

October 30, 2026

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 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 23, 2026, please find enclosed herewith the Postal Ballot Notice dated October 23, 2026 together with the Explanatory Statement which is being sent to the Members of the Company seeking approval of the Members of the Company for 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 to an Issue 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, October 23, 2026** 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 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

Corporate Office: Wockhardt Towers, Level -III, West Wing, C-2, G-Block, Bandra - Kurla Complex, Bandra (East), 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. Tel: +91 44 485 24 666

Email: secretarial@shriramfinance.in | Website: www.shriramfinance.in | Corporate Identity Number (CIN) — L65191TN1979PLC007874

The remote e-voting period will commence on **Saturday, October 31, 2026 (9:00 Hours IST)** and will end on **Sunday, November 29, 2026 (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 or before **Monday, November 30, 2026 (18:00 Hours IST)** at the Corporate office of the Company. The results of the remote e-voting and the Scrutinizer's report will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares / securities of the Company are listed and the same will also be placed on the website of the Company at www.shriramfinance.in and CDSL at www.evotingindia.com.

The Postal Ballot Notice will also be available on the website of the Company at www.shriramfinance.in, CDSL, the remote e-voting service providing agency to the Company at www.evotingindia.com and NSDL at www.evoting.nsdl.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Shriram Finance Limited

BALASUNDA
RARAO UPPU
Digitally signed by
BALASUNDARARAO
UPPU
Date: 2026.10.30 19:02:51
+05'30'

U Balasundararao
Company Secretary & Chief Compliance Officer
Encl.: a/a

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SHRIRAM FINANCE LIMITED

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, Plot No. 14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India, Tel. No: +91 44 4852 4666 Fax: +91 44 4852 5666

Website: www.shriramfinance.in

Email id: secretarial@shriramfinance.in / companysecretary@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, October 31, 2026 at 9:00 Hours IST	Sunday, November 29, 2026 at 17:00 Hours IST

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 Standard 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. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolution appended is proposed for seeking approval of 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 Resolution 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 to the Issue and Share Transfer Agent (“**RTA**”) of the Company as on the cut-off date i.e. Friday, October 23, 2026. 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, November 30, 2026 (18:00 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 on the website of Central Depository Services (India) Limited (CDSL) at 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 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 Sections 23, 42, 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, regulations, circulars and directions 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 secured/unsecured 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, SEBI Regulations and RBI directions, as applicable, on private placement basis at par, discount or premium, in one or more series/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 limit of the Company approved by the Members, to the institutional investor, foreign institutional investors /foreign portfolio investors, qualified institutional buyers, banks, financial institutions, multilateral financial institutions, regional financial institutions, statutory corporation, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternate investments funds, insurance companies, mutual funds, national investments funds, insurance funds, non-institutional investors, companies, bodies corporates, societies, educational institutions and association of persons, trusts, scientific and / or industrial research organisations, partnership firm, Limited Liability Partnerships, resident individuals, High Net-worth Individuals (HNIs) Hindu Undivided Families (HUFs) and retail individual investors and such other potential investors/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 the Board of Directors of the Company (including its Committee thereof) be and is hereby 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.”

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 Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) setting out the material facts relating to the special business and the reasons/rationale of the proposed resolution 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, October 23, 2026** (“**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 to the Issue and Share

Transfer Agent (“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 Depositories through the concerned Depository Participants and in respect of physical holdings with RTA by sending an email to 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 resolution 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 as on the Cut-off date will be entitled to vote.
7. SEBI vide its circulars dated November 17, 2023, June 10, 2024 and Master Circular dated February 06, 2026, as amended, has mandated shareholders holding securities in physical form to furnish PAN, KYC (i.e. Postal Address with Pin Code, mobile number, email address, choice of nomination, bank account details, specimen signature) to avail any service request. Pursuant to the aforesaid SEBI Circulars, the Company has sent individual communications to all the Members holding shares of the Company in physical form. Those Members holding shares in physical form and have not updated their KYC and choice of nomination details may please submit Form ISR-1, Form ISR-2, and Form No. SH-13/ Form ISR-3. The link for downloading the forms is available on the RTA’s website <https://ipostatus.integratedregistry.in/Kycregister.aspx>. SEBI has mandated that with effect from April 01, 2024, any payments including dividend in respect of shares held in physical form shall only be made electronically upon registering the required KYC details in entirety.

8. The remote e-voting period will commence on **Saturday, October 31, 2026 (9:00 Hours IST)** and will end on **Sunday, November 29, 2026 (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 resolution set out in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, October 23, 2026**, being the Cut-off Date fixed for the purpose.
10. 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/>)
11. All relevant documents referred in this Notice will be available for inspection to the Members of the Company without any fee at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) from the date of dispatch of this Notice up to the date of closure of remote e-voting period **i.e. Sunday, November 29, 2026**.
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 on or before **Monday, November 30, 2026 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.

- 14.** The Resolution in the Notice shall be deemed to be passed on the last date of e-voting period i.e. **Sunday, November 29, 2026**, 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, Secretarial Standards on General Meetings (“SS-2”), Regulation 44 of the Listing Regulations read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

In order to increase the efficiency of voting process and in terms of the SEBI Master Circular, **all Demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, October 23, 2026 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 Members holding shares in demat mode:

a. In terms of SEBI Master Circular on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL Website www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. 2) After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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.
Individual Members holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service

	<p>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>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	<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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

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

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

- 1) The Members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical 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 Members holding shares in physical mode and other than individual Members holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for Members holding securities in demat as well as physical mode).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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.</p>

b. After entering these details appropriately, click on “**SUBMIT**” tab.

c. Members holding shares in physical mode will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

d. For Members holding shares in physical form, the details can be used only for e-Voting on the Resolution contained in this Notice.

e. Click on the EVSN for “**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 an 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 Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically 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 Members are required mandatorily 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, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

- For Members holding shares in physical mode –. Please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company at equity.service@shriramfinance.in or to the RTA at the 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.

- For Members holding shares in Demat mode - Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Members 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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing , 25th Floor, Marathon 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 21 09911.

Any query in relation to the Resolution proposed to be passed through Postal Ballot may be addressed to: Mr. U Balasundararao, Company Secretary & Chief Compliance Officer, Corporate Office - Wockhardt Towers, Level-2, East Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, Tel. No. +91- 022-

40959595, (except Saturday and Sunday), Email Id:
companysecretary@shriramfinance.in/ secretarial@shriramfinance.in/.

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

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

Mumbai

October 23, 2026

CIN: L65191TN1979PLC007874

Regd. Office: Sri Towers, Plot No.14A, South Phase,
Industrial Estate, Guindy, Chennai 600 032

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

Website: www.shriramfinance.in

Email id: companysecretary@shriramfinance.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 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, working capital requirements 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 December 2, 2025 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 December 1, 2026.

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 limit of borrowing i.e. Rs.2,95,000 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, Zero Coupon 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 Whole Time Directors or any person(s) as may be authorised by the Board/ Whole Time Directors 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 in accordance with regulatory requirements with regard to capping of number of ISINs maturing per financial year, etc.

The Board of Directors recommends the 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**

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

Mumbai

October 23, 2026

CIN: L65191TN1979PLC007874

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Email id: companysecretary@shriramfinance.in