

**RELIANCE CAPITAL
ASSET MANAGEMENT LIMITED**

ANNUAL REPORT

2014-15

Directors' Report

To the Members,

Your Directors take pleasure in presenting their Twentieth Annual Report on the business and operations of your Company, together with the audited Statement of Accounts, for the year ended March 31, 2015.

At the outset, your Directors wish to reiterate your Company's commitment to the highest standards of corporate governance in order to enhance the trust of all its stakeholders. Strong and robust corporate governance practices have facilitated your Company in standing up to the continued scrutiny of domestic & international investors and that of the Regulatory authorities.

Your Company endeavors to remain one of the leading players in the Asset Management business in India and enhance its global footprint as well.

FINANCIALS

The standalone and consolidated financial statements of the Company for the year ended March 31, 2015, have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013. The financial highlights (on a consolidated and standalone basis) of the Company for the year ended March 31, 2015 are as follows:

(In Rs.)

Description	Consolidated		Standalone	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
Gross Income	9,551,189,681	774,91,60,540	9,301,150,837	7,801,760,231
Profit before exceptional item and tax	4,578,749,082	352,14,11,014	4,463,992,077	3,893,717,787
Exceptional Items	29,138,759	-	30,813,946	57,565,191
Profit before tax	4,549,610,323	352,14,11,014	4,433,178,131	3,836,152,596
Provision for taxation	901,476,236	79,93,73,014	885,886,968	797,910,196

Provision for Deferred Tax Asset/ (Liability)	(25,889,442)	11,81,486	26,049,929	1,181,487
Profit After Tax before share of minority shareholders	3,622,244,649	272,32,19,484	3,573,341,092	3,039,423,887
Share of Minority Shareholders	274,071	481,989	-	-
Net Profit	3,621,970,928	272,27,37,495	3,573,341,092	3,039,423,887
Balance carried to Balance Sheet	6,335,501,908	6,722,670,943	6,519,182,970	6,954,981,841
Basic EPS of Rs.10 each	327.61	246.60	323.21	275.28
Diluted EPS of Rs.10 each	327.21	245.47	322.82	274.03

The Consolidated Financial Statements of the Company, alongwith that of its subsidiaries, for the year ended March 31, 2015 (duly audited by their respective statutory auditors) are forming part of this Annual Report.

The annual accounts of all the subsidiary companies and the related detailed information will be made available to the Shareholders of the Company seeking such information at any point of time. The annual accounts of all the subsidiary companies will also be kept at the Corporate Office of the Company, for inspection by the Shareholders. The Company shall furnish a hard copy of details of accounts of subsidiaries to any Shareholder on demand.

DIVIDEND

EQUITY SHARES:

INTERIM DIVIDEND

During the year under review, the Company had distributed an interim dividend of Rs. 146/- (Rupees One Hundred and Forty Six only) per equity share, thereby entailing the total payout of Rs. 201,82,05,064/- (including dividend distribution tax and other applicable taxes/surcharges).

PROPOSED DIVIDEND (FINAL)

Your Directors are pleased to recommend a final dividend of Rs. 125/- (Rupees One Hundred Twenty Five only) per equity share of Rs.10/- each, thereby entailing the total payout of Rs. 173,31,50,119/- (including dividend distribution tax and other applicable taxes/surcharges).

PREFERENCE SHARES:

During the year your Company had issued 30,00,000 numbers of fully paid-up 6% Non-Cumulative, Non Convertible, Redeemable Preference Shares of Rs.100/- each, to the Shareholders of Azalia Distribution Private Limited i.e. Reliance Television Private Limited, in terms of the Scheme of Arrangement sanctioned by the Hon'ble Bombay High Court.

Your Directors therefore recommend the declaration and payment of dividend of Rs. 6/- (Rupees Six only) on each 6% Non-Cumulative, Non Convertible, Redeemable Preference Shares of the Company, for the year under review, thereby entailing the total payout of Rs. Rs.37,39,330/- (including dividend distribution tax and other applicable taxes/surcharges). The dividend on the preference shares shall be payable for the proportionate period of the year during which such shares were outstanding.

AMOUNT TO BE CARRIED TO RESERVES

In view of the declaration and payment of interim dividend to the Shareholders of the Company and in accordance with the provisions of Section 123 of the Companies Act, 2013, an amount of Rs. 25,40,45,450/-, being 10% of the net profits (after tax) as on December 31, 2014 was transferred to the General Reserves of the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

LANDMARK DEVELOPMENTS

INVESTMENT IN THE COMPANY

During the year on February 27, 2014, Nippon Life Insurance Company (NLI), an existing 26% equity shareholder in the Company acquired an additional 9% (Nine per cent) stake by way of purchase of appropriate number of equity shares from Reliance Capital Limited (RCL). Post this acquisition, the equity stake of NLI in the Company has increased to 35% and that of RCL stands at 56.23%.

RISK MANAGEMENT

Your Company has a comprehensive Risk Management policy that envisages an enterprise risk management framework and clearly sets out the objectives & elements of risk management within the organization, including the constitution of a Risk Management department (reporting directly to the CEO and to the Board of Directors), a Risk Management Committee (RMC) and the underlying mechanisms & processes to be used for identification, monitoring and reporting of various categories of risks including credit, market, liquidity and operational risks. There are well documented & Board approved policies & processes which are in place w.r.t. important aspects of business such as Investment, Valuation, Proxy Voting disclosures, Risk Management, Operations, Compliance etc to name a few. In addition, proper & adequate Insurance Policies and business continuity planning has also been adequately put into place.

You will note that the basic revenue model of an asset management company (AMC) is charging of management fees on assets under management provided by the investors. In case of an eventuality where the company repeatedly fails to comply with regulatory norms with regard to investment restrictions and / or code of conduct, or if there are repeated & glaring instances of fraud / front-running then the same may be a catastrophic risk for the enterprise. However, your Directors would like to assure you that such risks are being mitigated by putting into place robust & time tested policies & processes, qualified & professional manpower to run these processes under the aegis & guidance of your Board of Directors, Board committees and various other internal committees, constituting of its senior employees.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal Control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations, if any and corrective actions thereon are presented to the Audit Committee of the Board.

OPERATIONAL HIGHLIGHTS

ASSET MANAGEMENT:

In terms of the authorization from SEBI, your Company acts as the asset manager to Reliance Mutual Fund ('RMF'), which is the third largest Mutual Fund in India, in terms of the Quarterly Average Assets under Management ('QAAUM') as on March 31, 2015.

The QAAUM of RMF as on March 31, 2015 was approx. Rs.137.12 crores comprising of Rs. 45,025 Crores of Equity, Rs. 62,865 Crores of Debt, Rs. 27,707 Crores of Liquid funds; and Rs. 1,526 Crores of Gold asset class. It may be noted that the QAAUM of RMF as on March 31, 2014 was approx. Rs. 103,542 Crores comprising of Rs. 24,587 Crores under Equity, Rs. 52,021 Crores under Debt, Rs. 24,703 Crores under Liquid asset classes and Rs. 2,230 Crores under Gold. While the overall QAAUM of RMF has shown positive growth of around 32.43% during the financial year 2014-15, the QAAUM under the debt asset class has grown by approx. 20.85%.

During the year under review, the Indian Mutual Fund Industry witnessed an overall positive growth of approx 31.31% in terms of QAAUM. (Source: AMFI).

NEW SCHEMES LAUNCHED:

During the year under review, RMF launched the following new schemes:

Scheme Name	Type	Structure	Launched in
Reliance Corporate Bond Fund	Debt	Open – ended	Jun-14
Reliance Dual Advantage Fixed Tenure Fund VI	Debt	Close – ended	Aug-14
Reliance Dual Advantage Fixed Tenure Fund VII	Debt	Close – ended	Dec-14
Reliance Fixed Horizon Fund XXVII	Debt	Close – ended	Jul-14
Reliance Fixed Horizon Fund XXVIII	Debt	Close – ended	Jan-15
Reliance Interval Fund – III	Debt	Interval	Sep-14
Reliance Retirement Fund - Income Generation Scheme	Debt	Open – ended	Feb-15
Reliance Capital Builder Fund	Equity	Close – ended	Aug-14
Reliance Capital Builder Fund II	Equity	Close – ended	Dec-14
Reliance Close Ended Equity Fund II	Equity	Close – ended	May-14
Reliance Japan Equity Fund	Equity	Open – ended	Aug-14
Reliance Retirement Fund - Wealth Creation Scheme	Equity	Open – ended	Feb-15
R* Shares Sensex ETF	ETF	Open – ended	Sep-14
R*Shares Consumption ETF	ETF	Open – ended	Apr-14
R*Shares Dividend Opportunities ETF	ETF	Open – ended	Apr-14

As on March 31, 2015, RMF has a well rounded portfolio of 66 schemes under various categories such as Equity, Debt, Exchange Traded Fund, Fixed Maturity Plans and Interval Funds.

PORTFOLIO MANAGEMENT:

Your Company has been rendering Portfolio Management Services ('PMS') since August 2004. It currently offers discretionary and advisory portfolio management services to various categories of clients. The PMS business continued its positive performance through challenging times faced during the year. Your Company emerged as one of the very few portfolio management businesses, which attracted new assets. As at the year end, the total AUM of the Portfolio Management business (including discretionary and advisory services and also including EPFO portfolio) stood at Rs.1,00,881 Crores as against Rs. 85,065 Crores for the last financial year. During the year, the PMS business received a sum of Rs.23 Crores as fee income.

Going forward, the PMS division of our Company will endeavor to identify suitable opportunities for launching equity / fixed income portfolios and rendering investment advisory services. Our focus on providing customized offerings to high net-worth individuals & corporates will continue via PMS in Financial Year 2015.

Your Company is one of the four fund houses who are managing the prestigious Employees Provident Fund Organization (EPFO) mandate since last few years. As on 31st March, 2015, the EPFO portfolio stood at Rs.99,318 Crores. We are pleased to inform you that recently vide its letter dated April 7, 2015, EPFO has renewed your Company's appointment as such, for an another term of three (3) years.

ALTERNATIVE INVESTMENT BUSINESS

Alternative Assets remains an area of great interest in the investment management space. The term Alternative Assets, is generally used to describe all assets other than the conventional listed equity and investment grade debt. Hence this includes non conventional / non benchmarked strategies in equities, non investment grade debt / high yield debt, assets like real estate, commodities, distress debt, etc. Globally, Alternate Assets have been the fastest growing space in the investment management industry, especially since 2008. Importantly these assets are more profitable than conventional assets. In India too this space has been growing very rapidly.

Your Company, through its subsidiary viz. Reliance AIF Management Company Limited (RAIF) operates in alternative investment space and has launched its first AIF offering in the Real Estate space in September, 2014. The fund has raised a total commitment of Rs. 530 Crores till 31st March, 2015. RAIF has earned income in the form of AIF fees from this offering amounting to Rs. 14 Crores for the FY 2014-15.

NATIONAL PENSION SYSTEM:

Reliance Capital Pension Fund Limited ('RCPFL'), a subsidiary of your Company is acting as one of the Pension Fund Managers for managing the pension assets under the National Pension System [NPS].

NPS industry witnessed a rapid growth during the current year, both in terms of subscriber base as well as in respect of the assets under management. The subscribers under NPS schemes as of 31st March 2015 were in excess of approx 87.49 lakhs as compared to 65.06 lakhs during the previous year. Further, the subscribers under private sector of NPS schemes as of 31st March 2015 were in excess of 4.60 lakhs as compared to around 3.41 lakhs as of previous year i.e. 31st March, 2014. The overall assets managed by the NPS industry, as of 31st March 2015, were Rs. 80,855.13 crores as compared to around Rs. 48,104.54 crores as at the end of the last year. Further, the assets under management related to Private sector (other than NPS Lite) grew from Rs. 1082 crores last year to Rs. 2011 crores as of 31st March 2015. The assets under management by your Company during the current fiscal year almost doubled to Rs. 76.97 crores as compared to Rs. 43.58 crores in the last year.

During the year on February 18, 2015, your Company has sold 20% of its equity stake in RCPFL to Reliance Gilts Limited.

INTERNATIONAL BUSINESS:

Global economic environment

The global economic environment was mixed with offshoots of recovery in certain high-income economies namely, the United States and the United Kingdom, while the Euro area continued to grow below par. The sharp plunge in energy and commodity prices severely impacted the economic expectations of producer countries, though such reversal in the commodity super cycle reduced medium term headwinds for importing nations including India, which along with China continued to provide a window of investment opportunity to global allocators seeking sustainable long term growth trends. In financial year 2015-16,

currency volatility, US Fed actions and accommodative monetary policies in certain regions are expected to drive investor sentiment towards risk aversion in developed markets except USA, while emerging markets like India, and some parts of Asia could offer unique windows of optimism backed by political stability, potential structural reforms and benign energy prices supporting economic activity and public finances. It is expected that market participation levels to increase beyond historical trends, while the economic expectations will continue to support foreign investor interest in Indian securities.

Offshore Opportunities

Foreign Portfolio Investors (FPIs) have invested over Rs. 2,77,461 Crores (Source SEBI Website) across Indian equity and debt markets in financial year 2014-15. FPI Debt limits in the G-Sec category remain fully subscribed while minimum 3 year residual maturity terms will shift the market to a longer duration profile in the medium term, thus supporting long term financing options for Indian Corporates.

Your company's recent fund collaborations in Japan have become the center stage of success for the offshore strategy. Recent changes in the regulations and certain proposals in this year's budget make it easier to directly manage foreign funds from India, and your Company will leverage upon these opportunities to optimize the fund management process for offshore funds. Your company is on the path of a collaborative partner approach to tap retail investors in Japan and other global markets, while it shall continue to pursue asset raising efforts in the Middle East, and rest of Asia. USA and Europe also present large business potential and your company will continue to develop appropriate asset raising and product capabilities for such markets.

JAPAN

Your company launched the first Japan Equity Fund in Indian Mutual Funds market, marking the firm's entry into international strategies that are known to provide diversification opportunities from a global market perspective. The company will launch other international equity funds this year, depending upon the market attractiveness and strategic fit in our product basket. During the year, the India Equity and Debt funds were launched through our partner Nissay Asset Management, Japan, a subsidiary of Nippon Life Insurance Company and directly advised by your Company in India; these funds have been well accepted among Japanese retail and institutional investors with combined AUM exceeding 63.8 billion Japanese Yen [approximately USD 533 million] as on March 31, 2015. The funds are also being offered by several regional intermediaries, increasing its appeal across Japan. Your

company continues to leverage the global capabilities of Nippon Life Insurance Company in expanding the development of offshore products in Japan, asset raising efforts and other opportunities globally.

SINGAPORE

Your Singapore subsidiary, Reliance Asset Management (Singapore) Pte Ltd. ('RAMS'), which established its business in Singapore in the year 2006 has closed the financial year with USD 910 million assets under management. During the year under review, RAMS will continue to act as the offshore investment manager but has realigned its equity and fixed income strategies to be advised by your Company from India, to take advantage of the Regulations 24 of SEBI (Mutual Fund) Regulations 1996. RAMS continued its efforts through the launch of few FMP products with over USD 150 million raised from the local markets this year. RAMS has also commenced investment management of an offshore equity fund advised by your Company from India.

MAURITIUS

The Mauritian subsidiary of your Company, Reliance Asset Management (Mauritius) Limited ('RAMM') continued its focus on rendering of investment management services to India focused collective investment schemes i.e. Emergent India Investments Limited ('EIIIL'), the Mauritius based.

SOUTH KOREA

Your Company has entered into a Memorandum of Understanding with Samsung Asset Management Co. Ltd., the largest asset management company in South Korea managing assets over USD 165.8 billion as of February, 2015, with an 18% market share. As part of this MOU, both the Companies will explore the possibilities of using their expertise for developing, managing, marketing and distributing each other's investment products in their respective home countries.

CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken projects in the areas of promoting preventive health care in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as Annexure A.

AWARDS AND RECOGNITION

Your Company has received various awards and accolades during the year. Few of the prominent awards received by your Company and Reliance Mutual Fund are listed below:

- **SKOCH Financial Inclusion & Deepening Award 2014**

Your Company was awarded the prestigious “Skoch Financial Inclusion & Deepening Award 2014 – Gold”. RCAM was amongst the Top 28 projects selected across India.

- **Outlook Money Awards 2014**

Your Company has been adjudged “Best Mutual Fund House - Runner up” in the Outlook Money Awards 2014, as a testimony to our all-round efforts in raising assets across categories & geographies in India, creating wealth for investors on a sustained basis, having robust processes and a high customer-orientation. The Outlook Money Awards were instituted in 2002 to honor companies, in the realm of personal finance and beyond, which excel in creating value for their customers.

- **Dun & Bradstreet Award for Best HR Practices 2015**

Your Company was awarded by Dun & Bradstreet across various Organizations & Sectors under the category:

- Leadership Pool approach to Talent Management
- Learning & Development initiatives

FUTURE OUTLOOK

During the year under review, the Indian Mutual Fund Industry witnessed an overall positive growth of approx 31.31% in terms of QAAUM, from an amount of approx. Rs. 905,121 Crores as at March 31, 2014 to an amount of approx. Rs.11,88,535 Crores as at March 31, 2015. (Source: AMFI):

- Equity QAAUM has doubled in the year from Rs.1.97 Lakh Crores (March 31, 2014) to Rs. 3.75 Lakh Crores (March 2015).
- New SIP count has picked up significantly - SIP book at approximately Rs 2,000 Crores - YTD growth 52% (as on February 2015).

- 20 Lakh Equity folios have been added this year so far, after a 5-year negative trend (as on February 2015).

The Indian Mutual Fund industry is growing steadily in the financial services sector with 43 AMCs currently operating in the country.

It has been a good year for us at Reliance Mutual Fund, as well. Your Company continues to be amongst the largest AMCs managing assets of Rs. 2,44,649 Crores (USD 39.1 Billion) across Mutual Funds, PMS, Pension Funds and Offshore strategies. Your Company continues to aggressively pursue growth opportunities in the fund management and investment advisory space, both at the domestic as well as at the international level. Given the country's high household savings rate coupled with the current low levels of investments by retail investors where only less than 3% of the household savings are channeled into capital markets, your Company believes that the Mutual Fund Industry has a huge opportunity for growth and expansion. Your Company expects that an emerging market like India would experience a sustained growth rate.

Over 69% of the Industry AUM originates from the Top 5 cities which leaves untapped potential in other locations. In line with the SEBI regulations, your Company intends to improve penetration levels in Tier III, Tier IV locations and increase use of technology to improve the investor experience. Being one of the largest players in the Industry, your Company will continue investing in growing the market size, achieving product innovation, educating the investors, increasing the distribution reach and enhancing customer service infrastructure with aggressive expansion strategies.

SUBSIDIARIES

As of March 31, 2015, your Company had five (5) subsidiaries. Three of such subsidiaries are overseas, one being each in Singapore, U.K. and Mauritius and two subsidiaries being in India. All the subsidiaries of the Company are engaged in financial services and related activities.

During the year under review, Reliance Asset Management (Malaysia) Sdn. Bhd., a Wholly Owned Subsidiary of the Company has been voluntarily liquidated and the same stands dissolved w.e.f. July 14, 2014.

Further, a statement w.r.t. the performance and the financial position of the subsidiaries of the Company is forming a part of the Consolidated Financial Statements of the Company

KEY MANAGERIAL PERSONNEL

In terms of the requirements of Section 203 of the Companies Act, 2013, the following officials/ employees of the Company were confirmed and designated as the "Key Managerial Personnel" of the Company, during the year under review-

- a) Mr. Sundeep Sikka - Chief Executive Officer;
- b) Mr. Ajay Patel - Manager;
- c) Mr. Gajendra Singh Thakur - Company Secretary; and
- d) Mr. Prateek Jain - Chief Financial Officer

Mr. Ajay Patel was appointed as the Manager of the Company for a period of 3 years effective from July 1, 2012. In accordance with the requirements of the provisions of Section 196, 197 & Schedule V of the Companies Act, 2013, your Directors recommends his re-appointment as such for a further period of three years w.e.f. July 01, 2015.

DIRECTORS

At the last Annual General Meeting of the Company held on June 24, 2014, the previously approved appointment of Mr. Kanu Doshi and Mr. S.C. Tripathi as Independent Directors of the Company has been confirmed by the Shareholders of the Company for a period of five years effective from April 01, 2014.

During the year, in compliance with the newly introduced requirements (Section 149 of the Companies Act, 2013) of having a Woman Director, on March 24, 2015 Ms. Ameeta Chatterjee has been appointed as an Independent Director of the Company for a period of five years.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Shinichi Okamoto (Director) is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment, as such. The Board recommends the re-appointment of Mr. Shinichi Okamoto as a Director of the Company.

All the Independent Directors have furnished the required declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

During the Year, in terms of the requirements of the Companies Act, 2013, the Independent Directors held their separate meeting, wherein the performance of the Non-Independent

Directors was evaluated in detail. In addition to this, in this meeting itself, the Independent Directors of the Company thoroughly discussed the quantity, quality & the timeliness of the flow of information between the company's management and the Board and arrived at a view that the same is sufficient to facilitate the effective performance of its duties by the Board. Your Directors acknowledge that such newly introduced requirements with respect to annual performance evaluation of the Board are encouraging developments and therefore during this year, the Board will explore other appropriate mechanisms of performance evaluation as well in this regard.

BOARD AND COMMITTEE MEETINGS

During the year under review, ten (10) meetings of the Board of Directors of the Company were held. In addition, three (3) meetings of the Committee of Directors were also held.

The functioning of the Board is supplemented by various committees, which have been constituted from time to time, such as Audit Committee, Committee of Directors, CSR Committee, Nomination & Remuneration Committee, Valuation Committee, Investment Committee, Risk Management Committee, Broker Empanelment Committee, Operating Committee, Compliance Committee, Proxy Voting Committee, Information Security Risk Management Committee etc to name a few. Each of the aforesaid Committee has been constituted in order to ensure due compliance with the applicable laws and to ensure the highest levels of corporate governance. The minutes of the meetings of each of these Committees are duly placed before the Board for noting and confirmation.

AUDIT COMMITTEE

In terms of the requirements of Section 177 of the Companies Act, 2013, the Audit Committee of the Company consists of majority of Independent Directors. It comprises of all the Directors of the Company namely Mr. Kanu Doshi [Independent Director], Mr. S. C. Tripathi [Independent Director], Ms. Ameeta Chatterjee [Independent Director], Mr. Shinichi Okamoto and Mr. Soumen Ghosh.

During the year, nine (9) meetings of the Audit Committee were held.

AUDITORS' OF THE COMPANY – STATUTORY AND INTERNAL

In accordance with the applicable provisions of law, the Company has appointed Statutory and Internal Auditors, who periodically submit their reports, which are placed before the Audit committee for discussion, review and implementation of their recommendations.

STATUTORY AUDITORS

In terms of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, at the last Annual General Meeting of the Company, M/s. B S R & Co. LLP, Chartered Accountants has been appointed as the Statutory Auditors of the Company for a period of four years subject however to review & confirmation by members at every Annual General Meeting of the Company.

The Board recommends ratification of their appointment, as such, at the ensuing Annual General Meeting of the Company.

INTERNAL AUDITORS

M/s. Vinay Doshi & Co., Chartered Accountants are acting as the Internal Auditors of the Company. Your Directors recommend their re-appointment as such for the financial year 2015-2016.

AUDITORS OF THE SCHEMES OF RELIANCE MUTUAL FUND – STATUTORY AND INTERNAL

In accordance with the applicable provisions of law, the Company has appointed Statutory and Internal Auditors for the various Schemes of Reliance Mutual Fund, who periodically submit their reports, which are placed before the Audit committee for discussion, review and implementation of their recommendations.

STATUTORY AUDITORS

During the year, the name of the Statutory Auditors of the Company has been changed from M/s. Haribhakti & Co. to M/s. Haribhakti & Co. LLP. M/s. Haribhakti & Co. LLP, Chartered Accountants hold office as Statutory Auditors of the Scheme of Reliance Mutual Fund for the financial year 2014-15. The Board recommends their re-appointment as such for the financial year 2015-2016.

INTERNAL AUDITORS

M/s. PriceWaterHouse, Chartered Accountants were appointed during the year as Internal Auditors of the Scheme of Reliance Mutual Fund for the financial year 2014-15. Your Directors recommend their re-appointment as such for the financial year 2015-2016.

AUDITORS' REPORT

The notes to the Annual Accounts of the Company, referred to in the Auditors' Report are self-explanatory and do not require any clarification from the Board.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Directors had appointed M/s. M. Siroya and Company, Mumbai, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2014-15. In this regard, the Report submitted by the Secretarial Auditor is annexed herewith as Annexure B.

EXTRACT OF ANNUAL RETURN

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

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS AND OUTGO

CONSERVATION OF ENERGY

The operations of the Company do not consume high levels of energy. Adequate measures have been taken to conserve energy wherever feasible. Your company uses latest technology and energy efficient equipments. As energy cost forms a very small part of the total costs, the impact on cost is not material.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

(i) The efforts made towards technology absorption;

During the financial year 2014-15, Technology strategy of your Company was to focus on two fronts, adoption of existing technology and drive towards digitization and transformation. With these two agendas in mind, your Company embarked upon a technology agenda to work towards driving more usage of our existing systems/products to help bring in efficiency and streamline our process with effective controls and at the same time, bring in transformation around our technology stack to move towards a digitally oriented organisation.

With the clear objective of acquiring, servicing and helping customers to do transactions digitally, your Company had embarked upon an ambitious project of revamping the website and mobile application for our customers. Your Company has successfully re-launched the website and mobile application and are getting excellent results due to it. During the process your Company has launched many industry first initiatives like;

- (a) Webchat for customer service and transactional support;
- (b) Paperless customer on-boarding wherein the customers who are new to Reliance Mutual Fund were facilitated with end-to-end digital transactions;
- (c) Click-to-call whereby customers can have us call them back based on this facility;
- (d) Solutions based approach wherein unlike Mutual Fund language like Equity, debt etc. your Company has presented our products in customer friendly mechanism which the customers can relate and hence can transact viz. "Wealth Creation", "Save Tax", "Manage Cash" etc.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution;

Because of your Company's efforts towards optimisation and rationalisation of our technology stack, your Company has been able to cater to increased volumes in business without increasing costs around our technology infrastructure and human resources. Also your Company has created state of the art digital platforms for our investors and distributors which have given us increased AUM and faster turnaround times to respond to customers' needs and services.

Post launch of revamped website and mobile application your Company has more than doubled our transactions and customer visits on the Digital assets. The purchase ticket

size also has almost doubled post the launch of re-vamped Digital assets. Many customers are preferring to do web chat to resolve their queries rather than calling the call centre which also has reduced the cost at call centre. Customer friendly website and mobile application helps customer resolve their queries and hence overall cost optimization has been achieved.

RESEARCH AND DEVELOPMENT

In an industry marked by rapid technological advancements and real time processing, including requiring interacting and servicing with a large set of investors and authorities, your Company has always been striving to move up the value chain by laying a strong emphasis on its research and development capabilities. This approach had lead to the creation of a number of innovative products by the Company. Your Company is focused on ensuring to stay ahead of the competition by continuously discussing and reviewing the market trends around technology with all key vendors and partners. Multiple discussions, conclave, summits, forums are taken for participation to ensure that your company stay connected with our competition and market innovations in the pipeline.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the Company effected exports worth Rs. NIL

During the year under review, the Company earned foreign exchange equivalent to Rs. 48,910,372/-. The Company spent foreign exchange equivalent to Rs. 54,100,956/-.

DIRECTORS' RESPONSIBILITY STATEMENT

As per the requirements of Sub Section (5) of Section 134 of the Companies Act, 2013, the Directors confirm that–

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed and that there are no material departures;
- (ii) The Directors have selected such accounting policies in consultation with the Statutory Auditors' and have applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit or loss of the Company for the year under review;

- (iii) The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- (v) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Related Party Transactions are being placed before the Audit Committee and/ or the Board, for approval/ noting, as appropriate. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval/ noting on a yearly basis. Your Directors have already approved a Related Party Transactions policy for the purpose of identification and monitoring of such transactions.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations

OUR PEOPLE

Your Company as an organization is committed towards creation of knowledge for the benefit of all the stakeholders. It is our firm belief that the growth of an organization is largely dependent on the growth of its individuals. Policies in your Company are employee oriented and devised with our "People First" philosophy in mind.

Your Company had 865 numbers of employees as at March 31, 2015.

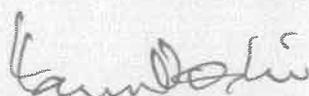
As required by the provisions of Section sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of the employees are set out in the Annexure D to this Directors' Report.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the co-operation received from various regulatory and governmental authorities including SEBI, RBI, Registrar of Companies, PFRDA, NPS Trust, EPFO, Custodians, Bankers, Registrars, Shareholders, Investors and all other business constituents during the year under review. We believe all of them have contributed to our continued growth.

Your Directors also wish to place on record their deep appreciation for the total commitment displayed by all the executives, officers and staff, resulting in yet another eventful performance for the year.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
OF RELIANCE CAPITAL ASSET MANAGEMENT LIMITED**



Kanu Doshi

Director



Soumen Ghosh

Director

Place: Mumbai

Dated: April 29, 2015

ANNUAL REPORT ON CSR ACTIVITIES
--

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the web link for the same is:

<https://www.reliancecapital.com/AboutUs/CompanyProfile/Documents/Group-CSR-Policy-Documents/Document.pdf>

2. Composition of the CSR Committee:

- Mr. Kanu Doshi (Independent Director)
- Mr. S. C. Tripathi (Independent Director)
- Ms. Ameeta Chatterjee (Independent Director)
- Mr. Shinichi Okamoto
- Mr. Soumen Ghosh

3. Average net profit of the Company for last three financial years: Rs. 347.13 Crore

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs.6.94 Crore

5. Details of CSR spend for the financial year:

- a. Total amount spent for the financial year: Rs. 6.94 Crore
- b. Amount unspent, if any: NIL

Manner in which the amount spent during the financial year is detailed below:

(1) Sr. No.	(2) CSR Project/ Activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local are or other (2) Specify the State and district where projects or programs were undertaken	(5) Amount outlay (Budget) Project or Programs wise	(6) Amount Spent on the project or programs Sub heads: (1) Direct expenditure on projects and program (2) Overheads	(7) Cumulative expenditure up to the reporting period	(8) Amount spent: Direct or through implemting agency*
1	Mandke Foundation Kokilaben Dhirubhai Ambani hospital & Medical Research Institute	Health Care	Maharashtra	6,94,27,000	6,94,27,000	N.A.	6,94,27,000

For Reliance Capital Asset Management Limited


(Sundeep Sikka)
Chief Executive Officer


(Kanu Doshi)
Director

Place: Mumbai
Date: April 29, 2015

M Siroya and Company**Company Secretaries**

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Reliance Capital Asset Management Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Reliance Capital Asset Management Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the relevant and applicable provisions of:

- (i) The Companies Act, 1956 (the Old Act) and the rules made thereunder, as may be applicable;
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; and



M Siroya and Company

Company Secretaries

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- (vi) Based on the representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Guidelines and Standards including the following:
- (i) SEBI (Mutual Funds) Regulations, 1996; and
 - (ii) Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993;

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standardsetc., as applicable to the Company are given below:

1. Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
2. Acts as prescribed under Direct Tax and Indirect Tax;
3. Stamp Acts and Registration Acts of respective States;
4. Labour Welfare Act of respective States; and
5. Such other Local laws etc. as may be applicable in respect of various offices of the Company.

The Company is an unlisted Company and therefore compliance with listing agreement is not applicable. The Institute of Company Secretaries of India has not prescribed any Secretarial Standards which are mandatory for the year 2014-15.

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

We further report that the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.



M Siroya and Company

Company Secretaries

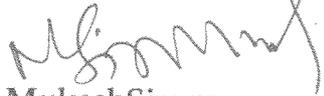
A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

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

We further report that during the audit period the Company has undertaken following significant & material corporate events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

- (i) During the year the Company has issued and allotted 30,00,000 number of 6% Non-Cumulative, Non Convertible, Redeemable Preference Shares of Rs.100/- each being consideration for the acquisition of the "Digital Marketing Undertaking" of Azalia Distribution Private Limited ("Azalia") as per the terms and conditions mentioned in the Scheme of Arrangement approved by the Hon'ble High Court of Bombay in accordance with Section 391 to 394 of the Companies Act, 1956;
- (ii) Nippon Life Insurance Company ("NLI"), an existing 26% equity shareholder in the Company acquired an additional 9% stake by way of purchase of appropriate number of equity shares from Reliance Capital Limited ("RCL"). Post this acquisition, the equity stake of NLI in the Company has increased to 35% and that of RCL stands at 56.23%; and
- (iii) Alteration of Articles of Association of the Company.

For M Siroya and Company
Company Secretaries



Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157

Date: April 29, 2015

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

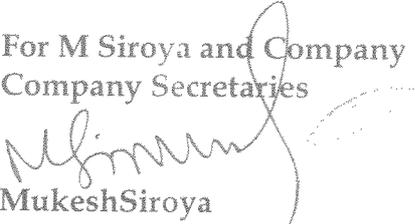
'Annexure A'

To,
The Members,
Reliance Capital Asset Management Limited

Our report of even date is to be read along with this letter.

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

For M Siroya and Company
Company Secretaries


Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157

Date: April 29, 2015
Place : Mumbai

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
CIN	U65910MH1995PLC220793
Registration Date	24th February 1995
Name of the Company	Reliance Capital Asset Management Limited
Category / Sub-Category of the Company	Public Company
Address of the Registered office and contact details	'H' Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai, Mumbai – 400 710
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	KARVY Computershare Pvt. Ltd Plot No. 17 TO 24, Vithalrao Nagar, Madhapur, Hyderabad- 500 081, Tel.: (040) 23420815 - 24

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Fund Management Activities as per NIC Code 2008	6630	100

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Reliance Capital Limited	L65910MH1986PLC165645	Holding Company	56.23	2(46)
2	Reliance Asset Management (Mauritius) Limited	Not Applicable	Subsidiary	100	2(87)
3	Reliance Asset Management (Singapore) Pte Limited	Not Applicable	Subsidiary	100	2(87)
4	Reliance Capital Asset Management (UK) Plc.	Not Applicable	Subsidiary	100	2(87)
5	Reliance AIF Management Company Limited	U74999MH2000PLC127497	Subsidiary	100	2(87)
6	Reliance Capital Pension Fund Limited	U66020MH2009PLC191340	Subsidiary	65	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/ HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bodies Corp.	75,14,200	600	75,14,800	65.23	64,77,400	600	64,78,000	56.23	9
Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1)	75,14,200	600	75,14,800	65.23	64,77,400	600	64,78,000	56.23	9

shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2)	40,05,200	-	40,05,200	34.77	50,42,000	-	50,42,000	43.77	9
Total Public Shareholding (B)=(B)(1)+ (B)(2)	40,05,200	-	40,05,200	34.77	50,42,000	-	50,42,000	43.77	9
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	1,15,19,400	600	1,15,20,000	100	1,15,19,400	600	1,15,20,000	100	9

(ii) *Shareholding of Promoters*

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Reliance Capital Limited	75,14,800	65.23	NIL	64,78,000	56.23	NIL	9
	Total	75,14,800	65.23	NIL	64,78,000	56.23	NIL	9

(iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	75,14,800	65.23	75,14,800	65.23
	Date wise Increase / Decrease in Promoters Share holding during the year due to transfer of Shares to Nippon Life Insurance Company	<u>27.2.2015</u> 10,36,800	9	64,78,000	56.23
	At the End of the year	64,78,000	56.23	64,78,000	56.23

(iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Nippon Life Insurance Company	29,95,200	26	40,32,000	35
2	EP Global Markets (Cayman) Limited	5,10,000	4.43	5,10,000	4.43
3	Reliance ADA Group Trustee Private Limited A/c Reliance Capital Asset Management Employees Benefits	5,00,000	4.34	5,00,000	4.34

(v)

Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

(v) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				

ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

(vi) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		---	---	---	---	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---	---	
2.	Stock Option	---	---	---	---	
3.	Sweat Equity	---	---	---	---	
4.	Commission - as % of profit - others, specify...	---	---	---	---	
5.	Others, please specify	---	---	---	---	
	Total (A)	---	---	---	---	
	Ceiling as per the Act					

B. Remuneration to other directors:

1. Independent Directors					
Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Kanu Doshi	S.C. Tripathi	Ameeta Chatterjee	
	1. Independent Directors				
	– Fee for attending board / committee meetings	8,70,000	7,30,000	NIL	16,00,000
	– Commission	NIL	NIL	NIL	NIL
	– Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	8,70,000	7,30,000	NIL	16,00,000
2. Non – Executive Directors					
Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Shinichi Okamoto			
	2. Other Non-Executive Directors				
	– Fee for attending board committee meetings		6,50,000		6,50,000
	– Commission		NIL		NIL
	– Others, please specify		NIL		NIL
	Total (2)		6,50,000		6,50,000
	Total (B)=(1+2)				22,50,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

The said details are separately annexed herewith as “Annexure C1”.

(vii)

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	N.A.	N.A.	N.A.	N.A.
Punishment	NIL	N.A.	N.A.	N.A.	N.A.
Compounding	NIL	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	NIL	N.A.	N.A.	N.A.	N.A.
Punishment	NIL	N.A.	N.A.	N.A.	N.A.
Compounding	NIL	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	N.A.	N.A.	N.A.	N.A.
Punishment	NIL	N.A.	N.A.	N.A.	N.A.
Compounding	NIL	N.A.	N.A.	N.A.	N.A.

For Reliance Capital Asset Management Limited


Director

For Reliance Capital Asset Management Limited


Director

Independent Auditors' Report

To the Members of Reliance Capital Asset Management Limited

Report on the financial statements

We have audited the accompanying financial statements of Reliance Capital Asset Management Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for financial statements

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

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

Independent Auditors' Report (*Continued*)

Reliance Capital Asset Management Limited

Auditors' responsibility (continued)

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. the Company has disclosed the impact of pending litigation on its financial position in financial statement – refer note 3.24 (a) to the financial statements;

Independent Auditors' Report (Continued)
Reliance Capital Asset Management Limited

Report on Other Legal and Regulatory Requirements (continued)

- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Mumbai
29 April 2015

Milind Ranade
Partner
Membership No: 100564

Reliance Capital Asset Management Limited

Annexure to the draft Independent Auditors' Report

(Referred to in our report of even date)

1.
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
2. The Company is a service company primarily rendering asset management services, portfolio management services. Accordingly, it does not hold any inventories. Thus, paragraph 3 (ii) of the Order is not applicable.
3. According to the information and explanation given to us, the Company had granted unsecured Inter Company Deposit to the holding company covered in the register maintained under section 189 of the Act. During the year, the company has received the entire deposit along with the interest there on.
4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to the purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the provisions of section 73 to section 76 or other relevant provisions of the Act and rules framed there under apply.
6. The Central Government has not prescribed the maintenance of cost records under sub-section 1 of Section 148 of the Act, for any of the services rendered by the Company.
7.
 - (a) According to the information and explanations given to us and on the basis of our examination of the books of account, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Income tax, Service tax, Provident Fund, Employees State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales tax, Wealth tax, Excise duty and Customs duty. According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Service tax, Provident Fund, Employees State Insurance, and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of Income tax or Service tax or Provident Fund or Employees State Insurance and other material statutory dues which have not been deposited by the Company on account of disputes.
 - (c) According to the information and explanations given to us, there are no dues of investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder which is required to be transferred.

Reliance Capital Asset Management Limited

Annexure to the draft Independent Auditors' Report (*Continued*)

8. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, the Company did not have any dues to any financial institution or bank. The Company did not have any outstanding debentures during the year. Thus, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Thus, paragraph 3 (x) of the Order is not applicable.
11. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, the Company does not have any term loans and hence, paragraph 3 (xi) of the Order is not applicable.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Mumbai
29 April 2015

Milind Ranade

Partner

Membership No: 100564

Reliance Capital Asset Management Limited

Balance Sheet

as at 31 March 2015

(Currency: Indian rupees)

	Note	31 March 2015	As at 31 March 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3.1	412,700,000	112,700,000
Reserves and surplus	3.2	13,045,853,615	13,178,452,122
		13,458,553,615	13,291,152,122
Non Current Liabilities			
Long - term provisions	3.3	32,121,000	23,506,128
		32,121,000	23,506,128
Current Liabilities			
Trade payables	3.4	860,758,515	730,429,292
Other current liabilities	3.5	455,457,477	332,506,316
Short - term provisions	3.6	1,831,052,639	2,053,775,247
		3,147,268,631	3,116,710,855
TOTAL		16,637,943,246	16,431,369,105
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	3.7	42,274,662	110,929,611
Intangible assets	3.7	26,714,485	25,574,407
Non - current investments	3.8A	4,338,947,311	3,240,049,934
Deferred tax assets	3.9	121,280,561	81,922,429
Long - term loans and advances	3.10	2,950,390,722	1,067,035,917
Other non - current assets	3.11	39,374,623	36,635,340
		7,518,982,364	4,562,147,637
Current assets			
Current investments	3.8B	4,110,069,442	4,297,221,801
Trade receivables	3.12	155,781,800	87,515,490
Cash and bank balance	3.13	242,869,992	309,598,416
Short - term loans and advances	3.14	4,442,247,559	7,042,156,532
Other current assets	3.15	167,992,089	132,729,228
		9,118,960,882	11,869,221,467
TOTAL		16,637,943,246	16,431,369,105

The notes referred to above form an integral part of the financial statements

Significant accounting policies and notes to the accounts 2 & 3

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W / W-100022

For and on behalf of the Board of Directors of

Reliance Capital Asset Management Limited

Milind Ranade

Partner

Membership No. 100564

Soumen Ghosh

Director

Kanu Doshi

Director

Sundeep Sikka

Chief Executive Officer

Prateek Jain

Chief Financial Officer

Ajay Patel

Manager

Gajendra Thakur

Company Secretary

Mumbai, 29 April 2015

Reliance Capital Asset Management Limited

Statement of Profit and Loss

for the period ended 31 March 2015

(Currency: Indian rupees)

	Note	For the period ended 31 March 2015	For the period ended 31 March 2014
Income			
Revenue from operations - management fees	3.16	8,218,472,440	6,618,042,633
Other income	3.17	1,082,678,397	1,183,717,598
Total revenue		9,301,150,837	7,801,760,231
Expenditure			
Employee benefits expense	3.18	1,510,880,036	1,365,573,911
Administrative and other expenses	3.21	1,759,985,666	1,530,660,681
Marketing and publicity expenses	3.22	1,438,655,051	940,073,456
Depreciation	3.7 & 3.32	127,638,007	71,734,396
Total expenses		4,837,158,760	3,908,042,444
Profit before tax & exceptional items		4,463,992,077	3,893,717,787
Exceptional Items	3.34	1,675,187	57,565,191
Profit before tax for the period		4,462,316,890	3,836,152,596
Net Expenses of demerged division for 13-14	3.33	29,138,759	-
Profit before tax		4,433,178,131	3,836,152,596
Income tax expense			
Current tax (Net of MAT credit entitlement)		(1,022,000,000)	(797,000,000)
Reversal of previous year		136,113,032	(910,196)
MAT credit asset		418,946,604	398,576,034
MAT credit utilised		(418,946,604)	(398,576,034)
Deferred tax credit		26,049,929	1,181,487
Profit After Tax		3,573,341,092	3,039,423,887
Basic earning per share of Rs. 10 each	3.26	323.21	275.28
Diluted earning per share of Rs. 10 each	3.26	322.82	274.03

The notes referred to above form an integral part of the financial statements

Significant accounting policies and notes to the accounts 2 & 3

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

For and on behalf of the Board of Directors of
Reliance Capital Asset Management Limited

Milind Ranade
Partner
Membership No. 100564

Soumen Ghosh
Director

Kanu Doshi
Director

Sundeep Sikka
Chief Executive Officer

Prateek Jain
Chief Financial Officer

Mumbai, 29 April 2015

Ajay Patel
Manager

Gajendra Thakur
Company Secretary

Reliance Capital Asset Management Limited

Cash Flow Statement

for the period ended 31 March 2015

(Currency: Indian rupees)

Particulars	For the period ended 31 March 2015	For the period ended 31 March 2014
A. Cash flow from operating activities		
Profit before tax as per statement of profit and loss for the period	4,462,316,890	3,836,152,596
Adjusted for		
Depreciation	127,638,007	71,734,396
Provision for Wealth Tax	22,914	15,849
Dividend Income	(115,530,915)	(216,374,229)
Interest Income	(689,622,699)	(718,264,441)
(Profit) / Loss on sale of Investment (Net)	(271,761,828)	(247,425,475)
Net (gain) or Loss on Foreign Currency Transactions & Translations	848,649	2,567,736
Diminution in Value of Investments	1,675,187	57,565,191
Loss on sale of Fixed Assets	4,952,300	9,905,759
	<u>(941,778,385)</u>	<u>(1,040,275,216)</u>
Operating Profit before Working Capital changes	3,520,538,505	2,795,877,380
(Increase) / Decrease in Long Term Loans & Advances	(1,395,493,457)	(218,595,855)
(Increase) / Decrease in Other Non Current Assets	(2,739,283)	(2,445,514)
(Increase) / Decrease in Trade Receivable	(51,589,211)	34,009,889
(Increase) / Decrease in Short Term Loans & Advances	(1,705,077,976)	(214,950,524)
(Increase) / Decrease in Other Current Assets	(17,352,177)	-
Increase / (Decrease) in Long term provisions	8,550,101	(4,734,514)
Increase / (Decrease) in Short term provisions	32,471,379	429,668
Increase / (Decrease) in Trade payables	119,159,023	227,738,616
Increase / (Decrease) in Other Current Liabilities	122,102,512	(17,268,570)
	<u>(2,889,969,089)</u>	<u>(195,816,806)</u>
Cash generated from Operations	630,569,416	2,600,060,574
Taxes Paid	(987,497,998)	(804,504,943)
Refund received (including interest)	19,637,781	13,365,358
Net Cash (used) / generated from operating activities	(337,290,801)	1,808,920,988
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(44,643,090)	(27,642,026)
Sale of Fixed Assets	1,064,959	3,101,577
Inter Corporate Deposit received	4,500,000,000	4,500,000,000
Inter Corporate Deposit given	(315,000,000)	(3,750,000,000)
Loan to ESOP Trust (net of repayment)	22,413,048	26,452,605
Purchase of Investments	(17,842,268,195)	(16,931,709,047)
Investment in Subsidiaries	-	(67,363,921)
Sale of Investments	17,147,709,819	15,385,462,099
Sale of Investments in Subsidiaries	52,900,000	-
Interest Received	689,628,015	607,286,684
Dividend Received	97,614,915	240,612,979
	<u>97,614,915</u>	<u>240,612,979</u>
Net Cash from / (used in) Investing Activities	4,309,419,471	(13,799,050)
C. Cash Flow from Financing Activities		
Redemption of Preference Share Capital	-	(1,999,900)
Interim Dividend paid including DDT	(2,018,205,064)	-
Dividend paid including DDT	(2,021,673,600)	(1,886,918,758)
	<u>(2,021,673,600)</u>	<u>(1,886,918,758)</u>
Net Cash from / (used in) Financing Activities	(4,039,878,664)	(1,888,918,658)
Net increase/(decrease) in cash and cash Equivalents (A+B+C)	(67,749,994)	(93,796,720)
Opening Balance of Cash and Cash Equivalents	309,598,416	403,395,136
Opening Cash and Cash Equivalents of merged division - Azalia (refer note 3.33)	1,021,570	
Closing Balance of Cash and Cash Equivalents	242,869,992	309,598,416
Cash and cash equivalents comprising of :		
Cash on Hand	19,734	85,775
Balance with banks in Current Accounts	226,559,166	309,205,842
Cheques in hand	16,280,716	
Effect of exchange differences on balances with banks in foreign currency	10,376	306,799
	<u>242,869,992</u>	<u>309,598,416</u>
Total	242,869,992	309,598,416

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

For and on behalf of the Board of Directors
Reliance Capital Asset Management Limited

Milind Ranade
Partner
Membership No. 100564

Soumen Ghosh
Director

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Director

Sundeep Sikka
Chief Executive Officer

Prateek Jain
Chief Financial Officer

Mumbai, 29 April 2015

Ajay Patel
Manager

Gajendra Thakur
Company Secretary

Reliance Capital Asset Management Limited

Significant accounting policies and notes to the accounts

for the year ended 31 March 2015

1 Background

Reliance Capital Asset Management Limited ('the Company') was incorporated on 24 February 1995.

The principal shareholder of the Company as at 31 March 2015 is Reliance Capital Limited.

The Company's principal activity is to act as an investment manager to Reliance Mutual Fund ('the Fund') and to provide Portfolio Management Services ('PMS') to clients under Securities and Exchange Board of India (SEBI) (Portfolio Managers) Regulations, 1993. The Company is registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996. The Company manages the investment portfolio of the Fund and provides various administrative services to the Fund as laid down in the Investment Management Agreement dated 12 August 1997.

2 Significant accounting policies

2.1 Basis of preparation

The accompanying financial statements have been prepared and presented on the accrual basis of accounting and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government which continue to apply under section 133 of Companies Act 2013, read with Rule 7 of Companies (accounts) rule 2014 and other accounting principles generally accepted in India, to the extent applicable. The financial statements are presented in Indian Rupees. The accounting policies set out below have been applied consistently to the periods prescribed in the financial statements except otherwise disclosed separately. The financial statements are presented in Indian Rupees.

2.2 Use of Estimates

The preparation of the financial statements, in conformity with generally accepted accounting principles (GAAP), requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.3 Fixed assets and depreciation

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes all expenses incidental to the acquisition of the fixed assets.

Depreciation of fixed assets is provided on straight line in accordance with useful lives specified in Schedule II to the Companies Act, 2013 which are mentioned as under :

Asset Class	Useful Life (years)
Office Equipments	5
Furniture & Fixtures	10
Vehicles	8
IT Equipments – Computers & Printers	3

Leasehold improvements are amortised over the primary period of the lease on straight-line basis or useful life of asset, whichever is lower.

Intangible assets comprising of software purchased / developed and licensing costs are amortised over the useful life of the software up to a maximum of three years commencing from the date on which such software is first utilised.

Goodwill is amortised over estimated useful life or five years, whichever is lower.

The Company provides pro-rata depreciation from the day the asset is put to use and for any asset sold, till the date of sale.

2.4 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.5 Investments

Purchase and sale of investments are recorded on trade date.

Investments are classified as long term or current based on intention of the management at the time of purchase. Investments that are intended to be held for not more than 1 year from the date on which such investments are made, are classified as current. All other investments are classified as long term investments.

Long-term investments are stated at cost of acquisition. Provision for diminution is made to recognise a decline, other than temporary, in the value of investments.

Current investments are valued at the lower of cost or net realisable value. The comparison of cost and net realisable value is done separately in respect of each individual investment.

Reliance Capital Asset Management Limited

Significant accounting policies and notes to the accounts

for the year ended 31 March 2015

2.6 Revenue recognition

Revenue is recognised when there is reasonable certainty of its ultimate realisation/collection.

Investment Management Fees (net of service tax)

Investment Management fees are recognised on an accrual basis in accordance with Investment Management Agreement and SEBI (Mutual Fund) Regulations, 1996 based on average assets under management (AUM) of Reliance Mutual Fund schemes.

Advisory Fees (net of service tax)

Advisory fees are recognised on an accrual basis in accordance with agreement entered into with respective investment managers / advisors.

Portfolio Management Fees (net of service tax)

Portfolio Management fees are recognised on an accrual basis in accordance with Portfolio Management Agreement entered with respective clients.

Profit or loss on Sale of Investments

The gains/ losses on sale of investments are recognised in the statement of profit and loss on the trade day. Profit or loss on sale of investments is determined on weighted average cost basis.

Interest income is accounted on a time proportion basis.

Dividend income is recognised when the right to receive dividend is established.

2.7 Transactions in foreign currency

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rate on that date. The exchange differences, if any, are recognised in the statement of profit and loss and related assets and liabilities are accordingly restated in the balance sheet.

2.8 Employee Benefits

Provident Fund

The Company expenses its contribution to the statutory provident fund, a defined contribution scheme, made at 12% of the basic salary of each employee.

Gratuity

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

Benefits in respect of gratuity, a defined benefit scheme, and superannuation, a defined contribution scheme, as applicable to employees of the Company are annually funded with the Reliance Life Insurance Company Limited and Birla Sun Life Insurance Company Limited respectively.

Leave Encashment

Leave Encashment which is a defined benefit, is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

Compensated absences

The employees of the Company are entitled to compensated absence. The employees can carry forward a portion of the unutilized accrued leave balance and utilize it in future periods. The Company records an obligation for compensated absences in the period in which the employee renders the service that increases the entitlement. The Company measures the expected cost of compensated absence as the amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date.

Reliance Capital Asset Management Limited

Significant accounting policies and notes to the accounts

for the year ended 31 March 2015

2.9 New fund offer expenses of mutual fund and PMS schemes

Expenses relating to new fund offer of mutual fund and PMS schemes are charged in the statement of profit and loss in the year in which such expenses are incurred except for closed ended schemes which are recognised over the duration of the scheme.

2.10 Fund expenses

Expenses incurred on behalf of schemes of Reliance Mutual Fund are recognised in the statement of profit and loss under marketing and publicity expenses unless considered recoverable from the schemes in accordance with the provisions of SEBI (Mutual Fund) Regulations, 1996.

Expenses directly incurred for the schemes of Reliance Mutual Fund are charged to the statement of profit and loss under respective heads.

2.11 Operating leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term are classified as Operating Leases. Operating lease rentals are recognised as an expense on straight line basis over the lease period.

2.12 Tax

Current tax

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). Provision for income tax is recognised on an annual basis under the taxes payable method, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Indian Income Tax Act, 1961. In case of matters under appeal due to disallowance or otherwise, full provision is made when the said liabilities are accepted by the Company.

MAT Credit entitlement is recognised where there is convincing evidence that the same can be realised in future. The company has balance of unrecognised MAT credit of Rs. 416,071,051 (P.Y. Rs. 835,017,655) as at 31 March 2015.

Deferred tax

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only to the extent there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

2.13 Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting year.

Number of equity shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also weighted average number of equity shares which would have been issued on the conversion of all dilutive potential shares. In computing diluted earnings per share only potential equity shares that are dilutive are included.

2.14 Contingencies and provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Reliance Capital Asset Management Limited

3. Notes to the accounts

as at 31 March 2015

(Currency: Indian rupees)

3.1 Share Capital

Particulars	As at	
	31 March 2015	31 March 2014
Authorised		
Equity shares, Rs.10 par value		
12,000,000 (12,000,000) equity shares	120,000,000	120,000,000
Preference shares, Rs.100 par value		
3,000,000 (350,000) preference shares	300,000,000	35,000,000
	420,000,000	155,000,000
Issued, subscribed and paid up		
Equity Shares, Rs.10 par value		
11,520,000 (11,520,000 shares) equity shares fully paid up	115,200,000	115,200,000
Less : Amount recoverable from Reliance Capital Asset Management Employee Benefits Trust ("ESOP Trust"), (2,00,000 Equity Shares of Rs.10 each allotted to the Trust during the year 2007-08)	2,000,000	2,000,000
	500,000	500,000
Less : Amount recoverable from ESOP Trust (50,000 equity shares of Rs.10 each allotted to ESOP Trust during the year 2010-11)		
	112,700,000	112,700,000
Preference shares, Rs.100 par value		
3,000,000 6% Non-Cumulative Redeemable Preference shares of Rs.100 each	300,000,000	-
	300,000,000	-
Total Share Capital	412,700,000	112,700,000

Reliance Capital Asset Management Limited

Notes to the accounts

as at 31 March 2015

(Currency: Indian rupees)

I. The details of equity shareholders holding more than 5% of equity share capital and shares held by holding company is set out below :

Name of the shareholder	As at			
	31 March 2015		31 March 2014	
	No. of shares	% held	No. of shares	% held
Reliance Capital Limited ('Holding Company')	6,478,000	56.233%	7,514,800	65.233%
Nippon Life Insurance Company	4,032,000	35.000%	2,995,200	26.000%

II. The reconciliation of the number of shares outstanding and the amount of share capital is set out below:

Particulars	As at			
	31 March 2015		31 March 2014	
	No. of shares	Amount	No. of shares	Amount
Equity shares at the beginning	11,520,000	115,200,000	11,520,000	115,200,000
Add / (Less): Bonus shares issued during the year	-	-	-	-
Equity shares at the end	11,520,000	115,200,000	11,520,000	115,200,000

Particulars	As at			
	31 March 2015		31 March 2014	
	No. of shares	Amount	No. of shares	Amount
Preference shares at the beginning	-	-	19,999	1,999,900
Add / (Less): movement during the year	3,000,000	300,000,000	(19,999)	(1,999,900)
Preference shares at the end	3,000,000	300,000,000	-	-

III. The details of preference shareholders holding more than 5% of preference share capital is set out below :

Name of the shareholder	As at			
	31 March 2015		31 March 2014	
	No. of shares	% held	No. of shares	% held
Reliance Television Private Limited	3,000,000	100.00	-	-

Terms / rights attached to equity shares :

The Company has one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

IV. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

1. 3,000,000 6% Non-Cumulative Redeemable Preference shares of Rs.100 each have been issued in the current financial year as per the terms of the agreement at the face value. (refer note 3.33)

2. 19,999 1% Non-Cumulative Redeemable Preference shares of Rs.100 each have been redeemed in the financial year 13-14 as per the terms of the agreement at the face value.

3. 760,000 fully paid equity shares of Rs. 10 each have been allotted as bonus shares by capitalisation of capital redemption reserve on 9 May 2012.

Reliance Capital Asset Management Limited

Notes to the accounts

as at 31 March 2015

(Currency: Indian rupees)

Particulars	As at	
	31 March 2015	31 March 2014
3.2 Reserves and surplus		
Securities premium account		
Opening Balance	5,552,850,300	5,552,850,300
Add: received during the year	-	-
	<u>5,552,850,300</u>	<u>5,552,850,300</u>
Less : Amount recoverable from ESOP Trust (2,00,000 equity shares of Rs.10 each allotted to ESOP Trust during the year 2007-08)	196,160,000	256,160,000
Less : Amount recoverable from ESOP Trust (50,000 equity shares of Rs.10 each allotted to ESOP Trust during the year 2010-11)	99,490,000	114,490,000
Balance at the end of the year	<u>5,257,200,300</u>	<u>5,182,200,300</u>
Capital redemption reserve		
Balance at the beginning of the year	4,406,900	2,407,000
Less : Amount utilised towards issue of fully paid equity shares	-	-
Add: Amount transferred from General Reserve for redemption of preference shares	-	1,999,900
Balance at the end of the year	<u>4,406,900</u>	<u>4,406,900</u>
General reserve		
Balance at the beginning of the year	1,036,863,081	734,920,592
Add: Amount transferred from surplus	254,045,450	303,942,389
Less: Amount transferred to Capital Redemption Reserve for redemption of preference shares	-	1,999,900
Less : Amount utilised for impact of change in depreciation policy	25,845,085	-
Balance at the end of the year	<u>1,265,063,446</u>	<u>1,036,863,081</u>
Surplus		
Balance at the beginning of the year	6,954,981,841	6,241,173,943
Add : Profit after tax for the year	3,573,341,092	3,039,423,887
Profit available for appropriations	<u>10,528,322,933</u>	<u>9,280,597,830</u>
Interim dividend on equity shares	(1,681,920,000)	-
Proposed dividend on equity shares	(1,440,000,000)	(1,728,000,000)
Proposed dividend on preference share	(3,106,849)	-
Tax on Interim dividend	(336,285,064)	-
Tax on proposed dividend	(293,782,600)	(293,673,600)
Transfer to General Reserve	(254,045,450)	(303,942,389)
Balance at the end of the year	<u>6,519,182,970</u>	<u>6,954,981,841</u>
Total Reserves and surplus	<u><u>13,045,853,615</u></u>	<u><u>13,178,452,122</u></u>

Reliance Capital Asset Management Limited

Notes to the accounts

as at 31 March 2015

(Currency: Indian rupees)

Particulars	31 March 2015	As at 31 March 2014
3.3 Long - term Provisions		
Provision for Employee benefits:		
Provision for leave encashment	32,121,000	23,506,128
	<u>32,121,000</u>	<u>23,506,128</u>
3.4 Trade Payables		
Trade payables*	860,758,515	730,429,292
	<u>860,758,515</u>	<u>730,429,292</u>
3.5 Other current liabilities		
Statutory liabilities	79,782,446	29,867,851
Outstanding liabilities against expenses*	375,675,031	302,638,465
	<u>455,457,477</u>	<u>332,506,316</u>
<p>(*) The Company does not have any outstanding dues towards small scale industrial undertakings as at 31 March 2015. The Company did not have any outstanding dues to any micro or small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 at any point during the year that were outstanding for a period of more than 45 days from the date of acceptance (as certified by Management).</p>		
3.6 Short - term Provisions		
Provision for Employees' benefit:		
Provision for leave encashment	542,629	635,073
Provision for compensated absence cost	28,604,806	26,084,400
Provision for Gratuity	30,051,708	-
Proposed Dividend on equity shares (including DDT thereon)	1,733,150,119	2,021,673,600
Proposed Dividend on preference shares (including DDT thereon)	3,739,330	-
Provision for income tax (net of advance tax Rs. 987,060,196 (PY Rs. 851,945,284))	34,964,047	5,382,174
	<u>1,831,052,639</u>	<u>2,053,775,247</u>

Reliance Capital Asset Management Limited

Schedule to Financial Statements (continued)

as at 31 March 2015

(Currency: Indian rupees)

3.7 Fixed Assets

As at 31 March 2015

Assets	Gross Block (At Cost)				Depreciation					Net Block
	As at 1.4.2014	Additions	Deductions	As at 31.03.2015	Up to 1.4.2014	During the Year	Deductions	Addition / Adjustments*	Up to 31.03.2015	As at 31.03.2015
Tangible assets										
Computer	176,260,869	21,007,884	16,884,421	180,384,332	141,011,470	20,455,348	16,464,651	15,323,642	160,325,809	20,058,523
Vehicle	11,434,816	-	225,400	11,209,416	6,982,614	1,429,352	192,020	(2,401,444)	5,818,502	5,390,914
Office Equipment	115,368,654	2,595,634	14,339,186	103,625,102	70,890,727	5,229,764	9,625,996	36,785,133	103,279,628	345,474
Furniture	46,895,411	0	6,851,704	40,043,707	37,484,666	2,808,589	6,059,463	(2,445,393)	31,788,399	8,255,308
Leasehold Improvements	171,912,795	4,370,275	30,946,234	145,336,836	154,573,458	10,081,934	30,887,556	3,344,557	137,112,393	8,224,443
Sub Total	521,872,545	27,973,793	69,246,945	480,599,393	410,942,935	40,004,987	63,229,686	50,606,495	438,324,731	42,274,662
Intangible assets										
Software	75,482,716	17,539,879	-	93,022,595	49,908,308	16,399,802	-	-	66,308,110	26,714,485
Goodwill	-	59,780,010	-	59,780,010	-	-	-	59,780,010	59,780,010	-
Sub Total	75,482,716	77,319,889	-	152,802,605	49,908,308	16,399,802	-	59,780,010	126,088,120	26,714,485
Grand Total	597,355,260	105,293,682	69,246,945	633,401,997	460,851,243	56,404,789	63,229,686	110,386,505	564,412,851	68,989,146

* Includes Rs. 25,845,085 (net of deferred tax of Rs. 13,308,202) adjusted against General Reserve (refer note 3.32)

As at 31 March 2014

Assets	Gross Block (At Cost)				Depreciation					Net Block
	As at 1.4.2013	Additions	Deductions	As at 31.03.2014	Up to 1.4.2013	During the Year	Deductions	Addition / Adjustments*	Up to 31.03.2014	As at 31.03.2014
Tangible assets										
Computer	180,954,126	11,411,946	16,105,203	176,260,869	134,859,571	20,561,770	14,409,871	-	141,011,470	35,249,400
Vehicle	15,028,988	-	3,594,172	11,434,816	8,721,465	1,627,061	3,365,912	-	6,982,614	4,452,202
Office Equipment	133,938,120	1,340,167	19,909,632	115,368,654	76,063,614	8,080,692	13,253,579	-	70,890,727	44,477,927
Furniture	56,127,190	152,905	9,384,684	46,895,411	42,044,281	2,445,995	7,005,610	-	37,484,666	9,410,745
Leasehold Improvements	236,184,469	7,189,803	71,461,477	171,912,795	203,442,619	20,543,698	69,412,860	-	154,573,458	17,339,337
Sub Total	622,232,892	20,094,822	120,455,168	521,872,545	465,131,550	53,259,217	107,447,832	-	410,942,935	110,929,610
Intangible assets										
Software	67,935,509	7,547,207	-	75,482,716	31,433,129	18,475,180	-	-	49,908,308	25,574,407
Sub Total	67,935,509	7,547,207	-	75,482,716	31,433,129	18,475,180	-	-	49,908,308	25,574,407
Grand Total	690,168,401	27,642,028	120,455,168	597,355,260	496,564,679	71,734,396	107,447,832	-	460,851,243	136,504,018

Reliance Capital Asset Management Limited

Schedule to Financial Statements (continued)

as at 31 March 2015

(Currency: Indian rupees)

Particulars	Face Value	Quantity	Cost / Fair Value	Quantity	Cost / Fair Value
		As at 31.03.2015	As at 31.03.2015	As at 31.03.2014	As at 31.03.2014
3.8A Non - current investments					
A. Trade Investment (Valued at Cost unless stated otherwise)					
Unquoted Equity Instruments :					
(I) Investment in subsidiaries (Unquoted, fully paid up)					
Reliance Asset Management (Mauritius) Limited	USD 10	196,000	87,662,225	196,000	87,662,225
Reliance Asset Management Singapore Pte Limited	SGD 1	5,742,533	220,189,388	5,742,533	220,189,388
Reliance Asset Management (U.K) PLC	GBP 1	3,240,000	250,310,980	3,240,000	250,310,980
Reliance Asset Management (Malaysia) SDN. BHD.	RM 1	-	-	15,816,962	369,369,332
Reliance Capital Pension Fund Limited	INR 10	16,250,000	162,500,000	21,250,000	212,500,000
Reliance AIF Management Company Ltd.	INR 10	510,000	5,100,000	510,000	5,100,000
			725,762,593		1,145,131,925
Less: Provision for diminution in value of investments			246,282,445		613,976,590
			479,480,148		531,155,335
B. Non - Trade investment (valued at cost less provision for diminution)					
(I) Investments in equity shares (Quoted)					
Reliance Industries Limited	INR 10	49,964	34,254,771	49,964	34,254,771
Reliance Communications Limited	INR 5	24,923	10,518,365	24,923	10,518,365
ICICI Bank Limited	INR 2	20,750	5,005,234	4,150	5,005,234
Kotak Mahindra Bank Limited	INR 5	9,240	5,004,125	9,240	5,004,125
			54,782,496		54,782,496
Less: Provision for Diminution in Value of Investments			8,414,692		8,414,692
			46,367,804		46,367,804
(II) Investments in equity shares (Unquoted)					
MF Utilities India Private Limited	INR 1	500,000	500,000	-	-
			500,000		-
(III) A. Investments in mutual fund (Unquoted)					
Reliance Growth Fund- Retail plan - Dividend Plan	INR 10	-	-	1,478,358	67,500,000
Reliance Growth Fund- Institutional plan - Dividend Plan	INR 10	-	-	219,123	110,000,000
Reliance Growth Fund- Direct - Growth Option	INR 10	424,073	326,317,396		
Reliance Vision Fund - Retail Plan -Dividend Plan	INR 10	2,401,851	100,000,000	2,401,851	100,000,000
Reliance Vision Fund - Growth Option	INR 10	83,008	18,575,049	83,008	18,575,049
Reliance Vision Fund - Direct -Growth Option	INR 10	186,639	80,000,000	-	-
Reliance Focused Large Cap Fund -Retail Plan- Growth Plan	INR 10	29,887	298,871	29,887	298,871
Reliance Focused Large Cap Fund - Direct - Growth Plan	INR 10	3,184,592	50,000,000	3,184,592	50,000,000
Reliance Equity Opportunities Fund - Direct - Growth Option	INR 10	2,327,740	130,000,000	1,214,903	50,000,000
Reliance Equity Opportunities Fund-Institutional Plan- Dividend Plan	INR 10	2,838,308	110,000,000	2,838,308	110,000,000
Reliance Top 200 Fund- Direct - Growth Plan	INR 10	3,606,879	50,000,000	3,606,879	50,000,000
Reliance Small Cap Fund - Direct - Growth Plan	INR 10	9,945,091	112,496,875	9,945,091	112,496,875
Reliance Regular Savings Fund - Equity Plan - Dividend Plan	INR 10	-	-	4,188,766	110,000,000
Reliance Regular Savings Fund - Equity Plan - Growth Plan	INR 10	2,442,629	120,992,810	-	-
Reliance Banking Fund - Direct - Growth Plan	INR 10	85,181	10,000,000	85,181	10,000,000
Reliance Long Term Equity Fund - Direct - Growth Plan	INR 10	533,518	10,000,000	533,518	10,000,000
Reliance Media & Entertainment Fund - Direct - Growth Plan	INR 10	247,238	10,000,000	247,238	10,000,000
Reliance Pharma Fund - Direct - Growth Plan	INR 10	113,726	10,000,000	113,726	10,000,000
Reliance Diversified Power Sector Fund - Direct - Growth Plan	INR 10	185,632	10,000,000	185,632	10,000,000
Reliance Regular Savings Fund - Balanced Plan - Growth Plan	INR 10	352,766	10,000,000	352,766	10,000,000
Reliance Index Fund - Nifty Plan - Direct - Growth Plan	INR 10	782,277	10,000,000	-	-
Reliance Index Fund - Sensex Plan - Direct - Growth Plan	INR 10	39,472	500,000	-	-
Reliance Quant Plus Fund - Direct - Growth Plan	INR 10	266,323	5,000,000	-	-
Reliance Arbitrage Advantage Fund-Direct Growth Plan	INR 10	360,085	5,000,000	-	-
Reliance Japan Equity Fund - Direct - Growth Plan	INR 10	5,000,000	50,000,000	-	-
Reliance NRI Equity Fund - Direct Plan - Growth Plan	INR 10	83,833	5,000,000	-	-
Reliance Tax Saver Fund-Direct Plan Growth Plan	INR 10	119,547	5,000,000	-	-
Reliance Dual Advantage Fixed Tenure Fund I - Plan K-Growth Plan	INR 10	-	-	5,000,000	50,000,000
Reliance Liquid Fund - Cash Plan - Direct - Growth Option	INR 1000	4,761	10,000,000	-	-
Reliance Liquid Fund - Treasury Plan - Direct - Growth Option	INR 1000	3,143	10,000,000	-	-
Reliance Floating Rate Fund - Short Term Plan - Direct - Growth Plan	INR 10	487,147	10,000,000	-	-
Reliance Gilt Securities Fund - Direct - Growth Plan	INR 10	3,436,142	60,000,000	-	-
Reliance Monthly Income Plan - Direct - Growth Plan	INR 10	339,200	10,000,000	-	-
Reliance Regular Savings Fund - Debt Plan - Direct - Growth Plan	INR 10	562,452	10,000,000	-	-
Reliance Corporate Bond Fund - Direct - Growth Plan	INR 10	500,000	5,000,000	-	-
Reliance Retirement Fund - Income Generation Scheme-Direct -Growth	INR 10	4,500,000	45,000,000	-	-
Reliance Retirement Fund - Wealth Creation Scheme-Direct -Growth	INR 10	500,000	5,000,000	-	-
			1,404,181,001		888,870,795

Reliance Capital Asset Management Limited

Schedule to Financial Statements (continued)

as at 31 March 2015

(Currency: Indian rupees)

Particulars	Face Value	Quantity As at 31.03.2015	Cost / Fair Value As at 31.03.2015	Quantity As at 31.03.2014	Cost / Fair Value As at 31.03.2014
(II) B. Investments in mutual fund (Quoted)					
R* Shares CNX 100 Fund - Dividend Plan	INR 10	360,723	20,000,000	360,723	20,000,000
R* Shares Consumption Fund - Dividend Plan	INR 10	3,746,651	99,999,989	-	-
R* Shares Dividend Opportunities Fund - Dividend Plan	INR 10	5,817,301	99,999,986	-	-
R* Shares Sensex ETF - Dividend Plan	INR 10	373,070	99,999,959	-	-
R* Shares Nifty ETF - Dividend Plan	INR 10	150,000	11,964,808	-	-
R* Shares Banking ETF - Dividend Plan	INR 10	10,000	17,036,317	-	-
Reliance Close Ended Equity Fund - Series A - Direct - Dividend Plan	INR 10	10,000,000	100,000,000	10,000,000	100,000,000
Reliance Gold savings Fund - Direct - Growth Plan	INR 10	4,764,498	70,000,000	4,764,498	70,000,000
Reliance Fixed Horizon Fund - XXII Series 32 - Dividend Plan	INR 10	5,000,000	50,000,000	5,000,000	50,000,000
Reliance Fixed Horizon Fund - XXII Series 34 - Dividend Plan	INR 10	-	-	6,250,000	62,500,000
Reliance Fixed Horizon Fund - XXV Series 12 - Direct - Growth Plan	INR 10	-	-	5,000,000	50,000,000
Reliance Fixed Horizon Fund - XXV Series 19 - Direct - Growth Plan	INR 10	-	-	10,000,000	100,000,000
Reliance Fixed Horizon Fund - XXV Series 21 - Direct - Growth Plan	INR 10	-	-	3,000,000	30,000,000
Reliance Fixed Horizon Fund - XXV Series 22 - Direct - Growth Plan	INR 10	-	-	5,500,000	55,000,000
Reliance Fixed Horizon Fund - XXV Series 35 - Direct - Growth Plan	INR 10	1,200,000	12,000,000	1,200,000	12,000,000
Reliance Fixed Horizon Fund - XXVI Series 15 - Direct - Growth Plan	INR 10	2,500,000	25,000,000	-	-
Reliance Fixed Horizon Fund - XXVI Series 32 - Direct - Growth Plan	INR 10	2,600,000	26,000,000	-	-
Reliance Fixed Horizon Fund - XXVII Series 6 - Direct - Growth Plan	INR 10	5,000,000	50,000,000	-	-
Reliance Fixed Horizon Fund - XXVII Series 7 - Direct - Growth Plan	INR 10	6,550,000	65,500,000	-	-
Reliance Fixed Horizon Fund - XXVIII Series 2 - Direct - Growth Plan	INR 10	300,000	3,000,000	-	-
			750,501,059		549,500,000
(III) Investments in debentures or bonds (Quoted)					
6.72% IRFC Tax Free Bonds 20-Dec-2020	INR 100000	2,500	250,000,000	2,500	250,000,000
8.30% National Highways Authority Of India Bonds 25-Jan-2027	INR 1000	61,809	61,809,000	61,809	61,809,000
8.30% PFC Tax Free Bonds 01-Feb-2027	INR 1000	300,000	322,748,400	300,000	322,748,400
8.66% NTPC Tax Free Bonds 16-Dec-2033	INR 1000	94,995	94,995,000	94,995	94,995,000
8.76% NHB Tax Free Bonds 13-Jan-2034	INR 5000	36,098	180,490,000	36,098	180,490,000
8.50% NHAH Tax Free Bonds 05-Feb-2029	INR 1000	200,000	200,000,000	200,000	200,000,000
			1,110,042,400		1,110,042,400
(IV) Investment in Preference Shares (Unquoted, Fully Paid Up)					
L&T Finance Holdings Limited - 8.75% Cumulative Preference Shares	INR 100	-	-	1,141,136	114,113,600
L&T Finance Holdings Limited - 8.40% Cumulative Preference Shares	INR 100	3,010,000	307,501,600	-	-
Zee Entertainment Enterprises Limited - 6% Cumulative Preference Shares	INR 1	298,600,000	240,373,299	-	-
			547,874,899		114,113,600
Total Non Current Investment			4,338,947,311		3,240,049,934

Notes:

1. Quoted investments					
Aggregate of Book value			1,906,911,263		1,705,910,204
Aggregate of Market value			2,099,701,911		1,726,455,422
2. Unquoted investments					
Aggregate of Book value			2,432,036,048		1,534,139,730
3. Provision for diminution in value of investments			254,697,137		622,391,282

Reliance Capital Asset Management Limited

Schedule to Financial Statements (continued)

as at 31 March 2015

(Currency: Indian rupees)

Particulars	Face Value	Quantity As at 31.03.2015	Cost / Fair Value As at 31.03.2015	Quantity As at 31.03.2014	Cost / Fair Value As at 31.03.2014
3.8B Current investments					
A. Current Portion of Long Term Investment (Quoted) at cost					
(I) Investment in Mutual Fund (Quoted)					
Reliance Fixed Horizon Fund - XXII Series 21 - Growth Plan	INR 10	5,000,000	50,000,000	5,000,000	50,000,000
Reliance Fixed Horizon Fund - XXII Series 28 - Growth Plan	INR 10	-	-	5,000,000	50,000,000
Reliance Fixed Horizon Fund - XXII Series 38 - Direct - Growth Plan	INR 10	-	-	5,000,000	50,000,000
Reliance Fixed Horizon Fund - XXII Series 39 - Direct - Growth Plan	INR 10	-	-	30,000,000	300,000,000
Reliance Fixed Horizon Fund - XXIII Series 1 - Dividend Plan	INR 10	-	-	16,000,000	160,000,000
Reliance Fixed Horizon Fund - XXIII Series 3 - Direct - Growth Plan	INR 10	-	-	10,000,000	100,000,000
Reliance Fixed Horizon Fund - XXIII Series 9 - Direct - Growth Plan	INR 10	-	-	10,000,000	100,000,000
Reliance Fixed Horizon Fund - XXII Series 34 - Dividend Plan	INR 10	6,250,000	62,500,000	-	-
Reliance Fixed Horizon Fund - XXV Series 12 - Direct - Growth Plan	INR 10	5,000,000	50,000,000	-	-
Reliance Fixed Horizon Fund - XXV Series 19 - Direct - Growth Plan	INR 10	10,000,000	100,000,000	-	-
Reliance Fixed Horizon Fund - XXV Series 21 - Direct - Growth Plan	INR 10	3,000,000	30,000,000	-	-
Reliance Fixed Horizon Fund - XXV Series 22 - Direct - Growth Plan	INR 10	5,500,000	55,000,000	-	-
Reliance Fixed Horizon Fund - XXVI Series 17 - Direct - Growth Plan	INR 10	25,000,000	250,000,000	-	-
			597,500,000		810,000,000
(II) Investment in Preference Shares (Unquoted, Fully Paid Up)					
L&T Finance Holdings Limited - 8.75% Cumulative Preference Shares	INR 100	1,141,136	114,113,600	-	-
			114,113,600		-
B. Current investments (At cost or market value whichever is less)					
(I) Investment in Mutual Fund (Unquoted)					
Reliance Liquid Fund - Treasury Plan - Direct - Growth Option	INR 1000	-	-	-	-
Reliance Liquidity Fund - Direct - Growth Option	INR 1000	16,349	34,379,712	161,189	309,499,570
Reliance Medium Term Fund - Direct - Growth	INR 10	2,748,404	78,056,165	12,824,120	340,000,000
Reliance Money Manager Fund - Direct - Growth	INR 10	7,025	13,456,018	-	-
Reliance Short Term Fund - Growth Plan - Growth Option	INR 10	20,260,322	412,415,692	23,346,704	475,241,555
Reliance Short Term Fund - Direct Plan - Growth Option	INR 10	11,357,467	275,167,579	-	-
Reliance Income Fund - Growth Plan - Growth Option	INR 10	5,279,636	200,000,000	5,279,636	200,000,000
Reliance Dynamic Bond Fund - Direct Plan - Growth Plan	INR 10	74,192,960	1,207,480,676	74,192,960	1,207,480,676
			2,220,955,842		2,532,221,801
(II) Investment in mutual fund (Quoted)					
Reliance Fixed Horizon Fund - XXV Series 32 - Direct - Growth Plan	INR 10	-	-	10,000,000	100,000,000
Reliance Fixed Horizon Fund - XXVI Series 22 - Growth Plan	INR 10	7,500,000	75,000,000	-	-
Reliance Fixed Horizon Fund - XXVI Series 24 - Growth Plan	INR 10	5,000,000	50,000,000	-	-
Reliance Fixed Horizon Fund - XXVI Series 29 - Growth Plan	INR 10	250,000	2,500,000	-	-
Reliance Yearly Interval Fund - Series 1 - Direct Plan - Growth Plan	INR 10	18,380,495	200,000,000	18,380,495	200,000,000
Reliance Yearly Interval Fund - Series 2 - Direct Plan - Growth Plan	INR 10	-	-	9,164,055	100,000,000
Reliance Yearly Interval Fund - Series 3 - Direct Plan - Growth Plan	INR 10	10,000,000	100,000,000	10,000,000	100,000,000
Reliance Yearly Interval Fund - Series 7 - Direct Plan - Growth Plan	INR 10	9,178,775	100,000,000	4,000,000	40,000,000
Reliance Yearly Interval Fund - Series 9 - Direct Plan - Growth Plan	INR 10	-	-	7,500,000	75,000,000
Reliance Annual Interval Fund - Series I - Direct Plan - Growth Plan	INR 10	-	-	8,248,579	100,000,000
Reliance Interval Fund - II - Series 4 - Direct Plan - Growth Plan	INR 10	12,000,000	120,000,000	12,000,000	120,000,000
Reliance Interval Fund - I - Half Yearly Interval Fund - Series 2 - Direct Plan - Growth Plan	INR 10	-	-	1,906,378	20,000,000
Reliance Monthly Interval Fund - Series I - Direct Plan - Growth Plan	INR 10	-	-	5,861,940	100,000,000
Reliance Interval Fund - Quarterly Plan - Series I - Direct - Growth Plan	INR 10	1,632,067	30,000,000	-	-
Reliance Quarterly Interval Fund - Series II - Direct - Growth Plan	INR 10	26,423,709	500,000,000	-	-
			1,177,500,000		955,000,000
Total Current Investment			4,110,069,442		4,297,221,801
Notes:					
1. Quoted investments					
Aggregate of Book value			1,775,000,000	1,765,000,000	
Aggregate of Market value			1,924,283,402	1,887,996,469	
2. Unquoted investments					
Aggregate of Book value			2,335,069,442	2,532,221,801	

Reliance Capital Asset Management Limited

Notes to the accounts

as at 31 March 2015

(Currency: Indian rupees)

Particulars	As at	
	31 March 2015	31 March 2014
3.9 Deferred tax assets		
<i>Deferred tax asset arising on account of timing differences in:</i>		
Depreciation on fixed assets	86,355,095	50,671,753
Employee compensation	31,034,001	17,071,681
Straightlining of lease rentals	3,891,465	14,178,994
	121,280,561	81,922,429
3.10 Long - term loans and advances		
Capital advances	6,373,782	5,445,497
Loans and advances to related parties (Unsecured, considered good)		
Intercorporate deposits to related parties	65,000,000	-
Loan to ESOP trust	303,130,052	250,543,100
Parties other than related parties (Unsecured, considered good)		
Intercorporate deposits	250,000,000	-
Loans to employees	1,500,000	2,200,000
Security deposits	134,667,993	137,447,551
Advances recoverable in cash or in kind or for value to be received	2,405,775	2,111,988
Prepaid expenses	1,920,521,167	522,770,226
Advance tax paid	266,791,952	146,517,556
(net of provision of income tax Rs. 2,310,417,889 (PY Rs. 1,419,350,432))		
	2,950,390,721	1,067,035,917
3.11 Other non - current assets		
Other bank balances		
Fixed Deposits with residual maturity of more than 12 months (including accrued interest)	39,374,623	36,635,340
	39,374,623	36,635,340
The above deposits have been liened for business purpose (Refer Note 3.24)	39,374,623	36,635,340
3.12 Trade receivables		
Unsecured, Considered Good		
Outstanding for more than six months	-	-
Others	155,781,800	87,515,490
	155,781,800	87,515,490
3.13 Cash and bank balance		
Cash and cash equivalents		
Cash on hand	19,734	85,775
Balance with banks in current accounts	226,569,542	309,512,641
Cheques in hand	16,280,716	-
	242,869,992	309,598,416
3.14 Short - term loans and advances		
Loans and advances to related parties (Unsecured, considered good)	11,066,750	10,775,734
Intercorporate deposits to related parties	-	4,500,000,000
Parties other than related parties (Unsecured, considered good)		
Intercorporate deposits	1,750,000,000	1,750,000,000
Loans to Employees	1,625,504	8,620,890
Prepaid Expenses	2,155,684,304	506,514,631
Service Tax Credit-Unutilised	345,742,604	160,480,662
Advances recoverable in cash or in kind or for value to be received	167,446,008	105,764,615
Advance Tax Paid (net of provision of income tax Rs. NIL (PY Rs. NIL))	10,682,389	-
	4,442,247,559	7,042,156,532
3.15 Other current assets		
Dividend receivable	17,916,000	-
Fixed Deposits with residual maturity of less than 12 months (including accrued interest)	-	126,338
Interest accrued on Loans	121,022	-
Interest accrued on bonds	132,602,890	132,602,890
Income accrued	17,352,177	-
	167,992,089	132,729,228
The above deposits have been liened for business purpose (Refer Note 3.24)	-	126,338

Reliance Capital Asset Management Limited

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for the year ended 31 March 2015

(Currency: Indian rupees)

Particulars	Year ended	
	31 March 2015	31 March 2014
3.16 Revenue from operations - Management fees		
Investment Management Fees (net of service tax)	7,943,349,093	6,417,445,694
Portfolio Management Fees (including advisory fees net of service tax)	275,123,347	200,596,939
	8,218,472,440	6,618,042,633
3.17 Other income		
Dividend on:		
Long term investment	115,530,915	49,704,229
Subsidiary	-	166,670,000
Profit on Sale of Investments (Net)		
Long term investment	187,930,817	161,184,904
Current investment	83,831,011	86,240,570
Interest Income		
Long term investment	87,914,214	57,670,087
Interest on Inter Corporate Deposit	597,679,479	657,739,725
Interest on Others	4,029,006	2,854,629
Others	5,762,955	1,653,454
	1,082,678,397	1,183,717,598
3.18 Employee benefit expense		
Salaries, allowances and bonus	1,404,864,415	1,279,587,035
Contribution to provident and other funds	67,209,078	57,354,572
Staff welfare expenses	38,806,543	28,632,304
	1,510,880,036	1,365,573,911

3.19 Employees Stock Option Plan (ESOP) :

(i) a) Pursuant to the shareholder's resolution dated 20 September 2007 the Company introduced Employee Stock Option Plan I - 2007 under which the Company may grant options to its employees from time to time. The grant of options to the employees under the ESOP scheme is on the basis of their performance and other eligibility criteria. The Plan has been amended and restated vide shareholder's resolution dated 3 February 2011.

b) On 21 December 2007, the Company issued 200,000 equity shares at a price Rs. 2,000 per equity share to Reliance Capital Asset Management Employee Benefits Trust ('The Trust') pursuant to the above Plan.

(ii) a) Pursuant to the shareholder's resolution dated 3 February 2011, the Company introduced Employee Stock Option Plan II - 2011 under which the Company may grant options to its employees from time to time. The grant of options to the employees under the ESOP scheme is on the basis of their performance and other eligibility criteria.

b) On 30 March 2011, the Company issued 50,000 equity shares at a price Rs. 3,009 per equity share to the Trust.

(iii) All above options are planned to be settled in cash or equity at the time of exercise and have maximum period of 7 years from the date of vesting. The options existing during the year are as follows:

a) Year 2007

The option under ESOP I - 2007 at an exercise price of Rs. 2,000 per share and vest on a graded basis as follows:

Grant date 28 Sept 2007

Vesting schedule

on completion of 3 years	30%
on completion of 4 years	30%
on completion of 5 years	40%

Reliance Capital Asset Management Limited

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for the year ended 31 March 2015

b) Year 2011

The option under ESOP I - 2007 at an exercise price of Rs. 3,009 per share and vest on a graded basis as follows:

Grant date 30 Mar 2011

Vesting schedule

on completion of 1 year 30%
on completion of 2 years 30%
on completion of 3 years 40%

c) Year 2011

The option under ESOP I - 2007 and Plan II - 2011 at an exercise price of Rs. 3,009 per share and vest on a graded basis as follows:

Grant date 30 Mar 2011

Vesting schedule

on completion of 1 year 10%
on completion of 2 years 10%
on completion of 3 years 20%
on completion of 4 years 20%
on completion of 5 years 40%

(iv) The information concerning stock options granted, exercised, forfeited and outstanding at the year-end is as follows:

	As of 31 March 2015		As of 31 March 2014	
	Number of stock options	Weighted average exercise price (Rs.)	Number of stock options	Weighted average exercise price (Rs.)
Number of shares under option:				
a) Year 2007				
Outstanding at beginning of year	1,100	2,000	4,250	2,000
Granted	-	-	-	-
Exercised	-	2,000	400	2,000
Cancelled or expired	1,100	-	2,750	-
Outstanding at the year end	-	2,000	1,100	2,000
Exercisable at end of year	-	2,000	1,100	2,000
b) Year 2011				
Outstanding at beginning of year	14,175	3,009	23,795	3,009
Granted	-	-	-	-
Exercised	12,965	-	8,940	-
Cancelled or expired	400	-	680	-
Outstanding at the year end	810	3,009	14,175	3,009
Exercisable at end of year	810	-	14,175	-
c) Year 2011				
Outstanding at beginning of year	97,595	3,009	114,785	3,009
Granted	-	-	-	-
Exercised	22,930	3,009	11,675	3,009
Cancelled or expired	4,280	3,009	5,515	3,009
Outstanding at the year end	70,385	3,009	97,595	3,009
Exercisable at end of year	23,995	3,009	24,445	3,009

(v) The fair value of the options granted was estimated on the date of grant using the Black- Scholes model with the following assumptions

	Year ended 31 March 2015	Year ended 31 March 2014
Risk free interest rate	8%	8%
Expected life	7 years	7 years
Dividend yield	0.00%	0.00%

(vi) The Company has chosen to account for the Plan by the Intrinsic Value Method. The total expense recognised for the period arising from stock option plan as per Intrinsic Value Method is Rs.Nil (PY Rs. Nil). The net results for the year, had the Company adopted the Fair Value Method, would have been lower by Rs. 12,483,828 (PY Rs. 58,615,745) and accordingly basic and diluted EPS would have been lower by Rs. 1.13 and Rs. 1.13 respectively (PY impact Rs. 5.31 and Rs. 5.28).

Reliance Capital Asset Management Limited

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for the year ended 31 March 2015

(Currency: Indian rupees)

3.20 Disclosure pursuant to Accounting Standard - 15 (Revised) " Employee Benefits" :

A Defined Contribution Plans:

Amount of Rs. 52,180,321 (PY Rs. 46,074,997) is recognised as an expense for provident fund and superannuation fund included in "Employee Costs" - refer note "3.18" of the Statement of profit and loss.

B Defined Benefit Plans:

i. Reconciliation of opening and closing balances of the Present Value of the Defined Benefit Obligation :

		Gratuity Benefit - Funded		Leave Benefit - Unfunded	
		2015	2014	2015	2014
a.	Present value of Defined Benefit Obligation at the beginning of the year	52,737,106	53,298,873	24,141,200	28,285,731
b.	Interest cost	4,920,372	4,263,910	2,071,528	2,008,601
c.	Current service cost	8,126,742	9,776,432	20,123,243	19,108,128
d.	Actuarial Losses / (Gains)	32,942,970	(5,573,878)	(11,423,899)	(18,904,831)
e.	Benefits paid	(4,557,938)	(9,028,231)	(2,248,443)	(6,356,429)
f.	Present value of Defined Benefit Obligation at the close of the year	94,169,252	52,737,106	32,663,629	24,141,200

ii Changes in the fair value of Plan Assets and the reconciliation thereof:

		Gratuity Benefit - Funded		Leave Benefit - Unfunded	
		2015	2014	2015	2014
a.	Fair value of Plan Assets at the beginning of the year	59,153,647	63,305,699	-	-
b.	Add: Expected return on Plan Assets	5,519,035	5,064,456	-	-
c.	Add / (Less) : Actuarial (Losses) / Gains	4,002,800	(565,854)	-	-
d.	Add: Contributions	-	377,576	2,248,443	6,356,429
e.	Less: Benefits Paid	(4,557,938)	(9,028,231)	(2,248,443)	(6,356,429)
f.	Fair value of Plan Assets at the close of the year	64,117,544	59,153,647	-	-

iii. Amount Recognised in the Balance Sheet including a reconciliation of the present value of the defined obligation in (i) and the fair value of the plan assets in (ii) to the assets and liabilities recognised in the balance sheet:

		Gratuity Benefit - Funded		Leave Benefit - Unfunded	
		2015	2014	2015	2014
a.	Present value of Defined Benefit obligation	94,169,252	52,737,106	32,663,629	24,141,200
b.	Less: Fair value of Plan Assets	64,117,544	59,153,647	-	-
c.	Present value of unfunded obligation	30,051,708	(6,416,541)	32,663,629	24,141,200
d.	Net Liability/(Asset) recognised in the Balance sheet	30,051,708	NIL	32,663,629	24,141,200

iv. Amount recognised in the statement of profit & loss are as follows :

		Gratuity Benefit - Funded		Leave Benefit - Unfunded	
		2015	2014	2015	2014
a.	Current Service Cost	8,126,742	9,776,432	20,123,243	19,108,128
b.	Interest Cost	(598,663)	4,263,910	2,071,528	2,008,601
c.	Expected return on Plan Assets	-	(5,064,456)	-	-
d.	Actuarial Losses / (Gains)	28,940,170	(5,008,024)	(11,423,899)	(18,904,831)
e.	Past service costs	-	-	-	-
f.	Effect of curtailment / settlement	-	-	-	-
g.	Adjustments for earlier years Recognised in the Statement of Profit and Loss	-	-	-	-
h.	Total	36,468,249	3,967,862	10,770,872	2,211,898

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for the year ended 31 March 2015

(Currency: Indian rupees)

v. Broad Categories of plan assets as a percentage of total assets

		Gratuity Benefit - Funded		Leave Benefit - Unfunded	
		2015	2014	2015	2014
a.	Government of India Securities	29.63%	28.09%	UNFUNDED	UNFUNDED
b.	State Government Securities	-	-		
c.	Corporate Bonds	45.50%	35.46%		
d.	Fixed Deposit under Special Deposit Scheme	-	-		
e.	Equity Shares	19.49%	19.35%		
f.	Money market instruments	5.38%	17.10%		
g.	Public Sector Bonds	-	-		
i.	Property	-	-		
		100.00%	100.00%		

vi. Actuarial Assumptions as the Balance sheet date:

		Gratuity		Leave Benefit	
		2015	2014	2015	2014
a.	Discount Rate	8.01%	9.33%	8.00%	9.00%
b.	Expected rate of return on Plan Assets	8.01%	9.33%	-	-
c.	Salary Escalation rate -- Management Staff	6.00%	5.00%	6.00%	5.00%
d.	Attrition rate	For Service 4 yrs & below 25% p.a. & 2% thereafter	For Service 4 yrs & below 25% p.a. & 2% thereafter	1% throughout	1% throughout

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

vii. General Descriptions of significant defined plans:

a. Gratuity Plan :

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement, in terms of the provisions of the Payment of Gratuity Act 1972 or as per the Company's Scheme whichever is more beneficial.

b. Leave Plan :

Encashment of leave can be availed by the employee for the balance in the earned account as on 1 January 2009. All carry forward earned leaves are available for availment but not encashment. Leave can be encashed subject to available balance of more than 15 days.

viii. Five-year information

Amounts for the current & the previous four periods are as follows:

		31 March 2015	31 March 2014	31 March 2013	31 March 2012	31 March 2011
	Gratuity					
	Defined benefit obligation	94,169,252	52,737,106	53,298,873	41,578,818	30,902,188
	Fair value of plan assets	64,117,544	59,153,647	63,305,699	50,322,116	36,840,578
	(Surplus) / deficit in the plan	30,051,708	(6,416,541)	(10,006,826)	(8,743,298)	(5,938,390)

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(Currency: Indian rupees)

Particulars	Year ended	
	31 March 2015	31 March 2014
3.21 Administrative and other expenses		
Legal and Professional Charges	286,221,489	246,224,499
Rent	94,437,095	163,848,213
Conveyance and Travelling	69,108,868	63,290,678
Communication	61,834,374	54,806,042
Filing fees and Stamp duty	29,543,053	16,249,799
Office Administration	67,964,937	78,025,599
Membership and Subscription	30,236,571	29,350,533
Electricity	27,424,198	30,635,985
Seminar and Training	19,904,691	26,339,394
Repairs and Maintenance	40,187,889	23,083,512
Printing and Stationary	73,704,114	46,315,301
Software Repair and Maintenance	67,642,741	39,019,937
Courier charges	104,718,130	63,182,228
Insurance	6,566,872	37,833,789
Auditors Remuneration:		
Audit fees	1,600,000	1,300,000
Certification matters	100,000	-
Other matters	2,000,000	-
Out of Pocket expenses	65,934	50,810
Director Sitting Fees	2,250,001	690,000
Donation	316,391	349,720
Net loss on foreign currency transactions and translations	848,649	2,578,687
Outsourced business service (Refer note 2.10)	649,162,494	558,232,195
Miscellaneous Expenses	33,733,035	32,516,637
Loss on sale of fixed assets (Net)	4,952,300	9,905,759
Corporate social responsibility expense	69,427,000	-
Rates and Taxes	16,034,850	6,831,364
	<u>1,759,985,676</u>	<u>1,530,660,681</u>
3.22 Marketing and publicity expenses		
Marketing expenses	386,279,906	233,580,123
Advertisement	182,522,495	87,252,881
Brokerage and Incentives	869,852,650	619,240,452
	<u>1,438,655,051</u>	<u>940,073,456</u>
3.23 Future minimum lease payments in respect of non-cancellable operating lease for premises:		
	2015	2014
a) Not later than one year	19,449,829	1,620,000
b) Later than one year and not later than five years	-	-
c) Later than five years	-	-
	<u>19,449,829</u>	<u>1,620,000</u>
3.24 Contingent liability and commitments:		
	2015	2014
a) Contingent liability		
Guarantees to Banks and Financials Institutions (against FD)	100,848,500	101,817,500
Claims against the Company not acknowledged as debts	43,397,960	22,035,961
Income tax demand not acknowledged as debts	-	10,682,389
	<u>144,246,460</u>	<u>134,535,850</u>
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided.	21,607,329	2,705,774

Reliance Capital Asset Management Limited

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for the year ended 31 March 2015

(Currency: Indian rupees)

3.25 Related Party Disclosure:

(i) List of Related Parties and their relationship:

Sr. No.	Name of the Related Party	Relationship
1	Reliance Innoventures Private Limited	Ultimate Holding Company (till March 27, 2015)
2	Reliance Capital Limited	Holding Company
3	Reliance Asset Management (Mauritius) Limited	Wholly owned subsidiary
4	Reliance Asset Management (Singapore) Pte Limited	
5	Reliance Capital Asset Management (UK) Plc	
6	Reliance AIF Management Company Limited	
7	Reliance Asset Management (Malaysia) Limited	
8	Reliance Capital Pension Fund Limited	Wholly owned subsidiary (liquidated on April 7, 2014) Subsidiary
9	Reliance Capital Trustee Co. Limited	
10	Reliance General Insurance Company Limited	Fellow Subsidiary
11	Reliance Gilts Limited	
12	Reliance Money Express Limited	
13	Reliance Money Precious Metals Private Limited	
14	Reliance Money Solutions Private Limited	
15	Reliance Home Finance Limited	
16	Reliance Securities Limited	
17	Reliance Commodities Limited	
18	Reliance Financial Limited	
19	Reliance Wealth Management Limited	
20	Reliance Exchangenext Limited	
21	Reliance Spot Exchange Infrastructure Limited	
22	Reliance Capital AIF Trustee Company Limited	
23	Quant Capital Private Limited	
24	Quant Broking Private Limited	
25	Quant Securities Private Limited	
26	Quant Commodity Broking Private Limited	
27	Quant Capital Finance and Investments Private Limited	
28	Quant Investments Services Private Limited	
29	Nippon Life Insurance	
30	Reliance Composite Insurance Broking Limited	Entities which ceased to be related parties as of March 31, 2015
31	Reliance Venture Asset Management Private Ltd (formerly Reliance Technology Ventures Pvt. Ltd.)	
32	Reliance Equity Advisors (India) Ltd	
33	Reliance Consultants (Mauritius) Ltd	
34	Quant Capital Securities Private Limited	
35	Reliance Capital (Singapore) Pte Ltd	
36	Reliance Alternative Investments Services Pvt Ltd	
37	Quant Capital Advisors Private Limited	
38	Quant Commodities Private Limited	
39	Indian Agri Services Private Limited	
40	Reliance Investment Banking Services Limited	
41	QOPPA Trading Private Limited	
42	QCAP Trade Private Limited (Formerly Valankulam Investments and Trading Private Limited)	
43	Quant Alternative Asset Management Private Limited	

Reliance Capital Asset Management Limited

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(Currency: Indian rupees)

(ii) Transaction during the year with related parties:

Sr. No.	Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiary	Significant Shareholder	Total
I A	Transactions during the year					
	Investments in equity shares					
	Reliance Asset Management Singapore Pte Ltd	-	-	-	-	-
			(81,251,164)	-	-	(81,251,164)
	Reliance AIF Management Company Ltd.	-	-	-	-	-
			(5,000,000)	-	-	(5,000,000)
B	Inter corporate deposit given					
	Reliance Capital Limited	-	-	-	-	-
		(2,000,000,000)	-	-	-	(2,000,000,000)
	Reliance AIF Management Company Ltd.	-	92,500,000	-	-	92,500,000
			-	-	-	-
C	Repayment of inter corporate deposit					
	Reliance Capital Limited	4,500,000,000	-	-	-	4,500,000,000
		(4,500,000,000)	-	-	-	(4,500,000,000)
	Reliance AIF Management Company Ltd.	-	27,500,000	-	-	27,500,000
			-	-	-	-
D	Sale of equity shares of Reliance Capital Pension Fund Ltd					
	Reliance Gilts Limited	-	-	52,900,000	-	52,900,000
			-	-	-	-
E	Repayment of Share Capital on Liquidation					
	Reliance Asset Management (Malaysia) SDN.BHD.	-	-	-	-	-
		-	(18,987,243)	-	-	(18,987,243)
F	Interest income					
	Reliance Capital Limited	364,863,014	-	-	-	364,863,014
		(541,808,218)	-	-	-	(541,808,218)
	Reliance AIF Management Company Ltd.	-	1,121,161	-	-	1,121,161
			-	-	-	-
G	Dividend Income					
	Reliance Asset Management (Singapore) Pte Ltd	-	-	-	-	-
			(166,670,000)	-	-	(166,670,000)

Reliance Capital Asset Management Limited

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(Currency: Indian rupees)

(ii) Transaction during the year with related parties:

Sr. No.	Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiary	Significant Shareholder	Total
H	Director Sitting Fees Nippon Life Insurance			- -	650,000 (170,000)	650,000 (170,000)
I	Rent and Other Expenses Reliance General Insurance Company Ltd.	- -	- -	738,104 (1,175,210)	- -	738,104 (1,175,210)
J	Insurance Charges (net of claims received) Reliance General Insurance Company Ltd.	- -	- -	24,617,233 (41,300,349)	- -	24,617,233 (41,300,349)
K	Travelling expenses Reliance Money Express Ltd.	- -	- -	7,743 (936,828)	- -	7,743 (936,828)
L	Brokerage Reliance Home Finance Limited	- -	- -	- (38,500)	- -	- (38,500)
	Reliance Money Solutions Private Limited	- -	- -	6,632 -	- -	6,632 -
	Reliance Wealth Management Limited	- -	- -	6,378,750 (739,660)	- -	6,378,750 (739,660)
	Reliance Securities Ltd	- -	- -	3,107,673 -	- -	3,107,673 -
M	Reimbursement of Expenses charged Reliance Capital Limited	190,127 (729,098)	- -	- -	- -	190,127 (729,098)
	Reliance Capital Pension Fund Limited	- -	406,080 (1,343,552)	- -	- -	406,080 (1,343,552)
	Reliance AIF Management Company Ltd.	- -	15,905,351 -	- -	- -	15,905,351 -
	Nippon Life Insurance Company	- -	- -	- -	- (3,804,798)	- (3,804,798)
N	Reimbursement of Expenses paid Reliance Capital Limited	21,503,549 (18,155,310)	- -	- -	- -	21,503,549 (18,155,310)
	Reliance General Insurance Company Ltd.	- -	- -	- (49,320)	- -	- (49,320)
	Nippon Life Insurance Company	- -	- -	- -	2,556,704 (1,977,981)	- -

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(Currency: Indian rupees)

(ii) Transaction during the year with related parties:

Sr. No.	Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiary	Significant Shareholder	Total
O	Management fee expense Reliance Capital Limited	60,000,000 (60,000,000)	- -	- -	- -	60,000,000 (60,000,000)
P	Advisory Fee income Reliance Asset Management (Singapore) Pte Ltd	- -	7,961,229 -	- -	- -	7,961,229 -
II	Balances outstanding at the end of the year					
A	Loans and advances to Related Parties					
	Reliance Capital Limited	- (4,500,000,000)	- -	- -	- -	- (4,500,000,000)
	Reliance AIF Management Company Ltd.	- -	65,000,000 -	- -	- -	65,000,000 -
	Reliance Asset Management (Singapore) Pte Ltd	- -	5,292,787 -	- -	- -	5,292,787 -
	Reliance General Insurance Company Ltd.	- -	- -	11,066,750 (10,775,734)	- -	11,066,750 (10,775,734)

Refer note 3.8A for investment in subsidiaries

Note : Related Party Relationship is as identified by the Company.
(Previous year figures are in brackets)

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(Currency: Indian rupees)

3.26 Earning Per Share (EPS)

	2015	2014
Net profit attributable to equity shareholders (after preference dividend)	3,573,341,092	3,039,423,887
Weighted average number of equity shares outstanding	11,055,895	11,041,015
Basic EPS	323.21	275.28
Effect of potential equity shares on exercise of employee stock	13,338	50,723
Weighted average number of equity shares outstanding	11,069,233	11,091,738
Diluted EPS	322.82	274.03

The equity shares issued to the ESOP Trust under the Company's ESOP Plan are not considered for calculation of EPS. The options which are considered to be dilutive due to exercise price lower than the fair value of the equity shares are included in calculation of diluted EPS.

3.27 Expenditure in foreign currency (including expenses incurred at Foreign Branch):

	2015	2014
Salary and Benefits	24,075,186	31,725,328
Travelling	5,692,699	5,291,698
Professional Fees and Consultancy	8,852,534	8,485,697
Other Expenses	15,480,537	3,061,943
	54,100,956	48,564,666

3.28 Earnings in foreign currency:

	2015	2014
PMS Advisory Fees	48,910,372	5,057,131
Dividend from Foreign Subsidiary	-	166,670,000
	48,910,372	171,727,131

3.29 Segment Reporting

The Company is in the business of providing asset management services to the fund and portfolio management service to clients. The primary segment is identified as asset management services. As such the Company's financial statements is largely reflective of the asset management business and there is no separate reportable segment.

Pursuant to Accounting Standard (AS) 17 Segment Reporting, no segment disclosure has been made in these financial statements, as the Company has only one geographical segment and no other separate reportable business segment.

3.30 The Company has proposed final dividend of Rs. 125 (P.Y. Rs. 140) per equity share for the year ended 31 March 2015. During the year, the company has paid an interim dividend of Rs. 146 (P.Y. NIL) per equity share.

3.31 Dividend remittances in foreign currency:

The Company remits the dividend to all shareholders including non-resident shareholders in Indian rupees (INR).

3.32 Depreciation:

The Company has also changed the method of depreciation from Written down value method (WDV) to Straight line method basis (SLM). The change has been made for all fixed assets except assets given on operating lease where SLM was already adopted.

With regard to assets where the useful life based on Schedule II has expired, their WDV aggregating Rs. 25,845,085 (net of deferred tax of Rs. 13,308,202) has been adjusted against the opening reserves as per Schedule II.

As a result of the change in the method of depreciation, an amount of Rs. 11,453,208 has been written off in the current period.

As a result of revision in useful life of assets, the depreciation for the period ended March 31, 2015 is lower by Rs. 246,170

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Notes to the accounts

for the year ended 31 March 2015

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3.33 (i) Pursuant to the Scheme of Arrangement ("the Scheme") under Sections 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble Bombay High Court vide Order dated 07 November 2014 and filed with the Registrar of Companies (RoC) on 26 November, 2014 ("the Effective date"), Digital Marketing division ("the division") of Azalia Distribution Private Limited ("ADPL", "Demerged Company"), engaged in the business of providing digital marketing services to financial products and other related research has been demerged into the Company ("Resulting Company") with effect from the 01 April 2013. ("the Appointed date")

(ii) The salient features of the scheme are as under:

- The Resulting Company shall record the assets and liabilities pertaining to the Demerged Undertaking, at their respective book values as appearing in the books of the Demerged Company.
- The Resulting Company shall credit to its share capital account, the aggregate face value of the Preference Shares issued;
- Inter-company balances and transaction between the Resulting Company and the Demerged Undertaking of the Demerged Company, if any, will stand cancelled;
- The difference being excess of assets over liabilities recorded by the Resulting Company shall be credited to the Capital Reserve Account.
- If considered appropriate for the purpose of application of uniform accounting methods and policies between the Demerged Company and the Resulting Company, the Resulting Company may make suitable adjustments to its accounting methods and policies and debit the difference to its General Reserve Account.
- As agreed by the management of ADPL and the Company w.e.f. the Appointed date, the following assets and liabilities of the division have been demerged at their respective book values on the basis of the audited accounts of ADPL.

Particulars	Amount
Fixed Assets	14,492,045
Current Assets	490,832,821
Liabilities	265,104,876

g) Consideration for arrangement: Fully paid-up 6% Non-Cumulative Redeemable Preference Shares of Rs 30 Crores (Rupees Thirty Crores only) comprising of 3,000,000 6% Non-Cumulative Redeemable Preference Shares issued at a face value of Rs. 100/- each will be issued to equity shareholders of ADPL.

h) Excess of liabilities over assets amounting to Rs 59,780,010/- has been treated as Goodwill. The Goodwill has been written off during the year.

(iii) According to the scheme, with effect from the Appointed date, ADPL has carried out all the business activities of the division in trust till the scheme became effective. Shareholders of ADPL had infused funds by way of Capital to the extent of Rs. 591,947,123/- between April 2013 and December 2013 into ADPL. The said funds were used for settlement of dues of creditors pertaining to the expense of demerged division for FY 13-14. As per the understanding between the parties, the above does not create any liability on the Resulting Company.

(iv) Total impact in Profit & Loss Account of current period on account of previous year (FY 13-14) transactions pertaining to the division is as below:

Particulars	Amount
Business Income	38,504,678
Employee Expenses	(18,785,413)
Other Administrative & Business expenses	(634,938,642)
Depreciation	(9,498,829)
Share Capital Infused in ADPL in FY 13-14 as referred to in para (iii) above	591,947,123
Inter Division balances	3,632,324
Net Loss for FY 13-14 charged to P&L as "Net Expenses of demerged division for 13-14"	29,138,759

(v) Operations of the division for the current year, 2014-15, are included under the appropriate heads of income and expense aggregating to total income Rs. 11,020,669 & total expenses Rs. 14,747,196

3.34 Diminution in Malaysia subsidiary:

Loss of Rs. 369,369,332 on account of liquidation of Malaysian subsidiary adjusted against reversal of Rs. 369,369,332 diminution provided in earlier years.

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Notes to the accounts

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- 3.35 The Company has developed a system of maintenance of information and documents as required by the transfer pricing legislation under section 92 – 92F of the Income Tax Act, 1961. Management is of the opinion that all relevant transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statement, particularly on the amount of tax expense and that of provision for taxation.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W / W-100022

**For and on behalf of the Board of Directors of
Reliance Capital Asset Management Limited**

Milind Ranade

Partner

Membership No. 100564

Soumen Ghosh

Director

Kanu Doshi

Director

Sundeep Sikka

Chief Executive Officer

Prateek Jain

Chief Financial Officer

Mumbai, 29 April 2015

Ajay Patel

Manager

Gajendra Thakur

Company Secretary