

BSE Limited

P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited

Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SHRIRAMFIN

Dear Sirs,

Sub.: Postal Ballot Notice under Section 110 of the Companies Act, 2013 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In furtherance to our letter dated January 25, 2024, please find enclosed herewith the Postal Ballot Notice dated January 25, 2024 together with the Explanatory Statement which is being sent to the Members of the Company for seeking approval of the Members of the Company for the renewal of limit to issue debentures on private placement basis by the Board.

In compliance with Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs (**‘MCA’**), the Postal Ballot Notice is being sent through e-mail to those Members whose e-mail addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited (**‘Depositories’**) and in the record of the Integrated Registry Management Services Private Limited, Registrar and Share Transfer Agent (**‘RTA’**) of the Company. Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the Cut-off Date i.e., Friday, January 19, 2024 are eligible for the purpose of remote e-voting. In terms of the MCA circulars, the hard copy of the Notice of Postal Ballot along with Postal Ballot Form and pre-paid business reply envelope is not required to be sent to the Members for the Postal Ballot.

In compliance with Regulation 44 of the Listing Regulations and provisions of the Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the relaxations and clarifications issued by MCA, the Company has engaged the services of Central Depository Services (India) Limited (**‘CDSL’**) for facilitating e-voting in a secure manner.

Shriram Finance Limited

(Formerly known as Shriram Transport Finance Company Limited)

Corporate Office : Wockhardt Towers, Level - III, West Wing, C-2, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra. Ph: +91 22 4095 9595

Registered Office: Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai - 600 032. Tamil Nadu, India. Ph: +91 44 4852 4666

Website : www.shriramfinance.in | Corporate Identity Number (CIN) - L65191TN1979PLC007874

The remote e-voting period will commence on Saturday, January 27, 2024 (9:00 Hours IST) and will end on Sunday, February 25, 2024 (17:00 Hours IST). The communication of the assent/dissent to the Resolution proposed in the Postal Ballot Notice would take place only through remote e-voting. The details of the procedure to cast the vote forms part of the Notes to the Postal Ballot Notice. The remote e-voting results will be declared on Monday, February 26, 2024 (17:00 Hours IST) at the Corporate office of the Company, the results of the e- voting and the Scrutinizer's report will be placed on the Company's website www.shriramfinance.in and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares / securities of the Company are listed.

The Postal Ballot Notice will also be available on the website of the Company's website www.shriramfinance.in, the website of CDSL, the remote e-voting service providing agency to the Company (<https://www.evotingindia.com/>) and NSDL at (<https://www.evoting.nsdl.com/>).

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **SHRIRAM FINANCE LIMITED**

U BALASUNDARARAO
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl.a/a

Shriram Finance Limited

(Formerly known as Shriram Transport Finance Company Limited)

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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:** secretarial@shriramfinance.in

POSTAL BALLOT NOTICE

Notice pursuant to the provisions of Section 110 of the Companies Act, 2013

VOTING STARTS ON	VOTING ENDS ON
Saturday, January 27, 2024 at 9:00 Hours IST	Sunday, February 25, 2024 at 17:00 Hours IST

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended and the relaxations and clarifications issued by Ministry of Corporate Affairs (“**MCA**”) vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“**MCA Circulars**”) that the Special Resolution appended below is proposed to be passed by way of Postal Ballot only by voting through electronic means (“**remote e-voting**”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Special Resolution setting out the material facts and reasons/rationale thereof are annexed to this Postal Ballot Notice (“**Notice**”) for your consideration.

In compliance with the aforesaid MCA Circulars, this Notice is being sent by email to all the Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited (“**Depositories**”) and the record of the Integrated Registry Management Services Private Limited, Registrar and Share Transfer Agent (“**RTA**”) of the Company. As such, please note that the hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. Accordingly, the Members are required to communicate their assent or dissent through the remote e-voting facility only. The details of the procedure to cast the vote forms part of the Notes to this Notice.

The Company has appointed Ms. Nithya Pasupathy (Membership No. FCS 10601), Practising Company Secretary (CP No. 22562) of SPNP & Associates, Chennai as the Scrutinizer for conducting process of remote e-voting in accordance with the provisions of the Act read with Rules and the MCA Circulars in a fair and transparent manner.

The Scrutinizer will submit her report to the Authorized Director or any person authorized by Chairman of the Company for declaration of the results of the remote e-voting on **Monday, February 26, 2024 at 17:00 Hours IST** at the Corporate Office of the Company. The results of the remote e-voting and the Scrutinizer’s report will be placed on the Company’s website www.shriramfinance.in and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares / securities of the Company are listed.

SPECIAL BUSINESS:

ITEM NO. 1

Renewal of limit to issue debentures on private placement basis by the Board

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 (**‘the Act’**) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **‘Rules’**) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**‘Debt Regulations’**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and the directions issued by

Reserve Bank of India ('**RBI**') as applicable to the Non-Banking Financial Companies ('**NBFC**') from time to time, and such other laws and regulations as may be applicable to the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as '**the Board**' which term shall include Banking and Finance Committee or any other committee constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures (NCDs), subordinated debentures, bonds or any other structured/hybrid debt securities (hereinafter referred to as '**Debentures**') at such face value as may be permissible under the Act and RBI directions on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs.35,000 crores (Rupees Thirty Five Thousand Crores Only) within the overall borrowing limits of the Company approved by the Members, to the qualified institutional buyers, foreign institutional investors/foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, High Net-worth Individuals (HNIs) and such other entities/persons eligible to subscribe the Debentures on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

RESOLVED FURTHER THAT Mr. Y.S. Chakravarti, Managing Director & CEO and Mr. Parag Sharma, Joint Managing Director & Chief Financial Officer of the Company be and are hereby severally authorized to determine the terms of the Issue, including the class of investors to whom the Debentures are to be offered and allotted, the numbers of Debentures to be offered and allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration/undertaking, etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required or considered necessary or incidental thereto for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), key managerial person(s) and/or officer(s) of the Company, to give effect to the resolution.”

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions, if any, setting out the material facts relating to the Special Resolution contained in this Notice dated January 25, 2024 is annexed hereto.
2. In accordance with MCA Circulars, this Notice is being sent to the Members whose names appeared in the List of Beneficial Owners received from National Securities Depository Limited (“**NSDL**”)/ Central Depository Services (India) Limited (“**Depositories**”) as at the close of business hours on **Friday, January 19, 2024** (“**Cut-off Date**”). Members as on the Cut-off Date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company’s Registrar and Share Transfer Agent (“**RTA**”), or the Depositories/Depository Participants. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
3. For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/ Depositories/ Depository Participants, the web-link for downloading the Notice is being sent through SMS.
4. Members who have not registered their email address are requested to register /update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA by sending an email to csdstd@integratedindia.in with the details of their Folio/Demat Account No. so as to receive this Notice and the procedure for e-voting along with the login ID credentials on or before 17 Hours IST on Friday, February 23, 2024. After updation, the copy of the Notice will be sent by RTA through email.
5. The Communication of the assent/dissent to the Special Resolution proposed in the Notice would take place only through remote e-voting.
6. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories/ Depository Participants.

7. 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.
8. The remote e-voting period will commence on **Saturday, January 27, 2024 (9:00 Hours IST)** and will end on **Sunday, February 25, 2024 (17:00 Hours IST)** for the Members exercising their vote through electronic voting. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members for voting on the Special Resolution set out in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. This Postal Ballot Notice will also be available on the website of the Company (<https://www.shriramfinance.in/investors/governance>), the relevant section of the websites of the Stock Exchanges on which the Equity Shares are listed i.e. BSE Limited (<https://www.bseindia.com/>) and National Stock Exchange of India Limited (<https://www.nseindia.com/>), the website of CDSL, the e-voting service providing agency to the Company (<https://www.evotingindia.com/>) and NSDL at (<https://www.evoting.nsdl.com/>)
10. All relevant documents referred in this Notice shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to **Friday, February 23, 2024**. The Members seeking to inspect such documents can send an email to secretarial@shriramfinance.in.
11. The Board of Directors has appointed Ms. Nithya Pasupathy (Membership No. FCS 10601), Practising Company Secretary (CP No. 22562) of SPNP & Associates, Chennai as Scrutinizer for conducting process of remote e-voting in a fair and transparent manner and they have consented to act as scrutinizer.
12. The results of the remote e-voting will be declared on **Monday, February 26, 2024 at 17:00 Hours IST** at the Corporate office of the Company. The e-voting results and report of the Scrutinizer will be furnished to the National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and will also be uploaded on the Company’s website at www.shriramfinance.in. The e-voting results will also be available on the website of CDSL at www.evotingindia.com. The e-voting results of the Postal Ballot will also be displayed on the Notice Board of the Company at its Registered Office and Corporate Office.

13. The Resolution in the Notice shall be deemed to be passed on the last date of e-voting period i.e. **Sunday, February 25, 2024**, if approved by the requisite majority.

14. Voting through electronic means

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all the Members, to enable them to cast their votes electronically.

During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, January 19, 2024 i.e. Cut-off Date**, may cast their vote electronically. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off Date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained herein below:

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

- a. 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- b. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Members holding securities in	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

<p>Demat mode with CDSL Depository</p>	<p>Easi / Easiest are requested to visit CDSL Website www.cdslindia.com and click on Login icon and select New System Myeasi Tab.</p> <p>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 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 and 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.</p> <p>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 and New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 be able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members holding securities in demat mode with NSDL Depository</p>	<p>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.nsd.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</p>

	<p>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.</p> <p>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</p> <p>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.</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders 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 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022- 4886 7000 and 022-2499 7000

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

a. Login method for e-Voting for shareholders holding shares in physical mode and shareholders other than individuals holding in Demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical mode 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 mode 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 shareholders holding shares in physical mode and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares both in Demat and physical mode)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- b. After entering these details appropriately, click on “**SUBMIT**” tab.
- c. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat mode 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.
- d. For shareholders holding shares in physical mode, the details can be used only for e-voting on the Resolution contained in this Notice.
- e. Click on the EVSN for the “**Shriram Finance Limited**” on which you choose to vote.
- f. 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
- g. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- h. 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.

- i.** Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- j.** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- k.** 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.
- l.** There is also optional provision to upload Board Resolution /Power Of Attorney, if any. The said uploaded document will be made available to scrutinizer for verification.
- m.** Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped and can be delinked 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 Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote to the Scrutinizer and to the Company at the email address

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.

- Members of the Company including Institutional Investors are encouraged to vote on the Resolutions proposed in this Notice.

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

- For shareholders holding shares in physical mode - please email to csdstd@integratedindia.in by mentioning your Folio No. and Name.
- For shareholders holding shares in Demat mode – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding 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 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing , 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Any query in relation to the Resolutions proposed to be passed through Postal Ballot may be addressed to: Ms. Shaila M, Corporate Office - Wockhardt Towers, Level-2, East Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. Telephone Number: +91-022-40959595 (except Saturday and Sunday), Email Id: secretarial@shriramfinance.in.

IMPORTANT COMMUNICATION TO SHAREHOLDERS

Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution (‘ODR’) Portal

Securities and Exchange Board of India (‘SEBI’) vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued circular for Online Resolution of Disputes in the Indian Securities Market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies or specified intermediaries/regulated entities in the securities market.

SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 further clarified that the investor/client shall first take up his/her/their grievance with the Market Participant (listed companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at: <https://scores.gov.in/scores/Welcome.html>. After exhausting these options for resolution of the grievance, if the investor/client is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal “SMART ODR” which can be accessed at: <https://smartodr.in/login>

UPDATION OF KYC DETAILS

Members holding shares in physical form are requested to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers (KYC) by sending an e-mail request along with duly signed Form ISR-1 and other relevant forms to our RTA at the e-mail ID: csdstd@integratedindia.in.

Based on representations received from the Registrars’ Association of India, feedback from investors and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has done away with the above provisions of para 19.2 of the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023.

Accordingly, Member’s folios will not be frozen nor would be referred to administering authority on account of non-submission of KYC. The said SEBI circular can be accessed

on Company's website at <https://cdn.shriramfinance.in/sfl-kalam/files/2023-11/SEBI-Circular-17November2023.pdf>

ELECTRONIC PAYMENT OF DIVIDEND/INTEREST/REDEMPTION FROM APRIL 01, 2024 TO PHYSICAL SECURITY HOLDERS

SEBI vide its circular dated November 03, 2021 amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

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

Place: Mumbai

Date: January 25, 2024

U Balasundararao
Company Secretary & Compliance officer

Membership No.: FCS 12952

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: secretarial@shriramfinance.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Issue of debentures on private placement basis is an important and cost-effective source of faster raising of funds by a Non-Banking Financial Companies (NBFCs). The Company being NBFC has been using this method of fund raising in the ordinary course of its business and will utilize proceeds of the issue of Debentures for on-lending, growing the Company's asset book, refinancing existing debt and other general purposes as may be decided by the Board from time to time.

The Members of the Company by way of passing the special resolution through postal ballot/e-voting on February 21, 2023 had authorised the Board of Directors to issue redeemable non-convertible debentures, subordinated debentures, bonds, structured/hybrid instruments or any other debt securities (hereinafter referred to as 'Debentures') on private placement basis up to the limit of Rs.35,000 crores. In accordance with Section 42 of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules'), the said Special Resolution is valid up to on February 20, 2024. The issue of Debentures up to Rs.35,000 crores, as mentioned in the enabling Special Resolution proposed in this Notice will be within the overall authorized limits of borrowing i.e. Rs.1,90,000 crores outstanding at any point of time, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, pursuant to the Scheme approved by Members of the Company by way of passing of Resolution with the requisite majority in the meeting held on July 4, 2022. The approval of the shareholders is being sought vide this Notice for invitation, offer, subscription, allotment and issuance of Debentures on private placement basis. The Company continues to be judicious in borrowing funds including through issue of non-convertible debentures and evaluates various factors including cost of the issue, prevailing market conditions, etc.

Pursuant to Section 42 of the Act read with Rule 14 of the Rules, any offer or invitation for subscription of debentures and its issuance on private placement basis shall be approved by the Members by way of a special resolution. The said rules provide that the special resolution shall be passed in respect of all offers or invitations for the debentures to be issued during the year.

The Company may be required to issue rated structured debt products depending on market conditions such as Covered Bonds, Dual Recourse Bonds, Principal Protected Market Linked non-convertible debentures or any other hybrid debentures etc. The terms and conditions of the issue of Debentures including face value, coupon rate/interest rate, tenure, repayment, security, listing, payment of interest accrued on

issue/reissue of Debentures, etc. will be decided by the Board or the Joint Managing Director & Chief Financial Officer or any person(s) as may be authorized by the Board as may be mutually agreed to between the Company and subscribers of the Debentures through stock exchange bidding platform and/or any other permitted method. The Company may also issue the Debentures at discount or premium depending upon the product structure, debt market conditions prevailing on the date of issue of the Debentures and regulatory requirements with regard to capping of number of ISINs maturing per financial year, etc.

All relevant documents referred in this Notice and Explanatory Statement shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to Friday, February 23, 2024. Members seeking to inspect such documents can send an email to secretarial@shriramfinance.in.

The Board of directors commend passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

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

Place: Mumbai

Date: January 25, 2024

U Balasundararao
Company Secretary & Compliance Officer

Membership No.: FCS 12952

CIN: L65191TN1979PLC007874

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