

SEC/FILING/BSE-NSE/24-25/68A-B

November 20, 2024

**BSE Limited**

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

**National Stock Exchange of India Limited**

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

Dear Sir/Madam,

**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 October 25, 2024, please find enclosed herewith the Postal Ballot Notice dated November 15, 2024 together with the Explanatory Statements which is being sent to the Members of the Company seeking approval of the Members of the Company through remote e-voting in respect of the following matters:

<b>Sr. No.</b>	<b>Description of the Resolutions</b>
1.	Special Resolution for renewal of limit to issue Debentures on private placement basis by the Board
2.	Ordinary Resolution for sub-division/ split of equity shares of the Company
3.	Ordinary Resolution for alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company

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, November 15, 2024** are eligible for the purpose of remote e-voting. In terms of the MCA circulars, the hard copy of the Notice of Postal

**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

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 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.

The remote e-voting period will commence on **Thursday, November 21, 2024 (9:00 Hours IST)** and will end on **Friday, December 20, 2024 (17:00 Hours IST)**. The communication of the assent/dissent to the Resolutions 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 or before **Monday, December 23, 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](http://www.shriramfinance.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) 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 Company's website [www.shriramfinance.in](http://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

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**SHRIRAM FINANCE LIMITED**

(Formerly known as Shriram Transport Finance Company Limited)

**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**POSTAL BALLOT NOTICE**

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

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Thursday, November 21, 2024 at 9:00 Hours IST</b>	<b>Friday, December 20, 2024 at 17:00 Hours IST</b>

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of 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 in accordance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolutions appended are proposed to be passed by the Members of Shriram Finance Limited (“**the Company**”) through 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 Resolutions setting out the material facts and reasons/rationale thereof is 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 Board of Directors of the Company (“**the Board**”) 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 for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner in accordance with the provisions of the Act read with Rules and the MCA Circulars.

The Scrutinizer will submit their report to the Authorised Director or any person authorised by Chairman of the Company for declaration of the results of the remote e-voting on or before **Monday, December 23, 2024 at 17:00 Hours IST** (within two working days from the last date of e-voting period) 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](http://www.shriramfinance.in) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com) 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 BUSINESSES:**

### **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 23, 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 and Rule 18 of the Companies (Share Capital and Debenture) 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 the 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 & 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, Managing Director & CFO of the Company be and are hereby severally authorised 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/ General Information Document (GID) /Key Information Document (KID) 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 authorised 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 authorised 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.”

## **ITEM NO. 2**

### **Sub-division/ split of equity shares of the Company**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required in this respect and on recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for sub-division/splitting of equity shares of the Company, such that 1 (One) equity share having face value of Rs.10/- (Rupees Ten Only) each, fully paid-up, be sub-divided/split into 5 (Five) equity shares having face value of Rs.2/- (Rupees Two Only) each, fully paid- up, ranking pari-passu with each other in all respects with effect from such date as may be fixed for this purpose (**“Record Date”**) by the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which expression shall be deemed to include any existing committee duly constituted or to be constituted by the Board).

**RESOLVED FURTHER THAT** pursuant to the sub-division / split of equity shares of the Company, the Authorised Share Capital of face value of Rs.10/- (Rupees Ten Only) each, fully paid up, existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre-sub-division/split			Post-sub-division/split			
	No. of shares	Face value (in Rs.)	Total Capital (in Rs.)	No. of shares	Face value (in Rs.)	Total Capital (in Rs.)	Share
<b>Authorised Share Capital</b>							
Equity Shares	2,975,500,000	10/-	29,755,000,000/-	14,877,500,000	2/-	29,755,000,000/-	
Preference Shares	129,000,000	100/-	12,900,000,000/-	129,000,000	100/-	12,900,000,000/-	
<b>Total</b>	<b>3,104,500,000</b>		<b>42,655,000,000/-</b>	<b>15,006,500,000</b>		<b>42,655,000,000/-</b>	

**RESOLVED FURTHER THAT** upon sub-division /split of equity shares as aforesaid and with effect from the Record Date:

- a) for the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs.10/- each, fully paid up, shall be deemed to have been automatically cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s)/letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the prevailing laws/ guidelines in this regard; and
- b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

**RESOLVED FURTHER THAT** the sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make appropriate adjustments to the existing employee share based benefit schemes consequent to sub-division/split of equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle

any questions, doubts or difficulties that may arise with regard to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

### **ITEM NO. 3**

#### **Alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded to delete the existing Capital Clause (Clause V) of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V:

***V. The Authorised Share Capital of the Company is Rs.42,655,000,000/- (Rupees Four Thousand Two Hundred and Sixty Five Crores Fifty Lakhs only) consisting of 14,877,500,000 (One Thousand Four Hundred and Eighty Seven Crores Seventy Five Lakhs) Equity Shares of Rs.2/- (Rupees Two Only) each and 129,000,000 (Twelve Crores and Ninety Lakhs) Preference Shares of Rs. 100/- (Rupees One hundred only) each.***

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which expression shall be deemed to include any existing committee duly constituted or to be constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things including delegating powers to any person(s) as they may in their absolute discretion deem necessary or expedient in



respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

**NOTES:**

1. The 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 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) setting out the material facts relating to the special businesses and the reasons/rationale of the proposed resolutions contained in this Notice 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, November 15, 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 Agents (“**RTA**”), or the Depositories/Depository Participants. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
3. 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 [einward@integratedindia.in](mailto:einward@integratedindia.in) with the details of their Folio/Demat Account No. so as to receive this Notice and the procedure for remote e-voting along with the login ID credentials. After updation, the copy of the Notice will be sent by RTA through email.
4. The Communication of the assent/dissent to the resolutions proposed in the Notice would take place only through remote e-voting.
5. 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.

6. 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.
7. For Members who hold shares in physical form, the Securities and Exchange Board of India (“SEBI”), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 read with SEBI Circular SEBI /HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and SEBI/HO /MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details and specimen signature for their corresponding folio numbers) 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: [einward@integratedindia.in](mailto:einward@integratedindia.in). Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. To avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
8. The remote e-voting period will commence on **Thursday, November 21, 2024 (9:00 Hours IST)** and will end on **Friday, December 20, 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 resolutions 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, December 20, 2024**. Members seeking to inspect such documents can send an email to [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in). Such documents are also available for physical inspection without any fee by the Members of the Company during business hours on any working day, excluding Saturday, up to the date of closure of remote e-voting period **i.e. Friday, December 20, 2024**.
- 11.** Draft copy of the altered Memorandum of Association of the Company would be available for inspection without any fee by the Members of the Company during the business hours on any working day, excluding Saturday, up to the date of closure of remote e-voting period **i.e. Friday, December 20, 2024**. The same is also available during the remote e-voting period of Postal Ballot on the website of the Company i.e. [www.shriramfinance.in](http://www.shriramfinance.in)
- 12.** 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 in accordance with the provisions of the Act read with Rules and the MCA Circulars for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have consented to act as Scrutinizer.
- 13.** The results of the remote e-voting will be declared within two working days i.e. on or before **Monday, December 23, 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](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and will also be uploaded on the Company's website at [www.shriramfinance.in](http://www.shriramfinance.in). The e-voting results will also be available on the website of CDSL at [www.evotingindia.com](http://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.
- 14.** The Resolutions in the Notice shall be deemed to be passed on the last date of e-voting period i.e. **Friday, December 20, 2024**, if approved by the requisite majority.

## 15. 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, MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”) in relation to e-voting Facility provided by the 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, November 15, 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 Members holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of Members</b>	<b>Login Method</b>
Individual Members holding securities in Demat mode with <b>CDSL Depository</b>	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select My Easi New (Token) Tab.

	<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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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><b>Individual Members holding securities in demat mode with NSDL Depository</b></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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>Depository Participants (DP)</b></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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For shareholders holding shares in physical mode and other than individual shareholders holding shares in Demat.</b>
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 <b>OR</b> 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 Resolutions 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 “RESOLUTION 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](http://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](mailto: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 authorised signatory who is authorised to vote to the Scrutinizer and to the Company at the email address [sfltd.scrutinizer@gmail.com](mailto:sfltd.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.

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

- For shareholders holding shares in physical mode –. Members who hold shares in physical form and who have not updated their Email / Mobile / other KYC details, may contact RTA at their below mentioned address: Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers No. 1 Ramakrishna Street, North Usman Road T Nagar, Chennai – 600 017 Telephone Number.: 044-28140801 to 28140803 Email ID : [einward@integratedindia.in](mailto:einward@integratedindia.in)
- For shareholders holding shares in Demat mode - Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual 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](mailto: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, Senior Manager, Central Depository Services (India) Limited, A Wing , 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 21 09911.

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](mailto:secretarial@shriramfinance.in).

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

**Place: Mumbai**

**Date: November 15, 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](http://www.shriramfinance.in) Email id: [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in)**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“SS-2”)**

**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 utilise 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 25, 2024 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 February 24, 2025. 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 authorised limits of borrowing i.e. Rs.2,35,000 Crores outstanding at any point of time, apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business. The approval of the Members being sought vide this Notice is 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 once a year 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 Managing Director & Chief Financial Officer or any person(s) as may be authorised 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, December 20, 2024**. Members seeking to inspect such documents can send an email to [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in). Such documents are also available for physical inspection without any fee by the Members of the Company during business hours on any working day, excluding Saturday, upto the date of closure of remote e-voting period i.e. **Friday, December 20, 2024**.

The Board of Directors recommends the Special resolution set forth in Item no.1 for approval of the Members.

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

### **Item Nos. 2 & 3**

The consistent growth of the Company's business performance and track record of dividend payments through interim and final dividends has further strengthened the investors' confidence in the Company and the same is reflected in increase in the market price of equity shares of the Company listed on National Stock Exchange of India Limited and BSE Limited ('the stock exchanges'). The Company's market capitalisation has surpassed Rs.1 Lakh crore. Recently, the Company's equity shares were added to the Nifty50 index.

With a view to facilitate participation of retail investors and potential investors to buy the equity shares of the Company at an affordable market price and enhance liquidity of the Company's equity shares, the Board of Directors of the Company in its meeting held on October 25, 2024 approved, subject to approval of the Members, the sub-division/split of the existing 1 (One) equity share of the Company of face value of Rs. 10/-(Rupees Ten only) each fully paid up into 5 (Five) equity shares of face value of

Rs.2/- (Rupees Two only) each fully paid up, ranking pari-passu in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”).

The sub-division of equity shares would inter-alia require appropriate adjustments to the existing employee share based benefit schemes.

The proposed sub-division/split of the face value of equity share of the Company is authorised by the Articles of Association of the Company. The proposal for sub-division/split involving change in the face value of equity share of the Company from Rs. 10/- to Rs. 2/- per equity share would require alteration of Capital Clause of Memorandum of Association of the Company. The passing of the proposed resolutions as set out in Item No. 2 and 3 of this Postal Ballot Notice will not result in any change in the amount of authorised, issued, subscribed and paid-up share capital of the Company. Further, the proposed sub-division/ split of equity shares shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

It is proposed to delete the following existing Clause V (Capital Clause) of the existing Memorandum of Association of the Company:

*The Authorized Share Capital of the Company is Rs.4,265,50,00,000/- (Rupees Four Thousand Two Hundred and Sixty Five Crores Fifty Lakhs only) consisting of 2,975,500,000 Equity Shares of Rs.10/- each and 12,90,00,000 Preference Shares of Rs. 100/- each.*

and substitute the same by with the following new Clause V (Capital Clause) in the Memorandum of Association of the Company:

*The Authorised Share Capital of the Company is Rs. 42,655,000,000/- (Rupees Four Thousand Two Hundred and Sixty Five Crores Fifty Lakhs only) consisting of 14,877,500,000 (One Thousand Four Hundred and Eighty Seven Crores Seventy Five Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each and 129,000,000 (Twelve Crores and Ninety Lakhs) Preference Shares of Rs. 100/- (Rupees One hundred only) each.*

The authorised, issued, subscribed and paid-up share capital of the Company pre and post the proposed sub-division / split is given below:

Type of Capital	Pre-Sub-Division/Split			Post-Sub-Division/Split		
	No. of shares	Face value (in Rs.)	Total Share Capital (in Rs.)	No. of shares	Face value (in Rs.)	Total Share Capital (in Rs.)
<b>Authorised Share Capital</b>						
Equity Shares	2,975,500,000	10/-	29,755,000,000/-	14,877,500,000	2/-	29,755,000,000/-
Preference Shares	129,000,000	100/-	12,900,000,000/-	129,000,000	100/-	12,900,000,000/-
<b>Total</b>	<b>3,104,500,000</b>		<b>42,655,000,000/-</b>	<b>15,006,500,000</b>		<b>42,655,000,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>						
Equity Shares *	376,033,235	10/-	3,760,332,350/-	1,880,166,175	2/-	3,760,332,350/-
<b>Total</b>	<b>376,033,235</b>	<b>10/-</b>	<b>3,760,332,350/-</b>	<b>1,880,166,175</b>	<b>2/-</b>	<b>3,760,332,350/-</b>

*(\*) issued, subscribed and paid-up equity share capital may increase consequent to exercise of vested but not yet exercised Fresh Options under SFL ESOS 2023 (No.1) by the eligible employees of the Company before the Record Date fixed for Sub-Division/Split of Equity Shares.*

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the approval of the Members of the Company is sought by way of ordinary resolutions for the proposed sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company as set out in Resolutions at Item Nos. 2 & 3 of this Postal Ballot Notice.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board of Directors of the Company (including any committee thereof) after the approval of the Members is obtained to the above proposals.

The Board of Directors is of the opinion that the above proposals are in the best interest of the Company and its existing and potential investors. The Board has therefore recommended the resolutions set out in Item Nos. 2 & 3 of this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolutions.

Draft copy of the altered Memorandum of Association of the Company would be available for inspection without any fee by the Members of the Company during the business hours on any working day, excluding Saturday, upto the date of closure of remote e-voting period i.e. **Friday, December 20, 2024**. The same is also available during the remote e-voting period of Postal Ballot on the website of the Company i.e. [www.shriramfinance.in](http://www.shriramfinance.in).

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the resolutions at Item nos. 2 & 3 of this Postal Ballot Notice, except to the extent of their shareholding in the Company, if any.

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

**Place: Mumbai**

**Date: November 15, 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](http://www.shriramfinance.in) Email id: [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in)**