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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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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 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

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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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₹.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 23<sup>rd</sup> 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.

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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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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](http://www.shriramamc.com) and also on the website of Stock Exchange [www.bseindia.com](http://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 25<sup>th</sup> 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 25<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. 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.

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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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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 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](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".

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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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- (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](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: 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.

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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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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.

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## SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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\*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:-**

<b>Name of the Director</b>	Mr. Arindom Mukherjee	Mrs. Jayashree Mahesh
<b>Date of Birth</b>	March 09, 1949	August 25, 1964
<b>Date of Appointment</b>	June 07, 2014	October 21, 2014
<b>Qualifications</b>	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
<b>Expertise in specific functional area</b>	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.
<b>Directorships held in other companies</b>	NIL	NIL
<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 2018-2019</b>	4	3
<b>No. of shares held in the Company(#)</b>	NIL	NIL
<b>Relationship with other Directors and Key Managerial Personnel</b>	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