

NOTICE

NOTICE is hereby given that the **Forty-Sixth Annual General Meeting of the Members of SHRIRAM FINANCE LIMITED (“the Company”)** will be held on **Friday, July 18, 2025 at 02:00 p.m., Indian Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”),** to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Audited Standalone Financial Statements including Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Audited Consolidated Financial Statements including Balance Sheet of the Company as at March 31, 2025, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date together with all the notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

3. **To declare a final dividend of Rs. 3/- per Equity Share of face value of Rs. 2/- each fully paid-up and to confirm the payment of two Interim Dividends viz. (i) first interim dividend of Rs. 22/- per Equity Share of face value of Rs. 10/- each fully paid up (pre-split of face value of equity share) and (ii) second interim dividend of Rs. 2.50 per Equity Share of face value of Rs. 2/- each fully paid up (post-split of face value of equity share) declared by the Board of Directors**

at their respective meetings held on October 25, 2024 and January 24, 2025, for the Financial Year ended March 31, 2025 and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT a final dividend of Rs. 3/- per equity share of face value of Rs. 2/- each fully paid-up of the Company (i.e. 150%), as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2025 and that the same be paid out of the profits of the Company for the Financial Year ended March 31, 2025 to all those Members whose names appear in the Register of Members or who are beneficial owners of equity shares of the Company as on Friday, July 11, 2025.

RESOLVED FURTHER THAT the first interim dividend of Rs. 22/- per equity share on 376,009,038 equity shares of face value of Rs. 10/- each fully paid-up of the Company (pre-split of face value of equity share) amounting to Rs. 8,272,198,836/- (Rupees Eight Hundred and Twenty Seven crores Twenty-One Lakhs Ninety-Eight Thousand Eight Hundred and Thirty-Six Only), declared by the Board of Directors at its meeting held on October 25, 2024 for the Financial Year ended March 31, 2025, paid to the eligible Members on November 7, 2024, subject to deduction of tax at source, as applicable be and is hereby noted and confirmed.

RESOLVED FURTHER THAT the second interim dividend of Rs. 2.50 per equity share on 1,880,293,885 equity shares of face value of Rs. 2/- each fully paid-up of the Company (post-split of face value of equity share) amounting to Rs. 4,700,734,712.50 (Rupees Four Hundred and Seventy crores Seven Lakhs Thirty-Four Thousand Seven Hundred Twelve and Fifty Paise), declared by the Board of Directors at its meeting held on January 24, 2025 for the Financial Year ended March 31, 2025, paid to the eligible Members on January 31, 2025, subject to deduction of tax at source, as applicable be and is hereby noted and confirmed.”

4. **To appoint a Director in place of Mr. Ignatius Michael Viljoen (DIN 08452443), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the

Companies Act, 2013, Mr. Ignatius Michael Viljoen (DIN 08452443), Director of the Company who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

5. To fix remuneration of M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration No.100515W), as one of the Joint Statutory Auditors of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. G. D. Apte & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No.100515W), who were appointed as one of the Joint Statutory Auditors of the Company at the 45th Annual General Meeting (AGM) held on July 30, 2024 to hold office from conclusion of 45th AGM until the conclusion of 48th AGM of the Company, be paid remuneration of Rs. 9,650,000/- (Rupees Ninety-Six Lakhs Fifty Thousand Only) (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To fix remuneration of M/s M M Nissim & Co LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No.107122W/W100672), as one of the Joint Statutory Auditors of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s M M Nissim & Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.107122W/W100672), who were appointed as one of the Joint Statutory Auditors of the Company at the

45th Annual General Meeting (AGM) held on July 30, 2024 to hold office from conclusion of 45th AGM until the conclusion of 48th AGM of the Company, be paid remuneration of Rs. 9,650,000/- (Rupees Ninety-Six Lakhs Fifty Thousand Only) (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

7. To appoint M/s. V Suresh Associates, Practising Company Secretaries (Firm Registration No. P2016TN053700) as Secretarial Auditor of the Company for a term of 5 (five) years and to fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including circulars issued thereunder and in accordance with the provisions of Section 204 of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint M/s. V Suresh Associates, Peer Reviewed firm of Practising Company Secretaries (Firm Registration No. P2016TN053700), who have confirmed their eligibility as per the requirements of Regulation 24A of the Listing Regulations and circulars issued thereunder to hold office as Secretarial Auditor of the Company from the conclusion of 46th Annual General Meeting till the conclusion of 51st Annual General Meeting of the Company to conduct Secretarial Audit for a term of 5 (five) consecutive years from financial year 2025-26 to financial year 2029-30 and issue the necessary secretarial audit report for the aforesaid period.

RESOLVED FURTHER THAT M/s. V Suresh Associates, Practising Company Secretaries be paid the following Remuneration, based on the recommendations of the Audit Committee and the Board of Directors of the Company:

Financial Years	Remuneration exclusive of goods and service tax and reimbursement of out of pocket expenses
2025-26	Rs. 2,50,000/-
2026-27	Rs. 2,50,000/-
2027-28	Rs. 2,50,000/-
2028-29	Rs. 3,00,000/-
2029-30	Rs. 3,00,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to revise, alter and vary the terms and conditions of their appointment including their remuneration in such manner and to such extent as may be mutually agreed with the Secretarial Auditor and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. Payment of commission to the Independent Directors of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded, for payment of commission out of profits to all Independent Directors of the Company of an amount as may be decided by the Board of directors of the Company provided that the aggregate amount of the commission shall not exceed Rs. 250 Lakhs (Rupees Two Hundred Fifty Lakhs Only) for every financial year over the period of three financial years commencing from April 1, 2025 and ending on March 31, 2028 subject to the ceiling of 1% of the net profits of the Company in any financial year in terms of Section 197 of the Act computed in the manner referred to in Section 198 of the Act.”

9. Enhancement of limits of borrowing by the Board and in this regard, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time and any other applicable laws (including any statutory modification(s) or amendment(s) and/or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the

Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board) to borrow for the purpose of the business of Company, any sum or sum(s) of moneys for and on behalf of the Company in Indian Rupees and/ or in any foreign currency (i) by way of availing of long/ short term loans and all kinds of financial assistance/ credit facilities by all permissible methods, secured/unsecured from domestic as well as international lenders, investors including banks, financial institutions, bodies corporate or any person(s), (ii) by way of issue of foreign currency notes, bonds, rupee denominated bonds, social bonds under the Company’s Social Finance Framework or otherwise or by way of issue of any other eligible instrument(s) to the eligible investors/ lenders /person(s) in the international market on private placement basis or through public issue or availing of loan(s) by way of external commercial borrowing as may be permissible by the Reserve Bank of India, from eligible lenders, person(s) (iii) by way of issue of redeemable non-convertible debentures, subordinated debentures, bonds, commercial papers or any other securities or instrument(s) on private placement basis as well as by way of public issue in the domestic market by issue of shelf-disclosure documents, prospectus, shelf-prospectus, general information document (GID), key information document (KID), offering circular or otherwise, from persons, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organisations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, (iv) by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or (v) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by creation of mortgage, charge, hypothecation, lien, pledge or otherwise of the Company’s assets and properties, whether movable



or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital, free reserves and securities premium, provided that the total amount borrowed by the Company and outstanding at any point of time, apart from temporary loans, shall not exceed Rs. 2,95,000 crores (Rupees Two Lakh Ninety-Five Thousand crores Only).

RESOLVED FURTHER THAT the Board or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution."

10. Enhancement of limits for creation of security by the Board on the Company's assets with respect to borrowing and in this regard, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act") and any other applicable laws (including any statutory modification(s) or amendment(s) and/or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board) for mortgaging, hypothecating, pledging and/or charging (including creation /perfection / modification thereof) and/or creating security interest of every nature and kind whatsoever as may be necessary and in such form and manner and on such terms and at such time(s) as the Board may deem fit, on receivables and other movable and/or immovable properties of the Company including the whole or substantially the whole of the undertaking(s) of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustees, agent(s) to secure the debentures, notes, bonds or any other permissible

debt securities/instruments issued/ to be issued by the Company in the domestic or international markets, loans/borrowing limit(s)/financial assistance availed/ to be availed by the Company from banks, financial or any other institutions, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors persons in India as well as through external commercial borrowings, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities outstanding up to a sum not exceeding Rs. 3,54,000 crores (Rupees Three Lakh Fifty-Four Thousand crores Only).

RESOLVED FURTHER THAT the Board or person/(s) as authorised by the Board be and are hereby authorised to finalise the documents and deeds, as may be necessary with respect to creation/perfection/modification of mortgages and/or charges created/to be created on such immovable and/or movable properties and receivables of the Company in connection with the borrowing on such terms and conditions as may be decided by the Board in consultation with the lenders/trustees for securing/reserving their aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution."

11. Enhancement of limit to sell/ assign/ securitise receivables by the Board and in this regard, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors to sell/ assign/securitise receivables by way of hypothecation/ hire purchase/lease/loan agreements/contracts due from the hirers /lessees /loaneees /borrowers of the Company from time to time provided that the aggregate amounts of such transactions outstanding at any point of time shall not exceed Rs. 75,000 crores (Rupees Seventy-Five Thousand crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company or such Committee/ or person/(s) as authorised by the Board of Directors of the Company be and are hereby authorised to finalise the form, extent and manner of, and to sign all such documents, deeds, and writings for giving effect to this resolution.”

12. Alteration of the Main Object Clause (Clause III A) of the Memorandum of Association of the Company and in this regard, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, pursuant to the applicable master directions issued by Reserve Bank of India (“RBI”) with respect to Prepaid Payment Instruments and the applicable circulars and guidelines on Regulation of Payment Aggregators and Payment Gateways and other applicable regulations for the time being in force as amended from time to time by RBI and subject to any necessary approvals as may be required from RBI or any other appropriate regulatory/statutory authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or directed by RBI or any such appropriate authority(ies) and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) duly authorised by the Board in this regard), consent of the Members of the Company be and is hereby accorded to make the following alteration to Main Object Clause (Clause III A) of the Memorandum of Association (“MOA”) of the Company by way of insertion of new clause 16 after clause 15 of clause III (A) of the Company:

16. To issue, implement, undertake, assist, offer, distribute, or otherwise engage in the business of issuing and operating prepaid payment instruments including but not limited to issue of all types of electronic and virtual payment systems services, credit cards, e-wallets, mobile-wallets, co-branded pre-paid instruments, FASTag, cash card to consumers, prepaid payment instruments, including direct debit facility on mobile phone, provide solutions for payment for all goods and services and utility bills through mobile phone, landline, broadband, DTH, other over the counter payments and to access and operate Central Payment Systems as permitted by statutory or regulatory authorities, to obtain affiliation of retail payment organisation or authorised card networks under membership rules or framework permissible by the authorised card network(s) / card association(s) and to provide different types of payments related services (online, offline, Aadhaar enabled Payment System, POS terminals) including, without limitation, through Unified Payments Interface (UPI), payment aggregator services and payment gateway services.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to accepting any term(s) and condition(s) as may be stipulated by RBI and /or by appropriate regulatory authority in connection with any approval/consent or the modification or change(s) in the MOA or any document(s), instrument(s) writings or paper(s) as may stipulated by the appropriate regulatory authority and to execute of all necessary and required undertaking, documents, instruments, writings and papers, and with authority to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company in this regard.”

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 (“MCA Circulars”) has allowed the companies to conduct the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) till September 30, 2025. In compliance with the aforesaid MCA Circulars, the 46th Annual General Meeting (“46th AGM” or “Meeting”) of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. A Member entitled to physically attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Since this 46th AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and as per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from December 13, 2024. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.



3. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the 46th AGM of the Company through VC/ OAVM facility.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the 46th AGM through VC/ OAVM on its behalf and to vote through remote e-voting pursuant to Section 113 of the Companies Act, 2013 ("the Act"). The said resolution/authorisation shall be sent by registered email address to the Scrutiniser at sfild.scrutinizer@gmail.com and helpdesk.evoting@cdslindia.com.
5. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out under Item Nos. 7 to 12 is annexed and form part of this Notice.
6. The brief details of the director, who is proposed to be re-appointed as per the Notice of this 46th AGM is annexed hereto as per the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
7. The payment of final dividend for Financial Year 2024-25, upon declaration by the Members at the 46th AGM, will be made subject to deduction of tax at source, as applicable, on or before Saturday, August 16, 2025 as under:
 - a. to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as of the end of business hours on Friday, July 11, 2025 and
 - b. to all those Members holding shares in physical form after giving effect to all the valid transmission and transposition in respect of valid requests lodged with the Company and RTA as the end of business hours on Friday, July 11, 2025.
8. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 12, 2025 to Friday, July 18, 2025 (both days inclusive) for the purpose of payment of the final dividend and 46th AGM of the Company.
9. The facility of joining the 46th AGM through VC/ OAVM will be opened 30 minutes before and will remain open for 15 minutes after the scheduled start time of the 46th AGM, i.e. from 1:30 p.m. to 2:15 p.m.
10. The Company will be providing the facility of live webcast of the proceedings of 46th AGM. Members can view the proceedings of the 46th AGM by logging on the website of Central Depository Services (India) Limited ("CDSL") at <https://www.evotingindia.com> using their secure login credentials. The recorded transcript of the 46th AGM will be made available on the website of the Company at: <https://www.shriramfinance.in/investors/governance>.
11. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder read with MCA Circulars has extended the relaxation from sending physical copies of Notice and Financial Statements to the Shareholders.
12. As per Regulation 36 of the Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the companies can send Annual Reports and other communications through electronic mode and the physical copy of the Annual Report shall be sent to those Members who request for the same.
13. Accordingly, the Notice of the 46th AGM along with the 46th Annual Report for the F.Y. 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Member who wishes to obtain hard copy of the Annual Report can send a request for the same at email ID - secretarial@shriramfinance.in mentioning Folio No/ DP ID and Client ID.
14. Further, a letter providing a web-link along with path to access the 46th Annual Report for the F.Y. 2024-25 including the Notice of AGM will be sent to those Members who have not registered their email address with the Company.
15. Members may note that the Notice and Annual Report for F.Y. 2024-25 will also be available on the Company's website www.shriramfinance.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at <https://www.evotingindia.com/>.
16. Further, those Members who have not updated their

email addresses in the Demat account/Folio may get their email address and mobile number registered with Depository Participant/ Company's Registrar and Transfer Agent, Integrated Registry Management Services Private Limited ("RTA") latest by Friday, July 11, 2025 for receiving the Notice of 46th AGM and Annual Report along with the Login ID and Password by sending an email to the RTA at their email ID: einward@integratedindia.in.

17. Members attending the 46th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, July 11, 2025 being the Cut-off Date. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
19. a) For non-individual Members, who acquire shares of the Company and becomes a Member after dispatch of the Notice of the 46th AGM, but holds shares as on the Cut-off Date for remote e-voting i.e. Friday, July 11, 2025, may obtain the Login ID and Password by sending a request at helpdesk.evoting@cdslindia.com or einward@integratedindia.in.
- b) For Individual Members, who acquire shares of the Company and becomes a Member after dispatch of the Notice of the 46th AGM, but holds shares as on the Cut-off Date for remote e-voting i.e. Friday, July 11, 2025, holding shares in NSDL / CDSL should login through the websites of NSDL / CDSL and can cast the votes during remote e-voting period.
- c) Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the 46th AGM and Members participating at the 46th AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the 46th AGM. Members who have cast their vote by remote e-voting prior to the 46th AGM will also be eligible to participate at the 46th AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.

For details on login method of e-voting please refer the instructions below under the head "Voting through electronic means".

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per

the Register of Members of the Company will be entitled to vote at the 46th AGM.

21. The Company has been maintaining, inter alia, the following Statutory Registers at its Registered Office at Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai – 600032, Tamil Nadu, India:
 - i. Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - ii. Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the Statutory Registers, Certificate from Secretarial Auditor of the Company certifying that Shriram Finance Limited Employee Stock Option Scheme 2023 (No.1) of the Company has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all relevant documents referred in this Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of the 46th AGM. Members seeking to inspect such documents can send an e-mail at secretarial@shriramfinance.in.

22. The Board of Directors has appointed SPNP & Associates, Practicing Company Secretaries, Chennai represented by Mr. P. Sriram (Membership No. FCS 4862), Practicing Company Secretary (CP No. 3310) or failing him Ms. Nithya Pasupathy (Membership No. FCS 10601), Practicing Company Secretary (CP No. 22562) as the Scrutiniser to scrutinise the remote e-voting process at the 46th AGM in a fair and transparent manner and they have consented to act as Scrutiniser.
23. SEBI vide its circulars dated May 17, 2023, November 17, 2023, May 07, 2024 and June 10, 2024 has mandated shareholders holding securities in physical form to furnish PAN, KYC (i.e. Postal Address with Pin Code, mobile number, email address, choice of nomination, bank account details, specimen signature) to avail any service request. Pursuant to the aforesaid SEBI Circulars, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC and choice of nomination details may please submit Form ISR-1, Form ISR-2, and Form No. SH-13/ Form ISR-3. The link for downloading the forms is available on the Company's website <https://www.shriramfinance.in/investors/investor-information> and RTA's website <https://www.integratedregistry.in/>



- KYCRegister.aspx. SEBI has mandated that with effect from April 01, 2024 any payments including dividend in respect of shares held in physical form shall only be made electronically upon registering the required KYC details and choice of nomination.
24. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing investor service requests.
 25. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI. In this regard, the Members/legal heirs of deceased Members are also requested to open demat account simultaneously for dematerialising the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
 26. Post split of equity shares of the Company on January 10, 2025 (Record Date), the Company issued and dispatched original share certificate(s), representing shares held by the shareholders who held shares in physical form. In this regard, the Company has issued reminder letters dated January 22, 2025, February 24, 2025 and March 24, 2025 to such shareholders requesting them to claim the share certificates from the Company.
 27. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their email address with their Depository Participant (s) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
 28. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 01, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to Members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company/RTA in accordance with the applicable provisions of the Income Tax Act, 1961.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. For Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For Non deduction of TDS or to avail treaty benefit, the shareholder may submit the above documents (PDF / JPG Format) to RTA through weblink:

<https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx>.

The aforesaid declarations and documents need to be submitted by the shareholders on or before Friday, July 11, 2025. A separate email was sent at the registered email id of the Members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source of the final dividend payout. The intimation will also be uploaded on the website of the Company www.shriramfinance.in.

Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc., to their depository participants in case their shares are held in demat form and to RTA in case the shares are held by them in physical form.

29. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.
30. Non-Resident shareholders: Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their Depository Participant in respect of shares held in Dematerialised form:
 - Indian address for sending all communications, if not provided so far;
 - Change in their residential status on return to India for permanent settlement;

- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
 - RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.
31. Members are requested to note that, dividends if not encashed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on www.mca.gov.in.
32. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

33. Transfer of unclaimed dividend and shares to Investor Education and Protection Fund

- i. **Transfer of unclaimed dividend to IEPF:-** Pursuant to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) as amended from time to time, the dividends which remain unclaimed for a period of 7 (seven) years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. The unclaimed dividend includes dividend of erstwhile Shriram City Union Finance Limited (SCUF) consequent to Scheme of Arrangement and Amalgamation coming into effect. Members who have not encashed their dividend warrant/ payment instrument(s) so far are requested to make their claim to the Company's Corporate Office or to Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600017 before transfer to IEPF on the respective dates mentioned below. The intimation in this regard is being sent to the concerned Members.

Year ending on March 31	Dividend to be transferred to IEPF		Year ending on March 31	Dividend to be transferred to IEPF	
	Final Dividend	Interim Dividend		Final Dividend	Interim Dividend
2018	31/08/2025	--	2021 (erstwhile SCUF)	02/09/2028	1. 06/12/2027 2. 29/04/2028
2018 (erstwhile SCUF)	27/08/2025	--	2022	--	1. 04/12/2028 2. 10/04/2029
2019	02/08/2026	30/11/2025	2022 (erstwhile SCUF)	--	1. 02/12/2028 2. 11/04/2029
2019 (erstwhile SCUF)	02/09/2026	29/11/2025	2023	29/07/2030	29/01/2030
2020	--	29/11/2026	2024	04/09/2031	1. 01/12/2030 2. 01/03/2031
2020 (erstwhile SCUF)	--	28/11/2026	2025	--	1. 30/11/2031 2. 01/03/2032
2021	30/07/2028	1. 04/12/2027 2. 30/04/2028			

- ii. **Transfer of Equity Shares to IEPF** – As per Government of India Gazette notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs and Pursuant to the provision of IEPF Rules all shares in respect of which dividend remains unclaimed dividend for 7(seven) consecutive years will be transferred to the IEPF Authority. The shares transferred to IEPF includes shares of erstwhile SCUF consequent to Scheme of Arrangement and Amalgamation coming into effect. Accordingly, during the Financial Year 2024-2025, the Company had transferred 49,360 Equity shares of face value of Rs. 10/- each in respect of which the following dividend was not claimed/remained unpaid for 7 (seven) consecutive years as mentioned below:



Financial Year	Type of Dividend	No. of Shares Transferred to IEPF Authority	Filing date of Form IEPF 4
2016-2017	Final Dividend	27,367	17/10/2024
2016-2017 (erstwhile SCUF)	Final Dividend	966	18/10/2024
2017-2018	Interim Dividend	18,591	23/01/2025
2017-2018 (erstwhile SCUF)	Interim Dividend	2,436	27/01/2025

Consequent to Sub-division/ Split of face value of each Equity Share of Rs. 10/- fully paid-up into 5 (five) Equity Shares of face value of Rs. 2/- each, fully paid-up, the Company has transferred 6,782,460 Equity shares of face value of Rs. 2/- each to the IEPF Authority on February 25, 2025 by way of submission of Form No. IEPF-4.

iii. You are requested to claim the following unclaimed amounts:

- Fixed Deposits:** If you have placed any fixed deposit with the Company, you are requested to claim the maturity amount and interest amounts thereon, paid by the Company, if unclaimed/unencashed by you, by sending an e-mail to corpquery@shriramfinance.in.
- Non-Convertible Debentures ("NCDs"):** If you have subscribed to Company's Non-Convertible Debentures, you are requested to claim your unclaimed maturity amount of NCDs and interest thereon if any, paid by the Company, if unclaimed/unencashed by you, by sending a request at stfcipo@integratedindia.in.

The Members who have a claim on above dividends, equity shares, fixed deposits may claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 and information on the procedures to be followed for claiming the dividend/ shares/ fixed deposits/ debentures are available on the web-link: <https://www.mca.gov.in/content/mca/global/en/mca/iepf-related-services/IEPF-5.html>. No claims shall lie against the Company in respect of the dividend, shares, etc. so transferred.

Nodal Officer and Deputy Nodal Officer (IEPF)

Details of Nodal & Deputy Nodal Officer of the Company appointed in accordance with the provisions of IEPF Rules is available on the website of the Company at <https://www.shriramfinance.in/investors/investor-information>.

Online Dispute Resolution Portal/Mechanism

SEBI vide Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can

initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's website at <https://www.shriramfinance.in/investors/investor-information>.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standards on General Meetings ('SS-2'), Regulation 44 of the Listing Regulations read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services and the e-voting facility at the 46th AGM by CDSL, e-voting agency, for voting on all the resolutions set out in this Notice.

The remote e-voting period commences on **Tuesday, July 15, 2025 (9.00 a.m. IST)** and ends on **Thursday, July 17, 2025 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialised form, as on **Friday, July 11, 2025 i.e. Cut-off Date**, may cast their vote electronically. Person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the 46th AGM through VC/ OAVM facility and have not cast their vote on the Resolutions proposed in the Notice of the 46th AGM through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 46th AGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for Shriram Finance Limited on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO

as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.
- 18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; sftd.scrutinizer@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 46TH AGM THROUGH VC/OAVM & FOR E-VOTING AT THE MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting at the 46th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the 46th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that shareholders connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the 46th AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available at the 46th AGM.
8. If any Votes are cast by the shareholders through the e-voting available at the 46th AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting at the Meeting is available only to the shareholders attending the Meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward@integratedindia.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending 46th AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911. You may also contact Mr. U Balasundararao, Company Secretary & Compliance Officer of the Company to address the grievances connected with e-Voting at Corporate Office, Tel. No. +91- 022-40959595, Email-id: secretarial@shriramfinance.in.

Instructions for attending /joining the 46th AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the 46th AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
2. The Members can join the 46th AGM through the VC/OAVM mode 30 minutes before and will remain open for 15 minutes after the scheduled start time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password

may retrieve the same by following the remote e-voting instructions mentioned above.

4. Members are encouraged to join the meeting through Laptops/ IPads with latest version of Google Chrome for better experience.
5. Further, Members will be required to allow camera, if any, and internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Members/Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. **AGM Questions prior to 46th AGM:** Members are requested to send their questions in advance from Monday, July 14, 2025 to Wednesday, July 16, 2025 mentioning their name, demat account number/folio number, email ID, mobile number at SFLAGM2025@shriramfinance.in. Such questions by the Members shall be taken up during the Meeting and replied by the Company suitably. Please note that only questions of the Members holding the shares as on Cut-off date will be considered. Members intending to speak at the 46th AGM would require microphone and speakers / headphone.
8. **Speaker Registration during 46th AGM session:** Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance between Monday, July 14, 2025 to Wednesday, July 16, 2025 mentioning their name, demat account number/folio number, email ID, mobile number at SFLAGM2025@shriramfinance.in. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the 46th AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 46th AGM.
9. **Scrutiniser's Report and declaration of results:**
 - i. The Scrutiniser shall, immediately after the conclusion of voting at the 46th AGM, first count the votes cast at the Meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinisers' report of the total votes cast in favour or against, within 2 (two) working days of the conclusion of the 46th AGM to the Chairman or

Mr. Umesh Revankar, Executive Vice Chairman or Mr. Y. S. Chakravarti, Managing Director & CEO or Mr. Parag Sharma, Managing Director & CFO or Mr. D. V. Ravi, Director or any other person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

- ii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.shriramfinance.in and on the website of CDSL at www.evotingindia.com immediately after the declaration of results and communicate to the BSE Limited and National Stock Exchange of India Limited. The resolutions shall be deemed to be passed at the 46th AGM of the Company.

By Order of the Board
For **Shriram Finance Limited**

U Balasundararao
Company Secretary & Compliance Officer
Membership No.: FCS 12952

Mumbai

April 25, 2025

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, Plot No.14A, South Phase,

Industrial Estate, Guindy, Chennai 600 032,

Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666.

Website: www.shriramfinance.in

Email id: balasundar@shriramfinance.in.

ANNEXURE TO NOTICE

Explanatory Statement in respect of Item Nos. 7 to 12 pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act")

ITEM NO. 7

Pursuant to the provisions of Section 204 of the Act and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), every listed company is required to undertake secretarial audit and shall annex with its Board Report a secretarial audit report given by a peer reviewed company secretary in practice in the prescribed format.

Pursuant to the amended Regulation 24A of the Listing Regulations notified by SEBI on December 12, 2024 ('SEBI Implementation Circular') effective from April 1, 2025, a listed company on the recommendation of the board of directors shall appoint or re-appoint, with the approval of its Members in its Annual General Meeting:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFDPoD-2 /CIR/P/2024/185 dated December 31, 2024 read with Regulation 24A of the Listing Regulations have inter-alia, prescribed the terms and conditions including eligibility, qualifications and disqualifications with respect to appointment/re-appointment of Secretarial Auditor by the listed company.

After evaluating and considering various factors such as audit experience, list of clientele and size of the firm, independent assessment and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations and SEBI Implementation Circular, the Audit Committee and the Board of Directors of the Company at their respective meetings held on April 24, 2025 and April 25, 2025 approved and recommended to the Members of the Company, the passing of necessary resolution at the ensuing 46th AGM of the Company for the appointment of M/s. V Suresh Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P2016TN053700 and Peer Review Certificate No. 6366/2025) ("Firm") as Secretarial Auditor of the Company from the conclusion of 46th Annual General Meeting till the conclusion of 51st Annual General Meeting of the Company to conduct Secretarial Audit of the Company for a term of 5 (five) consecutive financial years ending March 31, 2026, March 31, 2027, March 31, 2028, March 31, 2029 and March 31, 2030.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Report, the Secretarial Auditor shall also issue to the Company (i) the Secretarial Compliance Report pursuant to Regulation 24A(2) of the Listing Regulations and (ii) any other certificates or reports which can be issued by the Secretarial Auditor under applicable laws.

The Company has received the consent & eligibility letter from M/s. V Suresh Associates, Practising Company Secretaries for their appointment. They have confirmed the Company that they are eligible to be appointed as Secretarial Auditor of the Company and also confirmed that their appointment if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they did not incur any of the disqualifications as specified under Regulation 24A of the Listing Regulations and that they have no conflict of interest.

Furthermore, in terms of the amended Listing Regulations, M/s. V Suresh Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The Firm confirmed that there are no pending proceedings against the Firm and partners and no order has been passed against the Firm and partners by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years.

The remuneration proposed to be paid is reasonable and commensurate with their audit experience and hence, the same is recommended by the Audit Committee and the Board of Directors for approval of Members of the Company.

Additional fees for statutory certifications and other professional services will be determined separately by the management in consultation with M/s. V Suresh Associates, and will be subject to approval by the Board of Directors and/or the Audit Committee.

The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

The eligibility letter and Peer Review Certificate from M/s. V Suresh Associates shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to the date of this AGM i.e. Friday, July 18, 2025. The Members seeking to inspect such documents can send an email to secretarial@shriramfinance.in.

The Board of Directors recommend passing of the resolution as set out at Item No.7 of this Notice.

None of the directors, key managerial personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the said resolution.

Disclosure under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed Fees	Financial Years	Proposed Fees exclusive of goods and service tax and reimbursement of out of pocket expenses
	2025-26	Rs. 2,50,000/-
	2026-27	Rs. 2,50,000/-
	2027-28	Rs. 2,50,000/-
	2028-29	Rs. 3,00,000/-
	2029-30	Rs. 3,00,000/-
Terms of appointment	M/s. V Suresh Associates, Practising Company Secretaries (Firm Registration No. P2016TN053700), will hold office from the conclusion of 46 th Annual General Meeting till the conclusion of 51 st Annual General Meeting to conduct Secretarial Audit of the Company for a term of 5 (five) consecutive financial years ending March 31, 2026, March 31, 2027, March 31, 2028, March 31, 2029 and March 31, 2030.	
Material change in fee payable to the proposed Secretarial Auditor <i>in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</i>	Previous Secretarial Auditor - SPNP & Associates, Practicing Company Secretaries, Chennai were paid Rs. 2,00,000/- for conducting Secretarial Audit for the F.Y. 2024-25. There is no material change in fee to be paid to the Secretarial Auditor proposed to be appointed through the ordinary resolution as set out at Item No. 7 of this Notice.	
Basis of recommendation for appointment and auditor credentials	The recommendations made by the Audit Committee and the Board of Directors of the Company for appointment of Secretarial Auditor is based on the evaluation and consideration of various factors such as audit experience, list of clientele and size of the firm, independent assessment and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations. <u>Brief Profile of M/s. V Suresh Associates</u> M/s. V Suresh Associates, Practising Company Secretaries is a distinguished professional services firm offering a comprehensive range of services related to corporate governance, compliance, and legal advisory with more than 20 years of standing. Experienced team of professionals assists businesses in maintaining regulatory compliance and adopting best practices in corporate governance. M/s. V Suresh Associates is established firm of practicing company secretaries in Chennai with good track record. M/s. V Suresh Associates is a peer-reviewed unit (No.: 6366/2025) by the Institute of Company Secretaries of India (ICSI). The firm provides services for ROC, NCLT, SEBI, RBI, Official Liquidator (OL), Stock Exchange compliances and advises on Company Law / SEBI /Capital Market matters.	

ITEM NO.8

The Company has been paying commission to Independent Directors for past several years of an amount decided by the Board of Directors pursuant to the Remuneration policy of the Company within the limits approved by Members from time to time. It is recalled that in this regard the last ordinary resolution authorizing the Board to fix the remuneration of Independent Directors was passed by the Members at the 43rd Annual General Meeting of the Company held on June 23, 2022, whereby the Members of the Company approved the payment of commission to Independent Directors upto Rs. 200 Lakhs for every financial year over the period of three financial years commencing from April 1, 2022 till March 31, 2025 subject to ceiling stipulated under Section 197 of the Companies Act, 2013 i.e. 1% of the net profits of the Company per financial year computed in the manner referred to in Section 198 of the Act.



Accordingly, the Board of Directors approved the payment of following commission to Independent Directors:

Financial Year	Commission paid/ to be paid* to each Independent Director who held office for full financial year	Total Amount of Commission paid/ to be paid* to all Independent Directors in the financial year
FY 2022-23	Rs. 20,00,000/-	Rs. 94,00,000/-
FY 2023-24	Rs. 20,00,000/-	Rs. 91,66,667/-
FY 2024-25	Rs. 20,00,000/-	Rs. 1,21,00,000/-

* Commission for FY 2024-25 will be paid after 46th AGM of the Company.

As per Remuneration policy of the Company, the Independent Directors who were appointed during any financial year were paid commission on pro-rata basis.

Apart from the commission, the Independent Directors are also paid sitting fees (as fixed by the Board from time to time) for attending the meetings of the Board and the Committees in which they are member(s). The sitting fees currently paid to Independent Directors is:

Board Meeting	Rs. 1,00,000/- for each meeting
Audit Committee Meeting	Rs. 75,000/- for each meeting
Other Committee(s) including Independent Directors' Meeting	Rs. 35,000/- for each meeting

The total amount of sitting fees of the Board /Committee meetings paid by the Company to Independent Directors during the last three financial years was as under:

Financial Year	Total Amount of sitting fee
FY 2022-23	Rs. 80,66,000/-
FY 2023-24	Rs. 82,34,950/-
FY 2024-25	Rs. 1,06,55,000/-

The Company has immensely benefited from the expertise, advice and inputs provided by the Independent Directors during the meetings. The Independent Directors also devote their valuable time for meetings with statutory auditors, credit rating agencies and other stake-owners as a part of their role, functions and duties of overseeing the independence of auditors, risk-management, internal financial control, maintaining highest standards of corporate governance and protection of interest of small shareholders. The Independent Directors deliberate with senior management personnel on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advices, suggestion and guidance to the management of the Company from time to time.

The Company is one of the largest listed non-banking financial company with assets under management of Rs. 2,63,190.27 crores as on March 31, 2025. Taking into account of the roles and manifold increase in responsibilities of Independent Directors in the dynamic regulatory and economic environment, complexity and large scale of business operations, increasing expectations of stakeholders and regulators emanating from pursuit to achieve the highest standards of corporate governance, the skill, expertise and competence possessed by the Independent Directors, the Board of Directors of the Company at its meeting held on April 25, 2025 have recommended Members to approve the payment of commission to Independent Directors for the Financial Years commencing from April 1, 2025 to March 31,

2028 within the a ceiling of Rs. 250 Lakhs out of profits of the Company for a financial year subject to the ceiling prescribed in Section 197 of the Act as set out in the resolution. The resolution seeks approval of the Members to authorise the Board of Directors to decide the actual amount of commission to be paid to the individual Independent Director within the above ceiling as per remuneration policy of the Company.

The Board of Directors consider that the commission proposed to be paid to Independent Directors is reasonable and commensurate with size of the Company and the experience, expertise, skills and time devoted by Independent Directors for the business affairs of the Company and recommends passing of the resolution as set out in item No.8 of the Notice.

Mr. Jugal Kishore Mohapatra, Mr. Pradeep Kumar Panja, Mr. S. Ravindran, Mr. Gokul Dixit and Mrs. M. V. Bhanumathi being Independent Directors and their relatives may be considered as concerned or interested to the extent the commission is payable to them in accordance with the proposed resolution. None of the other directors, key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NOS.9 and 10

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, as amended ('the Act'), the Board of Directors of

the Company cannot borrow moneys in excess of the amount of the paid-up share capital, free reserves and securities premium reserve, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), without the approval of the Members, by way of a special resolution.

The Members of the Company by way of special resolutions passed at the 45th Annual General Meeting of the Company held on July 30, 2024 had authorised the Board of Directors to borrow monies upto Rs. 2,35,000 crores outstanding at any point of time for the purpose of business of the Company and also authorised the Board to create security in favour of the lenders, financial institutions, banks, debenture trustee in connection with the borrowing for an amount not exceeding Rs. 2,93,750 crores.

The Company being a non-banking financial company primarily engaged in the business of retail financing, it is required to raise funds in the ordinary course of its business from time to time for the purpose of on-lending to its customers. The outstanding borrowings of the Company as at March 31, 2025 amounted to Rs. 1,96,145.17 crores. The Board of Directors considered that the increase in mobilisation of funds is necessary for the Company's growing business.

The Company's Capital Adequacy Ratio (CAR), as on March 31, 2025 stood at 20.66 % of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is well above the regulatory requirement of minimum 15%.

Considering the aforesaid budgeted projections, it is necessary to delegate powers to the Board of Directors for enhancing the limit of borrowings of the Company (apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business) from existing Rs. 2,35,000 crores to Rs. 2,95,000 crores as per the proposal as set out in the Item No.9 of this Notice.

In connections with the secured borrowings, the Company in the ordinary course of its business is required to create security by way of mortgage /charge /hypothecation of receivables and movable or immovable properties of the Company, both present and future, in favour of the bank(s), financial institutions(s), debenture trustees, security trustee, fixed deposits trustees or any other person (lenders) in such form, manner and ranking as may be required by the lenders including modification/perfection thereof from time to time. This may involve disposal of whole or substantially whole of the Company's undertaking.

In line with the proposal for enhancement of the borrowing powers of the Board as aforesaid, it is necessary to also delegate powers to the Board of Directors for enhancing the

limits for the charges created/ to be created by the Company in connection with the borrowings in favour of its lenders from existing Rs. 2,93,750 crores to Rs. 3,54,000 crores as set out in the Item No. 10 of this Notice.

The Board of Directors recommends passing of the resolutions as set out in the Item Nos.9 and 10 of this Notice.

None of the directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the said resolutions.

ITEM NO.11

Section 180(1)(a) of the Companies Act, 2013 (hereinafter referred to as the "Act"), provides that the Board of Directors of a company shall not except with the consent of the Company by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Explanation of "undertaking" for the purpose of Section 180(1)(a) of the Act shall mean an undertaking in which the investment of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year.

In the ordinary course of its business, the Company has been raising funds by way of securitisation of receivables by way of sale /assignment, which is cost effective. As on March 31, 2025, the outstanding Securitisation assets portfolio of the Company was Rs. 36,728.9 crores and outstanding direct assigned portfolio stood at Rs. 3,274.4 crores. The Members of the Company by way of special resolution passed on July 30, 2024 in its 45th Annual General Meeting had authorised the Board of Directors to securitise receivables by way of sale / assignment from time to time provided that outstanding amounts of such securitisation at any point of time shall not exceed Rs. 50,000 crores.

During the current Financial Year 2025-26, the Company will continuously review its borrowing options for optimisation of borrowing costs, maintaining good liquidity for its business growth and timely servicing of liabilities. Therefore, depending upon the market conditions, the Board of Directors of the Company may require higher limits for securitisation than the existing limit of Rs. 50,000 crore. The limit of Rs. 75,000 crores as proposed in the Special Resolution at Item No.11 of the Notice will give adequate flexibility to the Board of Directors of the Company to change its borrowing profile depending upon market conditions. With securitisation, the Company ensures better borrowing profile, leading to lower interest liability owing to its lending to priority sector as per Reserve Bank of India. The securitisation of receivables may result into disposal of undertaking as defined in the Explanation to Section 180(1)(a) of the Act.



The resolution proposed at Item No.11 is to seek the permission of the Members for enhancement of limits for selling, assigning, securitising Receivables under Section 180(1)(a) of the Act by the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors. The Board of Directors recommends passing of the said resolution.

None of the directors, key managerial personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the said resolution.

ITEM NO.12

The Company proposes to offer payment services and simplified financial solutions by leveraging Prepaid Payment Instruments, pursuant to Reserve Bank of India ("RBI") Master Direction No. RBI/DPSS/2021-22/82CO.DPSS.POLC.No.S-479/ 02.14.006/2021-22 dated August 27, 2021 on Prepaid Payment Instruments ("PPIs") as amended from time to time. The initiation and implementation of these services shall be subject to receipt of necessary approval(s) from RBI in accordance with the RBI's Master Directions on PPI, receipt of authorisation as a Payment System Operator, in accordance with the Payments and Settlement Systems Act, 2007 ("PSSA") and receipt of approvals from other statutory authorities, as may be required.

Further, as per Circular No. RBI/DPSS/2019-20/174DPSS.CO.PD.No.1810 /02.14.008/2019-20 dated March 17, 2020 (Guidelines on Regulation of Payment Aggregators and Payment Gateways), the Company also intends to act as a Payment Aggregator ("PA") and Payment Gateway ("PG"), in accordance with the Guidelines on Regulation of Payment Aggregator and Payment Gateway, amended from time to

time, and providing Unified Payments Interface ("UPI") services.

As a pre-requisite to seek RBI approval for the PPI License and offering other services as aforesaid, the Company would be required to alter its Objects Clause of the Memorandum of Association ("MOA") to include specific authorisation to enable the issuance of PPI, offer simplified financial solutions by leveraging PPI, provide payment services through cards, UPI and other permitted modes, PA, PG, obtain affiliation of authorised card networks and authorisation to enable the Company to obtain necessary statutory approvals in this regard. In view of the same, it is proposed to alter the Main Objects Clause (Clause III A) of the MOA of the Company so as to enable Company to provide various payment services and simplified financial solutions as aforesaid.

Pursuant to the provisions of Section 13 of the Act and the Rules made thereunder, as applicable, any amendment in the Memorandum of Association requires approval of the Members of the Company by way of a special resolution. The alteration shall have effect once registered by the Registrar of Companies as per the applicable provisions of the Act.

A draft copy of the altered Memorandum of Association of the Company would be available for inspection without any fee by the Members of the Company from the date of dispatch of this Notice up to the date of this AGM i.e. Friday, July 18, 2025. Members seeking to inspect such documents can send an e-mail to secretarial@shriramfinance.in.

The Board of Directors recommends passing of the resolutions as set out in the Item Nos.12 of this Notice.

None of the directors, key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board
 For **Shriram Finance Limited**

U Balasundararao
 Company Secretary & Compliance Officer
 Membership No.: FCS 12952

Mumbai

April 25, 2025

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, Plot No.14A, South Phase,

Industrial Estate, Guindy, Chennai 600 032,

Tel No: +91 44 4852 4666 Fax: +91 44 4852 5666.

Website: www.shriramfinance.in

Email id: balasundar@shriramfinance.in.

DISCLOSURE PURSUANT TO PROVISION OF REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Ignatius Michael Viljoen
Date of Birth and Age	January 14, 1973 and 52 years
Directors Identification Number (DIN)	08452443
Date of first appointment on the Board	May 14, 2019
Nationality	South African
Expertise in specific functional areas	Credit risk and credit portfolio management aspects across the various entities owned by the Sanlam Group outside of the Republic of South Africa
Profile of Director	Mr. Ignatius Michael Viljoen is a Head of Credit-Sanlam Pan Africa Portfolio Management, South Africa and is responsible for a range of credit risk and credit portfolio management aspects across the various entities owned by the Sanlam Group outside of the Republic of South Africa. He has been associated with Sanlam Group since September 2003. Sanlam is more than 100 year old company with strong financials, management and culture in South Africa. Sanlam is a diversified financial services group, headquartered in South Africa, operating across number of selected global markets. Mr. Ignatius Michael Viljoen is a nominee of Sanlam.
Qualifications	Master's degree in Economics with distinction from the University of the Free State, South Africa
Directorship held in other companies	Foreign Companies: i. Sanlam Credit Fund Advisor (Pty) Limited ii. African Life Holdings Limited iii. African Life Financial Services Zambia Limited iv. Aflife Properties Limited v. Sanlam Africa Real Estate Advisor Proprietary Limited
Membership/ Chairmanship of Committees of such companies	None
Name of listed entities from which the person has resigned in the past three years	Nil
Shareholdings in the Company including shareholding as a beneficial owner	Nil
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	There is no inter-se relationship between Mr. Ignatius Michael Viljoen, other members of the Board of Directors and Key Managerial Personnel of the Company.
Remuneration received from the Company in the F.Y. 2024-25 and F.Y. 2025-26	Nil. The Company does not pay any remuneration, sitting fees or commission to Non-Executive, Non- Independent Directors.
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	Mr. Ignatius Michael Viljoen, Director is liable to retirement by rotation and offers himself for re-appointment. No remuneration, sitting fees or commission is proposed to be paid to him.
Number of Meetings of the Board attended during the F.Y. 2024-25 and F.Y. 2025-26	F.Y. 2024-25 Attended 9 out of 9 Board Meetings held during F.Y. 2024-25 Current F.Y. 2025-26 Attended 1 out of 1 Board Meeting held till the date of this Notice during the current Financial Year 2025-26.

