



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.: +91-22-42410400, Fax : +91-22-27566634

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

NOTICE

NOTICE is hereby given that the TWENTIETH Annual General Meeting of the Members of Shriram Asset Management Company Limited will be held at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai 400 057 on Thursday, August 14, 2014 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, 2014 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. R. Sundara Rajan, who retires by rotation and being eligible, offers himself for reappointment;
3. To appoint a Director in place of Mr. S. Bapu, who retires by rotation and being eligible, offers himself for reappointment;
4. To appoint M/s. K. S. Aiyar & Company, Chartered Accountants, Kolkata (Firm Registration Number 100186W) as Auditors of the Company to hold such office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting, on such remuneration plus out of pocket expenses, if any, as may be mutually agreed upon between the Board of Directors of the Company and the said Auditors;

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to Section 149, 150 (2), 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as the Act), Mr. Arindom Mukherjee, who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 07, 2014 and who holds office up to the date of the Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Mukherjee as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company up to June 06, 2019, not liable to retire by rotation.”

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

Reena Yadav
Company Secretary

Place: Mumbai
Date : July 02, 2014

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.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and the Share Transfer Books of the Company will remain closed on Monday, August 11, 2014 to Thursday, August 14, 2014 (both days inclusive).
4. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
5. Members/ Proxies are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID nos. for easy identifications for attendance at the meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in order of the names will be entitled to vote.
7. Members are requested to bring with them a copy of Annual Accounts dispatched to them by the Company.
8. Members are requested to notify change in address, if any, in case of shares held in electronic form to the concerned depository participants quoting their Client ID nos. and in case of physical shares, to their Share Transfer Agents quoting their Folio Number.
9. Pursuant to Section 72 of the Companies Act, 2013, facility for making nominations is available to the Members in respect of the shares held by them in physical form. Nomination forms can be obtained from the Share Transfer Agents of the Company. Members holding shares in dematerialized form may approach their respective Depository Participants to avail and / or effect any change to the nomination facility.
10. Shareholders seeking any information with regards to Accounts are requested to write to the Registered Office of the Company at least 15 days in advance so as to keep the information ready at the Meeting.
11. Members holding shares in physical form under multiple folios are requested to send Company's Share Transfer Agent details of such folios together with the Share Certificate for consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner. The Share Certificate will be returned to the Members after making the requisite changes, thereon.
12. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company Purva Shareregistry (India) Pvt. Ltd. Mumbai -400 011.
13. SEBI vide circular dated January 7, 2010 has made it mandatory for legal heir(s) to furnish their PAN in addition to the legal procedural document duly attested in the following cases in respect of shares of listed companies held in physical form:

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

- Deletion of name of the deceased shareholder(s) where the shares are held in the names of two or more shareholders.
- Transmission of shares, in favour of legal heir(s), where the shares are held in the names of two or more shareholders.
- Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

14. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the 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 for e-voting are as under:

In case of members receiving AGM Notice by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Monday, August 4, 2014 (9.00 A.M.) and ends on Wednesday, August 6, 2014 (6.00 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. the record date), being Friday, July 4, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

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

Item No. 5

Mr. Arindom Mukherjee was appointed by the Board of Directors as an Additional Director of the Company with effect from June 07, 2014, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company. In accordance with the provisions of Section 161 (1) of the Act, Mr. Mukherjee holds office up to the date of this Annual General Meeting. A notice has been received from a member proposing the candidature of Mr. Mukherjee for the office of Director of the Company.

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 and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 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 sub-section (6) of Section 149 of the Act.

The resolution seeks the approval of members for the appointment of Mr. Mukherjee as an Independent Director of the Company up to June 06, 2019 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Mukherjee, fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as Independent Director and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Mukherjee as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days.

Mr. Mukherjee has extensive experience 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. Presently he is an Independent External Monitor of Hindustan Copper Limited and a part time faculty of ICFAI Business School (IBS). The Board considers that vast experience of Mr. Mukherjee in multiple functional areas will be of tremendous benefit to the Company.

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

The Board recommends the 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: July 02, 2014

Reena Yadav
Company Secretary

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:-

Name of the Director	Mr. R. Sundara Rajan	Mr. S. Bapu	Mr. Arindom Mukherjee
Date of Birth	April 28, 1948	July 24, 1940	March 9, 1949
Date of Appointment	April 1, 2007	January 22, 2009	June 7, 2014
Qualifications	Mechanical Engineer from Jadavpur University and an MBA from Indian Institute of Management (Ahmedabad). He is a Chartered Engineer and an Associate of Insurance Institute of India.	Masters Degree in Mathematics	B.Tech.(Hons) in Mechanical Engineering from Indian Institute of Technology, Kharagpur and Post Graduate in Business Administration from Indian Institute of Management, Ahmedabad
Expertise in Specific function area	He has had around 25 years experience in Pharmaceutical Industry of which 16 years was in a CEO role and 6 years as a Management Consultant. He has had experience of 6 years as a Los Assessor for General Insurance Industry in India specializing in Fire and Consequential Loss Insurance. In the last 10 years he has been an Advisor to Shriram Group of Companies and on the Board of several Companies in the Group.	He was with the Income Tax Department as Chief Commissioner from April 1996 to April 1999; he was a Member, Central Administrative Tribunal from April 1999 to July 2002. He has expertise in dealing with Chit Laws, NBFC Regulations and Taxation Laws etc.	He has overall 32 years of experience in his extensive career. He has extensive experience in corporate planning, formulating strategies and has experience in wide areas such as Finance, Accounts, Personnel and 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. Presently he is an Independent External Monitor of Hindustan Copper Limited and a part time faculty of ICFAI Business School (IBS).
Directorships held in other companies	<ul style="list-style-type: none"> Namo Technology Ventures India Private Limited Visionary RCM Infotech India Private Limited Take Solutions Limited Manipal Acunova Limited Shriram EPC Limited Rambal Limited Shriram Credit Company Limited Orient Green Power Company Limited Shasun Pharmaceuticals Limited Shasun Pharma Solutions Limited Medispan Limited 	Shriram EPC Limited	Nil

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Name of the Director	Mr. R. Sundara Rajan	Mr. S. Bapu	Mr. Arindom Mukherjee
Membership / Chairmanship of Committees of other public companies (including only Audit Committees and Shareholders'/ Investors' Grievance Committee)	Audit Committee <ul style="list-style-type: none"> Take Solutions Limited* Shriram EPC Limited Orient Green Power Company Limited Manipal Acunova Limited* Rambal Limited Shareholders'/ Investors' Grievance Committee) <ul style="list-style-type: none"> Take Solutions Limited Shriram EPC Limited* Orient Green Power Company Limited* 	Audit Committee <ul style="list-style-type: none"> Shriram EPC Limited 	Nil
No. of shares held in the Company	15027#	Nil	Nil
Relationship with other Directors	Mr. R. Sundara Rajan is not related to any Director	Mr. S. Bapu is not related to any Director	Mr. Arindom Mukherjee is not related to any Director

* Chairman of the Committee

As on the date of Notice of AGM



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

ATTENDANCE SLIP

20th Annual General Meeting – August 14, 2014

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

I hereby record my presence at the 20th Annual General Meeting of the Company at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai 400 057 on Thursday, August 14, 2014 at 2.30 P.M.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy

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

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

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Website: www.shriramamc.com, Email Id: srmf@shriramamc.com**PROXY FORM**Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014**20th Annual General Meeting – August 14, 2014**

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

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

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 20th Annual General Meeting (AGM) of the Company, to be held on Thursday, August 14, 2014 at 2.30 P.M., at Hotel Parle International, Agarwal Market, Vile Parle (East), Mumbai 400 057 and at any adjournment thereof in respect of such resolutions as indicated below.

Signed this _____ day of _____ 2014 Signature of Member _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp**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 20th Annual General Meeting.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member (s) in above box before submission.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1	Adoption of Annual Accounts for the year ended March 31, 2014.
2	Appoint a director in place of Mr. R. Sundara Rajan, who retires by rotation and being eligible, seeks re-appointment.
3	Appoint a director in place of Mr. S. Bapu, who retires by rotation and being eligible, seeks re-appointment.
4	Appointment of Statutory Auditors.
SPECIAL BUSINESS	
5	Appointment of Mr. Arindom Mukherjee as an Independent Director.



SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

TWENTIETH ANNUAL REPORT

2013 - 2014
