

July 01, 2019

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

Scrip Code: 531359

Dear Sir/Madam,

Reg.: Submission of Annual Report-2018-2019 of Shriram Asset Management Company Limited as per Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015


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' of our Company along with Notice of AGM for the financial year 2018-2019.

The same will be available on the Company's Website at srmf@shriramamc.com.

You are requested to take the above information on record.

Thanking you, we remain,

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



REENA YADAV
COMPANY SECRETARY

Encl: As above

Shriram Asset Management Company Limited

SEBI Registration No. MF/017/94/4, CIN : L65991MH1994PLC079874

Mumbai Office : 208, Shiv Chambers, 'B' Wing, 2nd Floor, Sector 11, C. B. D. Belapur, Navi Mumbai-400 614

Phone : +91-22-27579301/7556, Fax : +91-22-27566634

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

Admin. Head Office : CK-6, 2nd Floor, Sector-II, Salt Lake City, Kolkata-700 091, Phone : +91-33-23373012, Fax : +91-33-23373014

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



Nurturing Trust, Shaping Dreams

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

TWENTY FIFTH ANNUAL REPORT

2018-2019

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. DHRUV MEHTA MR. ARINDOM MUKHERJEE MRS. JAYASHREE MAHESH MR. KSHITI RANJAN DAS MRS. CHANDRA IYENGAR
SENIOR FUND MANAGER:	MR. KARTIK SORAL
FUND MANAGER:	MRS. GARGI BHATTACHARYYA BANERJEE
CHIEF FINANCIAL OFFICER:	MRS. CHANDANA DUTT
COMPANY SECRETARY:	MRS. REENA YADAV
COMPLIANCE OFFICER FOR MUTUAL FUND:	MR. TANMOY SENGUPTA
AUDITORS:	M/S. G. D. APTE & CO. CHARTERED ACCOUNTANTS, OFFICE NO.83-87, 8TH FLOOR, MITTAL TOWER, B- WING, NARIMAN POINT, MUMBAI-400 021
REGISTRAR AND SHARE TRANSFER AGENTS:	PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED 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 2018-2019

SR. NO.	CONTENTS	PAGE NO.
1	NOTICE	1
2	DIRECTORS' REPORT	10
3	ANNEXURES TO DIRECTORS' REPORT	15
4	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	26
5	REPORT ON CORPORATE GOVERNANCE	31
6	AUDITORS' REPORT	46
7	BALANCE SHEET	52
8	STATEMENT OF PROFIT AND LOSS	53
9	CASH FLOW STATEMENT	54
10	NOTES TO FINANCIAL STATEMENTS	55
11	MAP OF LOCATION OF THE VENUE OF ANNUAL GENERAL MEETING	83

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 Fifth 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 Friday, August 02, 2019 at 3.00 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, 2019 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;

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arindom Mukherjee (DIN 00174199) be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a second term of 5 (five) consecutive years i.e. up to June 06, 2024 as per recommendation of Nomination and Remuneration Committee.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify/approve all existing contracts/arrangements/ agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm’s length basis with Shriram Insight Share Brokers Limited (SISBL) and Shriram Value Services Limited (SVS) being ‘Related Parties’ within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and SISBL and SVS.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body Corporate(s) /person(s) and (b) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

₹.80,00,00,000/- (Rupees Eighty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and/or any Committee thereof be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investments including the timing, the amount and other terms and conditions of such investments and varying the same through transfer, sale, disinvestments or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board and / or any Committee thereof be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Place: Mumbai
Date: May 08, 2019

Reena Yadav
Company Secretary

NOTES:

1. The Company's Statutory Auditors, M/s. G. D. Apte & Co., (Firm Registration No. 100515W) Chartered Accountants, Mumbai, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 23rd Annual General Meeting held on August 10, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on August 10, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. 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.
3. **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.

4. 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 from Saturday, July 27, 2019 to Friday, August 02, 2019 (both days inclusive).
5. 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' in respect of Directors seeking re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their re-appointment.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

6. 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.
7. 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.
8. Members are requested to bring with them a copy of Annual Report dispatched to them by the Company.
9. 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 the Registrar and Share Transfer Agents quoting their Folio Number.
10. 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.
11. The Annual Report 2018-2019 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
12. 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 during working hours up to the date of the 25th AGM.
13. 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.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agents of the Company/Company.
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 25th AGM is given at the end of the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
18. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
19. 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 Monday, July 29, 2019 at 9.00 A.M. and ends on Thursday, August 01, 2019 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. Friday, July 26, 2019, 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”/ “Members”.
- (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.
- (xi) Click on the EVSN for “SHRIRAM ASSET MANAGEMENT COMPANY LIMITED”.

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 changed 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 based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions 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: May 08, 2019

Reena Yadav
Company Secretary

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

Item No. 3 :

Mr. Arindom Mukherjee (DIN 00174199) was appointed as an Independent Director of the Company and he holds the office as an Independent Director of the Company up to June 06, 2019 (“first term”).

The Nomination and Remuneration Committee (NRC) of Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Mukherjee as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Mukherjee for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

The Company has received from Mr. Mukherjee (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) a declaration under Section 149 (7) of the Act to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and (iv) a declaration that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

A copy of the draft letter for the appointment of Mr. Mukherjee as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the Members at the Registered Office of the Company during normal business hours on working days.

The brief details of Mr. Mukherjee as required under Regulation 36 of the Listing Regulations are given elsewhere in the explanatory statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Mukherjee as an Independent Director of the Company for second term of 5 (five) consecutive years on the Board of the Company. Mr. Mukherjee is not liable to retire by rotation.

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

The Board recommends the Special Resolution set forth in Item no.3 for the approval of the Members .

Item No. 4:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 2% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The Company has existing arrangements with Shriram Insight Share Brokers Limited (SISBL) and Shriram Value Services Limited (SVS), which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction (existing and proposed) is likely to exceed 10% (in respect of arrangements with SISBL) and 2% (in respect of SVS) of the annual consolidated turnover of the Company for the financial year ended on March 31, 2019 and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution. Both the above entities are 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

Approval of the Members is sought to ratify/approve all existing contracts/arrangements/ agreements/transactions with the aforesaid parties. Further, the approval is also sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties subject to the limits mentioned in the table below:

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Sr. No.	Name of the Related Party	Nature of Relationship	Duration of Contract / Arrangement	Salient Features of Contract / Arrangement	Date of Approval of the Board /Audit Committee	Value of Transaction for the year ended on March 31, 2019	Maximum Value / limit of Contract / Arrangement
1	2	3	4	5	6	7	8
1	Shriram Insight Share Brokers Limited (SISBL)	Fellow Subsidiary	3 years	Sub Lease Agreement CK - 5	January 28, 2019	₹ 5,48,600/- per annum (excluding applicable taxes)	*Amount mentioned in column No. 7 with maximum escalation of such amount/ rate as per the lease agreement of SISBL with the original landlord
			3 years	Sub Lease Agreement-Turner Morrison Building	January 28, 2019	₹1,09,200/- per annum (excluding applicable taxes)	*Amount mentioned in column No. 7 with maximum escalation of such amount/ rate as per the lease agreement of SISBL with the original landlord
			3 years	Infrastructure Sharing including manpower and telecommunication services	January 28, 2019	₹ 5,22,722/- per annum (excluding applicable taxes) # (₹ 37,93,777/-)	All charges to the Company for such services provided shall be based on SISBL's actual costs, without any allowance or margin for profit to SISBL. # Amount of ₹ 37,93,777/- is as per the Actuarial valuation of the Actuaries Reporter – M/s. K A Pandit Consultants & Actuaries
			4 years	Sub Lease Agreement Branch Offices	January 28, 2019	-	*Actual rent, as per the lease agreement between SISBL and original landlord, proportionately based on the space area utilized at such branch offices
			4 years	Infrastructure Sharing including telecommunication services-Branch Offices	January 28, 2019	-	All charges to the Company for such services provided shall be based on SISBL's actual costs, without any allowance or margin for profit to SISBL. Maximum limit towards rent and infrastructure sharing cost: ₹ 1.5 crore per annum (excluding applicable taxes)
2	Shriram Value Services Limited (SVS)	Subsidiary of Ultimate Holding Company	Till September 2024	Deed of Novation cum Amendment to the License Agreement - Royalty Payment (artistic work on labels, letterhead, commercial literature, use of Intellectual Property)	May 08 , 2019	₹ 5,00,000/-	One percent on the Total Income of the Licensee, subject to a limit of 5% on Profit Before Tax and License Fee and subject to a minimum of ₹ 5 lacs, in a financial year.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

*Shriram Insight Share Brokers Limited (SISBL) has acquired space on lease from different landlords at different places. Shriram Asset Management Company Limited may take such space from SISBL subject to rent/lease/maintenance charges at such rate as being applied to SISBL by the respective original landlord. Further, any revision to the rent/lease/maintenance charges will also be at such rate as being applied to SISBL by the respective original landlord.

Receivable from SISBL towards Super annuation benefits of Employees who were transferred during the financial year as per Shriram Group Policy.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the existing arrangements with SISBL and SVS, are in the ordinary course of business and at arm's length basis.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Akhilesh Kumar Singh (Director in SISBL).

The Board recommends the Ordinary Resolution as set out in Item No.4 of this Notice for approval of the Members.

Item No. 5:

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 ("the Act") and rules made there under, the Company needs to obtain prior approval of Members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding ₹ 80,00,00,000/- (Rupees Eighty Crores Only) outstanding at any time notwithstanding that such investments and outstanding loans given or to be given are in excess of the limits prescribed under Section 186 of the Act.

The Board considers that in order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, it is in the interest of the Company to make use of the same by making investment in other body corporates or granting loans as and when required.

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

The Board recommends the Special Resolution set forth in Item No.5 for the approval of the Members.

By order of the Board of Directors

For **Shriram Asset Management Company Limited**

Place: Mumbai
Date: May 08, 2019

Reena Yadav
Company Secretary

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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

Name of the Director	Mr. Arindom Mukherjee	Mrs. Jayashree Mahesh
Date of Birth	March 09, 1949	August 25, 1964
Date of Appointment	June 07, 2014	October 21, 2014
Qualifications	B.Tech.(Hons) in Mechanical Engineering from Indian Institute of Technology, Kharagpur and did his Post Graduation in Business Administration from Indian Institute of Management, Ahmedabad with specialization in Finance and Quantitative Area.	BE (ECE) from Anna University, Chennai and PGDM from Indian Institute of Management, Bangalore, Gold Medalist for IIM Bangalore
Expertise in specific functional area	He has overall experience of 34 years. He has extensive career in corporate planning, formulating strategies and has experience in wide areas such as Finance, Accounts, Personnel & Administration, Manufacturing and Marketing etc. He has served as Chairman and Managing Director of Andrew Yule & Company Limited a Central Public Sector Enterprise under the Department of Heavy Industries, Ministry of Industries and Public Enterprises. He had been Independent External Monitor of Hindustan Copper Limited for 5 years ending 2015. He had also been a part time faculty of ICFAI Business School (IBS) Kolkata for wide ranging topics covering Business Management Control System, Ethics and Corporate Governances, Merger and Acquisition etc.	She is a management professional with over 30 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. From 2007 to 2015 she worked as Senior Consultant in Pro-Active Solutech (India) Private Limited. From 2016 to 2018, she worked 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.
Directorships held in other companies	NIL	NIL
Membership/ Chairmanship of Committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
No. of Board Meetings attended during the last Financial Year 2018-2019	4	3
No. of shares held in the Company(#)	NIL	NIL
Relationship with other Directors and Key Managerial Personnel	Mr. Arindom Mukherjee is not related to any Director and Key Managerial Personnel	Mrs. Jayashree Mahesh is not related to any Director and Key Managerial Personnel

As on the date of Notice of AGM

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twenty Fifth Annual Report and the Audited Statements of Accounts for the financial year ended March 31, 2019.

Financial Highlights:

Particulars	Year Ended March 31, 2019 (₹)	Year Ended March 31, 2018 (₹)
Gross Income for the year	50,995,151	34,437,921
Total Expenditure before Depreciation and Tax	61,773,033	38,504,389
Profit /(Loss) before Depreciation and Tax	(10,777,882)	(4,066,468)
Less: Depreciation	311,672	235,841
Profit /(Loss) after Depreciation and Tax	(11,089,554)	(4,302,309)
Tax Provisions for Earlier Years	(4,840,946)	670,131
Other Comprehensive Income for the year	(638,785)	(65,344)
Balance brought forward from previous year	(37,280,439)	(33,582,917)
Profit /(Loss) available for Appropriation	(53,849,723)	(37,280,439)
Balance carried to Balance Sheet	(53,849,723)	(37,280,439)

Dividend:

In the absence of profits, your Directors do not recommend payment of any dividend for the Financial Year 2018-2019.

State of Company's Affairs:

Some highlights of your Company's performance during the year under review are:

- The gross loss (before depreciation and tax) for the year was ₹10,777,882/- as against ₹ 4,066,468/- during the last year.
- Net loss after taxation for the year was ₹ 16,569,285/- as against ₹ 3,697,521/- in the last year.
- The total asset under management was ₹128.14 Crore as against ₹ 42.72 Crore in the last year.

Shriram Hybrid Equity Fund, launched in November 2013, delivered return of 10.32% (at the end of March 2019 on a CAGR basis) since inception accompanied by lower levels of volatility. Two more funds have been launched by your Company during FY 2018-19 –Shriram Multicap Fund and Shriram Long Term Equity Fund.

Mutual fund industry continued to support the market, infusing ₹ 87,879 crores into equities during FY19, which was however lower than ₹ 132,774 crores in FY18. The steep correction in mid and small cap stocks, the IL&FS crisis led tight liquidity conditions for the NBFC space perhaps led to comparatively lower inflow & investments by mutual funds into equities.

However, the buoyancy of mutual fund investment can be gauged by the massive increase in contributions through Systematic Investment Plan (SIPs). The contribution of SIP stood at ₹ 92,693 crores in FY19, up 38% even in a volatile equity market 9.13 lakh SIP accounts were added on an average each month during the financial year with an average SIP size of about ₹ 3,070 per account taking the total number of SIP accounts to about 2.62 crores in FY19. Rising awareness about mutual funds through various initiatives and campaigns like 'Mutual Funds Sahi Hai' has bolstered investor sentiment about the benefits of SIPs. Despite a volatile equity market and several headwinds, Average Assets Under Management (AAUM) of Indian Mutual Fund Industry at the end of March 2019 grew 7% to ₹ 24.58 crores.

In view of the strong potential of Indian equities and considering the prevailing market scenario, the 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:

The total Paid up Share Capital as on March 31, 2019 was ₹ 55 Crores comprising of 60 Lakhs Equity Shares of ₹ 10/- each and 49 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, 2019 till the date of this report.

Particulars of Loans, Guarantees or Investments:

The details of the Investments and Loans covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

Cash Flow Statement:

The Cash Flow statement for the year 2018-2019 is attached to the Balance Sheet.

Directors:

In accordance with the provisions of the Companies Act, 2013 ("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.

Further, Nomination and Remuneration Committee on the basis of performance evaluation of Independent Directors has recommended to the Board that the continued association of Mr. Arindom Mukherjee, as Independent Director of the Company would be beneficial to the Company. Based on the above, the Board recommends the re-appointment of Mr. Mukherjee as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years i.e. up to June 06, 2024.

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.

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'. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

Profile of the Directors, as required under Regulation 36 of the Listing Regulations, are given in the Notice of the 25th 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 Act, and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and 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 and are also available at www.shriramamc.com.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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.

Corporate Social Responsibility:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

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, 2019, 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, 2019 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;
- 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:

All related party transactions of the Company are at arm's length basis and are in the ordinary course of business. None of the related party transactions entered into by the Company were in conflict with the Company's interest. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. Members approval for material Related Party Transaction, as defined under the Listing Regulations shall be obtained at the ensuing Annual General Meeting.

All Related Party Transactions are placed before the Audit Committee/Board, as applicable, for their approval. 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, Mrs. Jayashree Mahesh (Non- Independent Director) as Member and Mr. Kshiti Ranjan Das (Independent Director) as Member. All the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism / Whistle Blower Policy:

As per the provisions of Section 177(9) of the Act, the Company is required to establish a Vigil Mechanism for Directors and employees to report genuine concerns. Regulation 4 (2) (d) (iv) of Listing Regulations also provides for establishment of vigil mechanism for directors and employees for above mentioned matters. The Company has a Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblower. 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 Auditors' Report:

The Company's Statutory Auditors, M/s. G. D. Apte & Co., (Firm Registration No. 100515W) Chartered Accountants, Mumbai, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 23rd Annual General Meeting held on August 10, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on August 10, 2017. Pursuant to the amendments made to Section 139 of the Act, by the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

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

No fraud has been reported by the Auditors to the Audit Committee or the Board.

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, Auditors' Report on Corporate Governance and a declaration by the Managing Director with regards to Code of Conduct are attached to the said Report.

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

As required under Listing Regulations, a detailed report on Corporate Governance along with the Certificate from the Company Auditors' 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, 2019 was submitted to the Board of Directors at their Meeting held on May 08, 2019. 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.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in the prescribed Form MGT-9 is annexed herewith as “**Annexure C**”. The complete Annual Return is available on the Company’s Website www.shriramamc.com

Compliance with Secretarial Standards:

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board and its Committees which have mandatory application.

Amount, if any, proposed to transfer to reserves:

The Company has made no transfers to reserves during FY 2018-2019.

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 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as “**Annexure D**”. As per the provisions of Section 136(1) of the Act, the Annual Report excluding the information required as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 on employee’s particulars is being sent to the members which is, however, available for inspection at the Registered office of the Company during working hours of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining such information may write to the Company Secretary in this regard.

Acknowledgment:

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: May 08, 2019

Prabhakar Karandikar
Chairman
DIN No: 02142050

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 Insight Share Brokers Limited (SISBL) - Fellow Subsidiary
- (2) Shriram Value Services Limited (SVS)- Subsidiary of Ultimate Holding Company

(b) Nature of contracts/arrangements/transactions:

- (1) SISBL - (i) Sub- Lease Agreement-
 - CK-5
 - Turner Morrison Building(ii) Infrastructure Sharing including manpower and telecommunication services
- (iii) Sub- Lease Agreement – Branch Offices
- (iv) Infrastructure Sharing including telecommunication services-Branch Offices

(2) SVS - HR, IT & Network Support Services

(c) Duration of the contracts / arrangements/transactions:

(1) SISBL:

Salient Features of Contract / Arrangement	Duration of Contract / Arrangement	With effect from
Sub Lease Agreement CK - 5	3 years	April 01, 2019
Sub Lease Agreement-Turner Morrison Building	3 years	April 01, 2019
Infrastructure Sharing including manpower and telecommunication services	3 years	April 01, 2019
Sub Lease Agreement-Branch Offices	4 years	April 01, 2019
Infrastructure Sharing including telecommunication services-Branch Offices	4 years	April 01, 2019

(2) SVS:

Salient Features of Contract / Arrangement	Duration of Contract / Arrangement	With effect from
HR, IT & Network Support Services	3 years	April 01, 2019

(d) The material terms of the contracts or arrangements including the value, if any:

- (1) SISBL - Sub- Lease Agreements and Infrastructure Sharing including manpower and telecommunication (including branches) – Pricing is done on actual basis.
- (2) SVS- HR, IT & Network Support Services- ₹ 3,63,000/- and after completion of first year price will be increased by 10% year on year. (Prices quoted are exclusive of Taxes)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- (e) Any advance paid or received for the contract or arrangement, if any:
- (1) SISBL - NIL
 - (2) SVS - NIL
- (f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:
- (1) SISBL - NA
 - (2) SVS - NA
- (g) Any other information relevant or important for the Board to take a decision on the proposed transaction:
- (1) SISBL - NA
 - (2) SVS -NA
- (h) Date(s) of approval by the Board, if any: January 28, 2019 and May 08, 2019 (for HR, IT & Network Support Services payment to SVS)
- (i) Amount paid as advances, if any: NIL

By Order of the Board
For **Shriram Asset Management Company Limited**

Place: Mumbai
Date: May 08, 2019

Prabhakar Karandikar
Chairman
DIN No: 02142050

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, 2019

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, 2019 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, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;
 - d) 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, 2018;
2. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
3. 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;
4. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
5. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
6. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
7. The Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013

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

- Secretarial Standards issued by the Institute of Company Secretaries of India

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.

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.

We further report that during the audit period, there was 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.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- 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: May 06, 2019

Annexure to Secretarial Audit Report

To

The Members,

Shriram Asset Management Company Limited,

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained Management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **SG & Associates**

Suhas Ganpule

Proprietor

Practicing Company Secretaries

Membership No: 12122

C. P No: 5722

Place: Mumbai
Date: May 06, 2019

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, 2019

[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, 2nd 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	166391	24000	190391	3.17	187554	24000	211554	3.53	0.36
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual Shareholders holding nominal share capital upto 1 lakh	448018	243393	691411	11.52	401180	204959	606139	10.10	(1.42)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

ii) Individual Shareholders holding nominal share capital in excess of 1 lakh	927372	36738	964110	16.07	1014141	24501	1038642	17.31	1.24
NBFC Registered with RBI	0	0	0	0	3690	0	3690	0.06	0.06
c) Others (specify)									
i.NRI	1627	0	1627	0.03	158	0	158	0.00	(0.03)
ii.Hindu Undivided Family	16147	0	16147	0.27	16938	0	16938	0.28	0.01
iii.Clearing Members	16304	0	16304	0.27	2869	0	2869	0.05	(0.22)
Sub-Total(B)(2):	1575859	304131	1879990	31.33	1626530	253460	1879990	31.33	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1575859	304131	1879990	31.33	1626530	253460	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)	5695869	304131	6000000	100	5746540	253460	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. Hitesh Ramji Javeri	249500	4.16			249500	4.16
2. SFV Selvaraj	189921	3.17				
No. of shares Purchased and sold in the month of January 2019			4411	22952	171380	2.86
No. of shares Purchased and sold in the month of February 2019			126761	127910	170231	2.84
No. of shares Sold in the month of March 2019			0	373	169858	2.83
3. Vishal Deepak Anand	121570	2.03				
No. of shares purchased in the month of September 2018			420	0	121990	2.03
No. of shares purchased in the month of December 2018			4051	0	126041	2.10
No. of shares purchased in the month of March 2019			300	0	126341	2.11
4. Dawood Mithaiwala	28233	0.47				
No. of shares purchased in the month of April 2018			5364	0	33597	0.56
No. of shares purchased in the month of May 2018			1625	0	35222	0.59
No. of shares purchased in the month of June 2018			1000	0	36222	0.60
No. of shares purchased in the month of October 2018			14600	0	50822	0.85
No. of shares purchased in the month of November 2018			1692	0	52514	0.88
No. of shares purchased in the month of December 2018			3525	0	56039	0.93
No. of shares purchased in the month of January 2019			16519	0	72558	1.21
5. Integrated Enterprises (India) Ltd.	60000	1.00			60000	1.00
6. Bhavani Thyagarajan	1736	0.03				
No. of shares purchased in the month of July 2018			8960	0	10696	0.18
No. of shares purchased in the month of October 2018			12239	0	22935	0.38
No. of shares purchased in the month of January 2019			10793	0	33728	0.56
No. of shares purchased in the month of March 2019			23985	0	57713	0.96

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

7. Harsha Hitesh Javeri	50000	0.83			50000	0.83
8. Priya Singh Aggarwal	50000	0.83			50000	0.83
9. Runner Marketing Pvt Ltd	50000	0.83			50000	0.83
10. Mithaiwala Mohamed Husain	29947	0.50				
No. of shares purchased in the month of April 2018			4435	0	34382	0.57
No. of shares purchased in the month of May 2018			1750	0	36132	0.60

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	9417	0.16				
No. of Shares sold in the month of September 2018			0	1250	8167	0.14
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

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	22,45,560	22,45,560
	b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	39,000	39,000
	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		
	- as % of profit	0	0
	- others, specify	0	0
5	Others, please specify:		
	EPF	2,53,440	2,53,440
	Total (A)	25,38,000	25,38,000
	Ceiling as per the Act	₹ 84 Lakhs as per Schedule V of the Act	

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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	Mr. Kshiti Ranjan Das	Mrs. Chandra Iyengar	
1	Fee for attending Board/Committee Meetings	1,03,000	1,08,000	1,03,000	86,000	4,00,000
2	Commission	0	0	0	0	0
3	Others, please Specify	0	0	0	0	0
	Total (1)	1,03,000	1,08,000	1,03,000	86,000	4,00,000

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	81,000	64,000	1,45,000
2	Commission	0	0	0	0
3	Others, please specify	0	0	0	0
	Total (2)	0	81,000	64,000	1,45,000
	Total Managerial Remuneration TOTAL (B)=(1)+(2)				5,45,000
	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			

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	10,77,000	15,71,392	26,48,392
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	49,000	24,000	73,000
	(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			
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others			
	-EPF	52,200	21,600	73,800
	Total (C)	11,78,200	16,16,992	27,95,192

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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					

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:				
	Sr. No.	Name of Director / Key Managerial Personnel	Designation	Ratio of remuneration of each Director to the median remuneration of the employees	
	1.	Mr. Akhilesh Kumar Singh	Managing Director	6.63:1	
	2.	Mrs. Reena Yadav	Company Secretary	4.23:1	
	3.	Mrs. Chandana Dutt	Chief Financial Officer	3.08:1	
(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				0.08%
	b) Chief Financial Officer				(4.66)%
	c) Company Secretary				6.10%
(iii)	the percentage increase in the median remuneration of employees in the financial year;				(16.84)%
(iv)	the number of permanent employees on the rolls of Company;				40
(v)	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 :				1.83%
	b) Average % increase in other personnel:				(6.37)%
(vi)	affirmation that the remuneration is as per the remuneration policy of the Company.				Yes

MANAGEMENT DISCUSSION AND ANALYSIS

Mutual Fund Industry Performance

FY 2018-19 turned out to be the fifth successive year of net inflows in equity mutual funds, according to the Association of Mutual Funds in India's (AMFI) data. However, money pumped in by the investors recorded a 35% decline during the year to ₹ 1.11 lakh crores in equity oriented mutual funds. Volatility in the market due to cyclical downturns, steep correction in small and mid cap stocks and geo-political tensions might have led many investors away from equity investments. Nevertheless, over 1.11 crore new folios were added in FY19 taking the total to an all time high of 8.24 crores at year end.

Mutual Funds' assets under management (AUM) were at ₹ 23.80 lakh crore at the end of March up 11.4%, and the average AUM was ₹ 24.58 lakh crores. The number of folios at 8.25 crores is up 16% in FY19.

Robust SIP Contribution

The contribution of Systematic Investment Plan (SIP) stood at ₹ 92,693 crores in FY19, up 38% even in a volatile equity market. 9.13 lakh SIP accounts were added on an average each month during the financial year with an average SIP size of about ₹ 3,070 per account taking the total number of SIP accounts to about 2.62 crores in FY19. Rising awareness about mutual funds through various initiatives and campaigns like 'Mutual Funds Sahi Hai' have bolstered investor sentiment about the benefits of SIPs. SIPs help investors average their cost over a period of time thereby fetching more units when prices are low and fewer units when prices are high, and help the investor stay disciplined even in volatile markets.

Economic Overview

Increased government spending and pick up in rural demand put the Indian economy into a recovery mode with the adjustments of economic implementations like GST and demonetisation having played out. A normal monsoon will drive the growth further as consumption remains a strong fundamental for the economy. In its first long-range forecast for the south-west monsoon, the India Meteorological Department (IMD) predicted that the monsoons will be near-normal this year. However, India's GDP growth estimate for FY19 was moderated from 7.2% to 7%, following a softened 6.6% growth in Q3FY19.

Inflation remained docile as compared to the longer term trend. Although retail inflation touched 5 month high of 2.86% in March 2019, it remained within the RBI's overall target range of 2-6%. However, the recent trend of moderation in IIP and GDP numbers made the RBI to take measures to stimulate growth.

The International Monetary Fund cut India's GDP growth forecast for 2019-20 by 20 basis points to 7.3% following similar action by the Asian Development Bank and the RBI, both cutting their 2019-20 growth projections for India to 7.2% from 7.4% earlier due to rising risks to global economic growth as well as weakening domestic investment activity.

On the external trade front, India's trade deficit for April 2018 – March 2019 widened to \$ 176.42 billion compared to \$162.05 billion in the previous year with both exports and imports growing at 9%, respectively. However, last month of the FY recorded robust 11% growth in exports to \$32.55 billion while imports grew only 1.4% to \$43.44 billion. The growth in exports is commendable despite growing protectionism. Besides economies across Asia, especially China and the Southeast Asian nations have been showing signs of sluggishness with contraction in manufacturing because of the slowdown in the global trade and fragile world economy.

Crude rose to around 86 dollars per barrel in 2018 on the back of impending US sanctions on Iran and political tensions in Venezuela which led to production cut. The prices fell in late October owing to the US granting waivers to eight countries to import crude from Iran and a slowdown in global demand. However, prices rose again on OPEC-led supply cuts and the imposition of US sanctions on Iran and Venezuela. The rupee showed weakness against the dollar for major part of FY19, inching up to 73.96 in October 2018. In February-March 2019, it gained some strength backed by the huge FII inflows and a narrowed trade deficit. RBI's policy of swapping of INR for foreign currencies also helped the cause.

Meanwhile, the government met its revised fiscal deficit target of 3.4% of the Gross Domestic Product by cutting last minute expenditure and rolled over fuel subsidies to next year to cover the shortfall in tax collection. FY19 closed with a record GST collection of Rs 1.06 lakh crores in March 2019. Even though the collection missed the FY19 target, the late pick up also aided in meeting the fiscal deficit target.

Equity Market Performance

At the end of FY19, the benchmark indices – BSE Sensex and Nifty 50 rallied 17% and 15%, respectively making it the third consecutive financial year to record double-digit growth. The gain came despite volatile phases in the market. India outperformed many of its emerging market peers as indices like Hang Seng and KOSPI 50 fell by 3.46% and

13.1%, respectively. Developed market indices like US Dow Jones also witnessed single digit growth, closing FY19 with a 7.57% gain.

A feared slowdown in global growth, which prompted the US Federal Reserve to adopt a patient stance and decide not to hike interest rates further in 2019, led to robust FII inflows into the economy. The last three months of FY19 saw Foreign Institutional Investors (FII) turn net buyers with a net investment of ₹ 46,938.17 crores into equities. The inflow was stellar considering the net outflow of ₹ 47,026 crores during April-December 2018, and was also elementary in restricting the net outflow during FY19 to just ₹ 87.83 crores.

Among the sectoral indices, Nifty Bank gained 25.40% in FY19 as private sector banks upheld the index. The RBI took a few PSU banks out of the Prompt Corrective Action (PCA) framework as their NPA margins improved. The overall PSU banking sector seemed to be on a recovery path towards the end of the financial year after being hit by the IL&FS crisis when they had to resort to heavy provisioning. The government's decision to infuse capital into certain PSU banks is most likely to help them further. Nifty IT also reported a gain of 24.91% in FY19. Rising revenue on the digital front aided the companies while a weakening rupee also served as a tailwind for the most part of FY19.

After a 19.72% fall in FY18, Nifty Pharma made a comeback, closing FY19 with a gain of 11.83% on attractive valuation and normalised pricing pressure in the US. Auto sector was probably the worst hit as Nifty Auto shed 22.97%. High inventory levels leading to higher discounts, higher insurance costs, the BS-VI transition, and weak demand due to liquidity crunch were the reasons behind this slowdown.

Outlook

With range-bound oil prices, expectation of normal monsoon, inflation is expected to remain within RBI's comfort zone. Besides, government spending on infrastructure and the rural economy should continue to support domestic activities. Moreover, in order to push economic growth the RBI has reduced rates twice over the last three months.

Several important steps have been taken so far to strengthen balance sheets of the banks through timely recognition of bad loans and faster resolution of non-performing assets through the Insolvency and Bankruptcy Code. This, along with capital infusion to public sector banks should strengthen the banking system further. Corporate earnings, especially the banking sector is expected to recover with credit growth picking up, lower fresh slippages and lower credit costs.

Moreover a feared slowdown in global growth, which prompted the US Federal Reserve to adopt a patient stance and decide not to hike interest rates further in 2019, led to robust FII inflows into the economy. The Fed policy is likely to continue to be soft leading to increased inflows into emerging markets benefitting India as well.

Near term factors to impact the economy are outcome of general elections, global developments such as Brexit, RBI's policy decisions and oil prices trajectory. However, over the long term fundamentals remain strong for the Indian economy on the back of a stable domestic currency, government's investment in infrastructure, focus on uplifting farmer income and benign inflation.

Mutual Fund Industry as it was in FY 2018-2019

- Average Assets Under Management (AAUM) of Indian Mutual Fund Industry for the month of March 2019 stood at ₹24,58,016 crores. Assets Under Management (AUM) as on March 31, 2019 stood at ₹ 23,79,584 crores.
- A sharp rise in systematic investment plans (SIPs) promoted sustainable growth for the industry as more people moved away from the concept of large lump sum investments. The MF industry had added about 9.13 lacs SIP accounts each month on an average during the FY 2018-19, with an average SIP size of about ₹ 3,070 per SIP account.
- The AUM of the Indian MF Industry has grown from Rs 4.17 trillion as on March 31, 2009 to Rs 23.80 trillion as on March 31, 2019, more than 5 ½ fold increase in a span of 10 years.
- The MF industry's AUM has grown from ₹ 8.25 trillion as on March 31, 2014 to ₹ 23.80 trillion as on March 31, 2019, about 3 fold increase in a span of 5 years.
- The Industry's AUM had crossed the milestone of ₹ 10 Trillion (₹10 lakh crores) for the first time in May 2014 and in a short span of about three years, the AUM size had increased more than two folds and crossed ₹ 20 trillion (₹ 20 lakh crores) for the first time in August 2017. The Industry AUM stood at ₹ 23.80 Trillion (₹ 23.80 lakh crores) as on March 31, 2019.
- The total number of accounts as on March 31, 2019 stood at 8.25 crores folios, an addition of 1.12 crores folios or 16% growth from FY2018. The number of folios under Equity, ELSS and Balanced schemes, wherein the

maximum investment is from retail segment stood at 6.93 crores. Although the additions in FY19 were lower than the 1.6 crore investor accounts in FY18 fiscal, it was higher than 67 lakh folios added in FY17 and 59 lakh in FY16.

Mutual Fund Industry- Steps taken by the Regulators in FY 2018-19

There were some important changes in the regulation pertaining to the mutual fund industry during FY 2018-19; the highlights of some of the changes are as given below:

- **Go Green Initiative in Mutual Funds:** In order to bring cost effectiveness in disclosing and providing information to unit holders and as a green initiative measure, SEBI has now directed that all AMCs will no longer be required to publish daily net asset values, or NAVs in newspapers.

Further, the AMCs will not be required to send physical copies of scheme annual reports and statement of scheme portfolios on half-yearly basis to all the investors whose email addresses are not available. Instead, these details will now be published on the websites of Association of Mutual Funds in India (AMFI), and on the website of the fund houses/AMCs.

AMCs are also required to publish an advertisement informing about hosting of the annual report and statement of scheme portfolios on the websites and provide the relevant information to investors upon request.

- **Charging of additional expenses in terms of Regulation 52 (6A) (c) of SEBI (Mutual Funds) Regulations, 1996:** Regulation 52 (6A) (c) of SEBI (Mutual Funds) Regulations, 1996, allowed an AMC to charge additional expenses, incurred towards different heads mentioned under Regulation 52 (2) and Regulation 52 (4), not exceeding 0.20 per cent of daily net assets of the scheme.

Pursuant to amendment to Regulation 52 (6A) (c) of SEBI (Mutual Funds) Regulations, 1996; the said additional expenses has now been revised to 0.05 per cent of daily net assets of the scheme.

- **Total Expense Ratio – Change and Disclosure:** SEBI has issued circular bringing the following changes in TER disclosure

(a) AMCs are now required to disclose on a daily basis, the TER (scheme-wise, date-wise) of all schemes except infrastructure debt fund (IDF) schemes under a separate head -“Total Expense Ratio of Mutual Fund Schemes” on their website and on the website of AMFI in a downloadable spreadsheet format as provided in the circular.

(b) Provided that any increase or decrease in TER in a mutual fund scheme due to change in AUM and any decrease in TER in a mutual fund scheme due to various other regulatory requirements would not require issuance of any prior notice to the investors.

- **Review of additional expenses of up to 0.30% towards inflows from beyond top 15 cities (B15):** The additional TER which is allowed to be charged up to 30 basis points on daily net assets of the scheme under Regulation 52(6A)(b) of SEBI (Mutual Funds) Regulations, 1996, SEBI, in this respect, has now directed that the said additional expense shall be charged based on inflows from retail investors from beyond top 30 cities (B-30 cities), and has defined the term ‘retail investor’. The inflows of amount upto ₹ 2,00,000/-per transaction, by individual investors shall be considered as inflows from “retail investor”.

- **No Entry Load on Systematic Investment Plans (SIPs):** In continuation to SEBI Circular SEBI/IMD/CIRNo.4/168230/09 dated June 30, 2009 which mandated that no entry load on investment in Mutual Fund schemes including additional purchases and switch-in to a scheme from other schemes made after August 1, 2009 (for SIPs, the above provision was made applicable to SIPs registered on or after August 1, 2009).

SEBI has now decided to make the provisions of the above mentioned circular applicable to all SIPs including SIPs registered prior to August 1, 2009.

- **Limitation on Fees and Expenses –Regulation 52 of SEBI (Mutual Funds) Regulations, 1996:** The total expenses of a scheme excluding issue or redemption expenses, whether initially borne by the mutual fund or by the asset management company, but including the investment management and advisory fee has been revised.
- **Distributor Commission:** SEBI has now mandated that all scheme related expenses including commission paid to distributors, shall be paid from scheme only within the regulatory limits and not from the AMC books, its associates, sponsor, trustee or any other entity through any route.

Further, upfronting of trail commission is now allowed only in case of inflows through Systematic Investment Plans (SIPs). A carve out for upfronting of trail commission has been made for inflows through SIPs from new investors to the Mutual Fund Industry

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

Performance of your Company

The performance of the Company for year ended March 31, 2019 is given in brief below:-

Particulars	Year Ended March 31,2019 (₹)	Year Ended March 31,2018 (₹)
Total Income	50,995,151	34,437,921
Total Expenditure	62,084,705	38,740,230
Profit Before Tax	(11,089,554)	(4,302,309)
Income Tax Provision For the Year	(4,840,946)	670,131
Balance brought forward from previous year	(37,280,439)	(33,582,917)
Balance carried to Balance Sheet	(53,849,723)	(37,280,439)

During the year 2018-2019, the Company's total income increased by 48.08% to ₹ 50,995,151/- as compared to ₹ 34,437,921/- in 2017-2018. However, since the Company is still in expansion mode investing in infrastructure & resources to augment future business revenue, loss increased by 157.76% to ₹ 11,089,554/- in 2018-2019, as compared to ₹ 4,302,309/- in 2017-2018.

The increase in total income in financial year 2018-2019 was mainly due to migration from IGAAP to INDAS resulting in a increase in value of investments by ₹ 14,412,194/- which is also reflected under the head 'Profit on revaluation of Investment' grouped under Other Income.

AUM of Shriram Mutual Fund has increased by 200% from 42.72 Cr in FY 2017-18 to ₹ 128.14 Cr in FY 2018-19. However increase in Management Fees from ₹ 9,021,223/- (previous FY 2017-18) to ₹ 9,439,842/- (FY 2018-19) is not commensurate with increase in AUM due to the impact of SEBI Circular dated October 22, 2018 relating to Total Expense Ratio and Performance Disclosure for Mutual Funds.

Performance of Scheme "Shriram Hybrid Equity Fund"

The performance of the Scheme "Shriram Hybrid Equity Fund" as on March 31, 2019 is given below:

Returns of Regular Plan - Growth Option as on March 31, 2019						
Date of inception: November 29,2013						
NAV as on March 31, 2019 Rs. 16.8884						
Date	Period	NAV (₹) Per Unit	Scheme Return % (Annualized)	Benchmark Return % (Annualized)	Value of Investment of Rs.10000	
					Scheme	Benchmark
March 31, 2018	Last 1 Year	15.7045	7.54	13.62	10,754	11,362
March 31, 2016	Last 3 Year	12.5041	10.54	13.63	13,506	14,672
March 31, 2014	Last 5 Year	10.5771	9.81	12.05	15,967	17,671
NA	Last 10 Year	NA	NA	NA	NA	NA
November 29, 2013	Since Inception	10.0000	10.32	12.70	16,888	18,924

Returns of Direct Plan - Growth Option as on March 31, 2019						
Date of inception: November 29,2013						
NAV as on March 31, 2019 Rs. 17.513						
Date	Period	NAV (₹) Per Unit	Scheme Return % (Annualized)	Benchmark Return % (Annualized)	Value of Investment of Rs.10000	
					Scheme	Benchmark
March 31, 2018	Last 1 Year	16.1145	8.68	13.62	10,868	11,362
March 31, 2016	Last 3 Year	12.6706	11.39	13.63	13,822	14,672
March 31, 2014	Last 5 Year	10.5959	10.57	12.05	16,528	17,671
NA	Last 10 Year	NA	NA	NA	NA	NA
November 29, 2013	Since Inception	10.0000	11.07	12.70	17,513	18,924

As per SEBI circular no. SEBI/HO/IMD/DF3/CIR/P/2018/04 dated Jan 04, 2018. In benchmark Nifty value taken as Total Return Index value

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

The returns are Compounded Annual Growth Returns (CAGR) for the past 1 year, 3 years, 5 years & since inception and simple annualized for less than 1 year. Different plans shall have a different expense structure. The performance details provided herein are of Regular Plan-Growth Option & Direct Plan-Growth Option. The scheme has been in existence for more than 5 years but less than 10 years. Hence, data are not available for the last 10 years period.

Benchmark is a blend of 70% NIFTY 50 TRI value for the Equity part of the Portfolio & 30% of CRISIL Composite Bond Fund Index for its investments in Debt and Money Market Instruments.

Performance of dividend option would be Net of Dividend distribution tax, if any. For computation of return since inception (%) the allotment NAV has been taken as ₹ 10 /-. Point-to-point returns on a standard investment of ₹10,000/- are in addition to CAGR for the Scheme.

Past performance may or may not be sustained in future. Load is not considered for computation of returns. In case, the start/end date of the concerned period is a non business date (NBD), the NAV of the previous date is considered for computation of returns. The NAV per unit shown in the table is as on the start date of the said period.

The scheme is being managed by Mr. Kartik Soral, along with Ms. Gargi Bhattacharyya Banerjee, with effect from November 30, 2017.

Performance of Scheme “Shriram Multicap Fund & Shriram Long Term Equity Fund”

Since the other active schemes of Shriram Mutual Fund i.e. Shriram Multicap Fund (Inception Date: September 28, 2018) & Shriram Long Term Equity Fund (Inception Date: January 25, 2019) have been in existence for less than one year, hence the performance of these schemes has not been provided.

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.

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 authorized, 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 financial 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, 2019, the human resources aspects and built in Management Team of the Company remain unchanged.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

- (i) Debtors Turnover - 0.01
- (ii) Inventory Turnover - NA
- (iii) Interest Coverage Ratio - NA
- (iv) Current Ratio - 24
- (v) Debt Equity Ratio - 0.04
- (vi) Operating Profit Margin (%) - (22%)
- (vii) Net Profit Margin (%) - (32%)

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof: No significant changes

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2019

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 27.04.2018, 07.08.2018, 26.10.2018 and 28.01.2019. The maximum gap between any two meetings was not more than one hundred and twenty days. The Twenty Fourth Annual General Meeting was held on August 07, 2018.

As mandated by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter called as "Listing Regulations", as on March 31, 2019, none of the Director 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, 2019, the Company's Board comprised of eight members. The Company has 7 Non-Executive Directors out of which 4 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	Chairman ship in Audit/ Stakeholders Relationship Committees	Chairman ship in other Committees
Mr. Prabhakar Karandikar -Chairman Non Executive and Independent	4	YES	8	7	8	1	1
Mr. Akhilesh Kumar Singh- Executive and Non Independent	4	YES	6	NIL	8	NIL	NIL
Mr. R. Sundara Rajan - Non Executive and Non Independent	4	YES	8	4	4	3	1
Mr. Dhruv Mehta -Non Executive and Non Independent	3	YES	5	NIL	1	NIL	NIL
Mr. Arindom Mukherjee - Non Executive and Independent	4	YES	NIL	NIL	NIL	NIL	NIL
Mrs. Jayashree Mahesh - Non Executive and Non Independent	3	NO	NIL	NIL	NIL	NIL	NIL
Mr. Kshiti Ranjan Das- Non Executive and Independent	4	YES	1	1	NIL	NIL	NIL
Mrs. Chandra Iyengar -Non Executive and Independent	4	YES	3	2	2	NIL	NIL

Notes:

- While considering the total number of directorships, their directorships in private companies, Section 8 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.

Name of other listed entities where Directors of the Company are Directors and the category of Directorship:

Sr. No.	Name of Director	Name of the Listed Company in which the concerned Director is a Director	Category of Directorship
1	Mr. Prabhakar Karandikar- Chairman DIN No.02142050	Shriram EPC Limited	Non Executive and Independent Chairman
		Finolex Industries Limited	Non- Executive and Independent Director
2	Mr. Akhilesh Kumar Singh- Managing Director DIN No.00421577	Nil	N.A.
3	Mr. R. Sundara Rajan DIN No.00498404	Shriram EPC Limited	Non Executive and Non Independent Director
		Take Solutions Limited	Non Executive and Independent Director
		Orient Green Power Company Limited	Non Executive and Non Independent Director

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

4	Mr. Dhruv Mehta DIN No.02083226		Nil
5	Mr. Arindom Mukherjee DIN No.00174199		Nil
6	Mrs. Jayashree Mahesh DIN No.06993492		Nil
7	Mr. Kshiti Ranjan Das DIN No.07212449	Kerala Ayurveda Limited	Non- Executive and Independent Director
8	Mrs. Chandra Iyengar DIN No.02821294	Adani Gas Limited	Non- Executive and Independent Director

Skills/expertise/competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- 1. Industry Knowledge** - understanding of industry supply and demand dynamics, types of products, regulations, pricing, competition, performance, profitability measures, valuation metrics, etc.
- 2. Risk Management** - understanding of key risks from fund management and operational standpoint, Regulatory compliance
- 3. Financial Markets** - understanding of financial markets and various asset classes, financial instruments, macro and micro economic theory
- 4. Business Strategy** - Short Term, Medium Term and Long Term strategy, Competitive Strategy
- 5. Communication and Transparency**
- 6. Behavioral Skills** - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- 7. Financial and Management Skills**

Familiarisation programme for Independent Directors:

The Company familiarises its Independent Directors pursuant to the requirement of Listing Regulations with their roles and rights, responsibility in the Company, nature of the industry in which the Company operates and business model of the Company etc. The details of the familiarisation programme imparted to the Independent Directors of the Company during Financial Year 2018-19 are available on the website of the Company at www.shriramamc.com

Policy for prohibition of Insider Trading:

In compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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 and Connected Persons 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.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- 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 24th Annual General Meeting held on August 07, 2018.

During the year under review, the Committee met four times on 27.04.2018, 07.08.2018, 26.10.2018 and 28.01.2019. 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.

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	3
Mr. Kshiti Ranjan Das	Non Executive and Independent	4

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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.

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 27.04.2018 and 28.01.2019.

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	Non Executive and Independent	2
Mrs. Jayashree Mahesh	Non Executive and Non Independent	2
Mr. Kshiti Ranjan Das	Non Executive and Independent	2

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.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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 - ₹.20,000/-
- b) Audit Committee - ₹ 5,000/-
- c) Other Committees - ₹ 1,000/-

The details of sitting fees/remuneration paid to the Directors during the year 2018-2019, are as under:

Sr. No.	Name of the Director	Sitting fees (₹)	Salary, Perquisites (₹)	Commission (₹)	Total (₹)
1	Mr. Prabhakar Karandikar- Chairman	1,03,000	NIL	NIL	1,03,000
2	Mr. Akhilesh Kumar Singh- Managing Director (*)	NIL	25,38,000	NIL	25,38,000
3	Mr. R. Sundara Rajan	NIL	NIL	NIL	NIL
4	Mr. Dhruv Mehta	64,000	NIL	NIL	64,000
5	Mr. Arindom Mukherjee	1,08,000	NIL	NIL	1,08,000
6	Mrs. Jayashree Mahesh	81,000	NIL	NIL	81,000
7	Mr. Kshiti Ranjan Das	1,03,000	NIL	NIL	1,03,000
8	Mrs. Chandra Iyengar	86,000	NIL	NIL	86,000

(*) Mr. Akhilesh Kumar Singh was appointed as Managing Director for a period of 3 years with effect from February 14, 2018. His remuneration includes salary of ₹ 22,45,560/-, Perquisites of ₹ 39,000/- and contribution to Provident Fund of ₹ 2,53,440/-. 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, 2019 are as below:

Name of the Director	Shareholdings
Mr. Prabhakar Karandikar - Chairman	NIL
Mr. Akhilesh Kumar Singh- Managing Director	NIL
Mr. R. Sundara Rajan	8167
Mr. Dhruv Mehta	NIL
Mr. Arindom Mukherjee	NIL
Mrs. Jayashree Mahesh	NIL
Mr. Kshiti Ranjan Das	NIL
Mrs. Chandra Iyengar	NIL

The Company does not have any outstanding warrants.

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:

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

1. Adequacy of the composition of the Board and its Committees.
2. Board culture.
3. Execution and performance of Specific duties
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 on parameters such as effectiveness of leadership, impartiality and ability to keep shareholders' interest in mind etc. 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 comprises of two Independent Director and two Non Independent Directors. Chairman of the Committee is Non-Executive Director.

The Chairman of the Stakeholders Relationship Committee was present at the 24th Annual General Meeting held on August 07, 2018.

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.

During the year under review, the Committee met five times on 27.04.2018, 07.08.2018, 14.09.2018, 26.10.2018 and 28.01.2019.

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	5
Mr. Dhruv Mehta	Non Executive and Non Independent	4
Mrs. Jayashree Mahesh	Non Executive and Non Independent	4
Mrs. Chandra Iyengar	Non Executive and Independent	5

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

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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 2018-2019.

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 there of.

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 on 27.07.2018, 06.09.2018, 15.10.2018, 13.11.2018 and 29.03.2019.

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)
Mr. Rohit Kumar Chawda	Chief Operating Officer

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.

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

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 28.01.2019.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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 28.01.2019.

GENERAL BODY MEETINGS

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

Year	AGM	Location	Date	Time
2015-2016	22 nd	Hotel Parle International, Mumbai - 400 057	August 09, 2016	2.30 P.M.
2016-2017	23 rd	Hotel Parle International, Mumbai - 400 057	August 10, 2017	3.00 P.M.
2017-2018	24 th	Hotel Parle International, Mumbai - 400 057	August 07, 2018	2.30 P.M.

- A) At 22nd AGM held on August 09, 2016- No Special Resolution was passed.
- B) At 23rd AGM held on August 10, 2017- No Special Resolution was passed.
- C) At 24th AGM held on August 07, 2018- following Special Resolutions were passed:
- 1) Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.
 - 2) Appointment of Mr. Akhilesh Kumar Singh as Managing Director.
 - 3) Approval of Related Party Transactions (Ordinary Resolution)
- D) Postal Ballot - During the year 2018-2019, 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

The Company has followed the relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements.

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 Ind (AS) - 24 have been incorporated in the Notes to Financial Statements.

In terms of the amendments made to the Listing Regulations, the Board of Directors confirms that during the year, it has accepted all recommendations received from its mandatory committees.

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.

The Company has complied with all applicable mandatory requirements of the Listing Regulations. The Company has also fulfilled the following discretionary requirements as provided in Listing Regulations:

- 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.
- 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.
- Modified Opinion(s) in Audit Report:** There are no modified opinions in audit report.
- 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 its consideration.

The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

All the Directors of the Company have given a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies. Mr. Suhas Ganpule, Practising Company Secretary has submitted a certificate to this effect.

Total fees for all services paid by the Company to the Statutory Auditor and all entities in the network firm / network entity of which Statutory Auditor is part are given in Note No. 20 (1) to the Financial Statements.

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.

Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistle blowers (the Whistle blower 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 behavior and actual or suspected frauds, the Company has adopted the Whistle blower Policy/ Vigil Mechanism in line with Regulation 22 of the Listing Regulations. No personnel have been denied access to the Audit Committee. The Whistle blower 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 behavior.

CAPITAL AUDIT

As stipulated by SEBI 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 & CEO 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.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

GENERAL SHAREHOLDER INFORMATION

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

25th Annual General Meeting

a	Date and Time	August 02, 2019 at 3.00 P.M.
b	Venue	Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai - 400 057
c	Book Closure Date	From July 27, 2019 to August 02, 2019 (both days inclusive)
d	Dividend	The Board of Directors has not recommended any dividend for the year 2018-2019
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	2019-2020
	Annual General Meeting	September 2020
	Unaudited results for the quarter ending June 30, 2019	Last week of July 2019
	Unaudited results for the quarter/ half - year ending September 30, 2019	Last week of October 2019
	Unaudited results for the quarter ending December 31, 2019	Last week of January 2020
	Audited results for the year ending March 31, 2020	May 2020
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 2019-2020 to the above stock exchange.

Custodial Fees to Depositories

The annual custodial fees for the financial year 2019-2020 has been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (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, 2019 are given below:

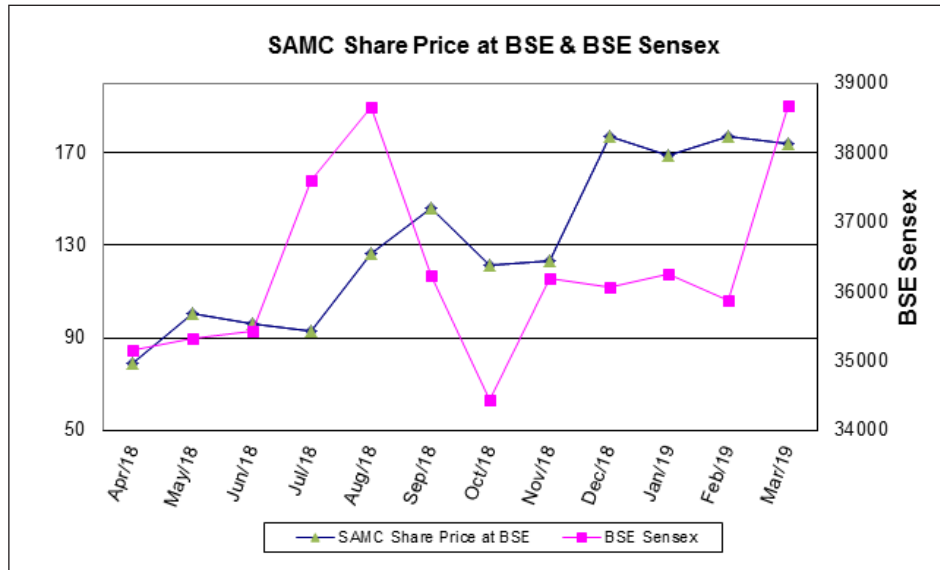
BSE Limited

Month	Share price		Volume
	High (₹)	Low (₹)	
April-18	96.70	60.45	38565
May-18	108.20	65.30	42754
June-18	102.70	95.80	13010
July-18	100.45	92.80	2424
August -18	126.20	84.00	23479
September-18	146.05	127.15	22479
October-18	151.90	121.55	35202
November-18	129.00	116.65	8462
December-18	199.00	122.70	38509
January-19	224.80	154.45	76262
February -19	184.00	153.80	10625
March-19	185.00	158.00	2531

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

i.SAMC Share Price performance in comparison to BSE Sensex

The Company's closing share price movement during the Financial Year 2018-2019 on BSE Sensex:



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.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

I. Distribution of Shareholdings as on March 31, 2019

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	699	68.73	123845	2.06
501-1000	167	16.42	147218	2.45
1001-2000	63	6.19	98095	1.63
2001-3000	17	1.67	41768	0.70
3001- 4000	12	1.18	42758	0.71
4001- 5000	11	1.08	49564	0.83
5001- 10000	21	2.06	155645	2.60
10001 and above	27	2.65	5341107	89.02
Total	1017	100.00	6000000	100.00

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

m. Category of Shareholders as on March 31, 2019

Category of Shareholders	No. of Shares held	% of Shareholding
Promoters and Promoter Group	4120010	68.67
Individuals	1644781	27.41
NBFC Registered with RBI	3690	0.06
Bodies Corporate	211554	3.53
NRI	158	0
HUF	16938	0.28
Clearing Members	2869	0.05
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) Private Limited. As on March 31, 2019 total of 5746540 equity shares constituting 95.78% 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, 2019 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, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. That there are no instances of significant fraud of which I have become aware.

Place: Mumbai
Date: May 08, 2019

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, 2019 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 if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. That there are no instances of Significant fraud of which I have become aware.

Place: Kolkata
Date: May 08, 2019

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, 2019.

Place: Mumbai
Date: May 08, 2019

Akhilesh Kumar Singh
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Shriram Asset Management Company Limited

1. This certificate is issued in accordance with the terms of our engagement with Shriram Asset Management Company Limited ('the Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations').

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

AUDITORS' RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2019.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For G. D. Apte & Co.
Chartered Accountants
(Firm Registration No. 100515W)

Chetan R. Sapre
(Partner)
(Membership No. 116952)

Place: Mumbai
Date: May 08, 2019

INDEPENDENT AUDITORS' REPORT

To,
The Members of Shriram Asset Management Company Limited

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the accompanying standalone INDAS financial statements of **SHRIRAM ASSET MANAGEMENT COMPANY LIMITED ("the Company")**, which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

3. Key Audit Matters

We have determined that there are no Key Audit matters to be communicated in our report.

4. Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. 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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

7. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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.
 - 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For G. D. Apte & Co.
Chartered Accountants
(Firm Registration No. 100515W)

Chetan R. Sapre
(Partner)
(Membership No. 116952)

Place: Mumbai
Date: May 08, 2019

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Shriram Asset Management Company Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting 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, 2019 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 Board of Directors of the Company 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. 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 respective 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 internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 G. D. Apte & Co.
Chartered Accountants
(Firm Registration No. 100515W)

Place: Mumbai
Date: May 08, 2019

Chetan R. Sapre
(Partner)
(Membership No. 116952)

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Shriram Asset Management Company Limited of even date)

- (i) In respect of the Company's fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As per the information and explanations given to us, the fixed assets have been physically verified by the management at reasonable intervals, which in our opinion is reasonable, having regard to the size of company and nature of its business.
 - 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 a service company primarily rendering asset management, portfolio management and advisory services. Accordingly it does not hold any inventories. Thus paragraph 3 (ii) is not applicable.
- (iii) The Company has granted Short Term Loan to one of its Associate Company covered in the register maintained under Section 189 of the Act.
 - a) The terms and conditions of the grant of such loans are prima facie not prejudicial to the company's interest.
 - b) In the case of the loans granted, the terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Payment of interest has been stipulated, and the receipts thereof are regular.
 - c) There are no overdue amounts for more than ninety days in respect of the loans granted.
- (iv) According to information and explanation given to us and in our opinion, the Company has advanced loans to a Company in which the Directors are interested to which the provisions of Section 185 of the Act apply. The Company has complied with the provision of Section 186 to the extent applicable.
- (v) In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 , of the Act, or any other relevant provisions of the Act, and the rules framed there under, are not applicable and hence not commented upon.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Clause 148(1) of the Companies Act, 2013, for the Company, and therefore the provisions of Clause (vi) of the order are not applicable to the company.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- (vii) a) According to records of the Company verified by us, we report that the Company is generally regular in payment of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, service tax and other statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues, of duty, of Customs and Excise, which have not been deposited with the appropriate authorities on account of any dispute.
- (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 to the Company.
- (ix) The Company did not raise any money by way of public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) In our opinion and according to the information and explanations given to us, no material fraud by the Company, or any fraud 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 said order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence, reporting under Clause 3(xiv) of the order is not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with the directors or persons connected with him and therefore the paragraph 3(xv) of the said order is not applicable to the Company.
- (xvi) According to the information and explanation provided by the management, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For G. D. Apte & Co.
Chartered Accountants
(Firm Registration No. 100515W)

Chetan R. Sapre
(Partner)
(Membership No. 116952)

Place: Mumbai
Date: May 08, 2019

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

BALANCE SHEET AS AT MARCH 31, 2019

PARTICULARS	Note No.	As at March 31, 2019 (₹)	As at March 31, 2018 (₹)	As at April 01, 2017 (₹)
I. ASSETS				
Non-Current Assets				
(i) Property, Plant and Equipment	2	455,361	572,097	468,522
(ii) Investment Property	3	1,558,829	1,653,337	2,144,462
(iii) Financial Assets				
Investments	4	309,465,433	259,136,827	116,941,562
(iv) Other Non-Current Assets	5	1,011,854	838,180	283,527
Total Non-Current Assets		312,491,477	262,200,441	119,838,073
Current Assets				
(i) Financial Assets				
(a) Investments	6	217,621,854	142,184,282	90,471,149
(b) Trade Receivables	7	409,884	759,161	750,411
(c) Cash and Cash Equivalents	8	1,496,389	1,385,103	1,397,907
(d) Loans	9	7,716,978	150,352,992	220,266
(ii) Other Current Assets	10	20,229,830	9,905,366	9,277,354
Total Current Assets		247,474,934	304,586,905	102,117,087
TOTAL ASSETS		559,966,412	566,787,345	221,955,160
II. EQUITY AND LIABILITIES				
(i) Share Capital	11	550,000,000	550,000,000	200,000,000
(ii) Other Equity	12	(13,688,315)	2,820,441	7,909,652
Total Equity		536,311,685	552,820,441	207,909,652
Non-Current Liabilities				
(i) Provisions	13	5,977,606	3,080,639	2,129,455
(ii) Deferred Tax Liabilities (Net)	15	7,392,526	2,419,768	3,379,184
Total Non Current Liabilities		13,370,132	5,500,407	5,508,639
Current Liabilities				
(i) Other Current Liabilities	16	9,961,059	8,368,669	8,473,972
(ii) Provisions	14	323,536	97,828	62,896
Total Current Liabilities		10,284,595	8,466,497	8,536,868
TOTAL EQUITY AND LIABILITIES		559,966,412	566,787,345	221,955,160

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 G. D. APTE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.100515W

FOR SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AKHILESH KUMAR SINGH
MANAGING DIRECTOR
DIN No.00421577

R.SUNDARA RAJAN
DIRECTOR
DIN No.00498404

CHETAN R. SAPRE
PARTNER
MEMBERSHIP NO.116952

REENA YADAV
COMPANY SECRETARY

CHANDANA DUTT
CHIEF FINANCIAL OFFICER

Place : Mumbai
Date : May 08, 2019

Place : Mumbai
Date : May 08, 2019

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

PARTICULARS	Note No.	For the year ended March 31, 2019 (₹)	For the year ended March 31, 2018 (₹)
Income			
I. Revenue from operations	17	9,439,842	9,021,223
II. Other Income	18	41,555,309	25,416,698
III. Total Income (I +II)		50,995,151	34,437,921
IV. Expenditure			
Employee benefit expense	19	25,837,497	18,094,872
Depreciation and amortization expense	2 & 3	311,672	235,841
Other expenses	20	17,103,220	15,115,471
Mutual Fund Expenses	21	11,118,232	5,294,046
NFO Expenses		7,714,084	-
Total Expenditure		62,084,705	38,740,230
V. Profit/ (Loss) before tax (III - IV)		(11,089,554)	(4,302,309)
VI. Tax expense			
(1) Current tax		-	-
(2) Deferred tax		4,840,946	(972,900)
(3) Income Tax Provision For Earlier Years		-	302,769
Total Tax Expenses		4,840,946	(670,131)
VII. Profit/(Loss) after tax (V-VI)		(15,930,500)	(3,632,178)
VIII. Other Comprehensive Income			
a. Items that will not be reclassified to profit or loss			
(i) Remeasurements gain/(loss) of defined benefit plans		(506,972)	(51,860)
(ii) Income tax related to such items		(131,813)	(13,484)
b. Items that will be reclassified to profit or loss		-	-
Other comprehensive income for the period, net of tax		(638,785)	(65,344)
IX. Total comprehensive income for the period (VII+VIII)		(16,569,285)	(3,697,521)
X. Earning per equity share			
(1) Basic	28	(2.76)	(0.62)
(2) Diluted		(2.76)	(0.62)

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 G. D. APTE & CO.
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO.100515W

FOR SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AKHILESH KUMAR SINGH
 MANAGING DIRECTOR
 DIN No.00421577

R.SUNDARA RAJAN
 DIRECTOR
 DIN No.00498404

CHETAN R. SAPRE
 PARTNER
 MEMBERSHIP NO.116952

REENA YADAV
 COMPANY SECRETARY

CHANDANA DUTT
 CHIEF FINANCIAL OFFICER

Place : Mumbai
 Date : May 08, 2019

Place : Mumbai
 Date : May 08, 2019

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

PARTICULARS	Year ended March 31, 2019		Year ended March 31, 2018	
	(₹)	(₹)	(₹)	(₹)
Cash Flow From Operating Activities				
Profit/(Loss) before tax as per Profit and Loss Account		(11,089,554)		(4,302,309)
Adjustments For				
Depreciation	311,672		235,841	
Interest Income on Staff Loan	(157,999)		(29,618)	
Interest Income on Security Deposit	(82,669)		(23,320)	
Profit on Sale of Fixed Assets	-		(3,367,709)	
Dividend Income	(1,750)		(3,000)	
Profit on revaluation of Investment	(34,059,431)		(19,647,237)	
Retained Earnings	-		(1,442,442)	
Rent Equalisation Reserve	60,528		60,528	
Operating Profit Before Change in Working Capital		(33,929,649)		(24,216,957)
Changes in Working Capital				
Decrease / (Increase) in loans and advances	140,499,511		(154,134,381)	
Decrease / (Increase) in Other Non Current Assets	(173,674)		(554,653)	
Decrease / (Increase) in Trade Receivables	349,277		(8,750)	
Decrease / (Increase) in Other Current Assets	(10,324,463)		(628,012)	
Increase / (Decrease) in Liabilities	1,592,390		(105,303)	
Increase / (Decrease) in Provisions	3,122,675		986,116	
Changes in Reserves due to Other Comprehensive Income	(506,972)		(61,635)	
Net Change in Working Capital		134,558,744		(154,506,618)
Direct Taxes Paid		2,136,503		36,98,886
Net Cash From Operating Activities		91,676,044		(179,326,999)
Cash Flow From Investing Activities				
Purchase of Fixed Assets	(100,428)		(280,582)	
Net Purchase of Investment	(91,706,747)		(174,261,161)	
Sale of Fixed Assets	-		3,800,000	
Interest Received	240,668		52,938	
Dividend Received	1,750		3,000	
Net Cash From Investing Activities		(91,564,757)		(170,685,805)
Cash Flow From Financing Activities				
Issue of Preference Share	-		350,000,000	
Net Cash from Financing Activities		-		350,000,000
Net Increase/ (Decrease) in Cash and Cash Equivalents		111,287		(12,804)
Cash & Cash Equivalents- Beginning of the year		1,385,103		1,397,907
Cash & Cash Equivalents- End of the year		1,496,390		1,385,103

Notes:-

- Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act 2013.
- Previous years figures have been regrouped/ rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date attached

FOR G. D. APTE & CO.
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO.100515W

FOR SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AKHILESH KUMAR SINGH
 MANAGING DIRECTOR
 DIN No.00421577

R.SUNDARA RAJAN
 DIRECTOR
 DIN No.00498404

CHETAN R. SAPRE
 PARTNER
 MEMBERSHIP NO.116952

REENA YADAV
 COMPANY SECRETARY

CHANDANA DUTT
 CHIEF FINANCIAL OFFICER

Place : Mumbai
 Date : May 08, 2019

Place : Mumbai
 Date : May 08, 2019

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

1. Corporate Information

Shriram Asset Management Company Limited ('the Company') was incorporated under the Companies Act, 1956 on July 27, 1994 and received the Certificate of Commencement of Business on 5th December, 1994. The Company received permission from Securities and Exchange Board of India (SEBI) to act as the Asset Management Company of Shriram Mutual Fund on November 21, 1994 vide registration no. MF/017/94/4.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared under the historical cost convention or fair values as per the requirements of Ind AS. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities.

The financial statements are presented in Indian Rupees (INR), except when otherwise indicated.

3. Presentation of financial statement

The financial statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013. Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

- i. The normal course of business
- ii. The event of default
- iii. The event of insolvency or bankruptcy of the Company and/or its counterparties

4. Statement of compliance

These standalone or separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

The aforesaid financial statements have been approved by the board of directors in the meeting held on May 08, 2019.

5. Significant accounting policies

5.1 Property, plant and equipment

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives, using written down value ('WDV') method using the rates arrived at based on the useful lives of the assets as prescribed in the Schedule II to the Companies Act, 2013.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

An item of property, plant and equipment is derecognised upon disposal or on retirement, when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

5.2 Intangible assets

Intangible assets are measured on initial recognition at cost. Intangible assets are carried at cost less amortization and impairment losses. It is amortized on straight line basis over the estimated useful life.

5.3 Investment Property

Properties, held to earn rentals and/or capital appreciation are classified as investment property and measured and reported at cost, including transaction costs.

Investment properties (other than land) are depreciated using WDV method over their estimated useful lives. The useful life has been determined based on technical evaluation by management.

5.4 Impairment of Asset

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds its recoverable amount, the difference is recognised as impairment loss in the Statement of Profit & Loss.

5.5 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial asset includes, inter-alia, cash, an equity instrument of another entity and contractual right to receive cash or another financial asset from another entity

A financial liability includes, inter-alia, a contractual obligation to deliver cash or another financial asset to another entity

a) Financial Assets

(i) Initial recognition and measurement:

All financial assets are recognized initially at fair value, which is normally the transaction price. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through Statement of Profit or Loss ('FVTPL')) are added to the fair value of the financial assets, on initial recognition. Such transaction cost includes all fees paid or received between parties to the contract that would not have been incurred if the entity had not acquired the financial asset. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognized immediately in Statement of Profit and Loss.

(ii) Subsequent measurement:

For the purpose of subsequent measurement, the Company classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost
2. Financial assets to be measured at fair value through other comprehensive income
3. Financial assets to be measured at fair value through profit or loss

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets.

1. Financial assets measured at amortised cost

Financial assets are measured at amortised cost if the following conditions are met:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

- a) contractual terms of the asset give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding ('SPPI'); and
- b) the assets is held within a business model whose objective is achieved by holding the asset to collect contractual cash flows.

2. **Financial assets measured at fair value through other comprehensive income ('FVOCI')**

Debt instruments

Financial assets are measured at fair value through other comprehensive income if the following conditions are met:

- a) contractual terms of the asset give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding ('SPPI'); and
- b) The assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

These financial assets are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in other comprehensive income within a separate component of equity. Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss. Impairment losses or reversals, interest revenue and foreign exchange gains and losses are recognised in profit and loss.

Equity instruments

Investment in equity instruments that are neither held for trading nor contingent consideration recognised by the Company in a business combination to which Ind AS 103 'Business Combination' applies, are measured at fair value through other comprehensive income, where an irrevocable election has been made by management and when such instruments meet the definition of Equity under Ind AS 32 *Financial Instruments: Presentation*. Such classification is determined on an instrument-by-instrument basis.

Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. Dividends on such investments are recognised in profit or loss.

3. **Financial assets measured at fair value through profit or loss ('FVTPL')**

Any financial asset, which does not meet the criteria for categorisation as at amortized cost or as at FVOCI, is classified as at FVTPL. In addition, the company may elect to designate a financial asset, which otherwise meets amortized cost or FVOCI criteria, as FVTPL. However, such election is chosen only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets under FVTPL category are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

(iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has transferred the financial asset and the transfer qualifies for derecognition.

(iv) Impairment of financial assets

The Company assesses at the end of each reporting period whether a financial asset or a group of financial assets is impaired and determines the expected credit losses. Equity instruments are not subject to impairment under Ind AS 109.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

Expected Credit Loss (ECL) Assessment

The Company records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with financial guarantee contracts

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due (DPD) is considered to be applicable for all the facilities of that borrower.

Write-offs

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

a) Financial liabilities

(i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

(ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Trade and other payables:

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables falling due within a period of 12 months are presented at its carrying amounts as it approximates fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are measured and presented at amortized cost unless designated as fair value through profit and loss at the inception.

Financial liabilities measured at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading or designated as at FVTPL are recognized in the profit or loss.

Derecognition of financial liabilities:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or Modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

5.6 Fair Value Measurement

In respect of financial instruments measured at fair value, the Company measures fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability which are accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each balance sheet date.

5.7 Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

5.8 Revenue from operations

(i) Management Fees

Management Fees are recognized on accrual basis at specific rates, applied on daily net assets of the scheme. The fees charged are in accordance with the terms of Scheme Information Documents of the scheme and are in line with provisions of SEBI (Mutual Funds) Regulations, 1996 as amended from time to time.

(ii) Interest Income

Interest income is recognized by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

The EIR in case of a financial asset is computed

- a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- b. By considering all the contractual terms of the financial instrument in estimating the cash flows
- c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

(iii) Dividend Income

Dividend income is recognised

- a. When the right to receive the payment is established,
- b. it is probable that the economic benefits associated with the dividend will flow to the entity and
- c. the amount of the dividend can be measured reliably

(iv) Rental Income

Rental income arising from operating leases is recognised on a straight-line basis over the lease term. In cases where the increase is in line with expected general inflation Rental Income is recognised as per the contractual terms.

Operating leases are leases where the Company does not transfer substantially all of the risk and benefits of ownership of the asset.

(v) Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In case there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of Profit and Loss.

However, net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL presented separately under the respective head in the Statement of Profit and Loss.

5.9 Employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

a) **Defined contribution schemes**

All the employees of the Company are entitled to receive benefits under the Provident Fund Scheme, defined contribution plans in which both the employee and the Company contribute monthly at a

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre- payment will lead to, for example, a reduction in future payment or a cash refund.

b) **Defined Benefit schemes**

The Company provides for the gratuity, a defined unfunded benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

Net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Other long-term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

The Company presents the Provision for compensated absences under provisions in the Balance Sheet.

5.10 Leases:

Identification of Lease:

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset.

For arrangements entered into prior to April 01, 2017, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Leases that do not transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased items are operating leases.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

Recognition of lease payments:

Rent Expenses representing operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term, unless the increase is in line with expected general inflation, in which case lease payments are recognised based on contractual terms.

5.11 Impairment of non-financial assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

5.12 Income Taxes

Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Company reviews such asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

5.13 Provisions

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When the effect of the time value of money is material, the enterprise determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

5.14 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability as well as contingent assets but discloses its existence in the financial statements.

5.15 Earning Per Share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

6. Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. 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.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

6.1 Business Model Assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

6.2 Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

6.3 Fair value measurement

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

6.4 Contingent liabilities and provisions other than impairment on loan portfolio

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration in the ordinary course of the Company's business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

6.5 Other estimates

These include contingent liabilities, useful lives of tangible and intangible assets etc.

7. First time adoption

These financial statements, for the year ended March 31, 2019, are the first financial statements the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Accounting Standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2019, together with the comparative period data as at and for the year ended March 31, 2018, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2017, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2017 and the financial statements as at and for the year ended March 31, 2018.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

7.1 Investment in Subsidiaries, associates

Ind AS 101 permits a first time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The deemed cost of such investment shall be its fair value at the Company's date of transition to Ind AS, or Previous GAAP carrying amount at that date. The Company has elected to measure its investment in subsidiary at the Previous GAAP carrying amount as its deemed cost on the transition date.

7.2 Lease arrangements

Appendix C to Ind AS 17 requires entity to assess whether contract or arrangement contains a lease. In accordance with same, this assessment should be carried out at the inception of arrangement. However, the company has used exemption under Ind AS 101 and assessed all arrangements based on conditions in place as on date of transition.

7.3 Property, plant & equipment, Investment Property & intangible assets

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets as at March 31, 2017, measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment and intangible assets as on April 01, 2017.

7.4 Designation of previously recognised financial instruments

As per Ind AS 101 – An entity shall apply the exception to the retrospective application in case of “derecognition of financial assets and financial liabilities” wherein a first-time adopter shall apply the derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind ASs. For example, if a first time adopter derecognised non-derivative financial assets or non-derivative financial liabilities in accordance with its previous GAAP as a result of a transaction that occurred before the date of transition to Ind ASs, it shall not recognise those assets and liabilities in accordance with Ind ASs (unless they qualify for recognition as a result of a later transaction or event). The Company has opted not to re-evaluate financial assets derecognized in the past.

7.5 Fair value measurement of financial assets or financial liabilities at initial recognition

Under Ind AS 109, if an entity measures a financial instrument on initial recognition based on valuation techniques that only use observable market data or current market transactions in the same instrument, and the fair value at initial recognition is different from the transaction price, then it is required to recognise the 'day one' gain or loss at initial recognition of this financial instrument. Ind AS 101 allows an entity to apply the 'day one' gain or loss recognition requirement of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind AS. The Company has opted for this exemption to recognise the 'day one' gain or loss on initial recognition arising due to difference in transaction cost and fair value prospectively for transactions entered into on or after the date of transition to Ind AS.

7.6 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

7.7 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

2 PROPERTY, PLANT, EQUIPMENT AND INTANGIBLE FIXED ASSETS

Particulars	Property, Plant & Equipment						
	Air Conditioner (₹)	Computers (₹)	Electrical Fitting and Installations (₹)	Furniture and Fixtures (₹)	Office Equipment (₹)	Total Tangible Assets (₹)	Intangible Assets (₹)
Gross Block							
As at April 01, 2017	76,459	1,341,343	68,630	2,617,411	230,694	4,334,537	495,000
Additions	-	257,192	-	-	23,390	280,582	-
Deletions	8,709	-	10,523	779,114	-	798,346	-
As at March 31, 2018	67,750	1,598,535	58,107	1,838,297	254,084	3,816,773	495,000
Additions	-	92,438	-	-	7,990	100,428	-
Deletions	-	-	-	-	-	-	-
As at March 31, 2019	67,750	1,690,973	58,107	1,838,297	262,074	3,917,201	495,000
Depreciation							
As at April 01, 2017	26,673	1,290,211	23,711	2,330,183	195,237	3,866,015	495,000
Charge for the year	5,668	71,084	5,028	28,871	25,211	135,862	-
Deletions for the year	-	-	-	757,201	-	757,201	-
As at March 31, 2018	32,341	1,361,295	28,739	1,601,853	220,448	3,244,676	495,000
Charge for the year	5,668	160,737	5,028	28,862	16,869	217,164	-
Deletions for the year	-	-	-	-	-	-	-
As at March 31, 2019	38,009	1,522,032	33,767	1,630,715	237,317	3,461,840	495,000
Net Block							
As at April 01, 2017	49,786	51,132	44,919	287,228	35,457	468,522	-
As at March 31, 2018	35,409	237,240	29,368	236,444	33,636	572,097	-
As at March 31, 2019	29,741	168,941	24,340	207,582	24,757	455,361	-

Depreciation and Amortisation

Particulars	Year Ended	
	As at March 31, 2019 (₹)	As at March 31, 2018 (₹)
On Tangible assets	217,164	135,862
On Intangible assets	-	-
Total	217,164	135,862

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	Office Premises (₹)		
	Banglore Plot No. 501 (A)	Banglore Plot No. 501 (B)	Madras
3 INVESTMENT PROPERTY			
I. Gross Carrying Amount			
Balance as at April 01, 2017	2,026,307	1,212,300	1,335,300
Additions	-	-	-
Deletions	-	-	1,335,300
Balance as at March 31, 2018	2,026,307	1,212,300	-
Additions	-	-	-
Deletions	-	-	-
Balance as at March 31, 2019	2,026,307	1,212,300	-
II. Accumulated Depreciation and Impairment			
Balance as at April 01, 2017	634,818	855,944	938,683
Depreciation for the year	58,668	35,840	5,471
Accumulated depreciation on deletions	-	-	944,154
Balance as at March 31, 2018	693,486	891,784	-
Depreciation for the year	58,668	35,840	-
Accumulated depreciation on deletions	-	-	-
Balance as at March 31, 2019	752,154	927,624	-
III. Net Carrying Amount as at March 31, 2019	1,274,153	284,676	-
IV. Net Carrying Amount as at March 31, 2018	13,32,821	3,20,516	-
V. Net Carrying Amount as at April 01, 2017	13,91,489	3,56,356	396,617
		2018-2019	2017-2018
		(₹)	(₹)

3.1 Information regarding income and expenditure of Investment Property

a) Rental income derived from investment properties	90,000	90,000
i) Direct operating expenses (including repairs and maintenance) that generate rental income	-	-
ii) Direct operating expenses (including repairs and maintenance) that do not generate rental income	-	-
b) Profit arising from investment properties before depreciation and indirect expenses	90,000	90,000
c) Less - Depreciation	(58,668)	(35,840)
d) Profit arising from investment properties before indirect expenses (b-c)	31,332	54,160

The Company has no restrictions on the realisability of its investment properties or remittance of income and proceeds of disposal. Further, there are no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

3.2 Fair value of the Company's investment properties

The fair value of the Company's investment properties as at March 31, 2019 was arrived at on the basis of local enquiry carried out by the company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

3.3 Details of the Company's investment properties and information about their fair value hierarchy

Fair Market Value as at	Fair value measurement		
	March 31,2019 (₹)	March 31,2018 (₹)	April 01,2017 (₹)
Investment Property Fair Value	9,800,000	9,800,000	13,600,000
			(₹)

3.4 Reconciliation of fair value

Opening balance as at April 01,2017	13,600,000
Fair value difference	-
Purchases / Reclassification	-
Sale	(3,800,000)
Closing balance as at March 31,2018	9,800,000
Fair value difference	-
Purchases / Reclassification	-
Sales	-
Closing balance as at March 31,2019	9,800,000

3.5 Description of valuation techniques used and key inputs to valuation on investment properties

Properties, held to earn rentals and/or capital appreciation are classified as investment property and measured and reported at cost, including transaction costs. It is the value of the property at which it can be sold in open market at a particular time free from forced value or sentimental value. Investment properties (other than land) are depreciated using WDV method over their estimated useful lives. The useful life has been determined based on technical evaluation by management

	March 31, 2019 (₹)	March 31, 2018 (₹)	April 01, 2017 (₹)
4 NON-CURRENT INVESTMENTS (AT COST)			
4.1 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.	3,878,332	3,878,332	3,878,332
Sub Total	3,878,332	3,878,332	3,878,332
4.2 Equity instruments (Unquoted)			
1,000 (P.Y.1,000) Equity Shares of ₹ 10/- each of The Saraswat Co-operative Bank Limited	10,000	10,000	10,000
Sub Total	10,000	10,000	10,000
4.3 Long Term Investment in Liquid Funds			
a) 851006.158 (P.Y.851006.158) ICICI Prudential Liquid Fund	235,232,058	200,000,000	109,566,812

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	March 31, 2019 (₹)	March 31, 2018 (₹)	April 01, 2017 (₹)
b) 500000 (P.Y. 500000) Shriram Hybrid Equity Fund	8,756,500	8,057,250	7,364,750
c) 500000 (P.Y. NIL) Shriram Long Term Equity Fund (ELSS)	5,257,200	-	-
d) 500000 (P.Y. NIL) Shriram Multicap Fund Direct - Growth	5,345,450	-	-
e) 14915.706 (P.Y. 14915.706) HDFC Liquid Fund	54,864,225	51,069,577	-
Sub Total	309,455,433	259,126,827	116,931,562
Total (4.1+4.2+4.3)	313,343,765	263,015,159	120,819,894
Less: Provision for diminution in value of investment	3,878,332	3,878,332	3,878,332
Total	309,465,433	259,136,827	116,941,562
5 OTHER NON CURRENT ASSETS			
Prepaid Expenses - Rent	96,861	108,688	-
Security Deposit			
Unsecured, considered good	914,993	729,492	283,527
Total	1,011,854	838,180	283,527
6 CURRENT INVESTMENTS			
Investment in Liquid Fund			
a) 7654.469 (P.Y. 26891.981) SBI Premier Liquid Fund Growth	22,416,648	73,264,368	90,471,149
b) 706199.802 (P.Y.194819.363) ICICI Prudential Liquid Fund	195,205,206	68,919,914	-
Total	217,621,854	142,184,282	90,471,149
7 TRADE RECEIVABLES			
Management Fees	409,884	759,161	750,411
Total	409,884	759,161	750,411
8 CASH AND CASH EQUIVALENTS			
Balances with banks			
On current Accounts	1,451,126	1,374,942	1,388,464
Cash in hand - CBD Belapur	2,559	2,469	6,030
Cash in hand - Kolkata	42,704	7,692	3,413
Total	1,496,389	1,385,103	1,397,907

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	March 31, 2019 (₹)	March 31, 2018 (₹)	April 01, 2017 (₹)
9 LOANS			
Loans to Employees	2,716,978	352,992	220,266
Short Term Loan to Related Party	5,000,000	150,000,000	-
Total	7,716,978	150,352,992	220,266
10 OTHER CURRENT ASSETS			
Accrued Interest	50,228	-	-
Statutory Deposits	9,760,783	5,869,670	1,524,218
Medical Insurance Premium (For Employees)	168,164	101,491	9,861
Prepaid Expenses	324,646	319,660	126,702
Other Assets	4,638,510	-	-
Employee Benefits Receivable	3,793,777	-	-
Advances recoverable in cash or kind	60,163	44,484	44,857
Advance to Income Tax (net of provision for taxation)	1,433,558	3,570,061	7,571,716
Total	20,229,830	9,905,366	9,277,354
11 SHARE CAPITAL			(₹)
Balance as at April 01, 2017			60,000,000
Changes in equity share capital during the period			-
Balance as at March 31, 2018			60,000,000
Changes in equity share capital during the period			-
Balance as at March 31, 2019			60,000,000

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

	March 31, 2019		March 31, 2018		April 01, 2017	
	Quantity	% holding in the class	Quantity	% holding in the class	Quantity	% holding in the class
Equity share of ₹ 10/- each fully paid						
Shriram Credit Company Limited	4,120,010	68.67%	4,120,010	68.67%	4,120,010	68.67%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

11.2 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, 2019.

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.

11.3 Redeemable Non Convertible Preference Shares (Refer Note 11.4)

	March 31, 2019 (₹)	March 31, 2018 (₹)	April 01, 2017 (₹)
a) 14,00,000 (P.Y. 14,00,000) (0.01%) Preference Shares of ₹ 100/- each	140,000,000	140,000,000	140,000,000
b) 35,00,000 (P.Y. 35,00,000) (6%) Preference Shares of ₹ 100/- each	350,000,000	350,000,000	-
Total	490,000,000	490,000,000	140,000,000

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

	March 31, 2019		March 31, 2018		April 01, 2017	
	Quantity	(₹)	Quantity	(₹)	Quantity	(₹)
At the beginning of the year	1,400,000	140,000,000	1,400,000	140,000,000	1,400,000	140,000,000
Issued during the period	-	-	-	-	-	-
Outstanding at the end of the year	1,400,000	140,000,000	1,400,000	140,000,000	1,400,000	140,000,000

b) 35,00,000 (P.Y. 35,00,000) 6% Redeemable Non Convertible Preference Shares of ₹ 100/- each

	March 31, 2019		March 31, 2018		April 01, 2017	
	Quantity	(₹)	Quantity	(₹)	Quantity	(₹)
At the beginning of the year	3,500,000	350,000,000	-	-	-	-
Issued during the period	-	-	3,500,000	350,000,000	-	-
Outstanding at the end of the year	3,500,000	350,000,000	3,500,000	350,000,000	-	-

11.4 The entire lot of Redeemable Non Convertible Preference Shares (RNCPS) were issued to meet the minimum net worth requirement as defined under SEBI (Mutual Funds) Regulations, 1996 as amended from time to time. Hence these RNCPS form a part of the eligible net worth & has been accordingly presented as part of Share Capital. Fair Market Value (FMV) of these RNCPS (not being listed on any Stock Exchange and redeemable at par) is equivalent to its Face Value.

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

- a) These RNCPS carry non cumulative dividend @ 0.01% and 6% 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.
- b) The Company shall, however, has the right to redeem the RNCPS before the due date.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

- c) 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.
- d) During the year no provision has been made for dividend on Preference Shares on account of the loss for the year and carry forward losses.

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

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

	March 31, 2019		March 31, 2018		April 01, 2017	
	Quantity	% holding in the class	Quantity	% holding in the class	Quantity	% holding in the class
Shriram Credit Company Limited	2,800,000	57.14%	2,800,000	57.14%	800,000	57.14%
Shriram Insight Share Brokers Ltd.	600,000	12.25%	600,000	12.25%	600,000	42.86%
Shriram Financial Products Solutions (Chennai) Private Ltd.	1,500,000	30.61%	1,500,000	30.61%	-	-

12 OTHER EQUITY

	Surplus				
	Capital Redemption Reserve	Rent Equalisation Reserve	Retained Earnings	Profit and Loss Account	Total
	(₹)	(₹)	(₹)	(₹)	(₹)
Balance as at April 01,2017	40,000,000	40,352	15,721,093	(47,851,793)	7,909,652
Add: Profit for the year ended March 31, 2018	-	60,528	(9,775)	(3,632,178)	(3,581,425)
Add: Other Comprehensive Income for the year ended March 31, 2018	-	-	(1,442,442)	(65,344)	(1,507,786)
Balance as at March 31,2018	40,000,000	100,880	14,268,876	(51,549,314)	2,820,441
Add: Profit for the year ended March 31, 2019	-	60,528	-	(15,930,500)	(15,869,972)
Add: Other Comprehensive Income for the year ended March 31, 2019	-	-	-	(638,785)	(638,785)
Balance as at March 31, 2019	40,000,000	161,408	14,268,876	(68,118,599)	(13,688,315)

13 LONG TERM PROVISIONS #

	March 31,2019	March 31,2018	April 01,2017
	(₹)	(₹)	(₹)
Provision for gratuity	3,693,812	1,912,229	1,545,649
Provision for leave benefit	2,283,794	1,168,410	583,806
Total	5,977,606	3,080,639	2,129,455

14 SHORT TERM PROVISIONS #

	March 31,2019	March 31,2018	April 01,2017
	(₹)	(₹)	(₹)
Provision for gratuity	235,171	60,158	45,098
Provision for leave benefits	88,365	37,670	17,798
Total	323,536	97,828	62,896

Disclosure for Gratuity as per revised Accounting Standard (IND AS 19)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	Gratuity non- funded - as at March 31,2019 (₹)	Gratuity non- funded - as at March 31,2018 (₹)	Gratuity non- funded - as at April 01,2017 (₹)
I Table showing change in the Present Value of Projected Benefit Obligation			
Present Value of Benefit Obligation at the beginning of the period	1,972,387	1,590,747	1,543,978
Current service cost	240,733	118,433	105,618
Interest cost	153,452	115,965	122,901
Liability Transferred In/Acquisitions	2,069,383	-	-
Past service cost (Vested benefits) recognised during the period	-	284,006	-
Benefits Paid Directly by the Employer	-	(75,923)	(190,731)
Actuarial (gain)/loss on obligations due to Financial Assumptions	3,194	(60,841)	8,981
Actuarial (gain)/loss on obligations due to Experience	(510,166)	-	-
Present Value of Benefit Obligation at the end of the period	3,928,983	1,972,387	1,590,747
II Table showing change in Fair Value of Plan Assets			
Fair Value of Planned Assets at the Beginning of the Period	-	-	-
Interest Income	-	-	-
Contribution by the Employer	-	-	-
Expected Contributions by the Employees	-	-	-
Assets Transferred In/Acquisitions	-	-	-
(Assets Transferred out/Divestments)	-	-	-
(Benefit Paid from the Fund)	-	-	-
(Assets Distributed on Settlements)	-	-	-
Effects of Asset Ceiling	-	-	-
The Effect of Changes In Foreign Exchange Rates	-	-	-
Return on Plan Assets, Excluding Interest Income	-	-	-
Fair Value of Plan Assets at the End of the Period	-	-	-
III Amount recognised in the Balance Sheet			
(Present Value of Benefit Obligation at the end of the Period)	(3,928,983)	(1,972,387)	(1,590,747)
Fair value of plan assets at the end of the period	-	-	-
Funded Status (Surplus/ (Deficit)	(3,928,983)	(1,972,387)	(1,590,747)
Unrecognised past service cost at the end of the period	-	-	-
Net (Liability)/Asset Recognized in the Balance Sheet	(3,928,983)	(1,972,387)	(1,590,747)

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	Gratuity non- funded - as at March 31,2019 (₹)	Gratuity non- funded - as at March 31,2018 (₹)	Gratuity non- funded - as at April 01,2017 (₹)
IV Net Interest Cost for Current Period			
Present Value of Benefit Obligation at the beginning of the period	1,972,387	1,590,747	1,543,978
Fair Value of Planned Assets at the Beginning of the Period	-	-	-
Net Liability/(Asset) at the Beginning	<u>1,972,387</u>	<u>1,590,747</u>	<u>1,543,978</u>
Interest Cost	153,452	115,965	122,901
(Interest Income)	-	-	-
Net Interest Cost for Current Period	<u>153,452</u>	<u>115,965</u>	<u>122,901</u>
V Expenses recognised in the Statement of Profit or Loss for Current Period			
Current service cost	240,733	118,433	105,618
Net Interest cost	153,452	115,965	122,901
Past Service Cost	-	284,006	-
(Expected Contributions by the Employees)	-	-	-
(Gains)/Losses on Curtailments And Settlements	-	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-	-
Expense recognised	<u>394,185</u>	<u>518,404</u>	<u>228,519</u>
VI Expenses recognised in Other Comprehensive Income (OCI) for Current Period			
Actuarial (gains)/Losses on Obligation for the period	(506,972)	(60,841)	8,981
Return on Plan Assets, Excluding Interest Income	-	-	-
Change in Asset Ceiling	-	-	-
Net (Income)/Expense for the period recognised in OCI	<u>(506,972)</u>	<u>(60,841)</u>	<u>8,981</u>
VII Balance Sheet Reconciliation			
Opening net liability	1,972,387	1,590,747	1,543,978
Expense Recognized in Statement of Profit or Loss	394,185	518,404	228,519
Expense recognised in OCI	(506,972)	(60,841)	8,981
Net Liability/(Asset) Transfer In	2,069,383	-	-
Net (Liability)/Asset Transfer Out	-	-	-
(Benefits Paid Directly by the Employer)	-	(75,923)	(190,731)
(Employers' contribution)	-	-	-
Net Liability/(Asset) Recognised in the Balance Sheet	-	-	-
Amount recognised in the Balance Sheet	<u>3,928,983</u>	<u>1,972,387</u>	<u>1,590,747</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	Gratuity non- funded - as at March 31,2019 (₹)	Gratuity non- funded - as at March 31,2018 (₹)	Gratuity non- funded - as at April 01,2017 (₹)
VIII Other details			
No. of Active Members	40	17	16
Per Month Salary For Active Members	924,272	596,612	457,212
Weight age Average Duration of the Projected Benefit Obligation	10	9	9
Average Expected Future Service	14	15	15
Projected Benefit Obligation	3,928,983	1,972,387	1,590,747
Present Contribution for Next Year (12 Months)	-	-	-

Notes:

- i) Gratuity is payable as per Company's scheme as detailed in the report.
- ii) Actuarial gain/loss is accounted for in the period of occurrence under Other Comprehensive Income (OCI).
- iii) All above figures of OCI are gross of taxation.
- iv) 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 & supply of the employees.
- v) Maturity Analysis of Benefit Payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.
- vi) Average Expected Future Service represents Estimated Term of Post - Employee Benefit Obligation.

	March 31,2019 (₹)	March 31,2018 (₹)	April 01,2017 (₹)
15 DEFERRED TAX LIABILITES (NET)			
Opening Balance of Deferred tax liabilities	2,419,768	3,379,184	-
(Assets) / Liabilities recognised during the Period	4,972,759	(959,416)	3,379,184
Closing balance	<u>7,392,526</u>	<u>2,419,768</u>	<u>3,379,184</u>
16 OTHER CURRENT LIABILITIES			
i) Payable to Vendors	552,688	1,326,741	2,899,705
ii) Other Liabilities	2,558,972	819,369	692,638
iii) Payable to the rightful owner: (Refer Note below)			
Original amount due	22,785,000	22,785,000	22,785,000
Add: Contingency provision for interest payable to the rightful owner - Bond	101,250,624	94,274,026	82,549,730
Add: Contingency provision for interest payable to the rightful owner -NCD	4,502,641	-	-
	<u>128,538,265</u>	<u>117,059,026</u>	<u>105,334,730</u>

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	March 31,2019	March 31,2018	April 01,2017
	(₹)	(₹)	(₹)
Less: Investment in 9.4% NCD with STFC			
Original investment	(117,339,453)	(22,785,000)	(22,785,000)
Add:- Additional amount invested	(547)	(114)	(114)
Add:- Interest accrued till date	(4,502,641)	(88,275,515)	(77,723,650)
	<u>6,995,624</u>	<u>5,998,397</u>	<u>4,825,966</u>
iv) Duties Taxes & Statutory Liabilities	-	224,161	55,663
Total	<u><u>9,961,059</u></u>	<u><u>8,368,669</u></u>	<u><u>8,473,972</u></u>

Note: 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 NCD now (earlier in subordinated bond) and along with interest accrued thereon, the present value of which is ₹ 12,85,38,265/- (net of tax). The disputed amount of ₹ 22,785,000/- along with interest accrued thereon has been recognised in the accounts as payable to the rightful owner.

		March 31,2019	March 31,2018
		(₹)	(₹)
17	INCOME FROM OPERATION		
	Management Fees	<u>9,439,842</u>	9,021,223
	Total	<u><u>9,439,842</u></u>	<u><u>9,021,223</u></u>
18	OTHER INCOME		
	Interest received on staff loan	157,999	29,618
	Interest Income on Security Deposit	82,669	23,320
	Dividend Income - Equity	1,750	3,000
	Rent received	180,000	180,000
	Profit /(Loss) on sale of Fixed Assets	-	3,367,709
	Interest Recd.On Income Tax Refund	362,697	289,346
	Interest on Loan From SISBL	6,706,733	1,863,014
	Miscellaneous Income	4,030	13,454
	Profit on revaluation of Investment	34,059,431	19,647,237
	Interest on STFC / NCD	4,502,641	-
	Interest Received on Subordinate Bond-RG 95 #	6,976,598	11,724,296
		<u>53,034,548</u>	<u>37,140,994</u>
	Less: Contingency provision for interest payable to the rightful owner **	11,479,239	11,724,296
	Total	<u><u>41,555,309</u></u>	<u><u>25,416,698</u></u>

Interest income on subordinate bond & NCD

** Interest of ₹ 114,79,239/- (net of tax,if any) for the period from April 01, 2018 to March 31, 2019 has been recognised as interest received in the accounts.

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	March 31,2019 (₹)	March 31,2018 (₹)
19 EMPLOYEE BENEFIT EXPENSES		
Salaries,wages and bonus	24,864,520	16,593,778
Contribution to provident and other fund	1,172,810	882,854
Gratuity expense	(919,424)	405,703
Medical Expenses	30,630	83,821
Staff welfare expenses	688,961	128,716
Total	25,837,497	18,094,872
20 OTHER EXPENSES		
Advertisement & Business Promotion Expenses	325,339	242,196
Annual Custodial Fees	45,000	20,250
Auditors' Remuneration (Refer Note no. 20.1)	386,000	353,335
Board and General Meeting expenses	45,000	49,100
Directors' Sitting Fees	545,000	778,000
Telephone, Courier and Postage Expenses	503,880	258,781
Membership Subscription	400,000	400,000
Annual Fees	128,752	128,750
Insurance Premium	78,674	72,387
Professional Charges	732,994	870,765
Filing Fees	5,501	3,335,152
Listing Fees	250,000	250,000
Printing & Stationery	2,036,888	203,677
Sundry Expenses	819,384	337,387
Trustee Meeting Fees	420,000	520,000
Travelling, Hotel and Conveyance expenses	1,651,508	661,060
HR IT & Network Support	330,000	330,000
Software expenses	321,272	436,992
Retainership Fees	2,959,504	1,806,667
Lease Rent (Refer Note no. 20.2)	2,935,619	2,046,947
Repairs & Maintenance	611,854	435,387
Electricity Expenses	750,040	795,602
Rates & Taxes	5,000	5,000
Car hire Charges	166,515	84,561
General Expenses	79,016	24,773
Interest Paid To Income Tax	-	108,174
Royalty Expenses	509,952	500,000
Rent equalisation Reserve	60,528	60,528
Total	17,103,220	15,115,471

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	March 31,2019 (₹)	March 31,2018 (₹)
20.1 Auditors' remuneration		
Statutory Audit fee	308,000	272,000
Tax audit fee	60,000	60,000
Corporate Governance & Other Certification Fees	18,000	18,000
Out of pocket expenses	-	3,335
Total	386,000	353,335

20.2 Lease Rent

The Company has entered into agreements for operating leases in respect of office premises taken on lease. All these leases are cancellable.

a)The lease expenditure recognised in the Statement of Profit and Loss : Expenditure ₹ 16,20,168/- (Previous year ₹ 14,51,088/-)

b)Under these agreements refundable interest free deposits are given.

c) All these agreements have restriction on further leasing.

d) Agreements for office premises provide for revision in the rent.

21 Mutual Fund Expenses

Mutual Fund Expense	2,499,889	1,823,911
Brokerage	7,675,065	2,358,768
RTA Expenses	652,970	875,106
Fund Accounting Charges	190,407	123,108
DMAT Rolling & Safe Custody Charges	99,901	113,154
Total	11,118,232	5,294,047

22 Segment Reporting

Based on the guiding principles given in INDAS-108, issued by the Institute of Chartered Accountants of India, Company's primary business : Investment manager of Shriram Mutual Fund. As the company's business activity falls within a single primary business segment, the disclosure requirements of INDAS-108, are not applicable.

23 The Company does not have 'suppliers' registered under 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.

24 There are no capital commitments as on March 31,2019 and March 31,2018.

25 In view of the Loss incurred during the period, no provision for Income Tax is considered necessary.

26 No dividend is proposed on 14,00,000 (Fourteen Lakhs) (0.01%) RNCPS of ₹ 100/- each fully paid up and 35,00,000 (Thirty Five Lakh) (6%) RNCPS of ₹ 100/- each fully paid up, in view of loss incurred by the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

27 Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

i) Reconciliation of total equity as at April 01, 2017 and March 31, 2018

	March 31, 2018 (₹)	April 01, 2017 (₹)
Total equity (shareholder's funds) as per previous GAAP	522,019,465	192,148,207
Add: Adjustment for fair valuation of investment	34,686,001	19,144,244
Add: Adjustment for fair valuation of security deposit	29,480	6,160
Add: Rent Equalisation Reserve	100,880	40,352
Add/(Less): Remeasurement- Actuarial Gains/(Losses) Net of Tax	(65,344)	-
Add: Decrease in Gratuity Expense	51,860	-
Less: Increase in Rent expense	(153,175)	(50,127)
Less: Other Comprehensive Income	(1,442,442)	-
Less: Tax impact of the above	(2,406,284)	(3,379,184)
Total equity (shareholder's funds) as per Ind AS	<u>552,820,441</u>	<u>207,909,652</u>

ii) Reconciliation of total comprehensive income for the year ended March 31, 2018

	March 31, 2018 (₹)
Profit after tax as per previous GAAP	(20,128,742)
Add: Fair value gain on investment	15,541,757
Less: Increase in Rent expense	(93,273)
Less: Income on measurement of security deposit at amortised cost (net)	23,320
Add/(Less): Remeasurement- Actuarial Gains/(Losses) Net of tax	(65,344)
Less: Gain on gratuity actuarial valuation	51,860
Less: Tax impact of the above	972,900
Total Comprehensive Income for the year	<u>(3,697,521)</u>

iii) Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2018

	Previous GAAP (₹)	Adjustments (₹)	IND AS (₹)
Net cash flow from operating activities	(167,309,372)	(12,017,627)	(179,326,999)
Net cash flow from investing activities	(182,703,432)	12,017,627	(170,685,805)
Net cash flow from financing activities	350,000,000	-	350,000,000
Net increase in cash and cash equivalents	(12,804)	-	(12,804)
Cash and cash equivalents as at March 31, 2017	1,397,907	-	1,397,907
Cash and cash equivalents as at March 31, 2018	1,385,103	-	1,385,103

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

iv) Effect of Ind AS adoption on the balance sheet as at April 01, 2017

PARTICULARS	Note No.	AS AT March 31, 2018 (₹)			AS AT April 01, 2017 (₹)		
		Previous GAAP	Effect of transition to Ind AS	Ind AS	Previous GAAP	Effect of transition to Ind AS	Ind AS
I. ASSET							
Non-current assets							
(i) Property, plant and equipment	2	572,097	-	572,097	468,522	-	468,522
(ii) Investment Property	3	1,653,337	-	1,653,337	2,144,462	-	2,144,462
(iii) Financial Assets							
(a) Investments	4	255,217,963	3,918,864	259,136,827	105,010,000	11,931,562	116,941,562
(iv) Other non-Current Assets	5	961,885	(123,705)	838,180	301,885	(18,358)	283,527
Total Non-current assets		258,405,282	3,795,159	262,200,441	107,924,869	11,913,204	119,838,073
Current assets							
(i) Financial Assets							
(a) Investments	6	112,859,586	29,324,696	142,184,282	83,258,466	7,212,683	90,471,149
(b) Trade Receivables	7	759,161	-	759,161	750,411	-	750,411
(c) Cash and Cash Equivalents	8	1,385,103	-	1,385,103	1,397,907	-	1,397,907
(d) Loans	9	150,352,992	-	150,352,992	220,266	-	220,266
(ii) Other Current Assets	10	9,804,476	100,890	9,905,366	9,262,611	14,743	9,277,354
Total Current assets		275,161,318	29,425,586	304,586,904	94,889,661	7,227,426	102,117,087
TOTAL ASSETS		533,566,600	33,220,745	566,787,345	202,814,530	19,140,630	221,955,160
II. EQUITY AND LIABILITIES							
(i) Share Capital	11	550,000,000	-	550,000,000	200,000,000	-	200,000,000
(ii) Other Equity	12	(27,980,535)	30,800,976	2,820,441	(7,851,793)	15,761,445	7,909,652
Total Equity		522,019,465	30,800,976	552,820,441	192,148,207	15,761,445	207,909,652
Non-Current Liabilities							
(i) Provisions	13	3,080,639	-	3,080,639	2,129,455	-	2,129,455
(ii) Deferred tax liabilities (Net)	15	-	2,419,768	2,419,768	-	3,379,185	3,379,185
Total Non Current Liabilities		3,080,639	2,419,768	5,500,407	2,129,455	3,379,185	5,508,640
Current liabilities							
(i) Other current liabilities	16	8,368,668	-	8,368,668	8,473,972	-	8,473,972
(ii) Provisions	14	97,828	-	97,828	62,896	-	62,896
Total Current Liabilities		8,466,496	-	8,466,496	8,536,868	-	8,536,868
TOTAL EQUITY AND LIABILITIES		533,566,600	33,220,745	566,787,345	202,814,530	19,140,630	221,955,160

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

28 Earnings per share (EPS) computed in accordance with Indian Accounting Standard 33 “ Earning per Share” Basic and Diluted

	March 31, 2019	March 31, 2018
	(₹)	(₹)
Profit for the year after tax (₹)	(16,569,285)	(3,697,521)
Number of ordinary shares outstanding (Nos.)	6,000,000	6,000,000
Nominal Value of the share (₹)	10	10
Basic and diluted earnings per share (₹)	(2.76)	(0.62)

29 Contingent Liabilities not provided for

a) Demand in respect of Income Tax AY 2010-11 (Amount of ₹ 2,00,000/- has been paid under protest on 08-05-2013).	-	2,159,460
b) As regards A.Y. 2007-08, the Company has received a favourable order from ITAT allowing bad debts amounting to ₹ 27,10,000/- which was previously disallowed by CIT (A). There will be a refund due to the Company if the order giving effect to the decision of the ITAT is issued which is awaited.	-	-

30 Related party disclosure as required by Indian Accounting Standard (Ind AS)-24

Name of Entities	Relationship
Shriram Ownership Trust	Promoter Group
Shriram Credit Company Limited	Holding Company
Shriram Insight Share Brokers Ltd. (SISBL)	Fellow Subsidiary
Shriram Fortune Solutions Ltd. (SFSL)	Fellow Subsidiary
Shriram Financial Products Solutions (Chennai) Private Ltd.	Fellow Subsidiary
Shriram Value Services Limited (SVS)	Subsidiary to Ultimate Holding Company
Ceylinco Shriram Capital Management Services Co. Pvt. Ltd.	Associate
Mr. Akhilesh Kumar Singh (M.D)	Key Managerial Personnel
Ms. Chandana Dutt (CFO)	Key Managerial Personnel
Ms. Reena Yadav (CS)	Key Managerial Personnel

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

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

Particulars	Promoter Group / Holding Company		Fellow Subsidiaries/ Associate/ Subsidiary to Ultimate Holding Company		Key Management Personnel		Total	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31-03-2018	31-03-2019	31.03.2018
1. Payments								
Rent	-	-	729,798	648,396	-	-	729,798	648,396
2. Brokerage								
SISBL	-	-	9,782,076	1,952,890	-	-	9,782,076	1,952,890
SFSL	-	-	178,170	166,813	-	-	178,170	166,813
3. Other Expenses								
Share of Common Infrastructure Costs	-	-	366,322	435,602	-	-	366,322	435,602
Royalty Expenses	509,952	500,000	-	-	-	-	509,952	500,000
Employee Benefits for Key Managerial Personnel	-	-	-	-	5,333,192	5,295,776	5,333,192	5,295,776
HR, IT and Network Support Services #	-	-	27,500	-	-	-	27,500	-
Interest received from SISBL for Short Term Loan	-	-	6,706,733	1,863,014	-	-	6,706,733	1,863,014
Short term Loan Receivable from : SISBL								
Interest receivable on above Short Term Loan	-	-	5,000,000	150,000,000	-	-	5,000,000	150,000,000
	-	-	32,486	-	-	-	32,486	-
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
Payable to SISBL	-	-	284,551	536,117	-	-	284,551	536,117
Receivable from SISBL	-	-	3,826,263	-	-	-	3,826,263	-
Payable to SFSL	-	-	-	12,748	-	-	-	12,748
Payable to Shriram Ownership Trust	121,457	135,000	-	-	-	-	121,457	135,000
Payable to Shriram Value Services #	-	-	27,500	-	-	-	27,500	-

Shriram Value Services Limited (SVS) became Subsidiary of Shriram Capital Limited (Ultimate Holding Company w.e.f. February 28, 2019). Company's transaction with SVS towards HR, IT and Network Support Services for the year amounts to ₹ 3,30,000/- against which an amount of ₹ 165,000/- is outstanding including the above mentioned amount of ₹ 27,500/-.

31 Corresponding figures for the previous periods have been regrouped wherever necessary to confirm the current period classification.

As per our report of even date attached

FOR G. D. APTE & CO.
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO.100515W

FOR SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

AKHILESH KUMAR SINGH
 MANAGING DIRECTOR
 DIN No.00421577

R.SUNDARA RAJAN
 DIRECTOR
 DIN No.00498404

CHETAN R. SAPRE
 PARTNER
 MEMBERSHIP NO.116952

REENA YADAV
 COMPANY SECRETARY

CHANDANA DUTT
 CHIEF FINANCIAL OFFICER

Place : Mumbai
 Date : May 08, 2019

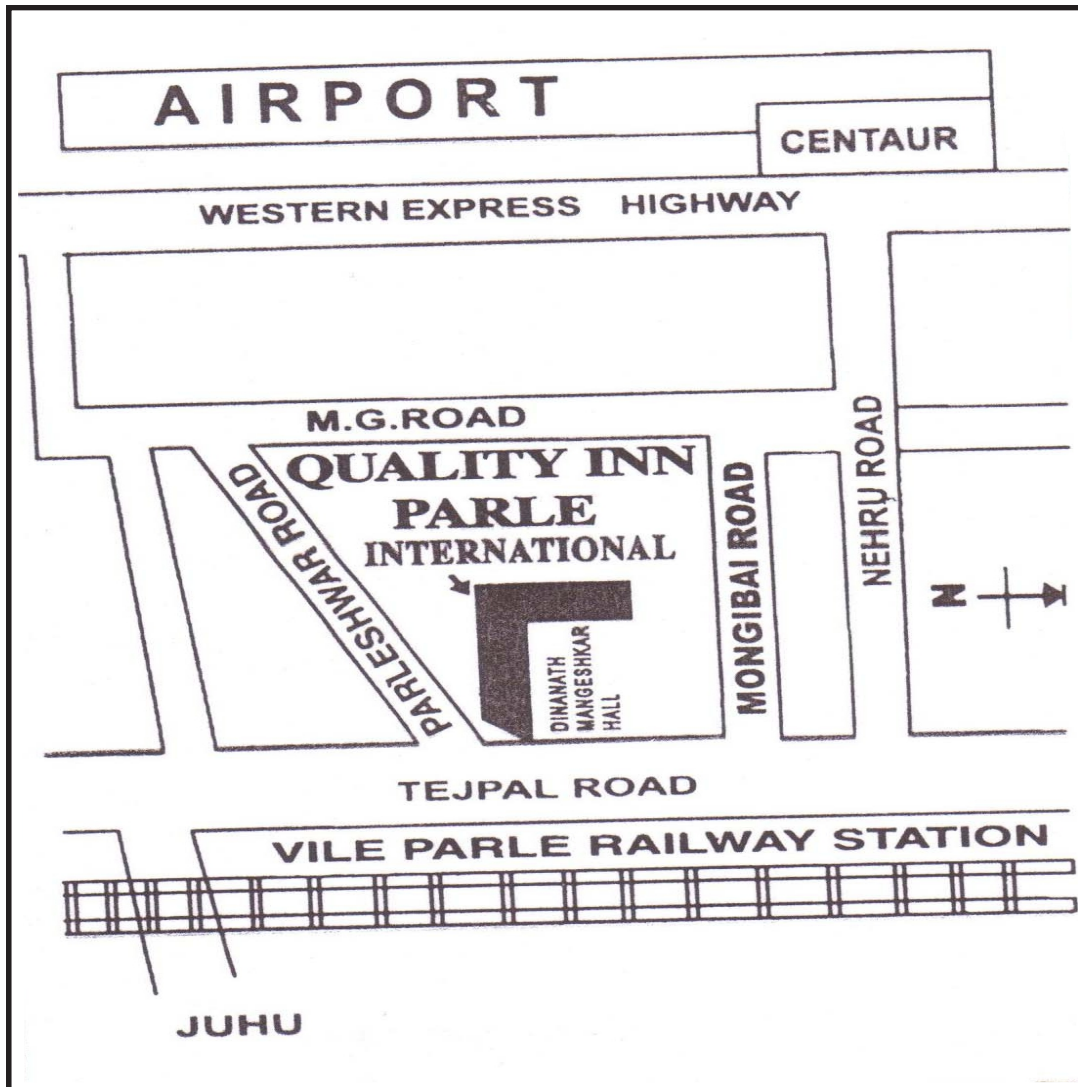
Place : Mumbai
 Date : May 08, 2019

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

MAP SHOWING LOCATION OF THE VENUE OF 25th 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

25th Annual General Meeting - Friday, August 02, 2019

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

I hereby record my presence at the 25th Annual General Meeting of the Company at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai-400 057 on Friday, August 02, 2019 at 3.00 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

FORM MGT-11

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

PROXY FORM

25th Annual General Meeting - Friday, August 02, 2019

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: _____

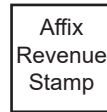
E-mail Id: _____ E-mail Id: _____ E-mail Id: _____

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 25th Annual General Meeting (AGM) of the Company, to be held on Friday, August 02, 2019 at 3.00 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 _____ 2019 Signature of Member _____

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 25th 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.

ORDINARY BUSINESS	
1	Adoption of Annual Accounts for the year ended March 31, 2019.
2	Appoint a Director in place of Mrs. Jayashree Mahesh, who retires by rotation and being eligible, seeks re-appointment.
SPECIAL BUSINESS	
3	Reappointment of Mr. Arindom Mukherjee as Independent Director for a second term of 5 (five) consecutive years.
4	Approval for related party transactions.
5	Authority to invest the funds and giving loans in excess of limit under Section 186 of the Companies Act, 2013.

