

NOTICE

NOTICE is hereby given that the **Forty-Seventh Annual General Meeting of the Members of SHRIRAM FINANCE LIMITED** (the “Company”) will be held on **Friday, July 10, 2026 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, 2026, 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, 2026, 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, as circulated to the Members, 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, 2026, 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 Consolidated Balance Sheet of the Company as at March 31, 2026, 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, as circulated to the Members, be and are hereby considered and adopted.”

3. **To declare a final dividend of Rs. 6/-per Equity Share of face value of Rs. 2/-each fully paid-up and to confirm the payment of Interim Dividend of Rs. 4.80 per Equity Share of face value of Rs. 2/- each fully paid-up declared by the Board of Directors at its meeting held on October 31, 2025 for the Financial Year ended March 31, 2026 and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT a final dividend of Rs. 6/- per equity share of face value of Rs. 2/- each fully paid-up of

the Company (i.e. 300%), as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026 and that the same be paid out of the profits of the Company for the Financial Year ended March 31, 2026 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 3, 2026.

RESOLVED FURTHER THAT an Interim Dividend of Rs. 4.80 per equity share on 188,11,08,190 equity shares of face value of Rs. 2/- each fully paid-up of the Company amounting to Rs. 902,93,19,312/- (Rupees Nine Hundred and Two crores Ninety-Three Lakhs Nineteen Thousand Three Hundred and Twelve Only), declared by the Board of Directors at its meeting held on October 31, 2025, for the Financial Year ended March 31, 2026, paid to the eligible Members on November 17, 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. D. V. Ravi (DIN 00171603), 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. D. V. Ravi (DIN 00171603), 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), 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. 100,00,000/- (Rupees One crore Only) (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the Financial Year ending March 31, 2027.

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), 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. 100,00,000/- (Rupees One crore Only) (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) for the Financial Year ending March 31, 2027.

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. Appointment of Mr. Morihiko Fuji (DIN 11544762) as a Non-Executive and Non-Independent Director (Nominee of MUFG Bank Ltd.) of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to (i) the provisions of Sections 152, 161 and other applicable provisions, if

any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), (ii) the rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India (“RBI”) in this regard, from time to time, (iii) the policy on fit & proper criteria for appointment of directors of the Company, (iv) the Investment Agreement dated December 19, 2025 executed between, among others, the Company and MUFG Bank Ltd., Investor (“MUFG”), (v) the approval of the shareholders’ granted at the Extra-Ordinary General Meeting of the Company held on January 14, 2026, (vi) the provisions of Articles of Association of the Company and (vii) based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“Board”), Mr. Morihiko Fuji (DIN 11544762), nominee of MUFG, who has given his consent to act as Director of the Company and who was appointed by the Board as per Section 161(1) of the Act and Article 21 of the Articles of Association of the Company as an Additional Director of the Company with effect from April 24, 2026 in the category of Non-Executive and Non-Independent Director, being eligible, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all steps and give such directions as may be required, necessary, expedient, incidental or desirable and to delegate all or any of its powers herein conferred to any Director(s) or officer(s) of the Company to give effect to the above resolution and matter incidental thereto.”

8. Appointment of Mr. Shinichi Fujinami (DIN 11545464) as a Non-Executive and Non-Independent Director (Nominee of MUFG Bank Ltd.) of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to (i) the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 as amended (the “Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), (ii) the rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India (“RBI”) in this regard, from time to time, (iii) the policy on fit & proper criteria for appointment of directors of the Company, (iv) the Investment Agreement dated December 19, 2025 executed between, among others, the Company and MUFG Bank Ltd., Investor (“MUFG”), (v) the approval of the shareholders’ granted at the Extra-Ordinary General Meeting of the Company held on January 14, 2026, (vi) the provisions of Articles of Association of the Company and (vii) based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“Board”), Mr. Shinichi Fujinami (DIN 11545464), nominee of MUFG, who has given his consent to act as Director of the Company and who was appointed by the Board as per Section 161(1) of the Act and Article 21 of the Articles of Association of the Company as an Additional Director of the Company with effect from April 24, 2026 in the category of Non-Executive and Non-Independent Director, being eligible, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all steps and give such directions as may be required, necessary, expedient, incidental or desirable and to delegate all or any of its powers herein conferred to any Director(s) or officer(s) of the Company to give effect to the above resolution and matter incidental thereto.”

9. Re-appointment of Mr. Parag Sharma (DIN 02916744) as Whole Time Director designated as Managing Director & CEO of the Company and payment of remuneration to him and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and any other rules framed thereunder and Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and Remuneration Policy of the Company and the

recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Parag Sharma (DIN 02916744) as a Whole Time Director designated as Managing Director & CEO of the Company for a period of 5 (five) years with effect from December 13, 2026 to December 12, 2031 (both days inclusive) and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors and he be paid the remuneration as per the details given below:

A. Fixed Pay:

Fixed Pay upto Rs. 1,34,00,004/- per annum or Rs. 11,16,667/- per month, consisting of basic salary, allowances and contribution to provident fund, national pension scheme (‘retirement benefits’) as per the following:

Basic Salary	Rs. 7,06,651/- per month
Contribution to Provident Fund	Rs. 84,798/- per month (12% of the Basic Salary)
Contribution to National Pension Scheme	Rs. 98,931/- per month (14% of the Basic Salary)
Allowances:	
(i) House Rent Allowance	Rs. 1,40,385/- per month
(ii) Conveyance	Rs. 50,000/- per month
Perquisites:	
(i) Premium on Group Health/Personal Accident/Life Insurance policies	As applicable to other employees in accordance with policy of the Company
(ii) Club Fees	Subscription limited to maximum of two clubs. No lifetime membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.
(iii) Expenditure on official entertainment	Actuals
(iv) Gratuity	Not exceeding half months’ salary for each completed year of service
(v) Encashment of leave at the end of the tenure	As per the Company’s policy
(vi) Telephone, mobile, internet, data card and other communication facilities at his residence	Expenses incurred shall be paid or reimbursed as per the rules of the Company



(vii) Leave	As per the Company's policy
(viii) Other benefits	As applicable to other employees in accordance with the Company's policy

The Board on the recommendation of the Nomination and Remuneration Committee may approve further increase in the Fixed Pay up to Rs. 3,00,00,000/- per annum or Rs. 25,00,000/- per month during the tenure of his re-appointment. The above-mentioned Fixed Pay will also cover the annual increase in his basic salary, allowances and retirement benefits as linked to the revision in the basic salary effective from April 1, 2027 till the end of his tenure. The quantum of the annual increase in the Fixed Pay will be performance-based and as may be decided by the Board of Directors on recommendation of Nomination and Remuneration Committee.

B. Variable Pay:

- i. In addition to the Fixed Pay as mentioned above, Mr. Parag Sharma will be entitled to performance-based variable pay linked to achievement of performance parameters such as growth in business volumes and profits, Net Interest Margin (NIM), product innovation/offerings, branch expansion in new and existing geographies, laying and implementing the digital roadmap (digitalisation) for the Company, etc. as assessed by the Nomination and Remuneration Committee and the Board of Directors every year subject to limit of 50% of the Fixed Pay for every financial year or part thereof as determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.
- ii. Mr. Parag Sharma will be entitled to grant of Stock Appreciation Rights ("SAR") Units under the Shriram Finance Limited Employees Phantom Stock Appreciation Rights Plan 2024 (PSAR Plan) or grant of options/units under any other share-linked employee benefit scheme/plan as may be framed by the Company in future such that the value of the benefit/perquisite arising out of grant of such SAR Units as per the vesting schedule of 4 years under PSAR Plan or grant of options/units under such other share-linked employee benefit scheme/plan as may be framed by the Company shall be subject to limit of 50% of the Fixed Pay drawn by Mr. Parag Sharma for every financial year or part thereof as determined by the Board of Directors on the recommendation of the Nomination

and Remuneration Committee subject to achievement of his performance parameters such as growth in business volumes and profits, NIM, product innovation/offerings, branch expansion in new and existing geographies, laying and implementing the digital roadmap (digitalisation) for the Company, etc. as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion.

Variable component of Remuneration:

Particulars	Proposed (in Rs.)
Variable Pay	Up to 100% of the Fixed Pay
1. Cash component	Up to 50% of Variable Pay
2. Non-Cash component (Share-Linked Instruments)	Up to 50% of Variable Pay
% of Variable Pay to Fixed Pay and	Up to 100% of the Fixed Pay
% of Variable Pay in Total Remuneration	Up to 50% of Total Remuneration

Other Applicable Terms:

- i. Mr. Parag Sharma shall not be paid any sitting fees for attending Meetings of the Board or Committee thereof.
- ii. The Board may revise, alter and vary the terms and conditions of his re-appointment, including his remuneration, within the above limits of remuneration fixed by the Members as mentioned in this resolution, in accordance with the policies of the Company, subject to the applicable provisions of Schedule V to the Act.
- iii. Unless the Board decides otherwise, Mr. Parag Sharma will not be liable to retire by rotation at the Annual General Meeting till such time he holds the office of the Managing Director & CEO of the Company.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, Mr. Parag Sharma shall be entitled to receive the Fixed Pay as per clause (A) of this resolution including retirement and other perquisites as set out above, subject to compliance with the applicable provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To enter into Material Related Party Transaction(s) with MUFG Bank Ltd. and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 and other applicable regulations read with Schedule XII to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 read with other rules framed thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Materiality of Related Party Transactions (RPTs) and dealing with (RPTs), based on the approvals of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Company for entering into/carrying out

the following related party transaction(s)/contract(s)/arrangement(s)/agreements(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations with MUFG Bank Ltd. (“MUFG”), being a related party of the Company under Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount not exceeding Rs. 33,500 crores (Rupees Thirty - Three Thousand Five Hundred crores only) during the financial year 2026-27 and on such terms and conditions as set out in the Explanatory Statement annexed to this Notice, provided that such transaction(s)/contract(s)/arrangement(s)/agreements(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company:

Sr. No.	Proposed Transactions	Amount (Rs.in crores)
1.	Repayment/Prepayment of the existing borrowings and payment of interest thereon	4,424
2.	Borrowings through loans/working capital limits/debt securities/ refinancing / securitisation by way of pass-through certificates/ any other method and payment of interest and principal/redemption thereon	20,432
3.	Corporate Guarantee for securitisation transactions	1,000
4.	Derivative transactions/contracts (notional value) including hedge unwinding gain/loss, CSA margin (maximum o/s at any point of time and interest thereon)	4,620
5.	Treasury related expenses and syndication/advisory fees	324
6.	Placing Fixed Deposits (FDs) (Lien marked / Free), receipt of interest on FDs and maturity of FDs	2,700
	Total	33,500
7.	Any other transactions / arrangements, subject to approval of the Audit Committee from time to time	The value of transaction will be as approved by the Audit Committee from time to time within the overall ceiling/limit of Rs.33,500 crores.

RESOLVED FURTHER THAT the above sub-limits shall be inter-changeable within the overall ceiling of Rs. 33,500 crores, depending on market opportunities and conditions and that such transactions shall be reported to the Audit Committee from time to time.

RESOLVED FURTHER THAT all the transactions of the above nature between the Company and MUFG, to the extent undertaken before the date hereof, during present or prior period and outstanding, or proposed to be undertaken, on arm’s length and ordinary course of business nature thereof, be and are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of the Company) or person/(s) as authorised

by the Board be and are hereby authorised to do and perform all such acts, deeds, matters and things, as it/they may consider necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, as applicable, in this regard and to take necessary steps 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) authorised by the Board expressly by the authority of this resolution.”



Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 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. 03/2025 dated September 22, 2025 (“MCA Circulars”) has allowed the Companies to conduct the Annual General Meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) till further orders. In compliance with the aforesaid MCA Circulars, the 47th Annual General Meeting of the Members of the Company (“47th AGM” or “Meeting”) 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 Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a Member of the Company. Since this 47th AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with, in line with the MCA Circulars and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”). As this 47th 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 of the 47th AGM.
3. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the 47th AGM of the Company through VC/OAVM facility.
4. Institutional/Corporate Members (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/Authorization etc., authorizing its representative to attend the 47th 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/Authorization shall be sent by registered email address to the Scrutinizer at sfldt.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 10 is annexed and form part of this Notice.
6. The brief details of the Directors, who are proposed to be appointed/re-appointed as per the Notice of this 47th AGM is annexed hereto as per the requirements of Regulation 36(3) of the Listing Regulations, as amended and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
7. The payment of Final Dividend for Financial Year 2025-26, upon declaration by the Members at the 47th AGM, will be made subject to deduction of tax at source, as applicable, before August 9, 2026 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 3, 2026 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 3, 2026.
8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 4, 2026 to Friday, July 10, 2026 (both days inclusive) for the purpose of payment of the Final Dividend and 47th AGM of the Company.
9. The facility of joining the 47th AGM through VC/OAVM will be opened 30 minutes before and will remain open for 15 minutes after the scheduled start time of the 47th 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 47th AGM. Members can view the proceedings of the 47th AGM by logging on the website of CDSL at <https://www.evotingindia.com> using their secure login credentials. The recorded transcript of the 47th 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 and the relevant Rules made thereunder read with MCA Circulars has extended the relaxation from sending physical copies of Notice and Financial Statements to the Members of the Company.
12. Accordingly, Notice of the 47th AGM along with the Annual Report for F.Y. 2025-26 had been 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/companysecretary@shriramfinance.in) mentioning Folio No/DP ID and Client ID.

13. As per Regulation 36 and 58 of the Listing Regulations, a letter providing the web link, including the exact path, where the complete details of Annual Report are available alongwith a static Quick Response code has been sent to the Members/Debentureholders who have not registered their email address with Company/RTA/ Depository Participants (DPs).
14. Members may note that the Notice and Annual Report for F.Y. 2025-26 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 www.evotingindia.com/.
15. 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 DPs/Company's Registrar to the Issue and Share Transfer Agent, Integrated Registry Management Services Private Limited ("RTA") latest by Friday, July 3, 2026 for receiving the Notice of the 47th 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.
16. Members attending the 47th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. 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 3, 2026 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.
18. a) For Non-Individual Members, who acquire shares of the Company and becomes a Member after dispatch of the Notice of the 47th AGM, but holds shares as on the Cut-off Date for remote e-Voting i.e. Friday, July 3, 2026, 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 47th AGM, but holds shares as on the Cut-off Date for remote e-Voting i.e. Friday, July 3, 2026, 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 47th AGM and Members participating at the 47th 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 47th AGM. Members who have cast their vote by remote e-Voting prior to the 47th AGM will also be eligible to participate at the 47th 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".

19. 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 47th AGM.
20. 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 – 600 032, 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 47th AGM. Members seeking to inspect such documents can send an e-mail at (secretarial@shriramfinance.in/companysecretary@shriramfinance.in)
21. 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 Scrutinizer to scrutinize the remote e-Voting and e-Voting process at the 47th AGM in a fair and transparent manner and they have consented to act as Scrutinizer.
22. Securities and Exchange Board of India ("SEBI") vide its Circulars dated May 17, 2023, November 17, 2023, May 7, 2024, June 10, 2024 and Master Circular



No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 (“SEBI Circulars”) has mandated Members 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 had sent individual communications to all the Members holding shares of the Company in physical form. In case of Physical Members 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 www.ipostatus.integratedregistry.in/KYCRegister.aspx. SEBI has mandated listed companies to issue securities in demat form only while processing investor service requests and any payments including dividend in respect of shares held in physical form shall only be made electronically upon registering the required KYC details with effect from April 1, 2024.

23. 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 dematerializing the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
24. To support the ‘Green Initiative’, Members who have not yet registered their email address are requested to register their email address with their DPs 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.
25. In accordance with the provisions of Income Tax Act, 2025 read with amendment thereof, dividend declared or distributed or paid by a Company on equity shares shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (“TDS”) at prescribed rates from dividend paid to Members at the time of distribution or payment of dividend. 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, 2025.

Members are requested to note that in case their PAN is not registered or, not linked with Aadhaar the tax shall be deducted at source at 20%.

A Resident Individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121 as per the Income Tax Rules, 2026, to avail the benefit of non-deduction of tax at source. For Non-Resident Member [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 41, 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 Members on or before Friday, July 3, 2026. A separate email was sent to 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.

26. Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nomination details, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc., to their DP in case their shares are held in demat form and to RTA in case the shares are held in physical form.
27. Nomination Facility: As per the provisions of Section 72 of the Act read with 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 No. SH-13 with RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs.
28. Non-Resident Members: Non-Resident Members are requested to immediately notify the following to the Company in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized 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.
29. Members are requested to note that, dividends if not encashed for a 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 dividend remains unclaimed for a period of 7 (seven) consecutive years or more 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 Authority, may claim the same by making an online application to the IEPF Authority in web Form No.IEPF-5 available on www.mca.gov.in.
30. 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 DPs and holdings should be verified from time to time.
31. Pursuant to letter issued by the IEPF Authority on July 16, 2025, the Company successfully implemented the “100 Days Campaign- Saksham Niveshak” from July 28, 2025 to November 6, 2025, focused on proactive shareholders engagement. Through this campaign, the Company aimed to assist the Members to encash/collect their Dividend(s) lying in the Unclaimed Dividend Account(s) maintained by the Company by updating their KYC details and related matters, well before the same is transferred to IEPF Authority. The Company created awareness of this campaign through e-mails, newspaper- advertisement (English & Tamil version), website and intimation to stock exchanges etc. The Company was able to successfully credit dividend amount to the Members before it was due for transfer to IEPF Authority on account of these initiatives and guidance from the IEPF Authority. Subsequently, the Company has initiated Second “100 Days Campaign- Saksham Niveshak” from April 1, 2026 to July 9, 2026 to reach out to the Members of the Company. Members are encouraged to avail this opportunity to update their KYC and bank account details and claim their dividend/shares within the stipulated timelines thereby, avoiding transfer of such amounts to the IEPF Authority.
32. SEBI had opened the Special Window for re-lodgement of transfer requests for physical shares from July 7, 2025 till January 6, 2026, vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, encouraging investors to re-lodge transfer deeds, which were lodged prior to the deadline of April 1, 2019 and rejected/returned due to deficiency in the documents/process/or otherwise. Further, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has re-opened the Special Window for transfer and dematerialisation of physical securities for a period of 1 (one) year from February 5, 2026 to February 4, 2027. In accordance with the Circulars, the Company has created awareness through newspaper-advertisement (English & Tamil version), website and stock exchanges filings to encourage Members to avail benefit from this facility.
- 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 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 - 600 017 before transfer to IEPF on the following respective dates. The intimation in this regard was 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
2019	August 2, 2026	--	2022	--	December 4, 2028 and April 10, 2029
2019 (erstwhile SCUF)	September 2, 2026	--	2022 (erstwhile SCUF)	--	December 2, 2028 and April 11, 2029
2020	--	November 29, 2026	2023	July 29, 2030	January 29, 2030
2020 (erstwhile SCUF)	--	November 28, 2026	2024	September 4, 2031	December 1, 2030 and March 1, 2031
2021	July 30, 2028	December 4, 2027 and April 30, 2028	2025	August 23, 2032	November 30, 2031 and March 1, 2032
2021 (erstwhile SCUF)	September 2, 2028	December 6, 2027 and April 29, 2028	2026	--	December 6, 2032

- 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 for 7(seven) consecutive years or more 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 2025-2026, the Company had transferred 4,61,310 Equity shares of face value of Rs. 2/- each in respect of which the following dividend was not claimed for 7 (seven) consecutive years or more as mentioned below:

Financial Year	Type of Dividend	No. of Shares Transferred to IEPF Authority	Filing date of Form No. IEPF-4
2017-2018	Final Dividend	3,46,950	October 29, 2025
2017-2018 (erstwhile SCUF)	Final Dividend	21,665	October 31, 2025
2018-2019	Interim Dividend	88,645	January 23, 2026
2018-2019 (erstwhile SCUF)	Interim Dividend	4,050	January 29, 2026

- 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 and interest amounts thereon, if unclaimed/unencashed by you, by sending an email to customersupport@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, if unclaimed/unencashed by you, by sending a request at stfcipo@integratedindia.in.

The Investors who have a claim on above dividends, equity shares, fixed deposits and NCDs may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. 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 Standard on General Meetings ('SS-2'), Regulation 44 of the Listing Regulations read with SEBI Master circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, 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 47th 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 7, 2026 (9.00 a.m. IST)** and ends on **Thursday, July 9, 2026 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as

on **Friday, July 3, 2026 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 47th AGM through VC/OAVM facility and have not cast their vote on the Resolutions proposed in the Notice of the 47th AGM through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the 47th AGM.

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

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

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in Demat mode CDSL/NSDL is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 & My Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting 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 & My Easi New (Token) 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 held 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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
Individual Members (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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members 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 Members 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.com or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of Members holding shares in physical mode and Non-Individual Members in demat mode.

- 1) Login method for e-Voting and joining virtual meetings for Physical Members and Members other than Individual holding in Demat form.



- 1) The Members 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. Members 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 Members and other than Individual Members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as Physical Members) <ul style="list-style-type: none"> • Members 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. <ul style="list-style-type: none"> • 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) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For Members 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 scrutinizer for verification.
- 18) Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.
 - Non-Individual Members (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 scrutinizer to verify the same.
- Alternatively Non-Individual Members are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sfldt.scrutinizer@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS ATTENDING THE 47TH AGM THROUGH VC/OAVM & FOR E-VOTING AT THE MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting at the 47th 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 the Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the 47th AGM.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Members 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 Members, who are present in the 47th 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 47th AGM.
8. If any Votes are cast by the Members through the e-Voting available at the 47th AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-Voting at the Meeting is available only to the Members attending the Meeting.

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

1. For Physical Members - Please provide necessary details like Folio No., Name of Member, 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 Members - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Members – 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 47th 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, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 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 & Chief 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/companysecretary@shriramfinance.in)

Instructions for attending/joining the 47th AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the 47th 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 47th 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. **Questions prior to 47th AGM:** Members are requested to send their questions in advance from Monday, July 6, 2026 to Wednesday, July 8, 2026 mentioning their name, demat account number/folio number, email ID, mobile number at SFLAGM2026@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 47th AGM would require microphone and speakers/headphone.

8. **Speaker Registration during 47th AGM:** 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 6, 2026 to Wednesday, July 8, 2026 mentioning their name, demat account number/folio number, email ID, mobile number at SFLAGM2026@shriramfinance.in. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the 47th AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 47th AGM.
9. **Scrutinizer's Report and declaration of results:**
 - i. The Scrutinizer shall, immediately after the conclusion of voting at the 47th AGM, first count the votes cast at the Meeting, thereafter unblock the votes through e-Voting and make a consolidated Scrutinizers' report of the total votes cast in favour or against, within 2 (two) working days of the conclusion of the 47th AGM, to the Chairman or Mr. Umesh Revankar, Executive Vice Chairman or Mr. Parag Sharma, Managing Director & CEO or Mr. S. Sunder, Joint 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 Scrutinizer'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 47th AGM of the Company.

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

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

Mumbai
June 3, 2026

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: companysecretary@shriramfinance.in



ANNEXURE TO NOTICE

Explanatory Statement in respect of Item Nos. 7 to 10 pursuant to Section 102 (1) of the Companies Act, 2013

ITEM NOs. 7 and 8

The Board of Directors of the Company (“**Board**”) at its meeting held on December 19, 2025 had *inter-alia* approved: (i) the execution of the Investment Agreement on December 19, 2025 (“**Investment Agreement**”) between, among others, the Company and MUFG Bank Ltd., Investor (“**Investor**”/“**MUFG**”); (ii) the issuance of 471,121,055 fully paid-up Equity Shares of face value of Rs. 2/- each fully paid up equivalent to 20% of the post preferential Equity Share capital of the Company (on a fully diluted basis) as on the date of completion of the Preferential Issue in terms of the Investment Agreement, for cash, at an issue price of Rs. 840.93 per Equity Share for an aggregate consideration not exceeding Rs. 396,179,828,781.15 to MUFG (“**Preferential Issue**”), subject to the approval of the Members, Reserve Bank of India (“**RBI**”), Competition Commission of India (“**CCI**”) and other applicable regulatory approvals and subject to the completion of other conditions precedent as agreed between the Investor and the Company in terms of the Investment Agreement.

The Investment Agreement, among other matters, provides for certain identified rights in favour of the Investor, including the right to nominate retiring non-executive and non-independent directors to the Board of the Company (subject to the shareholding thresholds mentioned below) (the “**Director Nomination Right**”):

Shareholding Thresholds	Maximum number of Investor Directors
At least 15%	Entitled to nominate 2 (two) Investor Directors
Less than 15% but not less than 10%	Entitled to nominate 1 (one) Investor Director
Less than 10%	The Investor shall not be entitled to nominate any directors to the Board

Further, the Members of the Company at its Extra-Ordinary General Meeting held on January 14, 2026 *inter-alia* approved the Preferential Issue and the special rights granted to the Investor under the Investment Agreement, including the Director Nomination Right.

The Preferential Issue was completed on April 8, 2026, after receipt of all necessary statutory and regulatory approvals (including the approval of the CCI received on March 25, 2026).

Pursuant to the above, in accordance with Section 160 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), the Company had received a communication from the Investor on February 12, 2026 nominating Mr. Morihiko Fuji and Mr. Shinichi Fujinami as directors on the Board, in the Non-Executive and Non-Independent category.

The Nomination and Remuneration Committee and the Board vide their resolutions passed by circulation on February 12, 2026, respectively, had assessed and determined that Mr. Morihiko Fuji and Mr. Shinichi Fujinami satisfy the applicable ‘fit and proper’ criteria for appointment as directors of the Company in terms of the extant RBI regulations/circulars applicable with respect to the appointment of directors on the board of directors of NBFCs.

Further, the Company received approval from the RBI on April 22, 2026 for the change in composition of the Board under the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025.

In terms of Sections 152 and 161(1) of the Act and the Articles of Association of the Company, the Board, basis the recommendation of the Nomination and Remuneration Committee, had reviewed the candidature of Mr. Morihiko Fuji and Mr. Shinichi Fujinami, and was of the opinion that they are each a person of integrity and considering their respective qualifications, extensive knowledge and rich experience in the matters of Financial Services and Banking, Governance Ethics and Regulatory Oversight, Audit and Risk Management, the appointment of Mr. Morihiko Fuji and Mr. Shinichi Fujinami is in the interest of the Company.

Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting on April 24, 2026 appointed Mr. Morihiko Fuji (DIN 11544762) and Mr. Shinichi Fujinami (DIN 11545464), nominees of MUFG as Additional Directors, in the category of Non-Executive and Non-Independent Directors (“**Nominee Directors**”) with effect from April 24, 2026, liable to retire by rotation, subject to approval of Members of the Company. As per Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) they shall hold office up to the date of next general meeting or three months from the effective date of appointment, whichever is earlier.

Brief profile of the Nominee Directors

Mr. Morihiko Fuji

Mr. Morihiko Fuji, aged 48 years, holds a Bachelors’ Degree of Arts in Economics from the University of Tokyo, Japan. Mr. Morihiko is a senior banking professional with over two decades of experience at MUFG Bank Ltd., Japan. He currently serves as the Managing Director and Head of Global Commercial Banking Planning Division since April 2026. Prior to that he served as the Managing Director and Head of Business Development Office Corporate Planning Division.

Over the years, he has held various leadership positions in Corporate Planning and Strategic Alliance functions, overseeing corporate planning, internal management oversight, governance, risk management and group-wide M&A strategy.

He has also been seconded to Union Bank, U.S. (2013 - 2018), where he was responsible for financial and strategic planning and M&A execution. His experience includes cross-border transactions, strategic investments, and development of retail and digital financial services initiatives across Japan and Asia.

Mr. Shinichi Fujinami

Mr. Shinichi Fujinami, aged 50 years, holds a Bachelors' Degree of Economics from the University of Tokyo, Japan. He currently serves as the Managing Director and Head of Global Commercial Banking Planning Division since May 2026. Prior to that he served as the Managing Director and Head of the Japanese Corporate Banking Division for the Americas (U.S. West) and Head of the Los Angeles Branch at MUFG Bank Ltd., covering the bank's business with Japanese corporate clients on the U.S. West Coast.

He has over two decades of experience in the banking industry, with a focus on corporate banking, planning, and strategy. Prior to taking the JCB West role in May 2024, he held the Head of JCB Planning position since April 2022, in addition to being the Deputy Head of JCB Americas which is a role he took on in October 2023.

He joined Bank of Tokyo-Mitsubishi in 1999. Since then, he has held various strategic roles within the firm, primarily in the corporate banking and planning divisions in Japan and in the United States, where he was able to garner extensive relevant experience.

The disclosures and details of terms and conditions of appointment of Mr. Morihiko Fuji and Mr. Shinichi Fujinami as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement.

The Company has received from the said Nominee Directors all statutory disclosures/declarations from the said Nominee Directors including the (i) consent in writing to act as director under section 152(5) of the Act in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the said rules, to the effect that they are not disqualified under Section 164 of the Act from being appointed as a director of the Company and (iii) declaration that they are not related to any director of the Company and not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India (SEBI) or any other such authority.

The Company has also obtained a certificate from a practicing company secretary confirming that the Nominee Directors

have not been debarred or disqualified from being appointed as directors of the Company by the Securities and Exchange of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The Board, therefore, recommends the appointment of Mr. Morihiko Fuji (DIN 11544762) and Mr. Shinichi Fujinami (DIN 11545464) as Directors, in the Non-Executive and Non-Independent category, effective April 24, 2026, liable to retire by rotation, at set out at Item Nos. 7 & 8 of this Notice, for approval by way of an Ordinary Resolution.

Neither Mr. Morihiko Fuji (DIN 11544762) nor Mr. Shinichi Fujinami (DIN 11545464) are related to any Directors or Key Managerial Personnel ("KMP") of the Company.

Except Mr. Morihiko Fuji and Mr. Shinichi Fujinami and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the resolutions set out at Item Nos. 7 & 8 of this Notice.

ITEM NO. 9

The Members of the Company at its 43rd Annual General Meeting held on June 23, 2022 approved the appointment of Mr. Parag Sharma (DIN 02916744) as Whole Time Director designated as Joint Managing Director & Chief Financial Officer of the Company for a period of 5 (five) years with effect from December 13, 2021 to December 12, 2026 (both days inclusive), liable to retire by rotation and payment of remuneration to him.

Further, the Members of the Company passed an ordinary resolutions (i) on February 21, 2023 through Postal Ballot for restructuring and revision of his remuneration (ii) for elevation and re designation of Mr. Parag Sharma as Managing Director & CFO with effect from June 1, 2024, along with revision in his remuneration at its 45th Annual General Meeting held on July 30, 2024 and (iii) on December 2, 2025 through Postal Ballot for elevation and re-designation as Managing Director & CEO with effect from December 5, 2025.

The present tenure of Mr. Parag Sharma as Managing Director & CEO of the Company will expire on December 12, 2026.

Mr. Parag Sharma is eligible for re-appointment pursuant to Section 196(3) of the Companies Act, 2013 (the "Act") read with part I of Schedule V to the Act. Mr. Parag Sharma meets the fit and proper criteria for director as prescribed under Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025.

Mr. Parag Sharma, aged 56 years, is a commerce graduate from Delhi University as well as a graduate from the Institute of Cost Accountants of India (ICMAI). He has been working with Shriram Group for more than three decades and rose to the position of Managing Director & CEO with



effect from December 5, 2025. He plays important role of steering further improvement in the business performance and profitability, enhancing credit rating of the Company, overseeing optimum utilisation of surplus short-term funds through smart treasury initiatives, growing new businesses, etc in addition to effective mobilising funds required for growth of business of the Company in cost effective manner as a Managing Director & CFO up to December 4, 2025.

Mr. Parag Sharma is leading the executive team of the organisation and ensuring alignment for delivery of business results. He is responsible for growth in business volumes and profits, Net Interest Margin (NIM), product innovation/offerings, branch expansion in new and existing geographies, laying and implementing the digital roadmap (digitalisation) for the Company.

He is a member of various committees constituted by the Board including Stakeholders' Relationship Committee, Customer Service Committee, Corporate Social Responsibility Committee, IT Strategy Committee, Risk Management Committee, Asset Liability Management Committee, Banking & Finance Committee, Environmental, Social and Governance Committee, Special Committee of the Board for Monitoring and follow-up cases of Frauds, Review Committee for treatment of Wilful Defaulters, Securities Transfer Committee, Investment Review Committee, Allotment Committee (NCDs), ESOP Allotment Committee, etc.

Considering Mr. Parag Sharma's significant contributions to the Company's growth and stability and his dedicated service of more than three decades, the Board of Directors in its meeting held on April 24, 2026, based on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Parag Sharma for a further period of 5 (Five) years with effect from December 13, 2026 upto December 12, 2031, subject to approval of Members, on terms and conditions including remuneration as mentioned in the resolution set out at Item no. 9 of this Notice of the Annual General Meeting. In addition to the Fixed Pay, Mr. Parag Sharma will be entitled to Variable Pay linked to achievement of performance parameters by him as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion. The Variable Pay is divided into two parts – viz. (i) Cash Variable Pay subject to limit of 50% of the Fixed Pay in a financial year or part thereof and (ii) grant of SAR Units at a discount not exceeding twenty percentage on the average closing price of fully paid-up equity shares of the Company during the 90 trading days preceding the date of grant under the PSAR Plan or grant of options/units under any other share-linked employee benefit scheme/plan as may be framed by the Company in future such that the value of the benefit/ perquisite arising out of grant of such SAR Units as per the vesting schedule of 4 years under PSAR Plan or grant of options/units as per the

vesting schedule of such other share-linked employee benefit scheme/plan as may be framed by the Company subject to limit of 50% of the Fixed Pay drawn by him for a financial year or part of the financial year during the tenure of his appointment.

While the value of the Variable Pay under PSAR Plan will be determined as on the date of the grant of SAR Units to Mr. Parag Sharma, however, the actual benefit/perquisite will be based on the value as on the date of vesting / exercise of such SAR Units.

The provisions with respect to Malus and/or Clawback shall be applicable for Variable Pay as prescribed in the Remuneration Policy of the Company in accordance with RBI Circular. The appointment of Mr. Parag Sharma may be terminated by giving three months' notice in writing or salary in lieu thereof. There is no separate provision for the payment of severance fees.

The Company has received from a Member the notice under Section 160 of the Act proposing the candidature of Mr. Parag Sharma for the office of director.

The Ordinary Resolution at Item No.9 and the Explanatory Statement as set out in this Notice may be considered as a written Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Parag Sharma in terms of Section 190 of the Act.

The Board of Directors is of the opinion that continuity of services of Mr. Parag Sharma in the capacity Managing Director & CEO is in the interest of the Company and its stakeholders' for effective implementation of the Company's future growth plans. The Nomination and Remuneration Committee and the Board recommend to the Members passing of the resolution as set out in Item no.9 of this Notice.

The Board considers that the remuneration proposed to be paid to Mr. Parag Sharma as a Whole Time Director designated as Managing Director & CEO of the Company is reasonable and commensurate with his qualification and experience.

Disclosures and details of terms and conditions of re-appointment of Mr. Parag Sharma as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement.

Except Mr. Parag Sharma and his relatives, 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.

All relevant documents referred in this Notice will be available for inspection to the Members of the Company without any fee at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays,

Sundays and Public Holidays) from the date of dispatch of this Notice up to the date of AGM i.e. Friday, July 10, 2026.

ITEM NO. 10

Pursuant to the Special Resolutions passed by the Members of the Company at their Extra-Ordinary General Meeting held on January 14, 2026 and upon receipt of necessary regulatory approvals, on April 8, 2026, the Company allotted 471,121,055 fully paid-up equity shares of face value of Rs. 2/- each fully paid-up at an issue price of Rs. 840.93 per share (including a premium of Rs. 838.93 per share) on a preferential basis to MUFG Bank Ltd. ("MUFG") on receipt of the subscription amount of Rs. 39,617.98 crores in terms of Investment Agreement dated December 19, 2025 executed between, among others, the Company and MUFG Bank Ltd., Investor ("MUFG") *inter-alia*, between the Company and MUFG dated December 19, 2025. Consequently, MUFG has become a public shareholder of the Company representing 20% equity stake on a fully diluted basis.

Accordingly, MUFG is classified as a related party of the Company effective from April 8, 2026 in terms of Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all transactions with MUFG from April 8, 2026 are subject to the compliance with the applicable provisions of the Companies Act, 2013 (the "Act") and Listing Regulations read with Industry Standards on Related Party Transactions.

During the financial year 2026-27, the following related party transactions (RPTs) are proposed to be undertaken by the Company with MUFG, in the ordinary course of business and at an arm's length basis, to meet its business requirements for an amount aggregating upto Rs. 33,500 crores, which will exceed the above mentioned materiality threshold for RPTs:

Sr. No.	Proposed Transactions	Amount (Rs. in crores)
1.	Repayment/Prepayment of the existing borrowings and payment of interest thereon	4,424
2.	Borrowings through loans/working capital limits/debt securities/refinancing/ securitisation by way of pass-through certificates/any other method and payment of interest and principal/redemption thereon.	20,432
3.	Corporate Guarantee for securitisation transactions	1,000
4.	Derivative transactions/contracts (notional value) including hedge unwinding gain/loss, CSA margin (maximum o/s at any point of time) and interest thereon)	4,620
5.	Treasury related expenses and syndication/advisory fees	324
6.	Placing Fixed Deposits (FDs) (Lien marked / Free), receipt of interest on FDs and maturity of FDs	2,700
	Total	33,500
7.	Any other transactions/arrangements, subject to approval of the Audit Committee from time to time	The value of transaction will be as approved by the Audit Committee from time to time within the overall ceiling/limit of Rs. 33,500 crores.

Note: The above sub-limits shall be inter-changeable within the overall ceiling of Rs. 33,500 crores, depending on market opportunities and conditions.

In terms of Regulation 23 of the Listing Regulations, material related party transactions and any subsequent material modifications thereof, require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover of the listed entity exceeds Rs. 40,000 crores, a related party transaction between the listed entity and related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 3,000 crores plus 2.5% of the annual consolidated turnover of the listed entity above Rs. 40,000 crores or Rs. 5,000 crores, whichever is lower.

The annual consolidated turnover of the Company as per the last audited financial statements for the year ended March 31, 2026 is Rs. 48,132.95. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is Rs. 3,203.32 crores.

The Company being an NBFC undertakes in the ordinary course of its business various transactions of the type/nature mentioned in the table below with various entities/person(s) consisting of banks, NBFCs, institution(s), body corporate(s) etc. MUFG and its subsidiaries are amongst such entities/persons. As of April 7, 2026 i.e. prior to MUFG becoming a Related Party, the outstanding amount under such existing transactions stood at Rs. 10,000 crores.



The details of the RPTs entered/to be entered into between the Company with the MUFG are as under:

1. Repayment/Prepayment of the existing borrowings and payment of interest thereon:

The Company being an NBFC, in the ordinary course of business, entered into various transactions with MUFG prior to its classification as a related party on April 8, 2026. During the financial year 2026-27, the Company will continue to make repayment/prepayment of the existing borrowings and payment of interest thereon in terms of the existing agreements and as may be mutually agreed between the Company and MUFG.

2. Borrowings:

The Company borrows money from various banks/NBFCs/institutions/body corporate (lenders) for onward lending, working capital requirements and/or for general corporate purpose of the Company. The outstanding borrowings of the Company as at March 31, 2026 amounted to Rs. 2,50,689.88 crores.

The value of transactions with respect to the proposed borrowings (including payment of principal and interest thereon) for the financial year 2026-27 would be up to Rs. 20,432 crores i.e. approx. 42.45% of annual consolidated turnover of the Company for the financial year 2025-26.

a. Funded and non-funded facilities:

Funded and non-funded facilities are availed on a short term/long term basis in one or more tranches by the Company in ordinary course of business from various lenders on the basis of sanctioned amount and agreement entered with various lenders, including MUFG, as per the resource mobilisation plan of the Company.

The type of facility, terms, end-use and tenure of the transaction, in each case, depends on the funding requirements of the Company and the prevailing market rates. The facilities are availed by the Company on the basis of competitive rates received for similar type of loans from other lenders at that point in time. The interest and fee payments are consequential to the transactions originating out of principal transactions in the form of loan, cash credit facility etc. Therefore, the quantum of such consequential transactions depends on the value of the principal transaction. MUFG is one of the major foreign lenders in India and it is in the interest of the Company to have MUFG as one of the lenders to ensure high availability of resources.

b. Issuance of debt securities

The Company in the ordinary course of its business raises funds by way of issuance of debt securities,

which may be secured or unsecured, at prevailing market rate of interest and conditions, cost of funds, tenor etc. through public issue/private placement in onshore/offshore market in accordance with policies of the Company. The investment in Non-Convertible Debentures of the Company happens through the Electronic Bidding Platform of stock exchanges as per the prescribed SEBI norms. The issuance would be made at the terms uniformly applicable to all investors (including MUFG). The interest payment and any fee are consequential to the principal transactions and would be in accordance with the terms of issue uniformly applicable to all investors. This is in furtherance of the fund raising activities of the Company and in the interest of the Company.

c. Securitisation

The Company generally undertakes assets backed (loan receivables) securitisation transactions through trust or special purpose vehicle (SPV) which issues Pass-Through Certificates to the investors in accordance with RBI Directions on Securitisation and respective policies framed by the Company thereunder and such other laws as may be applicable from time to time.

The Company may undertake securitisation (Pass-Through Certificates) transactions with MUFG through SPV, basis the business requirements, market dynamics and liquidity position of the Company at that point in time. The exposure to MUFG along with other lenders provides additional leverage to the Company to borrow from multiple sources. The Company may create fixed deposits or provide corporate guarantee in favour of trust (in lieu of fixed deposits) for the benefit of PTC holders (including MUFG) to cover certain obligations (like repayment shortfalls, credit enhancement, or liquidity support) if the underlying assets underperform. The Company benefits from the securitisation transactions by raising funds at very competitive rates and is therefore, in the interest of the Company.

3. Corporate Guarantee for securitisation transaction:

In case of securitisation transactions, the Company appoints trust for the benefit of the holders (“Investors”) of Pass Through Certificates issued by the trust and it may provide credit collateral in the form of a guarantee, in the ordinary course of business, to meet any defaults/delays in relation to payments to be made to the trustee acting on behalf of the Investors, under the Transaction Documents.

The Company may, if required, issue a Corporate Guarantee for securitisation transactions in favour of trust for the benefit of the investors/PTC holders including MUFG.

The value of the proposed corporate guarantee for securitisation transaction for the financial year 2026-27 would be up to Rs. 1,000 crores i.e. approx. 2.08% of annual consolidated turnover of the Company for the financial year 2025-26.

4. Derivative transactions - Hedging and CSA limits

The Company in the ordinary course of business raises funds from various banks/NBFCs/institutions/body corporate (lenders) to meet the onward lending, working capital requirements and/or for general corporate purpose of the Company. In this connection, the Company is exposed to interest rate risk and currency risk, in relation to borrowings from onshore/offshore markets.

To prudently manage these financial risks and ensure stability of cash flows, the Company enters into derivative contracts including Forex, SPOT, Forward, Options (onshore and offshore), Overnight Index Swaps (OIS), Interest Rate Swaps (IRS), MIFOR-based instruments for credit equivalent (LER limits) with banks including MUFG for hedging purposes at the prevailing market rates.

In certain circumstances, the Company may unwind hedges prior to maturity which may result in either a gain or loss, depending on prevailing market conditions at the time of termination.

The Company, in accordance with its policy, may enter into such derivative contracts to manage risks associated with its borrowings with MUFG at the prevailing market rates.

Further, in accordance with the regulatory requirements, the Company is required to post margin with various banks under Credit Support Annex (CSA) agreements to secure its derivative exposures. This margin acts as collateral and is adjusted on a daily basis to reflect changes in the market value of outstanding derivative positions.

Any margin posted under these CSA arrangements would also accrue interest at the prevailing market rates, in accordance with the terms agreed with the respective banks.

The Company will also enter into CSA agreements with MUFG to secure its derivative exposures, with margin adjusted on a daily basis in line with market movements and the funds may be deployed towards maintaining CSA margin.

The value of the proposed derivative transactions (Hedging and CSA limits) for the financial year 2026-27 would be up to Rs. 4,620 crores i.e. approx. 9.60% of annual consolidated turnover of the Company for the financial year 2025-26.

5. Treasury related expenses & Syndication/Advisory fees:

The Company in the ordinary course of business operations incurs treasury-related expenses including foreign remittance charges, SWIFT charges, and commissions on forex transactions to facilitate cross-border and domestic financial flows. The Company may also avail services from MUFG for routine treasury related activities.

Further, in connection with its borrowings, the Company engages banks for providing syndication and related financing services including arranger, coordinator, upfront, Export Credit Agency (ECA) with fees determined at rates comparable to those for similar syndication transactions. The Company may also avail services from MUFG for the purpose of facilitating raising of funds.

The value of the proposed treasury related expenses & Syndication/Advisory fees for the financial year 2026-27 would be up to Rs. 324 crores i.e. approx. 0.67% of annual consolidated turnover of the Company for the financial year 2025-26.

6. Placing Fixed Deposits (FDs) (Lien marked / Free), receipt of interest on FDs and maturity of FDs:

The Company may, depending on its liquidity needs, park funds in the form of FDs with MUFG at the best interest rates available and may also create fixed deposits with MUFG for the purpose of securitisation transaction. The proposed transactions are at an arm's length basis and placed with MUFG on terms similar to those offered by other unrelated banks, depending on commercially viable arrangements for the Company.

The value of the proposed fixed deposits to be placed and interest thereof for the financial year 2026-27 would be up to Rs. 2,700 crores i.e. approx. 5.61% of annual consolidated turnover of the Company for the financial year 2025-26.

7. Other transactions/arrangements:

In the ordinary course of business and on an arm's length basis, the Company, in its interest, may enter into any other transactions and/or arrangements not covered above with MUFG, subject to prior approval of the Audit Committee, for an amount as may be mutually agreed between the Company and MUFG, provided that the aggregate value of all above mentioned transactions (1 to 7) taken together shall not exceed Rs. 33,500 crores during the financial year 2026-27.

The Audit Committee at its meeting held on June 3, 2026 reviewed the relevant details of the proposed transactions with MUFG including rationale, material terms, justification as to why the proposed related party transactions are in the interest of the Company and the basis of pricing as required under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated July 11, 2023 (updated as on January 30, 2026) ('SEBI Master Circular') read with RPT Industry



Standards, provided by the Management of the Company.

Further, the Audit Committee also reviewed and took note of the certificate, placed before the meeting, provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company confirming that the terms of proposed related party transactions are in the interest of the Company.

After considering the details on related party transactions as provided by the Management, the Audit Committee has approved the material related party transactions proposed to be undertaken with MUFG during the financial year 2026-27 for an aggregate amount not exceeding Rs. 33,500 crores (Rupees Thirty-Three Thousand Five Hundred crores Only) in the ordinary course of business and at arm's length basis, subject to the approval of the Members of the Company.

Further, the Board of Directors at its meeting held on June 3, 2026 approved the material related party transactions proposed to be undertaken with MUFG during the financial year 2026-27 and recommends passing of the resolution as set out at Item No.10 of this Notice.

Any subsequent 'material modification' in the proposed transactions, as determined by the Audit Committee as a part of Company's 'Policy on Materiality of Related Party Transactions (RPTs) and dealing with RPTs will be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Mr. Morihiko Fuji and Mr. Shinichi Fujinami, Non-Executive and Non-Independent Directors (Nominee(s) of MUFG) and their relatives are interested in the above Resolution. None of the other Directors, Key Managerial Personnel and their relatives are concerned/interested in the above resolution except to the extent of their shareholding, if any, in the Company and MUFG.

Neither the Promoter nor any of the Promoter group entities are interested, directly or indirectly, in the proposed transactions with MUFG.

The Members may please note that in terms of the applicable provisions of the Listing Regulations, the related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution as set out at Item No.10 of this Notice. Thus, the said proposal is being placed before the non-related party shareholders for their approval.

The details as required under Regulation 23 of the Listing Regulations read with SEBI Master Circular read with RPT Industry Standards are as follows:

(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable:
Please refer "Annexure - A".

(b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT: Please refer "Annexure - A".

(c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards:

The Audit Committee at its meeting held on June 3, 2026, *inter-alia*, reviewed and took note of the certificate, placed before the meeting, provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company confirming that the terms of proposed related party transactions are in the interest of the Company.

(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:

The proposed material RPTs have been approved by the Audit Committee and the Board and recommends the proposed transactions to the shareholders for approval.

(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

Not applicable as no such valuation report may be necessary having regard to nature of the related party transaction.

The external party report will be obtained for pricing and arm's length compliance for the proposed transactions at the time of review of the transactions undertaken during the F.Y. 2026-27.

(f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making:

Not Applicable

(g) Any other information that may be relevant:

All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

Annexure A

Minimum Information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No.	Particulars of the information	Information provided by the Management
PART A: Minimum information of the proposed RPT		
A(1): Basic details of the related party		
1.	Name of the related party	MUFG Bank Ltd.('MUFG')
2.	Country of incorporation of the related party	Japan
3.	Nature of business of the related party	MUFG, Japan's premier bank, operates a global network spanning approximately 40 (forty) countries and offers a comprehensive range of commercial and investment banking services to businesses, governments, and individuals worldwide.

A(2): Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the Company and the related party and Shareholding of the related party, whether direct or indirect, in the Company.	MUFG is a public shareholder of the Company holding 47,11,21,055 equity shares representing 20% of paid-up equity share capital on a fully diluted basis, consequent to the preferential allotment. Accordingly, MUFG became a related party in terms of Companies Act, 2013 and Ind AS 24 (as an investing entity having significant influence over the Company) with effect from April 8, 2026.
	Nature of concern (financial or otherwise)	Financial
	Shareholding of the Company, whether direct or indirect, in the related party.	The Company does not hold any shares of MUFG.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company.	Not Applicable

A(3): Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management																																													
1.	a) Total amount of all the transactions undertaken by the Company with the related party during the last financial year.	MUFG became a related party of the Company with effect from April 8, 2026 and hence, was not a related party during the last financial year. The following transactions took place with MUFG during the previous financial year 2025-26:																																													
		<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature/Type of Transactions</th> <th>F.Y. 2025-26 (Rs. in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Securitisation – Payout (principal & interest)</td> <td>1,037.58</td> </tr> <tr> <td>2.</td> <td>Securitisation deal - Borrowings</td> <td>3,720.00</td> </tr> <tr> <td>3.</td> <td>Securitisation - Replenishment Deal</td> <td>793.95</td> </tr> <tr> <td>4.</td> <td>ECB loans - Payout (interest due)</td> <td>264.99</td> </tr> <tr> <td>5.</td> <td>Fresh ECB loans</td> <td>139.06</td> </tr> <tr> <td>6.</td> <td>Supervision fees paid</td> <td>34.73</td> </tr> <tr> <td>7.</td> <td>Correspondent Bank charges paid</td> <td>0.01</td> </tr> <tr> <td>8.</td> <td>CSA margin inflow</td> <td>1309.48</td> </tr> <tr> <td>9.</td> <td>CSA margin outflow</td> <td>995.91</td> </tr> <tr> <td>10.</td> <td>Premium paid for forward contract</td> <td>124.97</td> </tr> <tr> <td>11.</td> <td>Fixed Deposits placed</td> <td>156.11</td> </tr> <tr> <td>12.</td> <td>Fixed Deposits matured</td> <td>51.61</td> </tr> <tr> <td>13.</td> <td>Interest received on Fixed Deposits</td> <td>2.97</td> </tr> <tr> <td></td> <td>Total</td> <td>8,631.37</td> </tr> </tbody> </table>	Sr. No.	Nature/Type of Transactions	F.Y. 2025-26 (Rs. in crore)	1.	Securitisation – Payout (principal & interest)	1,037.58	2.	Securitisation deal - Borrowings	3,720.00	3.	Securitisation - Replenishment Deal	793.95	4.	ECB loans - Payout (interest due)	264.99	5.	Fresh ECB loans	139.06	6.	Supervision fees paid	34.73	7.	Correspondent Bank charges paid	0.01	8.	CSA margin inflow	1309.48	9.	CSA margin outflow	995.91	10.	Premium paid for forward contract	124.97	11.	Fixed Deposits placed	156.11	12.	Fixed Deposits matured	51.61	13.	Interest received on Fixed Deposits	2.97		Total	8,631.37
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Sr. No.	Particulars of the information	Information provided by the Management
	b) Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	Nil
2.	Total amount of all the transactions undertaken by the Company or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	No default

A(4): Amount of the proposed transaction(s) (All types of transactions taken together)

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 33,500 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	69.60%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year	6.08%
6.	Financial performance of the related party for the immediately preceding financial year (consolidated basis)	
	Particulars	As per last audited financial statements for F.Y. 2024-2025 (Rs. in crores)
	Turnover	5,50,895.40
	Profit After Tax	72,474.12
	Net worth	8,07,889.48

A(5): Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The approval is being sought for the related party transactions for the Financial Year 2026-27. Since the related party transactions are of recurring nature, the Company will continue to seek prior approval of Audit Committee and Members for the material related party transactions for every subsequent financial years.

Sr. No.	Particulars of the information	Information provided by the Management		
		Sr. No.	Nature of Transaction	Amount (Rs. in crores)
		1.	Repayment/Prepayment of the existing borrowings and payment of interest thereon	4,424
		2.	Borrowings through Loans/Working Capital Limits/Debt Securities/Refinancing/Securitisation by way of Pass-Through Certificates and payment of interest and principal/redemption thereon	20,432
		3.	Corporate Guarantee for Securitisation transactions	1,000
		4.	Derivative transactions/contracts- notional value (including CSA margin (maximum o/s at any point of time) and interest thereon, hedge unwinding gain/loss)	4,620
		5.	Treasury Related Expenses and Syndication/ Advisory fees	324
		6.	Placing Fixed Deposits (FDs) (Lien marked / Free), receipt of interest on FDs and maturity of FDs	2,700
			Total	33,500
		7.	Any other transactions/arrangements, subject to approval of the Audit Committee from time to time within the overall ceiling/limit of Rs.33,500 crores.	
2.	Details of each type of the proposed transaction	Please refer to the above Explanatory Statement of this Notice.		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>Repayment/Prepayment of the existing borrowings and payment of interest thereon: As per the existing agreements entered into by the Company with MUFG prior to its classification as a related party and as may be mutually agreed upon.</p> <p>Borrowings:</p> <p>a. Loans/Working Capital Limits/Refinancing: As mutually agreed between the Company and MUFG for a period upto 5 years</p> <p>b. Debt Securities: As per the offer document for a period not exceeding 10 years</p> <p>c. Securitisation- PTCs, Corporate guarantee for securitisation and lien marked Fixed deposits: As per the remaining tenure of underlying loan asset pool being securitised, generally/ typically not exceeding 8 years</p> <p>Derivative transactions/contracts: As per the tenure of underlying transaction being hedged.</p> <p>Placing Fixed Deposits (FDs): As per the liquidity position, expected to be placed for a tenure upto 1 year.</p> <p>Treasury related expenses and syndication/advisory fees: For the F.Y. 2026-27</p> <p>CSA margin & interest thereon: For the F.Y. 2026-27</p> <p>Any other transactions/arrangements, subject to approval of the Audit Committee from time to time within the overall ceiling/limit of Rs.33,500 crores during the F.Y. 2026-27.</p>		

Sr. No.	Particulars of the information	Information provided by the Management
4.	Whether omnibus approval is being sought?	Yes Omnibus approval of the Members is sought for the related party transactions entered into/to be entered into between the Company and MUFG during the Financial Year 2026-27.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 33,500 crores Not applicable since these are recurring transactions and approval is being sought only for F.Y. 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The proposed related party transactions are in the interest of the Company and are undertaken/will be undertaken by the Company in the ordinary course of business and on an arm's length basis. It is ensured that such transactions with MUFG are conducted as if it is with an unrelated party, so that there is no conflict of interest. The Company may be able to source funds from MUFG at competitive market rates, for a longer tenure, while leveraging the benefits of a strategic public shareholder with a global presence and will not, in any manner, be detrimental to the interest of minority shareholders of the Company.
7.	Details of the promoter(s)/director(s)/key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	No. The nominees of MUFG viz. Mr. Morihiko Fuji and Mr. Shinichi Fujinami are appointed as additional directors by the Board of Directors of the Company, subject to approval of members at the ensuing 47 th Annual General Meeting. However, none of the directors of the Company, including the nominee directors as above, are concerned or interested in the proposal in terms of section 184(2) of the Companies Act, 2013. The Promoter do not hold any shares of MUFG and do not have any direct or indirect interest in the proposed transactions. None of the KMP have any direct or indirect interest in the proposed transactions.
	a. Name of the director/KMP	None of the directors of the Company, including Mr. Morihiko Fuji and Mr. Shinichi Fujinami, nominee directors, are concerned or interested in the proposal in terms of section 184(2) of the Companies Act, 2013.
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	No director of the Company hold any shares in MUFG.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable as no such valuation report may be necessary having regard to nature of the related party transaction. The external party report will be obtained for pricing and arm's length compliance for the proposed transactions at the time of review of the transactions undertaken during the F.Y. 2026-27.
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.

PART B

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management	
		Treasury related expenses and syndication/advisory fees	Derivative transactions - Hedging and CSA limits
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding process is mandated. However, the Company evaluates the charges/fees for the services availed/to be availed from banks/institutions and take decision in the best interest of the Company.	No formal bidding process is mandated. The derivative transactions are undertaken by the Company with various banks on a mutually agreed basis, at prevailing market rates. The Company ensures that such arrangements are evaluated in line with market practices and in the best interest of the Company.
2.	Basis of determination of price.	Comparable with prices for similar transactions charged by other similar banks/institutions in the ordinary course of business.	Comparable with prices for similar transactions charged by other similar banks in the ordinary course of business.
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:		
	a. Amount of Trade advance	Nil	Nil
	b. Tenure	Not Applicable	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable	Not Applicable

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management				
		Borrowings	Loans	Debt Securities	Refinancing	Securitisation – Pass -Through Certificates (PTCs)
1.	Material covenants of the proposed transaction		The Banking & Finance Committee of the Company will evaluate and, if considered appropriate, approve proposals to raise funds by way of loans and/or issuance of non convertible debt securities on the basis of sanction letters or term sheets, with all decisions taken in the best interests of the Company, such borrowings may be secured or unsecured and will be priced and structured at prevailing market rates and on terms reflecting the nature and tenor of each facility as mutually agreed between the parties. The loan may be availed for short term/long term basis and may be availed in tranches, from time to time. The arms' length determination for the proposed borrowing transactions would be based on terms prevalent in market, as applicable for transactions comprising similar terms including tenure, amount borrowed, applicable interest rate etc. as applicable for similar rated securities.			In accordance with RBI Directions on Securitisation and respective policies framed by the Company thereunder and such other applicable laws, the Banking & Finance Committee of the Company will evaluate and, if considered appropriate, approve proposals to undertake securitisation (Pass-Through Certificates) transactions through special purpose vehicle (SPV), basis the business requirements, market dynamics and liquidity position of the Company at that point in time with MUFG as an investor to the PTCs issued by the SPV.



Sr. No.	Particulars of the information	Information provided by the Management			
		Borrowings	Loans	Debt Securities	Refinancing
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate shall be mutually determined at the time of disbursement, based on the prevailing benchmark/base rate for the currency of disbursement (e.g., SOFR for USD, EURIBOR for EUR, MIBOR/Repo Rate for INR), plus an agreed spread. The final rate shall be recorded in the loan agreement at the time of disbursement. May usually range between 6% to 10% in case of INR borrowings.	Securities are offered through the EBP/ stock exchanges and at the same interest rate (May usually range between 6% to 10% in case of INR) and terms uniformly to all investors (related/ unrelated parties) and depending on prevailing market conditions and liquidity position of the Company at that point in time.	As may be mutually agreed at the time of disbursement of the loan. May usually range between 6% to 10% in case of INR borrowings.	It will vary basis the transaction and the business requirements, market dynamics and liquidity position of the Company at that point in time.
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	As per the agreement. Cost associated with the borrowings (loans) such as upfront fees, processing fees, documentation charges, any other applicable expenses would not exceed 4% of the loan amount.	As per the Offer Document Cost associated with the borrowings (securities) such as listing fees, trustee fees, documentation charges, any other applicable expenses would not exceed 4% of the issue size.	As per the agreement Cost associated with the borrowings such as upfront fees, processing fees, documentation charges, any other applicable expenses would not exceed 4% of the loan amount.	It will vary basis the transaction and the business requirements, market dynamics and liquidity position of the Company at that point in time.
4.	Maturity/due date	Upto 5 years	Not exceeding 10 years	Upto 5 years	Upto 8 years
5.	Repayment schedule & terms	As per the terms of the agreement quarterly/semi-annual/annual/bullet	As per the Offer Document quarterly/ semi-annual/annual/ bullet	As per the agreement quarterly/semi-annual/annual/bullet	As per the agreement
6.	Whether secured or unsecured	Secured/Unsecured Depending upon the business requirements, market conditions and liquidity position at that point in time.	Secured/Unsecured Depending upon the business requirements, market conditions and liquidity position at that point in time.	Secured/Unsecured Depending upon the business requirements, market conditions and liquidity position at that point in time.	Secured
7.	If secured, the nature of security & security coverage ratio	As per the agreement, the Company shall provide standard assets/receivables as security. security cover may usually range between 100% to 125%	As per the Offer Document, the Company shall provide standard assets/ receivables as security. security cover may usually range between 100% to 125%	As per the agreement, the Company shall provide standard assets/receivables as security. security cover may usually range between 100% to 125%	As per the agreement, the Company shall provide standard assets/receivables as security. security cover may usually range between 100% to 125%

Sr. No.	Particulars of the information	Information provided by the Management			
		Borrowings	Loans	Debt Securities	Refinancing
8.	The purpose for which the funds will be utilized by the Company	Onward lending, meeting working capital requirements and other general corporate purposes of the Company.	The Debt securities to be issued for (after meeting the issue related expenditures) for augmenting the long-term resources of the Company and 100% of the proceeds of the Debt securities shall be utilised in accordance with statutory and regulatory requirements (including requirements of RBI) and for financing of all the asset classes, onward lending, refinancing of existing debt, meeting working capital requirement and other general purposes of the Company as mentioned in the offer document(s).	Onward lending, meeting working capital requirements and other general corporate purposes of the Company.	Onward lending, repayment of existing liabilities and other general corporate purposes of the Company.

C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Debt to Equity Ratio of the Company or its subsidiary based on last audited financial statements: a. Before transaction b. After transaction	Not Applicable to Shriram Finance Limited being a NBFC
2.	Debt Service Coverage Ratio of the Company or its subsidiary based on last audited financial statements: a. Before transaction b. After transaction	Not Applicable to Shriram Finance Limited being a NBFC

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary.

Sr. No.	Particulars of the information	Information provided by the Management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	It is customary to give guarantee in connection with the securitisation transaction by the Company to trust/SPV for the benefit of MUFG. Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the Company; (ii) contractual provisions on how the Company will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Nil Not Applicable, since the corporate guarantee has been given by the Company itself. For more details, refer to the above Explanatory Statement of this Notice.



Sr. No.	Particulars of the information	Information provided by the Management
3.	<p>The value of obligations undertaken by the Company, for which a guarantee, surety, indemnity or comfort letter has been provided by the Company.</p> <p>Additionally, any provisions required to be made in the books of account of the Company shall also be specified.</p>	<p>Rs. 1,000 crores</p> <p>No provision is required to be made in the books of accounts of the Company.</p> <p>If any Corporate Guarantee is issued, the Company will disclose the same as contingent liabilities in the notes to the financial statements.</p>

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p> <p>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	<p>The Corporate Guarantee may be provided for the securitisation transaction by the Company to trust/SPV for the benefit of MUFG and it will not be given in connection with borrowing by a related party. Hence, Not Applicable.</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p>F.Y. 2024-25</p> <p>F.Y. 2023-24</p> <p>F.Y. 2022-23</p>	<p>MUFG was not a related party during the last three financial years. However, MUFG is solvent and is a going concern during the last three financial years and as on date.</p>
3.	<p>The value of obligations undertaken by the Company, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the Company shall also be specified.</p>	<p>Rs. 1,000 crores</p> <p>No provision is required to be made in the books of accounts of the Company.</p> <p>If any Corporate Guarantee is issued, the Company will disclose the same as contingent liabilities in the notes to the financial statements.</p>

Sr. No.	Particulars of the information	Information provided by the Management
4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the Company or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> <p>F.Y. 2024-25 F.Y. 2023-24 F.Y. 2022-23</p>	Not Applicable

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
Placing Fixed Deposits (FDs) (Lien marked / Free), receipt of interest on FDs and maturity of FDs		
1.	<p>Source of funds in connection with the proposed transaction.</p> <p><i>Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.</i></p>	Not Applicable to Shriram Finance Limited being a NBFC
2.	<p>Where any financial indebtedness is incurred to make investment, specify the following:</p> <p><i>Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.</i></p> <p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	Not Applicable to Shriram Finance Limited being a NBFC
3.	Purpose for which funds shall be utilized by the investee company.	The investee company i.e. MUFG will utilise funds as per the objects permitted under applicable law.
4.	Material terms of the proposed transaction	<p>Interest rates as offered to FDs of similar amount for similar tenure by other banks.</p> <p>Tenor: Upto 1 year</p>



C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	<p>Latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This shall be applicable in case of investment in debt securities.</i></p>	<p>Not Applicable. Since, the Company invest by placing fixed deposits with MUFG.</p> <p>Not Applicable</p> <p>Not Applicable</p>
2.	<p>Whether any regulatory approval is required. If yes, whether the same has been obtained.</p>	<p>Not Applicable</p>

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

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

Mumbai
June 3, 2026

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

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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 STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. D. V. Ravi
Date of Birth and Age	September 05, 1964 and 61 years
Directors Identification Number (DIN)	00171603
Date of first appointment on the Board	June 18, 2015
Nationality	Indian
Expertise in specific functional areas	Wide experience in financial service industry, insurance domain, corporate finance, strategic and business planning, governance, ethics and regulatory oversight, Audit & Risk Management, Human Resource, Information Technology, synergy creation, Mergers & Acquisitions and Leadership Development.
Qualifications	Commerce Graduate from the University of Bangalore, Post Graduate Diploma in Management from the Institute of Rural Management, Anand (IRMA).
Directorship held in other companies	<p>Unlisted Companies:</p> <ul style="list-style-type: none"> i. Shriram Capital Private Limited ii. DRP Consultants Private Limited iii. Shriram Properties Holdings Private Limited iv. Intelent Data Sciences Private Limited v. Shriram Investment Holdings Private Limited vi. Take Sports Management Private Limited vii. APA Engineering Private Limited viii. R.K.P. Management Consultants Private Limited <p>Foreign Company:</p> <p>Eywa Pharma Pte Limited</p> <p>LLP:</p> <p>Navitas LLP</p>
Membership/Chairmanship of Committees of such companies	Member of Finance Committee - Shriram Capital Private Limited
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	100 Equity Shares
Disclosure of relationships between directors/Key Managerial Personnel inter-se	There is no inter-se relationship between Mr. D. V. Ravi and other members of the Board of Directors and Key Managerial Personnel of the Company
Remuneration received from the Company in the F.Y. 2025-26 and F.Y. 2026-27	Nil. The Company does not pay any remuneration, sitting fees or commission to Non-Executive and Non-Independent Director
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. D. V. Ravi, Director is liable to retirement by rotation. No remuneration, sitting fees or commission is proposed to be paid to him.

Name of Director	Mr. D. V. Ravi
Number of Meetings of the Board attended during the F.Y. 2025-26 and F.Y. 2026-27	<p>F.Y. 2025-26 Attended 5 out of 8 Board Meetings during the Financial Year 2025-26.</p> <p>Current F.Y. 2026-27 Attended 2 out of 3 Board Meetings held till the date of this Notice.</p> <p>Due to unavoidable family emergencies, Mr. D. V. Ravi conveyed his inability to attend certain Board Meetings during F.Y. 2025-26 and was granted leave of absence by the Chairman. Notwithstanding his absence, he has remained actively engaged in strategic matters and has reviewed the minutes and resolutions passed in the said meetings.</p>

Brief Profile of Mr. D.V. Ravi

Mr. D.V. Ravi, is a Commerce graduate from the University of Bangalore and holds a Post-graduate Degree in Management from the Institute of Rural Management, Anand. He currently serves as Vice Chairman and Managing Director of Shriram Capital Private Limited, Promoter of the Company. He is also the non-executive director and co-founder of TAKE Solutions Ltd. ("TAKE"), a global technology solutions and service provider. Mr. Ravi has also spearheaded several successful mergers and acquisitions for TAKE. He has been part of the Shriram Group since 1992 and has an extensive experience and expertise in the financial services and insurance domains and actively participates and is involved in strategic matters of Shriram Group such as formulating Corporate Strategies, Building Teams and creating Synergy, Mergers & Acquisitions, Risk Management, Corporate Finance, Leadership development and Technology initiatives.

Mr. D. V. Ravi started his career in strategy and finance in the year 1987 with Karnataka Oil Seeds Federation, Bangalore where he held the responsibility of planning and managing the finance and technology initiatives of the entity.

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 STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Morihiko Fuji	Mr. Shinichi Fujinami
Date of Birth and Age	August 5, 1977 and 48 years	July 7, 1976 and 50 years
Directors Identification Number (DIN)	11544762	11545464
Date of first appointment on the Board	April 24, 2026	April 24, 2026
Nationality	Japan	Japan
Nature of Expertise in specific functional areas	<p><u>Leadership knowledge of Financial Service and Banking Industry –</u></p> <p>Strong expertise and knowledge of financial service and banking industry in Japan and internal basis.</p> <p><u>Strategic & Business Planning -</u></p> <p>As a head of Mergers and Acquisition strategy and execution function of the largest bank in Japan, he has experienced various investment and management opportunities in Japan and other countries including, India.</p> <p><u>Governance, Ethics & Regulatory Oversight –</u></p> <p>Mr. Morihiko Fuji has experienced key roles of governance oversight into core subsidiaries of MUFG Group and earned expertise and knowledge on governance framework and management of regulatory issues.</p> <p><u>Audit & Risk Management –</u></p> <p>Mr. Morihiko Fuji has expertise and skills in risk management of various types of banking subsidiaries including a commercial bank and a brokerage firm. He also has strong experience in capital and liquidity management.</p>	<p><u>Leadership knowledge of Financial Service and Banking Industry -</u></p> <p>Over twenty years of leadership experience in corporate banking across Japan and the United States, overseeing regional operations and strategic client relationships. Demonstrated capability in aligning business growth, corporate governance, and organizational performance within a global financial institution.</p> <p><u>Strategic & Business Planning -</u></p> <p>Extensive background in formulating and executing strategic initiatives for corporate banking divisions. Skilled in developing mid-term business plans, optimizing client segmentation, and coordinating resource allocation to enhance profitability and efficiency across international markets.</p> <p><u>Governance, Ethics & Regulatory Oversight -</u></p> <p>Comprehensive expertise in governance design, ethical management, and regulatory compliance. Responsible for ensuring internal control frameworks and fostering transparent engagement with regulators, maintaining the integrity of multinational banking operations in complex cross-border environments.</p> <p><u>Audit & Risk Management –</u></p> <p>Proven track record in managing credit, operational, and business risks for large-scale banking operations. Experienced in implementing internal control measures, enhancing audit readiness, and establishing disciplined risk management structures to safeguard institutional soundness.</p>

Name of Director	Mr. Morihiko Fuji	Mr. Shinichi Fujinami
Brief Resume and Profile of Director	<p>Mr. Morihiko Fuji is a senior banking professional with over two decades of experience at MUFG Bank Ltd, Japan. He currently serves as the Managing Director and Head of Global Commercial Banking Planning Division since April 2026. Prior to that he served as the Managing Director and Head of Business Development Office Corporate Planning Division.</p> <p>Over the years, he has held various leadership positions in Corporate Planning and Strategic Alliance functions, overseeing corporate planning, internal management oversight, governance, risk management and group-wide M&A strategy.</p> <p>He has also been seconded to Union Bank, U.S. (2013–2018), where he was responsible for financial and strategic planning and M&A execution. His experience includes cross-border transactions, strategic investments, and development of retail and digital financial services initiatives across Japan and Asia.</p>	<p>Mr. Shinichi Fujinami is the Managing Director and Head of Global Commercial Banking Planning Division since May 2026. Prior to that he served as the Managing Director and Head of the Japanese Corporate Banking Division for the Americas (U.S. West) and Head of the Los Angeles Branch at MUFG Bank Ltd., covering the bank's business with Japanese corporate clients on the U.S. West Coast.</p> <p>He has over two decades of experience in the banking industry, with a focus on corporate banking, planning, and strategy. Prior to taking the JCB West role in May 2024, he held the Head of JCB Planning position since April 2022, in addition to being the Deputy Head of JCB Americas – which is a role he took on in October 2023.</p> <p>He joined Bank of Tokyo-Mitsubishi in 1999. Since then, he has held various strategic roles within the firm, primarily in the corporate banking and planning divisions in Japan and in the United States, where he was able to garner extensive relevant experience.</p>
Qualifications	Bachelor of Arts in Economics, University of Tokyo, Japan.	Bachelors' Degree of Economics from the University of Tokyo, Japan.
Directorship held in other companies	Nil	Nil
Membership/Chairmanship of Committees of such companies	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Shareholdings in the Company including shareholding as a beneficial owner	Nil	Nil
Disclosure of relationships between directors/Key Managerial Personnel inter-se	There is no inter-se relationship between Mr. Morihiko Fuji, other Members of the Board of Directors and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr. Shinichi Fujinami, other Members of the Board of Directors and Key Managerial Personnel of the Company.
Remuneration received from the Company in the F.Y. 2025-26 and F.Y. 2026-27	<p>F.Y.2025-26 Not Applicable</p> <p>Current F.Y. 2026-27 The Company does not pay any remuneration, sitting fees or commission to Non-Executive and Non-Independent Directors.</p>	<p>F.Y.2025-26 Not Applicable</p> <p>Current F.Y. 2026-27 The Company does not pay any remuneration, sitting fees or commission to Non-Executive and Non-Independent Directors.</p>
Terms and conditions of appointment along with details of remuneration sought to be paid	Director is liable to retirement by rotation. No remuneration, sitting fees or commission is paid to Non-Executive and Non-Independent Director.	Director is liable to retirement by rotation. No remuneration, sitting fees or commission is paid to Non-Executive and Non-Independent Director.

Name of Director	Mr. Morihiko Fuji	Mr. Shinichi Fujinami
Number of Meetings of the Board attended during the F.Y. 2025-26 and F.Y. 2026-27	<p>F.Y. 2025-26 Nil. Since he did not hold directorship during the F.Y. 2025-26.</p> <p>Current F.Y. 2026-27 Attended 2 out of 2 Board Meetings entitled to attend from the date of his appointment till the date of this Notice.</p>	<p>F.Y. 2025-26 Nil. Since he did not hold directorship during the F.Y. 2025-26.</p> <p>Current F.Y. 2026-27 Attended 2 out of 2 Board Meetings entitled to attend from the date of his appointment till the date of this Notice.</p>

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 STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Parag Sharma
Date of Birth and Age	July 12, 1969 and 56 years
Directors Identification Number (DIN)	02916744
Date of first appointment on the Board	December 13, 2021
Nationality	Indian
Expertise in specific functional areas	As set out at Item No. 9 in the Explanatory Statement of this Notice
Profile of Director	
Qualifications	Commerce graduate from Delhi University as well as a graduate from The Institute of Cost Accountants of India
Directorship held in other companies	Unlisted Company: Shriram Overseas Investments Limited (wholly owned subsidiary of Shriram Finance Limited)
Membership/Chairmanship of Committees of such companies	Shriram Overseas Investments Limited Audit and Risk Management Committee – Chairman Nomination and Remuneration Committee - Member Business Development Committee - Member
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	2,33,140 Equity Shares (0.01%)
Disclosure of relationships between directors/Key Managerial Personnel inter-se	There is no inter-se relationship between Mr. Parag Sharma, other Members of the Board and Key Managerial Personnel of the Company.
Remuneration received from the Company in the F.Y. 2025-26	Rs. 1,53,41,740/-
Terms and conditions of re-appointment along with details of remuneration sought to be paid	The re-appointment is for a term of 5 (five) years commencing from December 13, 2026, not liable to retire by rotation and the details of terms and conditions of re-appointment and remuneration to be paid are provided in the resolution set out at Item No. 9 of this Notice.
Number of Meetings of the Board attended during the F.Y. 2025-26 and F.Y. 2026-27	F.Y. 2025-26 Attended 8 out of 8 Board Meetings held during the Financial Year 2025-26. Current F.Y. 2026-27 Attended 3 out of 3 Board Meetings held till the date of this Notice.

