

---

## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

---

CIN: L65991MH1994PLC079874

Registered Office: Wockhardt Towers, 2<sup>nd</sup> 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 FOURTH Annual General Meeting (AGM) of the Members of Shriram Asset Management Company Limited will be held at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai-400 057 on Tuesday, August 07, 2018 at 2.30 P.M. to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018 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 Mr. Dhruv Mehta (DIN 02083226) who retires by rotation and being eligible, offers himself for reappointment;
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force) and pursuant to the approval of Members at the 23rd Annual General Meeting, the appointment of M/s. G. D. Apte and Co., Chartered Accountants, Mumbai (Firm Registration Number 100515W), as Statutory Auditors of the Company, be and is hereby ratified to hold office as such from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.”

#### SPECIAL BUSINESS

4. 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, 1956 (including any amendment(s) thereto 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 ₹ 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 authorised 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 authorised 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.”

---

**SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**

---

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 Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any amendment(s) there to or re-enactment(s) thereof for the time being in force), read with Schedule V to the Act, the consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Akhilesh Kumar Singh (DIN: 00421577) as Managing Director of the Company for a period of three years from February 14, 2018 to February 13, 2021 who shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board and he be paid the following remuneration by way of salary and other perquisites in accordance with Schedule V to the Act as approved by the Board and the Nomination and Remuneration Committee of the Board:

- 1) Salary- ₹ 1,76,000/- per month.
- 2) House Rent Allowance - ₹ 7,000/- per month
- 3) Other Allowances - ₹ 4,130/- per month
- 4) Perquisites:
  - (i) Medical reimbursement – Reimbursement of medical expenses for Managing Director and family subject to maximum of ₹ 15,000/- per annum.
  - (ii) Personal Accident/Group Insurance – The annual premium not to exceed ₹ 4,000/-.
  - (iii) Club fees – Subscription limited to a maximum of two clubs.
  - (iv) Contribution to Provident fund, Superannuation fund or Annuity fund- As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
  - (v) Gratuity as per the rules of the Company.
  - (vi) Encashment of leave at the end of the tenure as per the rules of the Company.
  - (vii) Free telephone at residence.

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

- 5) Other applicable terms:
  - (i) The Managing Director shall not be paid any sitting fees for attending meetings of the Board or Committee of Directors and general meetings.
  - (ii) In the event of absence or inadequacy of profits in any financial year, the Managing Director will be paid the above remuneration as Minimum remuneration subject to overall ceiling laid down in Schedule V to the Act, or any modification thereof.
  - (iii) The Nomination and Remuneration Committee of the Board and the Board may revise the existing or allow any other facilities/perquisites, from time to time, within the overall ceiling.
  - (iv) The Managing Director is not liable to retirement by rotation.”

6. 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 amendment(s), modification(s), variation(s) or re-enactment(s) to any of the foregoing), 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

---

## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

---

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 Fortune Solutions Limited ("SFSL") 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 SFSL.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised 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."

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

Place: Chennai  
Date: April 27, 2018

**Reena Yadav**  
Company Secretary

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.**

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

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, August 02, 2018 to Tuesday, August 07, 2018 (both days inclusive).
4. Additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as 'Listing Regulations' 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.
5. Members/ Proxies are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID nos. for easy identifications for attendance at the meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in order of the names will be entitled to vote.
7. Members are requested to bring with them a copy of Annual Report dispatched to them by the Company.
8. Members are requested to notify change in address, if any, in case of shares held in electronic form to the concerned depository participants quoting their Client ID nos. and in case of physical shares, to the Registrar and Share Transfer Agents quoting their Folio Number.
9. Pursuant to Section 72 of the Companies Act, 2013, facility for making nominations in the prescribed Form SH-13 is available to the Members in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in dematerialized form may approach their respective Depository Participants to avail and / or effect any change to the nomination facility.

---

## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

---

10. The Annual Report 2017-2018 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.shriramamc.com](http://www.shriramamc.com) and also on the website of Stock Exchange [www.bseindia.com](http://www.bseindia.com).
11. All documents referred to in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days during working hours up to the date of the 24<sup>th</sup> AGM.
12. Shareholders seeking any information with regards to Accounts are requested to write to the Registered Office of the Company at least 15 days in advance so as to keep the information ready at the Meeting.
13. Members holding shares in physical form under multiple folios are requested to send Company's Registrar and Share Transfer Agent details of such folios together with the Share Certificate to consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. The Share Certificate will be returned to the Members after making the requisite changes, thereon.
14. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company i.e. Purva Shareregistry (India) Pvt. Ltd., Mumbai -400 011.
15. Shareholders are requested to update their email ids with Registrar and Share Transfer Agents.
16. Shareholders are requested to bring along their photo ID proofs for attending the AGM.
17. A route map showing directions to reach the venue of the 24<sup>th</sup> AGM is given at the end of the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
18. Voting through electronic means:

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

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

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

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](http://www.shriramamc.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) after the declaration of the result by the Chairman or by the person authorised by him in this behalf. The results shall also be uploaded on the BSE Listing Portal.

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

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

- (i) The voting period begins on Saturday, August 04, 2018 at 9.00 A.M. and ends on Monday, August 06, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form

**SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**

---

or in dematerialized form, as on the cut-off date i.e. Wednesday, August 01, 2018, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	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"> <li>• 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.</li> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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"> <li>• 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).</li> </ul>

- (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”.
- (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.

---

## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

---

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Place: Chennai  
Date: April 27, 2018

**Reena Yadav**  
Company Secretary

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

#### **Item No. 4**

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

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / 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 shareholders 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 Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

No director, key managerial personnel or their relatives is interested or concerned, financial or otherwise in the resolution.

The Board recommends the resolution set forth in Item No.4 for the approval of the Shareholders.

**SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**

**Item No. 5:**

Mr. Akhilesh Kumar Singh was appointed as Managing Director of the Company for a period of 3 years commencing from February 14, 2015. Your Directors are desirous that his valuable services be continued to be utilised for the benefit of the Company.

Accordingly, on the recommendation of the Nomination and Remuneration Committee of the Board, the Board at its meeting held on January 31, 2018 has appointed Mr. Singh as the Managing Director of the Company for a further period of three years with effect from February 14, 2018 on remuneration, benefits, allowances and perquisites as set forth in the resolution No. 5.

The proposed remuneration is within the guidelines laid down in Schedule V to the Companies Act, 2013 ("the Act") and require the approval of Shareholders by way of Special Resolution.

As required under the provisions of Schedule V to the Act, the following information is provided:

<b>I</b>		<b>GENERAL INFORMATION</b>			
1.	Nature of Industry	The Company is the Asset Management Company and Investment Manager of Shriram Mutual Fund. It is primarily engaged in the business of promoting, establishing and acting as managers, administrators and representatives of Shriram Mutual Fund under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.			
2.	Date or expected date of commencement of commercial production	The Company operates in the financial services sector and was incorporated on July 27, 1994 and obtained certificate of commencement on December 05, 1994.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	<b>Particulars</b>	<b>Amount In Rupees</b>		
			<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>
		Total Revenue	18,872,844	20,949,050	17,975,343
		Profit/(Loss) Before Income Tax	(19,825,973)	(6,978,995)	(11,453,549)
		Tax Expenses	-	-	-
		Tax Provision for Earlier Years	(302,769)	-	-
		Net Profit/(Loss) After Tax	(20,128,742)	(6,978,995)	(11,453,549)
	Net Worth	522,019,465	192,148,207	199,127,202	
5.	Foreign Investment or Collaborations	There is neither direct Foreign Investment in the Company nor any foreign collaboration.			

**SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**

<b>II</b>	<b>INFORMATION ABOUT APPOINTEE</b>	
1.	Background Details	<p>Mr. Akhilesh Kumar Singh is a B.Tech from IIT (Kharagpur) and a PGDBM from IIM (Bangalore). He has a rich professional career of over 30 years out of which last 22 years have been in Financial Services sector.</p> <p>He has been associated with Shriram Group since 1994. During his association with the Group, he has handled responsibilities of Managing Directorship of Shriram City Union Limited and Shriram Insight Share Brokers Limited. Currently, he is the Managing Director of Shriram Asset Management Company Limited and Shriram Credit Company Limited.</p> <p>He is also on the Board of Shriram Insight Share Brokers Limited, Shriram Fortune Solutions Limited, Shriram Financial Products Solutions (Chennai) Private Limited, Shriram Wealth Advisors Limited and Insight Commodities and Futures Private Limited.</p> <p>He has ranging functional experience of setting up new business in a highly competitive environment.</p> <p>The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level and as well as in operations of the Company.</p>
2.	Past Remuneration	Same as proposed in the Resolution
3.	Recognition or Awards	NIL
4.	Job Profile and his sustainability	The role of Mr. Singh as Managing Director of the Company includes overall responsibility for the growth of business activity of the Company. He is also responsible for the overall affairs of the Company. He provides necessary strategic direction to all Functional Heads of the Company.
5.	Remuneration Proposed	The remuneration proposed to be paid to Mr. Singh has been specified in the resolution.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices prevalent in the Industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Other than the proposed remuneration, Mr. Singh does not have any pecuniary relationship directly or indirectly with the Company. Mr. Singh is also not related to any other Director or any Managerial Personnel of the Company.
<b>III</b>	<b>OTHER INFORMATION</b>	
1.	Reasons of loss or inadequate profits	The Company launched a Mutual Fund Scheme - Shriram Equity and Debt Opportunities Fund in November 2013. The AUM of the scheme as on March 31, 2018 is ₹ 42.73 Crores. Gestation period in the AMC business is long and break-even is expected over a period of atleast 5 years. Since the Company is still in gestation period, currently there is loss.
2.	Steps taken or proposed to be taken for improvement	<p>Focused marketing efforts to increase reach of business and launch of new schemes.</p> <p>Setup of new office in Mumbai for Investment and Marketing. Strengthening of Investment team</p> <p>Approval from regulator to launch new scheme.</p>
3.	Expected increase in productivity and profits in measurable terms	<ul style="list-style-type: none"> <li>- Improvement in Scheme Performance</li> <li>- Bring more Distributors/IFA's to distribute our schemes for Business Generation</li> <li>- Launching of additional Schemes in next 3 Years</li> <li>- AUM growth through significant Net Inflow</li> <li>- Increase Branch Network and penetration</li> </ul>



---

## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

---

Mr. Singh satisfies the conditions laid down in Schedule V to the Act and also conditions set out under Sub-Section 3 of Section 196 of the Act for being appointed as the Managing Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Further information about Mr. Singh, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached elsewhere in the explanatory statement.

The Memorandum of terms and conditions of service of Mr. Singh as Managing Director of the Company will be available at the Registered Office of the Company on all working days during business hours.

No director, key managerial personnel or their relatives, except Mr. Singh, to whom the resolution relates, is interested or concerned, financial or otherwise in the resolution.

The Board recommends the resolution set forth in Item No.5 for the approval of the Shareholders.

### **Item No. 6:**

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 ('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.

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 Fortune Solutions Limited (SFSL), which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction from the current financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2018. Both the above entities are 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

Approval of the shareholders 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**

The particulars of the contract(s) / arrangement(s) are as under:

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 March 31, 2018	Maximum Value/ limit of Contract/ Arrangement
1	2	3	4	5	6	7	8
1	Shriram Insight Share Brokers Limited ("SISBL")	Fellow Subsidiary	1 year	Rent Agreement CK - 5	April 27, 2018	₹ 38,433/- per month	Amount Mentioned in Column No. 7 with maximum increase of 20% thereon
			3 years	Rent Agreement-Turner Morrison Building	April 27, 2018	₹ 9,100/- per month	Amount Mentioned in Column No. 7 with maximum increase of 20% thereon
			3 years	Infrastructure Sharing including telecommunication services	April 27, 2018	₹ 435,602/- per annum	Amount Mentioned in Column No. 7 with maximum increase of 20% thereon
			5 Years	Brokerage and Distribution Commission	April 27, 2018	₹ 1,952,890/-	To be paid on the actual AUM generated by the entity, subject to the maximum limit specified under SEBI (Mutual Funds) Regulations, 1996 or any amendments thereof.
2	Shriram Fortune Solutions Limited ("SFSL")	Fellow Subsidiary	5 years	Distribution Commission	April 27, 2018	₹ 166,813/-	To be paid on the actual AUM generated by the entity, subject to the maximum limit specified under SEBI (Mutual Funds) Regulations, 1996 or any amendments thereof.

The transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company 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.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall abstain from voting on such resolutions, therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

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 and SFSL).

The Board recommends the resolution as set out in Item No.6 of this Notice for your approval.

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

Place: Chennai  
Date: April 27, 2018

**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:-**

<b>Name of the Director</b>	Mr. Akhilesh Kumar Singh	Mr. Dhruv Mehta
<b>Date of Birth</b>	December 17, 1962	July 26, 1961
<b>Date of Appointment</b>	December 15, 2011 as Director and February 14, 2012 as Managing Director	March 01, 2015
<b>Qualifications</b>	B. Tech (IIT Kharagpur) and PGDBM (IIM Bangalore)	A.C.A from The Institute of Chartered Accountants of India and AICWA from The Institute of Cost and Works Accountants of India.
<b>Expertise in specific functional area</b>	He has rich professional career of overall experience of 30 years out of which 22 years have been in the financial services sector. He has been associated with Shriram Group since 1994. During his association with the Group, he has handled responsibilities of Managing Directorship of Shriram City Union Limited and Shriram Insight Share Brokers Limited. Currently, he is the Managing Director of Shriram Asset Management Company Limited and Shriram Credit Company Limited. He has ranging functional experience of setting up new business in a highly competitive environment.	He has overall experience of 33 years in the field of finance and financial services and an independent financial advisor for over 14 years.
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>• Insight Commodities &amp; Futures Private Limited</li> <li>• Shriram Credit Company Limited</li> <li>• Shriram Insight Share Brokers Limited</li> <li>• Shriram Wealth Advisors Limited</li> <li>• Shriram Financial Products Solutions (Chennai) Private Limited</li> <li>• Shriram Fortune Solutions Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Malabar Capital Private Limited</li> <li>• Malabar Capital Advisors Private Limited</li> <li>• Shriram Wealth Advisors Limited</li> <li>• Foundation of Independent Financial Advisors</li> <li>• Institution of Mutual Fund Intermediaries.</li> </ul>
<b>Membership/ Chairmanship of Committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee)</b>	NIL	NIL
<b>No. of Board Meetings attended during the last Financial Year 2017-2018</b>	7 (Seven)	6 (Six)
<b>No. of shares held in the Company(#)</b>	NIL	NIL
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mr. Akhilesh Kumar Singh is not related to any Director and Key Managerial Personnel	Mr. Dhruv Mehta is not related to any Director and Key Managerial Personnel

# As on the date of Notice of AGM