11 saw a decline in their AUMs.

ICICI Prudential MF topped the chart with an asset base of ₹ 1,75,881 crore (excluding fund of funds) followed by HDFC MF (₹ 1,75,779 crore), Reliance MF (₹ 1,58,408 crore), Birla Sun Life MF (₹ 1,36,503 crore) and SBI MF (₹ 1,06,781 crore). UTI MF (₹ 1,06,309 crore) slipped out of the top five asset management companies.

Mutual Fund Industry- Steps taken by the Regulators in FY 2015-2016:

There were some important changes in the regulation pertaining to the mutual fund industry during FY 2015-2016; the highlights of such changes are as given below:

- **Restrictions on Investments in debt instruments issued by a single issuer:** The Board has issued circular putting restrictions on investments in debt instruments issued by a single issuer to 10% which may be extended to 12% with the prior approval of the Board of Trustees & AMC. Earlier the investment restriction in the rated debt instruments issued by a single issuer was 15% of NAV which could be further extended to 20% with the prior approval of the Board of Trustees & AMC. Further, the limit for investment in money market instruments has now been included in the aforesaid limit of 10% which can be extended to 12%.
- **Treatment of unclaimed dividend and redemption amounts:** The amount of unclaimed redemption and dividend, which was earlier allowed to be deployed only in call money market or money market instruments, can now be invested in a separate plan of Liquid scheme / Money Market Mutual Fund scheme floated by Mutual Funds specifically for deployment of the unclaimed amounts as well. However, no exit load is permitted to be charged in such plan and TER (Total Expense Ratio) of such plan shall be capped at 50 bps.

Further, SEBI has also mandated that list of names & addresses of investors, in whose folios there are unclaimed amounts, shall be posted on the website of the AMCs along with the information on the process of claiming the unclaimed amount and the necessary forms / documents required for the same.

Also, the information on unclaimed amount along-with its prevailing value (based on income earned on deployment of such unclaimed amount), needs to be separately disclosed to investors through the periodic statement of accounts / Consolidated Account Statement sent to the investors.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- Increasing transparency of information to investors:** To increase transparency of information to investors SEBI has mandated to enhance certain disclosures in the Consolidated Account Statement issued to investors in accordance with Regulation 36(4) of SEBI (Mutual Funds) Regulations, 1996 and circulars thereof.

Further, to increase transparency of information to investors as well as ease of access to Mutual Fund scheme related information, SEBI has mandated to enhance scheme related disclosure and also mandated to disclose executive remuneration with the underlying objective to promote transparency in remuneration policies so that executive remuneration is aligned with the interest of investors.

Performance of your Company:

The performance of the Company for year ended March 31, 2016 is given in brief below:-

Particulars	Year Ended March 31,2016 (₹)	Year Ended March 31,2015 (₹)
Total Income	17,975,343	14,264,441
Total Expenditure	29,428,892	21,270,707
Profit Before Tax	(11,453,549)	(7,006,266)
Profit After Tax	(11,453,549)	(7,006,266)
Balance brought forward from previous year	(29,419,248)	(22,367,254)
WDV of Fixed Assets Adjusted	-	(45,728)
Balance carried to Balance Sheet	(40,872,797)	(29,419, 248)

During the year under review, the total income of the Company increased by 26.02% to ₹ 179.75 lakh from ₹ 142.64 lakh in 2014-2015 mainly due to increase in management fees from ₹ 35.02 lakh to ₹ 76.95 lakh (increase of 120%). Correspondingly, the total expenditure increased from ₹ 212.71 lakh to ₹ 294.28 lakh (38%) mainly contributed by increase in marketing expenses, mutual fund expenses and expenses on account of one time corporate action.

The net effect of the above is an increase in loss of the Company by ₹ 44.47 lakh as compared to previous year.

Performance of Maiden Scheme “Shriram Equity and Debt Opportunities Fund”:

The Group restarted its Mutual Fund business with the launch of our maiden product on November 29, 2013 Shriram Equity and Debt Opportunities Fund, an open ended equity oriented asset allocation scheme.

The NFO of the scheme opened on November 08, 2013 and closed on November 22, 2013. Your company has mobilized ₹ 23.67 crore during NFO from 22 states and 872 cities. Large mobilization was from retail and high net worth individual. The Asset Under Management (AUM) as on March 31, 2016 of the Scheme is ₹ 38.06 crore. You will be pleased to note that, during the year 2015-2016 your Company as the Investment Manager of Shriram Mutual Fund has declared a dividend of ₹ 1.15 for its Scheme Shriram Equity and Debt Opportunities Fund.

The performance of our maiden Scheme Shriram Equity and Debt Opportunities Fund as on March 31, 2016 is given below:

Scheme/ Plans/ Options	Returns for last 1 year	Returns since inception #
Regular Plan - Growth	-5.18%	10.03%
Direct Plan-Growth	-4.58%	10.66%
Benchmark Returns % @	-3.73%	10.42%

Date of Inception/ Allotment: November 29, 2013

@ Benchmark Index: 70% of Nifty Plus 30% CRISIL Composite Bond Fund Index.

Above returns are compounded annualized (CAGR)

Risks and concern:

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.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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, 2016, the human resources aspects and built in Management Team of the Company remain unchanged.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2016

I. 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.

II. BOARD OF DIRECTORS

Composition

The Board of Directors of the Company consists of 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.

During the year under review, four meetings of the Board of Directors were held on 29.04.2015, 13.08.2015, 29.10.2015 and 28.01.2016. The maximum gap between any two meetings was not more than one hundred and twenty days. The Twenty First Annual General Meeting was held on August 13, 2015.

As mandated by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter called as "Listing Regulations", as on March 31, 2016, 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 Listed Companies in which he is a Director. The Directors have made the necessary disclosures regarding Committee positions.

There is no relationship between the Directors inter-se.

As of March 31, 2016, the Company's Board comprised of six members. The Company has 5 Non-Executive Directors out of which 2 are Independent Directors. 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 information as specified in the Listing Regulations is made available to the Board, whenever applicable, for discussion and consideration.

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:

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Composition of Board

Name of the Director and Category of Directorship	No. of Board Meetings attended	Whether attended the last AGM	Total No. of other Director ships	Total No. of Memberships of the Committees of Board		Total No. of Chairmanships of the Committees of Board	
				Membership in Audit / Stakeholders Relationship Committees	Membership in other Committees	Chairmanship in Audit/ Stakeholders Relationship Committees	Chairmanship in other Committees
Mr. Prabhakar Karandikar - Chairman Non Executive and Independent	4	Yes	9	9	8	Nil	Nil
Mr. Akhilesh Kumar Singh - Executive and Non Independent	4	Yes	6	Nil	5	Nil	Nil
Mr. R. Sundara Rajan - Non Executive and Non Independent	3	No	9	4	3	3	1
Mr. Dhruv Mehta (*) Non Executive and Non Independent	2	Yes	5	Nil	2	Nil	Nil
Mr. Arindom Mukherjee - Non Executive and Independent	4	Yes	Nil	Nil	Nil	Nil	Nil
Mrs. Jayashree Mahesh - Non Executive and Non Independent	4	Yes	Nil	Nil	Nil	Nil	Nil

Notes:

- 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.
- The memberships and chairmanships of Directors in committees do not include their memberships and chairmanships in the Company.

(*) Designation of Mr. Dhruv Mehta changed from Independent Director to Non-Independent Director w.e.f. April 28, 2016 as per his desire.

Policy for prohibition of Insider Trading:

During the Financial Year under review, SEBI revised the regulations pertaining to Prohibition of Insider Trading and notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, by repealing the earlier regulations in this regard. Accordingly, in compliance with revised Insider Trading Regulations and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has formulated Code of Practices and procedure for fair disclosure of unpublished price sensitive information. It allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits trading of Company's shares by the Directors, Designated Employees, Connected Persons and Trustees, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

III. COMMITTEES OF DIRECTORS

i) AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013.

Terms of Reference

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 Annual Financial Statements before submission to the Board with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report to the shareholders in terms of clause (3) (c) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
- 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.
- To review the functioning of the Whistle Blower Mechanism.
- Review of half yearly and yearly financials of Mutual Fund Schemes.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Scrutiny of Inter-corporate Loans and Investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.

The Audit Committee is vested with the necessary powers, as defined in its Charter, to achieve its objectives.

The Chairman of the Audit Committee was present at the 21st Annual General Meeting held on August 13, 2015.

During the year under review, the Committee met four times on 29.04.2015, 13.08.2015, 29.10.2015 and 28.01.2016. The maximum gap between any two meetings was not more than one hundred and twenty days.

The necessary quorum was present for all the meetings.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Prabhakar Karandikar - Chairman	Non Executive and Independent	4
Mr. Arindom Mukherjee	Non Executive and Independent	4
Mrs. Jayashree Mahesh	Non Executive and Non Independent	4
Mr. Dhruv Mehta (#)	Non Executive and Non Independent	0

Note:

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.

(#) Mr. Dhruv Mehta was appointed as member of the Audit Committee w.e.f. January 28, 2016 and ceased to be member w.e.f. April 28, 2016.

ii) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

Not less than one half of the Members of the Committee, including the Chairman are Independent Directors.

Terms of Reference

The terms of reference of the Nomination and Remuneration 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, Executive Directors, Key Managerial Personnel and Senior Management Personnel. The role of the Committee includes:

- Identifying persons who are qualified to become the Directors / hold other senior management position and formulating criteria for determining qualities / positive attributes of Independent Directors.
- Recommending to the Board and periodically reviewing Remuneration Policy.
- Formulation of criteria for evaluation of Independent Directors and the Board and devising Board diversity policy.
- Determine the Company's policy on specific remuneration packages for Whole-time Directors / Executive Directors, Key Managerial Personnel and Senior Management Personnel.
- 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 two times on 29.04.2015 and 28.01.2016.

The necessary quorum was present for the meeting.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Arindom Mukherjee -Chairman	Non Executive and Independent	2
Mr. Prabhakar Karandikar (w.e.f April 28, 2016)	Non Executive and Independent	0
Mrs. Jayashree Mahesh	Non Executive and Non Independent	2
Mr. Dhruv Mehta (#)	Non Executive and Non Independent	1

(#) Mr. Dhruv Mehta ceased to be member w.e.f. April 28, 2016.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Notes:

Remuneration Policy of the Company

For Managing Director

The appointment and remuneration of Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration of the Managing Director comprises of salary, perquisites, allowance and contributions to provident fund, medical expenses, club fees and other retirement benefits as approved by the shareholders at the General Meetings. As per the Remuneration Policy the Committee shall take into consideration the experience, previous contributions, targets and market conditions while recommending the appointment and remuneration of the person as Managing Director.

For Non Executive Directors

Sitting Fees:

The Non- Executive Directors are compensated by way of sitting fees.

The Sitting Fees payable to the Directors for attending Board as well as Committee Meetings is as under:

- a) Board Meeting - ₹ 10,000/-
- b) Audit Committee - ₹ 5,000/-
- c) Other Committees - ₹ 1,000/-

The details of sitting fees/remuneration paid to the Directors during the year 2015-2016, are as under:

Sr. No.	Name of the Director	Sitting fees for attending Board Meeting (₹)	Salary, Perquisites (₹)	Commission (₹)	Total (₹)
1	Mr. Prabhakar Karandikar- Chairman	40000	NIL	NIL	40000
2	Mr. Akhilesh Kumar Singh - Managing Director *	NIL	2532880	NIL	2532880
3	Mr. R. Sundara Rajan	NIL	NIL	NIL	NIL
4	Mr. Dhruv Mehta	20000	NIL	NIL	20000
5	Mr. Arindom Mukherjee	40000	NIL	NIL	40000
6	Mrs. Jayashree Mahesh	40000	NIL	NIL	40000

(*) Mr. Akhilesh Kumar Singh was appointed as Managing Director for a period of 3 years with effect from February 14, 2015 by the shareholders by means of Postal Ballot. His remuneration includes salary of ₹ 2,253,960/-, Perquisites of ₹ 25,480/- and contribution to Provident Fund of ₹ 253,440/-. The appointment may be terminated by giving three months notice in writing or salary in lieu thereof.

The Company does not have an ESOP Plan in operation.

Except the shares held, none of the Non-Executive Directors have any other pecuniary interest in the Company, as disclosed to us.

Details of Shares held by the Directors as on March 31, 2016 are as below:

Name of the Director	Shareholdings
Mr. Prabhakar Karandikar - Chairman	NIL
Mr. Akhilesh Kumar Singh - Managing Director	NIL
Mr. R. Sundara Rajan	14417
Mr. Dhruv Mehta	NIL
Mr. Arindom Mukherjee	NIL
Mrs. Jayashree Mahesh	NIL

The Company does not have any outstanding warrants.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning primarily covering the following:

1. Adequacy of the composition of the Board and its Committees.
2. Board culture.
3. Execution and performance of specific duties, obligations and governance.
4. Attendance of Board Meetings and Board Committee Meetings.
5. Quality of contribution to Board deliberations.
6. Strategic perspectives or inputs regarding future growth of Company and its performance.
7. Providing perspectives and feedback going beyond information provided by the management.
8. Commitment to shareholder and other stakeholder interests.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

The Committee comprise of one Independent Director and two Non Independent Directors.

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 Exchange.
- The secretarial audits.

During the year under review, the Committee met four times on 29.04.2015, 13.08.2015, 29.10.2015 and 28.01.2016.

The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	No. of Meetings Attended
Mr. Arindom Mukherjee - Chairman	Non Executive and Independent	4
Mr. Dhruv Mehta	Non Executive and Non Independent	2
Mrs. Jayashree Mahesh	Non Executive and Non Independent	4

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Note:

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 Exchange 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 2015-2016.

Mrs. Reena Yadav, Company Secretary is the "Compliance Officer" of the Company and Mr. Tanmoy Sengupta is the "Compliance Officer" for Mutual Fund Schemes.

iv) RISK MANAGEMENT COMMITTEE

The Risk Management Committee is constituted in line with the Regulation 21 of Listing Regulations comprising of 3 Members.

The Risk Management Committee is inter-alia responsible for risk identification, evaluation and mitigation and control process for such risks, oversight the enterprise risk management system and internal control process; monitoring and reviewing risk management plan of the Company and reviewing the foreseeable trends that could significantly impact the Company's overall business objectives and mitigants thereof.

Composition

Name of the Member	Category
Mr. Akhilesh Kumar Singh - Chairman	Executive and Non Independent
Mr. Arindom Mukherjee	Non Executive and Independent
Mr. Tanmoy Sengupta	Compliance Officer (Mutual Fund)

v) OPERATIONS COMMITTEE

Terms of reference

The Operations Committee has been formed to monitor and to ensure efficient and timely decisions required in the day to day management of the Company. The Committee meets regularly to discharge its functions.

During the year under review, the Committee met five times on 30.04.2015, 14.07.2015, 12.08.2015, 26.11.2015 and 28.03. 2016.

The necessary quorum was present for the meeting.

Composition

Name of the Member	Category
Mr. Akhilesh Kumar Singh-Chairman	Executive and Non Independent
Mr. Tanmoy Sengupta	Compliance Officer (Mutual Fund)

vi) SECURITIES ISSUE COMMITTEE

Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities in connection with the offer, invitation and allotment of Securities of the Company including deciding on the terms and conditions of the offer, invitation and allotment of securities, including the form, timing etc.

During the year under review, the Committee met on 08.09.2015.

The necessary quorum was present for the meeting.

Composition

Name of the Member	Category
Mr. Akhilesh Kumar Singh-Chairman	Executive and Non Independent
Mr. R. Sundara Rajan	Non Executive and Non Independent
Mr. Arindom Mukherjee	Non Executive and Independent
Mrs. Jayashree Mahesh	Non Executive and Non Independent

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

vii) INTERNAL COMPLAINTS COMMITTEE

The Internal Complaints Committee as stipulated under Section 4 of CHAPTER II of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been constituted with object to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.

During the year under review, the Committee met on 28.01.2016.

viii) OTHER COMMITTEES

Company also has other committees as Broker Empanelment Committee, Investment Committee, Valuation Committee and Risk Management Committee which have been formed as per Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.

As required by Section 149(8) and Schedule IV of the Companies Act, 2013 and also by Regulation 25(3) of the Listing Regulations, the Independent Directors of the Company met on 28.01.2016.

GENERAL BODY MEETINGS

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

Year	AGM	Location	Date	Time
2012-2013	19 th	Hotel Parle International, Mumbai - 400 057	September 26, 2013	3.00 P.M.
2013-2014	20 th	Hotel Parle International, Mumbai - 400 057	August 14, 2014	2.30 P.M.
2014-2015	21 st	Hotel Parle International, Mumbai - 400 057	August 13, 2015	2.30 P.M.

- A) At 19th AGM on September 26, 2013 - No Special Resolution was passed.
- B) At 20th AGM held on August 14, 2014- No Special Resolution was passed.
- C) At 21st AGM held on August 13, 2015- following Special Resolutions were passed:
- 1) Alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013.
 - 2) Increase and Reclassification of the Authorised Share Capital of the Company and alteration of the Capital Clause of Memorandum of Association.
 - 3) Issue of Redeemable Non-Convertible Preference Shares on Private Placement basis upto an amount not exceeding ₹ 100,000,000/- (Rupees Ten Crores).
 - 4) Authority to Invest as per the provisions of Section 186 of the Companies Act, 2013.

The above Special resolutions were passed unanimously.

- D) Postal Ballot - During the year 2015-2016, no resolutions were passed through postal ballot. At 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. The Company has framed policy on dealing with the related party transactions; the policy is available on the website of the company i.e. www.shriramamc.com.

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 Exchange and SEBI, or any matter related to capital markets during the last three years.

Company has complied with all applicable mandatory requirements of the Listing Regulations.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

The paid up equity share capital and net worth of the Company as on the last day of previous financial year does not exceed the threshold limit for compliance with Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Listing Regulations.

However, for better corporate governance the Company has adopted the following non-mandatory requirements of Listing Regulations:

I. Compliance with non-mandatory requirements	
Particulars	Regulation
Board of Directors	17 (1) to (3) & (5) to (10)
Audit Committee	18
Nomination and Remuneration Committee	19 (1), (2) & (4)
Stakeholder Relationship Committee	20
Risk Management Committee	21 (1) to (4)
Vigil Mechanism	22
Related Party Transactions	23 (1) & (2)
Obligations with respect to Independent Directors	25 (1) to (4) & (6)
Obligations with respect to directors and senior management	26
Other Corporate Governance Requirements	27
II. Disclosure on website in terms of Listing Regulations	
Company has disseminated the information required under clauses (b) to (g) of sub-regulation (2) of Regulation 46 on its website.	
III. Compliance with Schedule V of the Listing Regulations	
Particulars	Paragraph
Corporate Governance Report	Para C
Declaration regarding compliance by board members and senior management personnel with the company's code of conduct	Para D
Auditors Certificate on Corporate Governance	Para E

Disclosures with regards to compliances with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 have been given above.

The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 26(3) of the Listing Regulations. 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.

ADOPTION OF DISCRETIONARY REQUIREMENTS:

- A. **The Board:** The Company does not maintain separate office for Non- Executive Chairman however the expenses incurred by him in connection with the performance of his duties as Chairman are reimbursed.
- B. **Shareholders rights:** The Quarterly financial results are published in the newspaper and not sent to individual shareholders on a half-yearly basis. Financial Results are also available on the website of the Company and of Stock Exchange where the Equity shares of the Company are listed.
- C. **Modified opinion(s) in audit report:** There are no modified opinions in audit report.
- D. **Separate posts of Chairman and CEO:** The Board of Directors of Shriram Asset Management Company Limited has a Non-Executive Chairman (Independent Director) i.e. Mr. Prabhakar Karandikar and Mr. Akhilesh Kumar Singh is the Managing Director who also functions as Chief Executive Officer.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- E. **Reporting of Internal Auditor:** M/s. Datta Roy & Associates, Chartered Accountants, Kolkata, acts as the Internal Auditor of the Company pursuant to Section 138 of the Act read with the Companies (Accounts) Rules, 2014. The Internal Auditors directly present their report to the Audit Committee for their consideration.

Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblowers (the Whistleblower Policy)/ Vigil Mechanism:

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to report unethical behaviour and actual or suspected frauds, the Company has adopted the Whistleblower Policy/ Vigil Mechanism in line with Regulation 22 of the Listing Regulations. No personnel have been denied access to the Audit Committee. The Whistleblower Policy/ Vigil Mechanism broadly cover a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities / unethical behaviour.

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 BSE Limited 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 and the Chief Financial Officer (CFO) in their capacity as such is provided elsewhere in the Annual Report.

MEANS OF COMMUNICATION

All important information relating to the Company, its performance, shareholding pattern, business, quarterly results, other information as per the Listing Regulations, are regularly posted on Company's website and also forwarded to the stock exchange. The quarterly, half-yearly and annual financial 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 and website of BSE Limited: www.bseindia.com.

GENERAL SHAREHOLDER INFORMATION

(As required by Regulation 34(3) of the Listing Regulations)

22nd Annual General Meeting

a. Date and Time	August 09, 2016 at 2.30 P.M.
b. Venue	Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057
c. Book Closure Date	From August 05, 2016 to August 09, 2016 (both days inclusive)
d. Dividend	The Board of Directors has not recommended any dividend for the year 2015-2016
e. Name and Address of Stock Exchange where Company's shares are listed	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
f. Financial Calendar	2016-2017
Annual General Meeting	September 2017
Unaudited results for the quarter ending June 30, 2016	Last week of July 2016
Unaudited results for the quarter/ half - year ending September 30, 2016	Last week of October 2016

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Unaudited results for the quarter ending December 31, 2016	Last week of January 2017
Audited results for the year ending March 31, 2017	May 2017
g. Stock Code	
BSE Limited (BSE)	531359
Demat ISIN in NSDL & CDSL	INE777G01012

Payment of Listing Fees

The Company has paid the annual listing fees for the financial year 2016-17 to the above stock exchange.

Custodial Fees to Depositories

The annual custodial fees for the financial year 2016-17 has been paid to National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

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

h. Stock Market Data

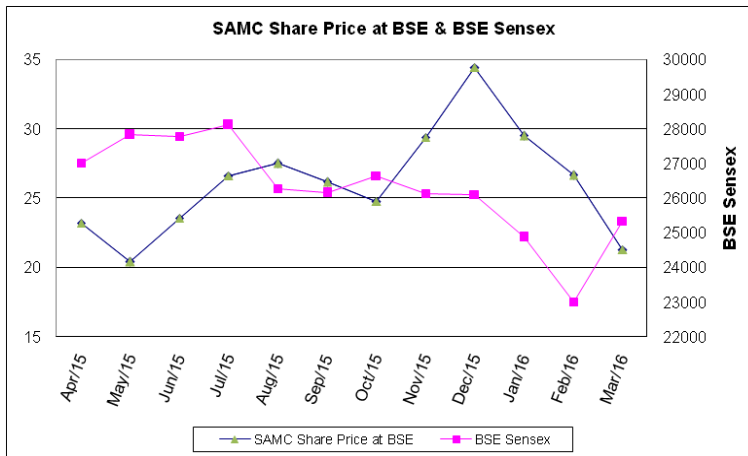
The high and low of the closing market price and volume of shares traded during each month of the financial year ended March 31, 2016 are given below:

BSE Limited

Month	Share price		Volume
	High (₹)	Low (₹)	
April-15	24.00	20.10	7492
May-15	24.35	20.40	913
June-15	23.55	19.55	601
July-15	30.75	20.95	8966
August -15	27.50	22.80	3687
September-15	26.15	26.15	1
October-15	27.45	23.65	4587
November-15	29.40	23.50	15378
December-15	38.20	30.80	15989
January-16	32.75	29.50	9818
February -16	30.95	26.65	200
March-16	25.40	21.30	1657

i. SAMC Share Price performance in comparison to BSE Sensex

The Company's closing share price movement during the Financial Year 2015-16 on BSE Sensex:



SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

j. Registrar and Share Transfer Agents

The Registrar and Share Transfer Agents of the Company are:

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Mumbai - 400 011
Tel. No.: +91-22-23016761, Fax: +91-22-23012517

k. Share Transfer System

The authority to approve share transfers/transmissions has been delegated by the Board of Directors to the Registrar and Share Transfer Agents. Requests received for transfer of shares are processed within 30 days of receipt.

l. Distribution of Shareholdings as on March 31, 2016

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	623	62.61	140192	2.34
501-1000	212	21.30	187695	3.13
1001-2000	60	6.03	93186	1.55
2001-3000	21	2.11	50875	0.85
3001- 4000	13	1.31	48139	0.80
4001- 5000	13	1.31	59461	0.99
5001- 10000	21	2.11	146607	2.44
10001 and above	32	3.22	5273845	87.90
Total	995	100	6000000	100

m. Category of Shareholders as on March 31, 2016

Category of Shareholders	No. of Shares held	% of Shareholding
Promoters and Promoter Group	4120010	68.67
Individuals	1510209	25.17
Bodies Corporate	318582	5.31
NRI	20646	0.34
HUF	24461	0.41
Clearing Members	6092	0.10
Total	6000000	100

n. 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, 2016 total of 5526339 equity shares constituting 92.11% 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.

o. 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.: +91-22-4241 0400.

Website: www.shriramamc.com, Email ID: srmf@shriramamc.com

CIN No.: L65991MH1994PLC079874

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

E-mail ID for investor grievance: srmf@shriramamc.com

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CEO (MANAGING DIRECTOR)

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

- a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 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 listed entity'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 listed entity during the year which are fraudulent, illegal or violative of the listed entity'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 listed entity 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 indicated to the Auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Mumbai
Date: April 28, 2016

Akhilesh Kumar Singh
Managing Director

CHIEF FINANCIAL OFFICER

I, Chandana Dutt, in my capacity as the Chief Financial Officer, to the best of my knowledge and belief, certify that:

- a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 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 listed entity'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 listed entity during the year which are fraudulent, illegal or violative of the listed entity'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 listed entity 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 indicated to the Auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Kolkata
Date: April 28, 2016

Chandana Dutt
Chief Financial Officer

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2016.

Place: Mumbai
Date: April 28, 2016

Akhilesh Kumar Singh
Managing Director

AUDITOR'S CERTIFICATE ON 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, 2016, as stipulated in provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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: Kolkata
Date: April 28, 2016

S. Ghosh
(Partner)
(Membership No.050927)

INDEPENDENT AUDITOR'S REPORT

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

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Shriram Asset Management Company Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the Directors as on March 31, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company does not have any pending litigations before any court of law which would impact its financial position. Disputes pending before various appellate authorities are disclosed in Note No.20.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K. S. Aiyar & Co.
Chartered Accountants
(Firm Registration No.100186W)

Place: Kolkata
Date: April 28, 2016

S. Ghosh
(Partner)
(Membership No. 050927)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

ANNEXURE A -TO THE AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has physically verified its fixed assets and no material discrepancies were noticed on such verification. The periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) On the basis of our examination of the title deeds of immovable properties, the same are held in the name of the Company.
- (ii) The Company is an Asset Management Services Company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loan to any of its Directors, hence provisions of Section of 185 of the Companies Act, 2013, is not applicable. However, the Company has complied with the provisions of Section 186 of the Companies Act with respect to investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed maintenance of cost records under Section 148 (1) of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income-Tax, Sales Tax, Value added Tax, Duty of Customs, Service Tax, Cess and other material Statutory Dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Value Added Tax, Duty of Customs, Service Tax, Cess and other material Statutory Dues were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

- (b) (i) According to the information and explanations given to us, there are no material dues of Duty of Customs, Sales Tax, Duty of Excise, Service Tax and Value Added Tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income Tax have not been deposited by the Company on account of disputes given below:

Nature of Dues	Year	Amount Involved (₹/ Lakhs) #	From where Dispute is pending
Income Tax	A.Y 2010-11	19.59	CIT (Appeal)

Dues to the extent not deposited (Refer Note No. 20)

- (ii) Company's appeal against disallowance made by CIT (A) of an amount of ₹ 27.10 lakhs in respect of Assessment Year 2007-08 has been allowed by ITAT in favour of the Company. No adjustment has been carried out in the books of account pending receipt of the Order from the Income Tax Department for giving effect to the ITAT Order.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has issued 10,00,000 (0.01%) Redeemable Non Convertible Preference Shares of ₹ 100/- each during the year on Private Placement basis to its Holding and Associate Company to comply with SEBI Regulations. The amount so raised is parked in liquid fund investments.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For K. S. Aiyar & Co.
Chartered Accountants
(Firm Registration No.100186W)

Place: Kolkata
Date: April 28, 2016

S. Ghosh
(Partner)
(Membership No. 050927)

ANNEXURE B-TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shriram Asset Management Company Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K. S. Aiyar & Co.
Chartered Accountants
(Firm Registration No.100186W)

Place: Kolkata
Date: April 28, 2016

S. Ghosh
(Partner)
(Membership No. 050927)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

PARTICULARS	Note No.	AS AT March 31, 2016 (₹)	AS AT March 31, 2015 (₹)
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	200,000,000	100,000,000
Reserves and Surplus	3	(872,798)	10,580,751
Non-Current Liabilities			
Long term liabilities	4	94,800,106	85,309,871
Long term provisions	5	2,035,385	1,791,634
Current Liabilities			
Current liabilities	6	3,690,867	2,950,709
Short-term provisions	7	79,976	51,112
Total		299,733,536	200,684,077
II. ASSETS			
Non-current assets			
Tangible Assets	8	2,868,957	3,196,054
Intangible assets	8	99,000	198,000
Non-current investments	9	91,037,602	82,612,938
Long term loans and advances	10	61,885	61,885
Current assets			
Current investments	11	190,091,968	102,040,455
Cash and cash equivalents	12	1,779,043	1,187,651
Short-term loans and advances	13	4,814,789	3,171,620
Other current assets	14	8,980,292	8,215,474
Total		299,733,536	200,684,077

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 LIMITED

AKHILESH KUMAR SINGH
MANAGING DIRECTOR
DIN No.00421577

R.SUNDARA RAJAN
DIRECTOR
DIN No.00498404

S.GHOSH
PARTNER
MEMBERSHIP NO.050927

REENA YADAV
COMPANY SECRETARY

CHANDANA DUTT
CHIEF FINANCIAL OFFICER

Place : Kolkata
Date : April 28, 2016

Place : Mumbai
Date : April 28, 2016

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

PARTICULARS	Note No.	FOR THE YEAR ENDED March 31, 2016 (₹)	FOR THE YEAR ENDED March 31, 2015 (₹)
I. Revenue from operations	15	7,694,790	3,501,966
II. Other Income	16	10,280,553	10,762,475
III. Total Revenue (I +II)		17,975,343	14,264,441
IV. Expenses:			
Employee benefit expense	17	14,625,688	14,016,231
Depreciation and amortization expense	8	428,107	467,461
Other expenses	18	8,986,830	6,161,889
Mutual Fund Expenses	18	5,388,267	625,126
Total Expenses		29,428,892	21,270,707
V. Profit/ (Loss) before tax (III - IV)		(11,453,549)	(7,006,266)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax asset		-	-
VII. Profit/(Loss) after tax (V-VI)		(11,453,549)	(7,006,266)
VIII. Earning per equity share:			
(1) Basic		(1.91)	(1.17)
(2) Diluted		(1.91)	(1.17)

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 LIMITED

AKHILESH KUMAR SINGH
MANAGING DIRECTOR
DIN No.00421577

R.SUNDARA RAJAN
DIRECTOR
DIN No.00498404

S.GHOSH
PARTNER
MEMBERSHIP NO.050927

REENA YADAV
COMPANY SECRETARY

CHANDANA DUTT
CHIEF FINANCIAL OFFICER

Place : Kolkata
Date : April 28, 2016

Place : Mumbai
Date : April 28, 2016

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2016

PARTICULARS	YEAR ENDED March 31,2016		YEAR ENDED March 31,2015	
	(₹)	(₹)	(₹)	(₹)
Cash Flow From Operating Activities				
Profit as per Profit and Loss Account		(11,453,549)		(7,006,266)
Depreciation	428,107		467,461	
Interest Income	(29,814)		(149,557)	
Capital Gain MF	(10,047,236)		(10,424,118)	
Dividend Income	(1,500)		(1,000)	
Profit on Redemption of NCD	(3,453)		(6,907)	
Operating Profit Before Change in Working Capital		(9,653,897)		(10,114,121)
Movement in Working Capital				
Decrease / (Increase) in loans and advances	(1,643,169)		(448,001)	
Decrease / (Increase) in Other Current Assets	(792,447)		2,767,775	
Increase / (Decrease) in Liabilities	10,230,393		10,443,384	
Increase / (Decrease) in Provisions	1,991,116		(1,027,008)	
Net Change in Working Capital		9,785,893		11,736,150
Direct Taxes Paid		(1,718,501)		(1,380,012)
Net Cash From Operation		(13,040,054)		(6,764,249)
Cash Flow From Investing Activities				
Purchase of Fixed Assets	(2,010)		(73,504)	
Net purchase of Investment	(86,425,487)		6,384,908	
Interest Received	57,443		207,743	
Dividend Received	1,500		1,000	
Net Cash From Investment Activities		(86,368,554)		6,520,147
Cash Flow From Financing Activities				
Issue of Preference Share		100,000,000		-
Net Cash from Financing Activities		100,000,000		-
Net Change in Cash Balance		591,392		(244,103)
Opening Cash & Cash Equivalents		1,187,651		1,431,754
Closing Cash & Cash Equivalents		1,779,043		1,187,651

As per our report of even date attached
FOR K.S.AIYAR & CO.
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO.100186W

FOR SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AKHILESH KUMAR SINGH
 MANAGING DIRECTOR
 DIN No.00421577

R.SUNDARA RAJAN
 DIRECTOR
 DIN No.00498404

S.GHOSH
 PARTNER
 MEMBERSHIP NO.050927

REENA YADAV
 COMPANY SECRETARY

CHANDANA DUTT
 CHIEF FINANCIAL OFFICER

Place : Kolkata
 Date : April 28, 2016

Place : Mumbai
 Date : April 28, 2016

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Presentation and disclosure

(a) Use of estimates

The preparation of interim 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.

(b) 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 II to the Companies Act, 2013.

1.3 Intangible Assets and Amortisation

Intangible Assets are stated at cost less amortisation. Amortisation is provided on straight line method as per AS-26 issued by ICAI. Considering the level of technological changes in software, the management has ascertained the useful life of the Intangible Assets to be five years.

1.4 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.

1.5 Employee Benefits

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

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

1.6 Revenue Recognition

Revenue is recognized as per Accounting Standard 9 of ICAI.

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

1.7 Income Taxes

1.7.1. Tax expense includes current and deferred tax measured in accordance with the Income Tax Act, 1961 as is prevailing or substantively enacted as at the reporting date. Current income tax relating to items, recognized directly in equity, are adjusted against such equity and not through statement of profit and loss.

1.7.2. The Deferred Tax Assets and Liabilities arising on account of timing difference are recognised in the statement of profit and loss. Deferred tax assets have been recognized only to the extent there is virtual certainty of realization of assets in future.

1.8 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

1.9 Provisions

A provision is recognized when the Company has a present obligation as a result of past event, and a probable outflow of resources based on a reliable estimates will be required to settle the obligation, which are not discounted to its present value. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

1.10 Revenue from operation and Mutual Fund Expenses

Mutual Fund Expenses and corresponding Management Fees are accounted for in the books of the Company.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	March 31, 2016 (₹)	March 31, 2015 (₹)
2 SHARE CAPITAL		
2.1) Authorised Shares		
90,00,000 (P.Y. 90,00,000) Equity Shares of ₹ 10/- each	90,000,000	90,000,000
16,00,000 (P.Y. 6,00,000) Preference Shares of ₹ 100/- each	160,000,000	60,000,000
Total	<u>250,000,000</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 ₹ 10/- each *	60,000,000	60,000,000
14,00,000 (P.Y. 4,00,000) Preference shares of ₹ 100/- each	140,000,000	40,000,000
Total	<u>200,000,000</u>	<u>100,000,000</u>

* Note : Shriram Credit Company Limited (Holding Company) holds 68.67%

2.3) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	March 31, 2016		March 31, 2015	
Equity Shares	Quantity	(₹)	Quantity	(₹)
At the beginning of the year	6,000,000	60,000,000	6,000,000	60,000,000
Outstanding at the end of the year	<u>6,000,000</u>	<u>60,000,000</u>	<u>6,000,000</u>	<u>60,000,000</u>

2.4) Preference Shares

14,00,000 (P.Y. 4,00,000) 0.01% Redeemable Non Convertible Preference Shares of ₹ 100/- each

	March 31, 2016		March 31, 2015	
	Quantity	(₹)	Quantity	(₹)
At the beginning of the year	400,000	40,000,000	400,000	40,000,000
Issued during the year	1,000,000	100,000,000	-	-
Outstanding at the end of the year	<u>1,400,000</u>	<u>140,000,000</u>	<u>400,000</u>	<u>40,000,000</u>

2.5) Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 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. The Directors have not recommended any dividend for the year ended March 31, 2016.

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. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.6) Terms/rights attached to Redeemable Non Convertible Preference Shares (RNCPS)

During the financial year 2015-16 the Company issued additional 1000000 (Ten lakh) (0.01%) RNCPS of ₹ 100/- each fully paid up, over and above 400000 (Four lakh) issued in earlier Financial Years, taking the total amount of RNCPS to ₹ 140,000,000/-. These RNCPS carry non cumulative dividend @ 0.01% p.a. Each holder of RNCPS is entitled to one vote per share only on resolutions placed before the Company which directly affect the rights attached to RNCPS. The RNCPS shall be redeemed by the Company at par on expiry of five years/ten years from the date of allotment /issue of Preference Shares as per norms attached with the issue. The Company shall, however, has the right to redeem the RNCPS before the due date. Subject to the applicable laws, and the approvals/consents as may be necessary or required, the date of redemption of RNCPS can be extended for such further term as may be mutually agreed to between the Company and the holder of RNCPS. During the period no provision has been made for dividend on Preference Shares.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	March 31, 2016		March 31, 2015	
	Quantity	% holding in the class	Quantity	% holding in the class

2.7) Details of shareholders holding more than 5% equity shares in the Company

Equity share of ₹ 10/- each fully paid

Shriram Credit Company Limited	4,120,010	68.67%	4,120,010	68.67%
--------------------------------	-----------	--------	-----------	--------

2.8) Details of shareholders holding more than 5% preference shares in the Company

Redeemable Non Convertible Preference Shares of ₹ 100/- each fully paid

Shriram Credit Company Limited	800,000	57.14%	400,000	100%
Shriram Insight Share Brokers Ltd.	600,000	42.86%	-	-

	March 31, 2016 (₹)	March 31, 2015 (₹)
3 RESERVES AND SURPLUS		
3.1) Capital Redemption Reserve	40,000,000	40,000,000
(Deficit) in the statement of profit and loss		
Balance as per last financial statements	(29,419,249)	(22,367,254)
Loss for the period ended	(11,453,549)	(7,006,266)
Less: WDV of Fixed Asset adjusted (*)	-	(45,728)
Net deficit in the statement of profit and loss	<u>(40,872,798)</u>	<u>(29,419,249)</u>
Total	<u>(872,798)</u>	<u>10,580,751</u>

(*) Note: To fall in line with the requirements of Schedule II of Companies Act, 2013, necessary adjustments have been made in the life of the asset as required either through retained earnings account where remaining useful life is Nil or through Profit and Loss Account in other cases. No depreciation provision is considered necessary where WDV is less than adjusted residual value. Such change has no material effect on the Financial Results of the company under review.

4 LONG TERM LIABILITIES

Payable to the rightful owner (Original amount due) (Note no.4.1)	22,785,000	22,785,000
Add: Contingency provision for interest payable to the rightful owner (Net of Tax)	72,015,106	62,524,871
Total	<u>94,800,106</u>	<u>85,309,871</u>

4.1) An amount of ₹ 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 subordinated bond and along with interest accrued thereon, the present value of which is ₹ 94,800,106/- (inclusive of tax of ₹ 11,122,842/- for the period from 2001-02 to 2010-11). The disputed amount of ₹ 22,785,000/- along with interest accrued thereon has been recognised in the accounts as payable to the rightful owner. In view of the loss incurred during the period, no provision for Income Tax is considered necessary.

5 LONG TERM PROVISIONS

Provision for gratuity	1,502,382	1,337,966
Provision for leave benefit	533,003	453,668
Total	<u>2,035,385</u>	<u>1,791,634</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

Disclosure as per revised Accounting Standard (AS 15)

	Gratuity non-funded - As at March 31, 2016	Gratuity non-funded - As at March 31, 2015
I. Table showing change in benefit obligation		
Liability at the beginning of the current period	1,374,517	1,010,319
Current service cost	112,691	167,365
Interest cost	109,824	94,061
Benefits Paid Directly by the Employer	(67,644)	-
Actuarial (gain)/loss on obligations	14,590	102,772
Liability at the end of the current period	1,543,978	1,374,517
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	-	-
III. Amount recognised in the Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	(1,543,978)	(1,374,517)
Fair value of plan assets at the end of the period	-	-
Funded Status (Surplus/ (Deficit))	(1,543,978)	(1,374,517)
Unrecognised past service cost at the end of the period	-	-
Net amount recognised in the Balance Sheet	(1,543,978)	(1,374,517)
IV. Expenses recognised in the Income Statement		
Current service cost	112,691	167,365
Net Interest cost	109,824	94,061
Actuarial (Gain)/Loss	14,590	102,772
Past service cost (Non vested benefits) recognised during the period	-	-
Past service cost (Vested benefits) recognised during the period	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Change in Asset Ceiling	-	-
Expense recognised in Profit and Loss	237,105	364,198
V. Balance Sheet reconciliation		
Opening net liability	1,374,517	1,010,319
Expense Recognized in Statement of Profit or Loss	237,105	364,198
Benefits Paid Directly by the Employer	(67,644)	-
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
Employers' contribution	-	-
Amount recognised in the Balance Sheet	1,543,978	1,374,517

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	Gratuity non-funded - As at March 31, 2016	Gratuity non-funded - As at March 31, 2015
VI. Other details		
No. of members	18	16
Per Month Salary For Active Members	487,862	464,712
Notes: 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.		
VII. Assumptions		
Discount rate - previous	7.99%	9.31%
Salary escalation - previous	5.00%	5.00%
Attrition rate - previous	2.00%	2.00%
Discount rate - current	7.96%	7.99%
Salary escalation - current	5.00%	5.00%
Attrition rate - current	2.00%	2.00%
VIII. Experience adjustment		
On plan liability (gain)/loss	-	-
	March 31, 2016	March 31, 2015
	(₹)	(₹)
6 OTHER CURRENT LIABILITIES		
Sundry creditors	1,635,613	1,496,887
ESIC	658	1,407
Profession Tax	3,010	2,640
Provident Fund	55,873	53,365
TDS Payable	480	7,387
Medical insurance premium	31,440	13,682
Service Tax	68,962	-
TDS Payable FY 2015-16	210,507	-
Incentive Payable	1,000,000	1,000,000
Swachh Bharat Cess	429	-
Outstanding Expenses	683,895	375,341
Total	3,690,867	2,950,709
7 SHORT TERM PROVISIONS		
Provision for gratuity	41,596	36,551
Provision for leave benefits	38,380	14,561
Total	79,976	51,112

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

8) FIXED ASSETS

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	BALANCE AS ON 01.04.2015 (₹)	ADDITIONS DURING THE YEAR (₹)	SALE / TRANSFER DURING THE YEAR (₹)	BALANCE AS ON 31.03.2016 (₹)	BALANCE AS ON 01.04.2015 (₹)	FOR THE YEAR (₹)	SALE / TRANSFER DURING THE YEAR (₹)	BALANCE AS ON 31.03.2016 (₹)	BALANCE AS ON 31.03.2015 (₹)
A. TANGIBLE ASSETS									
1) Office premises	4,573,907	-	-	4,573,907	2,162,133	133,640	-	2,295,773	2,411,774
2) Plant & Equipment	85,759	-	-	85,759	15,341	5,664	-	64,754	70,418
a) Air conditioner	1,339,663	1,680	-	1,341,343	1,176,654	104,680	-	60,009	163,009
b) Computers	78,263	-	-	78,263	13,659	5,024	-	59,580	64,604
c) Electrical fitting and Installations	2,617,411	-	-	2,617,411	2,272,409	28,891	-	316,111	345,002
3) Furniture and fixtures	234,675	330	-	235,005	93,428	51,208	-	90,369	141,247
4) Office equipments	8,929,678	2,010	* -	8,931,688	5,733,624	329,107	* -	2,868,957	3,196,054
TOTAL (A)									
AMORTISATION									
B. INTANGIBLE ASSETS									
Software & Solutions	495,000	-	-	495,000	297,000	99,000	-	99,000	198,000
TOTAL (B)									
TOTAL (A+B)									
AS ON 31.03.2015	10,229,868	73,504	* 878,694	9,424,678	6,396,129	467,461	* 832,966	3,394,054	3,833,739

* Refer to Note 3.1

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	March 31, 2016 (₹)	March 31, 2015 (₹)
9 NON-CURRENT INVESTMENTS (AT COST)		
9.1) Trade investments (Unquoted)		
Investment in associates		
600,000 (P.Y.600,000) Equity Shares of ₹ 10/- each of Ceylinco Shriram Capital Management Services Co. Pvt. Ltd.	<u>3,878,332</u>	<u>3,878,332</u>
Sub Total	<u>3,878,332</u>	<u>3,878,332</u>
9.2) Non-trade investments (Unquoted)		
I) Investment in subordinate bond with STFC (Original investment)	22,785,000	22,785,000
Add: Additional amount invested on 30.08.2013	114	114
Add:- Interest accrued till date (net of TDS of ₹ 5,956,289/-)	<u>68,242,488</u>	<u>59,701,277</u>
Sub Total	<u>91,027,602</u>	<u>82,486,391</u>
9.3) Non-trade investments (Quoted)		
NIL (P.Y. 600) Non Convertible Debentures of ₹ 200/-each of STFC Ltd- ND series	-	116,547
Total (9.1+9.2+9.3)	<u>94,905,934</u>	<u>86,481,270</u>
9.4) Equity instruments (Unquoted)		
II) 1,000 (P.Y.1,000) Equity Shares of ₹ 10/- each of The Saraswat Co-operative Bank Ltd.	<u>10,000</u>	<u>10,000</u>
Sub Total (9.4)	<u>10,000</u>	<u>10,000</u>
Total (9.3+9.4)	<u>94,915,934</u>	<u>86,491,270</u>
Less: Provision for diminution in value of investment	<u>3,878,332</u>	<u>3,878,332</u>
Total	<u>91,037,602</u>	<u>82,612,938</u>
Aggregate amount of quoted investments	-	116,547
Aggregate amount of unquoted investments	<u>94,915,934</u>	<u>86,374,723</u>
Aggregate provision for diminution in value of long term investments	<u>3,878,332</u>	<u>3,878,332</u>
10 LONG TERM LOANS AND ADVANCES		
Security Deposit		
Secured, considered good	<u>61,885</u>	<u>61,885</u>
Total	<u>61,885</u>	<u>61,885</u>
11 CURRENT INVESTMENTS (valued at lower of cost and net realisable value)		
Quoted Mutual Fund Investments		
36500.3320 (P.Y. 35790.127) SBI Premier Liquid Fund Growth	85,091,968	77,040,455
455168.00 (P.Y.98658.589) ICICI Prudential Liquid Fund	100,000,000	20,000,000
500000.00 (P.Y. 500000) Shriram Equity & Debt Opportunities Fund	5,000,000	5,000,000
Total	<u>190,091,968</u>	<u>102,040,455</u>
Aggregate amount of quoted investments (Market value ₹ 19,53,29,266/-)	<u>190,091,968</u>	<u>102,040,455</u>
Total Current Investments	<u>190,091,968</u>	<u>102,040,455</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	March 31, 2016 (₹)	March 31, 2015 (₹)
12 CASH AND CASH EQUIVALENTS		
Balances with banks		
On current accounts	1,756,352	801,405
Deposits with original maturity of less than twelve months	-	370,000
Cash in hand - CBD Belapur	3,449	2,036
Cash in hand - Kolkata	19,242	14,210
Total	1,779,043	1,187,651
13 SHORT TERM LOANS AND ADVANCES		
13.1) Advances recoverable in cash or kind		
Unsecured considered good	82,712	32,792
Sub Total	82,712	32,792
13.2) Other Loans and Advances		
Prepaid expenses	90,209	117,686
Loans to employees	258,123	355,898
Advance to Income Tax (net of provision for taxation)	4,383,745	2,665,244
Sub Total	4,732,077	3,138,828
Total (13.1 + 13.2)	4,814,789	3,171,620
14 OTHER CURRENT ASSETS		
Interest accrued on fixed deposits	-	27,629
Education Cess Input	13,582	14,163
Secondary Edu Cess Input	6,735	7,080
Service Tax Input	1,230,178	709,551
Receivable from broker #	6,910,351	6,910,351
Income Tax Paid On Demand(A.Y.2010-11)	200,000	200,000
Shriram Mutual Fund	619,446	286,200
Recoverable from Employees	-	60,000
Recoverable From CDSL	-	500
Total	8,980,292	8,215,474

Receivable from broker

The Company's claim for the recovery from a broker for a principal amount of ₹ 72.10 lakhs, together with interest thereon has been upheld by the Arbitration Tribunal of the BSE Limited. 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. In view of the uncertainty pending finality of the proceedings, the Company has not recognised the interest on principal amount of ₹ 72.10 lakhs. In 2010-11, the Company received ₹ 3 lakhs from the Exchange, as a part payment against the award.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	March 31, 2016	March 31, 2015
	(₹)	(₹)
15 INCOME FROM OPERATION		
Management Fees	7,694,790	3,501,966
Total	7,694,790	3,501,966
16 OTHER INCOME		
Interest on fixed deposits	5,389	52,684
Interest received on NCD	2,089	16,479
Interest received on staff loan	22,336	80,394
Dividend Income - Equity	1,500	1,000
Rent received (Banglore property)	180,000	180,000
Income on Sale of Mutual Fund Units	10,047,236	10,424,118
Liability no longer required	18,549	-
Profit on redemption of NCD (STFC)	3,453	6,907
Miscellaneous Income	-	893
Interest Received on Subordinate Bond (Gross) for the period ended 31.03.2016 **	9,490,235	8,502,688
	<u>9,490,235</u>	<u>8,502,688</u>
Less: Contingency provision for interest payable to the rightful owner	9,490,235	8,502,688
Total	10,280,553	10,762,475
16.1) Interest income on subordinate bond		
** Interest of ₹ 94,90,235/- (net of tax,if any) for the period from 01.04.2015 to 31.03.2016 has been recognised as interest received in the accounts.		
17 EMPLOYEE BENEFIT EXPENSES		
Salaries, wages and bonus	13,504,234	12,801,842
Contribution to provident and other fund	730,878	744,740
Gratuity expense	237,105	364,198
Medical Expenses	129,039	79,906
Staff welfare expenses	24,432	25,545
Total	14,625,688	14,016,231

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	March 31, 2016 (₹)	March 31, 2015 (₹)
18 OTHER EXPENSES		
Advertisement & Business Promotion Expenses	1,054,436	106,446
Annual Custodial Fees	45,000	30,000
Auditors' Remuneration	310,895	310,530
Board and General Meeting expenses	81,595	89,147
Depository fees	48,154	48,066
Directors' Sitting Fees	220,000	201,500
Telephone, Courier and Postage Expenses	248,664	213,465
Insurance Premium	61,735	56,265
Legal and Professional Charges	922,542	536,098
Filing Fees	990,795	16,394
Listing Fees	200,000	114,000
Printing & Stationery	438,194	289,654
Sundry Expenses	403,183	367,478
Trustee Meeting Fees	280,000	210,000
Travelling, Hotel and Conveyance expenses	805,219	816,242
HR IT & Network Support	337,275	339,352
Rent	1,244,596	1,166,144
Repairs & Maintenance	388,596	353,754
Share of Common Infrastructure Costs	844,966	810,834
Rates & Taxes	21,948	21,948
General Expenses	39,037	64,572
Total	8,986,830	6,161,889
18.1) Auditors' remuneration		
Statutory Audit fee	228,000	228,000
Tax audit fee	60,000	60,000
Corporate Governance Certification	18,000	18,000
Out of pocket expenses	4,895	4,530
Total	310,895	310,530
18.2) Mutual Fund Expenses		
Mutual Fund Expense	1,106,731	588,478
Brokerage	2,810,468	-
RTA Expenses	1,035,243	-
Fund Accounting Charges	374,846	36,648
DMAT Rolling & Safe Custody Charges	60,979	-
Total	5,388,267	625,126

18.2.1) In terms of decision by the Operations Committee as delegated to it by Board, Mutual Fund Expenses of ₹ 53.88 Lakhs representing total expenditure absorbed during current year against ₹ 6.25 Lakhs of previous year. The overall revenue from operation amounted to ₹ 76.95 Lakhs from ₹ 35.02 Lakhs of previous year. Such accounting has the effect of increasing the loss for the year by ₹ 5.70 Lakhs over the previous year.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

19. 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 with effect from April 30, 2001 and Interval Fund 97 effective December 01, 2001, with the approval of SEBI. For the unclaimed redemption money of these schemes the company has been following the provisions laid down under Regulation 59 of SEBI (Mutual Funds) Regulations, 1996. Further, as the unclaimed redemption money being managed by the Company is very small amounting to ₹ 369,913/-, it has been decided not to charge asset management fees from April 01, 2004 to Shriram Mutual Fund with regard to the old schemes as mentioned above.
20. Contingent Liabilities not provided for:-
The Company received an order dated March 26, 2015 from CIT(A) for A.Y. 2010-11, in which the decision of the A.O to treat interest income of ₹ 1,15,19,591/- as income from other sources was upheld. The company being aggrieved had filed an appeal with ITAT against the said order on June 23, 2015.

The Company received an Order dated 10.03.2013 U/S 143 (3) of the IT Act along with a demand notice of ₹ 2,159,460/- and paid ₹ 200,000/- on protest for A.Y 2010-11 for sundry disallowances. The Company had already filed an appeal with the CIT(A) against the order.
21. As regards A.Y. 2007-08, the Company has received a favourable order from ITAT allowing bad debts amounting to ₹ 2,710,000/- in respect of dues from Ahmedabad Urban Co-operative Bank Ltd., which was previously disallowed by CIT (A). However, the giving effect order is awaited from the Department, there will be a refund due to the Company based on such Order.
22. The components of Deferred Tax Liability and Assets as at March 31, 2016 are as under:

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Deferred tax liability :		
(i) W.D.V on fixed assets	(585,271)	(655,355)
	<u>(585,271)</u>	<u>(655,355)</u>
Deferred tax assets :		
(i) Provision for Gratuity & Leave encashment	653,647	569,409
(ii) Diminution in value of investments	798,936	798,936
(iii) Contingency provision for interest payable to rightful owner	22,927,422	19,994,939
(iv) Provision for Bonus	38,018	16,396
	<u>24,418,023</u>	<u>21,379,680</u>
Net Deferred Tax Asset/(Liability)	<u># 23,832,752</u>	<u># 20,724,325</u>

Deferred tax asset has not been recognized in the accounts on the basis of prudence as per AS 22 for the financial year 2015-16.

23. The Company operates in only one segment. Hence segment reporting under AS17 is not applicable to the Company.
24. 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, 2013.

Name	Relationship
a) Shriram Credit Company Limited	Holding Company
b) Ceylinco Shriram Capital Management Services Co. Pvt. Ltd.	Associate Co.
c) Mr. Akhilesh Kumar Singh (M.D.)	Key Management personnel
d) Shriram Insight Share Brokers Ltd.	Associate Co.
e) Shriram Fortune Solutions Ltd.	Associate Co.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

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

Particulars	Associates		Key Management Personnel		Total	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Payments :						
Rent	1,004,596	1,166,144	-	-	1,004,596	1,166,144
Brokerage :						
Shriram Insight Share Brokers Ltd.	1,874,273	-	-	-	1,874,273	-
Shriram Fortune Solutions Ltd.	166,999	-	-	-	166,999	-
Other Expenses	2,30,600	-	-	-	2,30,600	-
Share of Common Infrastructure Costs	4,84,966	810,834	-	-	4,84,966	810,834
Reimbursement of actual Salary	1,636,000	509,000	-	-	1,636,000	509,000
Employee Benefits for Key Management Personnel:	-	-	2,532,880	2,532,880	2,532,880	2,532,880
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 Insight Share Brokers Ltd.	466,308	432,083	-	-	466,308	432,083
Shriram Fortune Solutions Ltd.	3,663	-	-	-	3,663	-
Shriram Credit Company Ltd.	409,000	609,000	-	-	409,000	609,000

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

Basic and Diluted

Particulars		March 31, 2016 (₹)	March 31, 2015 (₹)
Profit after tax as per accounts (₹)		(11,453,549)	(7,006,266)
Add/(Less) : Prior Period Adjustment/ (Excess provision w/back)		-	-
Profit attributable to Equity share holders	(A)	(11,453,549)	(7,006,266)
Number of shares issued	(B)	6,000,000	6,000,000
Basic EPS (₹) (Face value ₹ 10/- each)	(A)/(B)	(1.91)	(1.17)

26. The Company does not have 'suppliers' registered under the Micro, Small and Medium Enterprises Development ("MSMED") Act, 2006. Accordingly, no disclosure relating to amounts unpaid as at the year end, together with interest paid / payable are required to be furnished.

27. No dividend is proposed on 14,00,000 (Fourteen Lakhs) (0.01%) RNCPS of ₹ 100/- each fully paid up in view of loss incurred by the Company.

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

FOR SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AKHILESH KUMAR SINGH

MANAGING DIRECTOR

DIN No.00421577

R.SUNDARA RAJAN

DIRECTOR

DIN No.00498404

S.GHOSH

PARTNER

MEMBERSHIP NO.050927

Place : Kolkata

Date : April 28, 2016

REENA YADAV

COMPANY SECRETARY

Place : Mumbai

Date : April 28, 2016

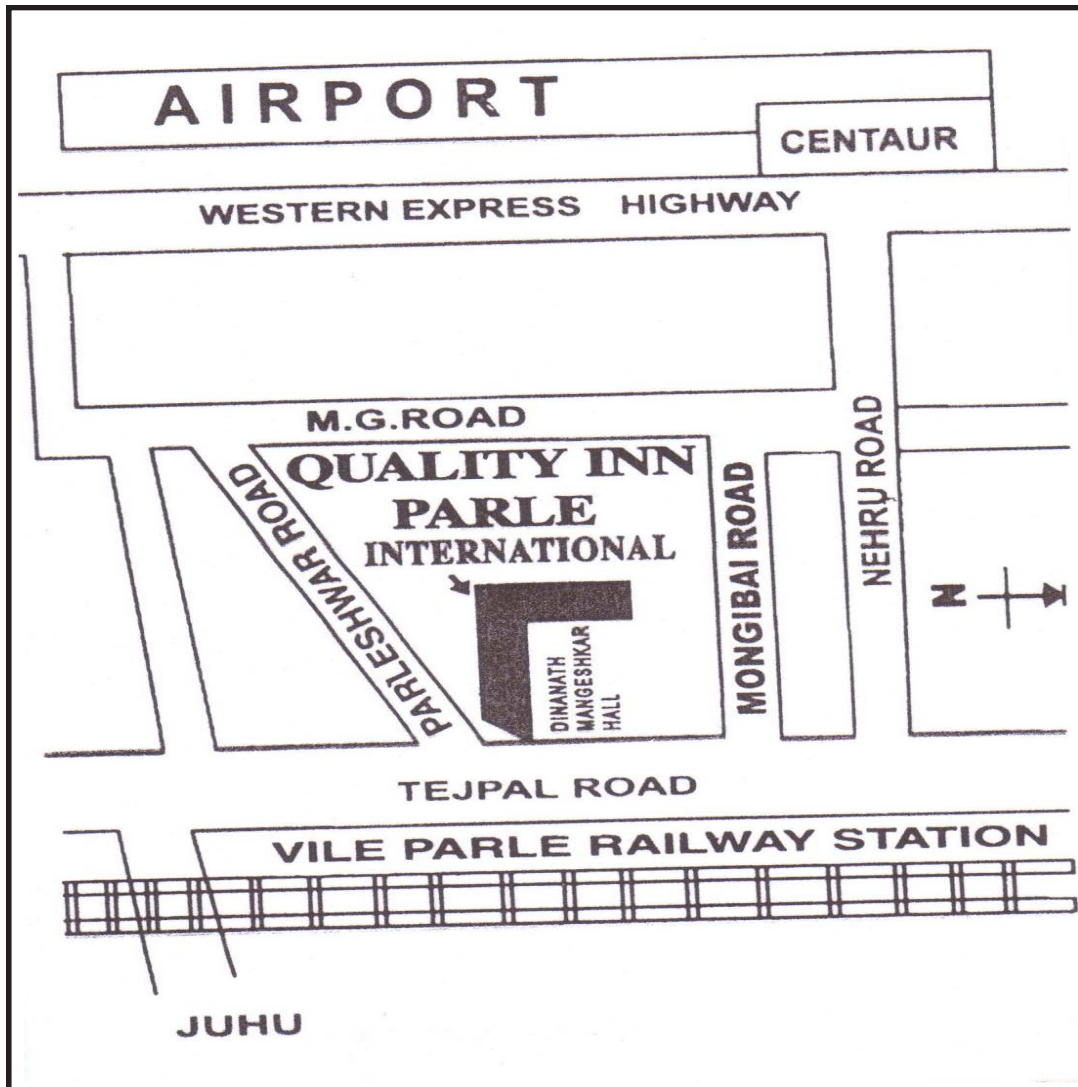
CHANDANA DUTT

CHIEF FINANCIAL OFFICER

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

MAP SHOWING LOCATION OF THE VENUE OF 22ND ANNUAL GENERAL MEETING OF SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

VENUE: Hotel Parle International, Agarwal Market,
Vile Parle (East), Mumbai 400 057



- Distance approximate 15 kms from Dadar station and approximate 22 kms from Mumbai CST
- Distance Approximate 1.5 kms from Domestic Airport and approximate 5 kms from International Airport

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CIN: L65991MH1994PLC079874

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 Fax: +91-22-27566634

Email ID: srmf@shriramamc.com Website: www.shriramamc.com

ATTENDANCE SLIP

22nd Annual General Meeting - Tuesday, August 09, 2016

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 22nd Annual General Meeting of the Company at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057 on Tuesday, August 09, 2016 at 2.30 P.M.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CIN: L65991MH1994PLC079874

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 Fax: +91-22-27566634

Email ID: srmf@shriramamc.com Website: www.shriramamc.com

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014

22nd Annual General Meeting - Tuesday, August 09, 2016

Name of the member (s): _____ Registered address: _____

E-mail Id: _____ Folio No. / DP ID No. & Client ID _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ 2. Name: _____ 3. Name: _____

Address: _____ Address: _____ Address: _____

E-mail Id: _____ E-mail Id: _____ E-mail Id: _____

Signature: _____ or failing him /her Signature: _____ or failing him/her Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting (AGM) of the Company, to be held on Tuesday, August 09, 2016 at 2.30 P.M., at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057 and at any adjournment thereof in respect of such resolutions as indicated below.

Signed this _____ day of _____ 2016 Signature of Member _____

Affix
Revenue
Stamp

Signature of Proxy holder(s) _____

Notes:

1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of 22nd Annual General Meeting.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member (s) in above box before submission.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1	Adoption of Annual Accounts for the year ended March 31, 2016.
2	Appoint a Director in place of Mrs. Jayashree Mahesh, who retires by rotation and being eligible, seeks re-appointment.
3	Appointment of Statutory Auditors.
SPECIAL BUSINESS	
4	Re-appointment of Mr. Dhruv Mehta as Non-Independent Director whose period of office is liable to determination by retirement by rotation.

