

SEC/FILING/BSE-NSE/23-24/68A-B

May 31, 2023

**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 Sirs,

**Sub.: Annual Report for the Financial Year 2022-23 containing Notice of the 44<sup>th</sup> Annual General Meeting pursuant to Regulation 30, 34 and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

This is in furtherance to our letter dated April 27, 2023, wherein we had informed that the 44<sup>th</sup> Annual General Meeting (“44<sup>th</sup> AGM”) of the Company is scheduled to be held on Friday, June 23, 2023 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34 read with Regulation 30 and Regulation 53 of the Listing Regulations, please find enclosed herewith the following documents for the Financial Year 2022-23:

1. Notice of the 44<sup>th</sup> AGM scheduled to be held on Friday, June 23, 2023 at 2:00 p.m. IST through VC/ OAVM
2. Annual Report for the Financial Year 2022-23 and
3. Business Responsibility and Sustainability Report for the Financial Year 2022-23

The Annual Report for the Financial Year 2022-23 is being sent electronically to those Members whose E-mail IDs are registered with the Company/Registrar and Transfer Agent, Integrated Registry Management Services Private Limited ("RTA") or the Depository Participant(s). The Member who wishes to obtain a hard copy of the Annual Report can send a request for the same at [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in) mentioning Folio No/ DP ID and Client ID.

**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](http://www.shriramfinance.in) | Corporate Identity Number (CIN) - L65191TN1979PLC007874

The Notice of 44<sup>th</sup> AGM and the Annual Report for the Financial Year 2022-23 can also be accessed or downloaded from the weblink given below:

<https://www.shriramfinance.in/investors/financials>

The remote e-voting period will commence from **Tuesday, June 20, 2023 (9:00 a.m. IST)** and will end on **Thursday, June 22, 2023 (5:00 p.m. IST)**. The e-voting module will be disabled by CDSL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialised form as on **Friday, June 16, 2023 i.e. Cut-off Date**, may cast their vote electronically.

The Company will also be providing the facility of live webcast of the proceedings of 44<sup>th</sup> AGM.

We request you to take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you.  
Yours faithfully,

***For Shriram Finance Limited***

**U Balasundararao**  
**Company Secretary & Compliance Officer**

**Shriram Finance Limited**

(Formerly known as Shriram Transport Finance Company Limited)

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Website: [www.shriramfinance.in](http://www.shriramfinance.in)

Email id: [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in)

## NOTICE

NOTICE is hereby given that the Forty-Fourth Annual General Meeting of the Members of **SHRIRAM FINANCE LIMITED** (Formerly known as Shriram Transport Finance Company Limited) (“the Company”) will be held on **Friday, June 23, 2023** at **02.00 p.m.** through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited financial statements including Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited consolidated financial statements including Balance Sheet of the Company as at March 31, 2023, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

- To declare a Final Dividend of Rs.20/- per Equity Share of Rs.10/- each and to confirm the payment of Interim Dividend of Rs.15/- per Equity Share of Rs.10/- each declared by the Board of Directors in its meeting held on December 24, 2022, for the Financial Year ended March 31, 2023 and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Company do declare and pay a final dividend of Rs.20/- per equity share of face value of Rs.10/- each to all those Members whose names appear

in the Register of Members or who are beneficial owners of equity shares of the Company as on Friday, June 16, 2023.

**RESOLVED FURTHER THAT** an Interim Dividend of Rs.15/- per equity share on 37,44,27,276 equity shares of face value of Rs.10/- each fully paid-up absorbing Rs.561,64,09,140/- (Rupees Five Hundred and Sixty-One Crores Sixty-Four Lakhs Nine Thousand One Hundred and Forty Only), declared by the Board of Directors in its meeting held on December 24, 2022, for the financial year ended March 31, 2023, paid to the eligible Members on January 13, 2023, subject to deduction of tax at source, as applicable be and is hereby noted and confirmed.”

- To appoint a director in place of Mr. D. V. Ravi (DIN 00171603), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. D.V. Ravi (DIN 00171603), Director of the Company who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

- To consider and approve insertion of Article 24.d. after the existing Article 24.c. of Articles of Association of the Company to comply with the requirement of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and in this regard, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications issued by the regulatory authorities as applicable from time to time, the consent of Members of the Company be and is hereby accorded

for insertion of Article 24.d. after the existing Article 24.c. of Articles of Association of the Company:

**“Article 24. d.**

<b>Right of Debenture Trustee to appoint nominee director</b>	<i>On receipt of communication from the Debenture Trustee of the proposed nomination of any person as a director, pursuant to clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Board of Directors shall appoint such a person as nominee director on the Board of Directors of the Company. Such nominee director shall neither be liable to retire by rotation nor be required to hold any qualification shares.”</i>
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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. To consider and approve deletion and substitution of Article 3 of Articles of Association of the Company and in this regard, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications of the regulatory authorities as applicable from time to time, the consent of Members of the Company be and is hereby accorded for deletion of the following existing Article 3 of Articles of Association of the Company:

**3. 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 297,55,00,000 Equity Shares of Rs.10/- each and 12,90,00,000 Preference Shares of Rs. 100/- each.**

and substitution of the following Article 3 in its place:

**“3.**

<b>Share Capital</b>	<i>The Authorized Share Capital of the Company shall be such amount as from time to time be authorised by the Memorandum of Association. The Company in general meeting may, by an ordinary resolution from time to time, increase or reduce the capital for the time being of the Company and divide the shares in the capital into several classes with rights, privileges or conditions as may be determined. The Company may issue preference shares which shall or at the option of the Company, shall be liable to be redeemed.”</i>
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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board  
For **Shriram Finance Limited**  
(Formerly known as Shriram Transport Finance Company Limited)

**U Balasundararao**  
**Company Secretary**  
**Membership No. : ACS 40941**

**Mumbai**

**April 27, 2023**

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: [balasundar@shriramfinance.in](mailto:balasundar@shriramfinance.in).

**Notes:**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, Circular No.02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (“MCA Circulars”) has permitted to conduct the Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”) upto September 30, 2023. In compliance with the aforesaid MCA Circulars, the 44th Annual General Meeting (“44th AGM” or “Meeting”) of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
2. A Member entitled to physically attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Since this 44th AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for this 44th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the 44th AGM of the Company through VC / OAVM facility.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the 44th AGM through VC / OAVM on its behalf and to vote through remote e-voting pursuant to Section 113 of the Companies Act, 2013 (“the Act”). The said resolution/authorisation shall be sent by registered email address to the Scrutinizer at [sf1td.scrutinizer@gmail.com](mailto:sf1td.scrutinizer@gmail.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
5. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out under Item Nos. 5 & 6 is annexed and forms a part of this Notice.
6. The brief details of the director, who is being re-appointed, at this 44th AGM is annexed hereto as per the requirements of Regulation 36(3) of the Listing Regulations, as amended and the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”).
7. The payment of final dividend, upon approval by the Members at the 44th AGM, will be made, subject to deduction of tax at source (TDS) on or before **Saturday, July 22, 2023** as under:
  - a. to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of business hours on **Friday, June 16, 2023** and
  - b. To all those Members holding shares in physical form after giving effect to all the valid transmission and transposition in respect of valid requests lodged with the Company as of the end of business hours on **Friday, June 16, 2023**.
8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, June 17, 2023 to Friday, June 23, 2023 (both days inclusive) for the purpose of payment of dividend and 44th AGM of the Company.
9. The facility of joining the 44th AGM through VC/OAVM will be opened 30 minutes before and will remain open for 15 minutes after the scheduled start time of the 44th AGM, i.e. from 1.30 p.m. to 2.15 p.m.
10. The Company will be providing the facility of live webcast of the proceedings of 44th AGM. Members can view the proceedings of the 44th AGM by logging on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using their secure login credentials.
11. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023, Companies can send Annual Reports and other communications through electronic mode. Physical copy of the Annual Report shall be sent to those Members who request for the same. Notice of the 44th AGM along with the Annual Report for F.Y. 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Member who wishes to obtain hard copy of the Annual Report can send a request for the same at email ID - [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in) mentioning Folio No/

DP ID and Client ID. Members may note that the Notice and Annual Report for F.Y.2022- 23 will also be available on the Company's website [www.shriramfinance.in](http://www.shriramfinance.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Central Depository Services (India) Limited ('CDSL') at <https://www.evotingindia.com/>

12. Further, those Members who have not updated their email addresses in the Demat account/Folio may get their email address and mobile number registered with Company's Registrar and Transfer Agent, Integrated Registry Management Services Private Limited ("RTA") latest by Friday, June 16, 2023 for receiving the Notice of AGM and Annual Report along with the Login ID and Password by sending an email to the RTA at their email ID: [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).
13. Members attending the 44th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. 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, June 16, 2023** being the Cut-off Date. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
15. a) For non-individual Members, who acquires shares of the Company and becomes a Member after despatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. **Friday, June 16, 2023**, may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).
- b) For Individual Members, who acquires shares of the Company and becomes a Member after despatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. **Friday, June 16, 2023**, holding shares in NSDL and CDSL should login through the websites of NSDL and CDSL can cast the votes during remote e-voting period.
- c) Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the 44th AGM and Members participating at the 44th AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the 44th AGM. Members who have cast their vote by remote e-voting prior to

the 44th AGM will also be eligible to participate at the 44th AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-Voting.

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

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 44th AGM.
17. The Company has been maintaining, inter alia, the following statutory registers at its Registered Office at Sri Towers, Plot No. 14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India:
  - i. Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
  - ii. Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the Statutory Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of the 44th AGM. Members seeking to inspect such documents can send an e-mail at [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in).
18. The Board of Directors has appointed Mr. P. Sriram (Membership No. FCS 4862), Practising Company Secretary (CP No. 3310) or failing him Ms. Nithya Pasupathy (Membership No. FCS 10601), Practising Company Secretary (CP No. 22562) of SPNP & Associates, Chennai as the Scrutinizer to scrutinize the remote e-voting process and at the 44th AGM in a fair and transparent manner and he/she has consented to act as Scrutinizer.
19. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form

ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's RTA website : <https://tinyurl.com/yckkaxhb>.

20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's RTA website under the web link at <https://tinyurl.com/yckkaxhb>.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

21. SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ NEFT etc.
22. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account detail, specimen signature) and nomination details by holders of securities. In case any of the above cited documents/ details are not

available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from October 01, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the RTA at <https://tinyurl.com/yckkaxhb>. In view of the above we urge Members holding shares in physical form to submit the required forms alongwith the supporting documents on or before September 30, 2023. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their DPs.

23. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
24. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
25. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 01, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to Members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company in accordance with the applicable provisions of the Income Tax Act, 1961. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc., to their Depository Participants in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form. A separate email will be sent at the registered email id of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source of the final equity dividend payout. The intimation will also be uploaded on the website of the Company [www.shriramfinance.in](http://www.shriramfinance.in). A Resident individual shareholder with PAN and

who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source in the link : <https://bit.ly/3fWgshS> on or before June 16, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10E, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) under the link : <https://bit.ly/3fWgshS>. The aforesaid declarations and documents need to be submitted by the shareholders on or before June 16, 2023.

26. **Loss of Shares:** In case of loss/misplacement of share certificates, Members should immediately lodge a complaint/FIR with the police if the value of shares exceeds Rs. 5,00,000/- and inform the Company's RTA for the procedure of obtaining the duplicate share certificates.
27. **Nomination Facility:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.
28. **Non-Resident shareholders:** Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their Depository Participant in respect of shares held in Dematerialised form:
- Indian address for sending all communications, if not provided so far;

**32. Transfer of unclaimed dividend transferred to Investor Education and Protection Fund**

- i. Pursuant to the provisions of Section 125 of the Act, the dividends which remain unclaimed for a period of 7 (seven) consecutive years will be transferred by the Company to the "Investor Education and Protection Fund" (IEPF) established by the Central Government as and when they fall due. Members who have not encashed their dividend warrant/ payment instrument(s) so far are requested to make their claim to the Company's Corporate Office or to Integrated

- Change in their residential status on return to India for permanent settlement;
  - Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
  - RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.
29. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialised shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased Members are also requested to open demat account simultaneously for dematerialising the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
30. Members are requested to note that, dividends if not encashed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
31. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 before transfer to IEPF on the respective dates mentioned below. The intimation in this regard has been sent to the concerned Members.

Year ending on March 31	Dividend to be transferred to IEPF		Year ending on March 31	Dividend to be transferred to IEPF	
	Final Dividend	Interim Dividend		Final Dividend	Interim Dividend
2016	01/09/2023	-	2020	-	29/11/2026
2016 (erstwhile SCUF)	02/09/2023	-	2020 (erstwhile SCUF)	-	28/11/2026
2017	04/08/2024	30/11/2023	2021	30/07/2028	1. 04/12/2027 2. 30/04/2028
2017 (erstwhile SCUF)	04/08/2024	01/12/2023	2021 (erstwhile SCUF)	02/09/2028	1. 06/12/2027 2. 29/04/2028
2018	31/08/2025	07/12/2024	2022	-	1. 04/12/2028 2. 10/04/2029
2018 (erstwhile SCUF)	27/08/2025	04/12/2024	2022 (erstwhile SCUF)	-	1. 02/12/2028 2. 11/04/2029
2019	02/08/2026	30/11/2025	2023	-	29/01/2030
2019 (erstwhile SCUF)	02/09/2026	29/11/2025			

- ii. **Transfer of Equity Shares to Investor Education and Protection Fund** – As per Government of India Gazette notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs, the Company is required to transfer the shares to Investor Education and Protection Fund Authority (IEPF Authority), the shares on which dividend remains unclaimed for 7(seven) consecutive years will be transferred to the IEPF Authority as per Section 124 of the Act, and the applicable rules. Accordingly, the Company had transferred 96739 Equity shares of Rs. 10/- each in respect of which the following dividend was not claimed/remained unpaid for 7 (seven) consecutive years as per the below mentioned table.

Financial Year	Type of Dividend	No. of Shares Transferred to IEPF Authority	IEPF 4 Form Filing date
2014- 2015	Interim Dividend	1,925	07/01/2022
2014-2015	Final Dividend	72,144	06/10/2022
2015-2016	Interim Dividend	16,977	01/02/2023
2015-2016 (erstwhile SCUF)	Interim Dividend	5,693	09/02/2023

Consequent to Scheme of Arrangement and Amalgamation, the Company has credited 94,846 Equity shares of Rs. 10 each, allotted in lieu of the shares of erstwhile Shriram City Union Finance Limited, lying with the IEPF authorities.

The Members who have a claim on above dividends and equity shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5. During the financial year ended March 31, 2023, the Company had received requests from investors for claiming dividends, fixed deposits and equity shares from IEPF Authority. All the requests are duly attended to. Information on the procedures to be followed for claiming the dividend/ shares/ fixed deposits are available on the web-link: <http://www.iepf.gov.in/IEPF/refund.html>.

No claims shall lie against the Company in respect of the dividend, shares, etc. so transferred.

#### **Voting through Electronic means**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services and the e-voting facility at the 44th AGM by Central Depository Services (India) Limited ('CDSL'), e-voting agency, for voting on all the resolutions set out in this Notice.

The remote e-voting period commences on **Tuesday, June 20, 2023 (9.00 a.m. IST)** and ends on **Thursday, June 22, 2023 (5:00 p.m. IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialised form, as on **Friday, June 16, 2023 i.e. Cut-off Date**, may cast their vote electronically.

Person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. Those Members, who will be present at the 44th AGM through VC/OAVM facility and have not cast at their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the 44th AGM.

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

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>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 &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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></li> <li>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (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 or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members 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 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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.**

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](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 Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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 Physical shareholders 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 both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (7) After entering these details appropriately, click on “SUBMIT” tab.
- (8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for Shriram Finance Limited on which you choose to vote.
- (11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are mandatorily required to send by their registered email address the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote to the Scrutinizer at [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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING AT THE 44TH AGM ARE AS UNDER:**

1. The procedure for attending Meeting & e-Voting at the 44th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 44th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present the 44th AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 44th AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the 44th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33. You may also contact Mr. U Balasundararao, Company Secretary to address the grievances connected with e-Voting at Corporate Office, Tel. No. +91- 022-40959595, Email-id-[secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in)

**Instructions for attending /joining the 44th AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the 44th AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and will remain open for 15 minutes after the scheduled start time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
4. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
5. Further, Members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
6. While all efforts will be made to make the VC/ OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

7. **AGM Questions prior to 44th AGM:** Members are requested to send their questions in advance during the period from Monday, June 19, 2023 to Wednesday, June 21, 2023 mentioning their name, demat account number/folio number, email ID, mobile number at [SFLAGM2023@shriramfinance.in](mailto:SFLAGM2023@shriramfinance.in). Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. Please note that only questions of the members holding the shares as on cut-off date will be considered. Members intending to speak at the 44th AGM would require microphone and speakers / headphone.
8. **Speaker Registration during 44th AGM session:** Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance during the period from Monday June 19, 2023 to Wednesday, June 21, 2023 mentioning their name, demat account number/folio number, email ID, mobile number at [SFLAGM2023@shriramfinance.in](mailto:SFLAGM2023@shriramfinance.in). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the 44th AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 44th AGM.
9. **Scrutinizer's Report and declaration of results:**
- The Scrutinizer shall, immediately after the conclusion of voting at the 44th AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizers' report of the total votes cast in favour or against, within 2 (two) working days of the conclusion of the 44th AGM, to the Chairman or Mr. Umesh Revankar, Executive Vice Chairman or Mr. Y. S. Chakravarti, Managing Director and CEO or Mr. D. V. Ravi, Director or any other person authorised by the Chairman in writing, who shall countersign the same and declare the results of the voting forthwith.
  - The results declared along with the Scrutinizer's Report shall 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) immediately after the declaration of results and communicate to the BSE Limited and National Stock Exchange of India Limited. The resolutions shall be deemed to be passed at the 44th AGM of the Company.

By Order of the Board  
**For Shriram Finance Limited**  
 (Formerly known as Shriram Transport Finance Company Limited)

**U Balasundararao**  
**Company Secretary**  
**Membership No. : ACS 40941**

**Mumbai**  
**April 27, 2023**

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)

## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

#### ITEM NOs. 5 & 6

#### **Insertion of Article 24.d. in the Articles of Association of the Company**

Vide Notification No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 (SEBI Notification), Securities and Exchange Board of India (SEBI), has inter-alia, amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. Accordingly, a listed company issuing non-convertible debt securities is required to ensure that its Articles of Association enables the Board of Directors to appoint a person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee director on its Board of Directors i.e. in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures

In case of listed company whose debt securities are listed as on the date of publication of the SEBI Notification shall alter its Articles of Association to comply with the requirement of the SEBI Notification, on or before September 30, 2023.

The Company being a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI), in ordinary course of its business issues debt securities including secured non-convertible debentures, bonds, from time to time for the purpose of on-lending, growing the Company's asset book, refinancing existing debt and other

#### **“Article 24. d.**

<b>Right of Debenture Trustee to appoint nominee director</b>	<i>On receipt of communication from the Debenture Trustee of the proposed nomination of any person as a director, pursuant to clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Board of Directors shall appoint such a person as nominee director on the Board of Directors of the Company. Such nominee director shall neither be liable to retire by rotation nor be required to hold any qualification shares.”</i>
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#### **Deletion and substitution of Article 3 of the Articles of Association of the Company**

The existing Capital Clause V of the Memorandum of Association and Article 3 of the Articles of Association the Company mentions the Authorised Share Capital of the Company and its composition. Any proposal for change in the Authorised Capital will require alteration of both Memorandum of Association and Articles of Association of the Company. For administrative convenience and ease of reference, the Board of Directors in its meeting held on April 27, 2023 had also considered and approved the proposal for alteration of Clause 3 of the Articles of Association of the Company, subject to the approval of Members of the Company, by deleting the existing Article 3 as mentioned below:

general purposes as may be decided by the Board. The issue of debt securities is made through private placement and public Issue, depending on prevailing market conditions and judicious evaluation of various factors including cost effectiveness, urgency etc.

The Company had 3,45,172 Rated, Listed, Secured, Redeemable, Non-Convertible Debentures (“NCDs”) issued by the Company on private placement basis aggregating up to Rs. 27,648.08 crores outstanding as on March 31, 2023.

The Company had 2,31,30,584 Rated, Listed, Secured, Redeemable, Non-Convertible Debentures (“NCDs”) of the Company issued by way of public issue aggregating up to Rs. 2,508.89 crores outstanding as on March 31, 2023.

The Company has a good track record of timely payment of interest on debt securities on due date, repayment of principal amount of debt securities on redemption date and providing adequate security cover with respect to outstanding secured debt securities. The Board of Directors does not envisage occurrence of any such event of default or circumstances triggering appointment of nominee director by the Debenture Trustees on the Board of Directors of the Company. However, in order to comply with SEBI Notification, the Board recommends alteration of Articles of Association of the Company by insertion of new Article 24.d. in the Articles of Association of the Company. Accordingly, the Board of Directors in its meeting held on April 27, 2023 had considered and approved the alteration of Articles of Association of the Company, subject to the approval of Members of the Company by insertion of the following Article 24. d. after the existing Article 24. c. of Articles of Association:

- 3 The Authorised Share Capital of the Company is Rs.4,265,50,00,000/- (Rupees Four Thousand Two Hundred and Sixty Five crores Fifty Lac only) consisting of 297,55,00,000 Equity Shares of Rs.10/- each and 12,90,00,000 Preference Shares of Rs. 100/- each.

and substituting in its place the following Article 3:

**“Article 3.**

<i>Share Capital</i>	<i>The Authorised Share Capital of the Company shall be such amount as from time to time be authorised by the Memorandum of Association. The Company in general meeting may, by ordinary resolution from time to time, increase or reduce the capital for the time being of the Company and divide the shares in the capital into several classes with rights, privileges or conditions as may be determined. The Company may issue preference shares which shall or at the option of the Company, shall be liable to be redeemed.”</i>
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In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to approve alteration of Articles of Association of the Company.

The existing Articles of Association along with the Articles of Association incorporating therein the proposed alterations are available for electronic inspection by the Members without any fee from the date of circulation of this Notice up to the date of 44<sup>th</sup> AGM, i.e. Friday, June 23, 2023. Members seeking to inspect such documents can send an email to [secretarial@shriramfinance.in](mailto:secretarial@shriramfinance.in). Alternatively, the same are available for inspection by the Members of the Company at the Registered and Corporate Office of the Company on all working days during business hours up to the date of 44<sup>th</sup> AGM.

The Board of Directors recommends the resolutions set out at Item Nos. 5 and 6 of Notice of the 44<sup>th</sup> AGM to the Members of the Company for their consideration and approval, by way of Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

**For Shriram Finance Limited**  
(Formerly known as Shriram Transport Finance Company Limited)

**U Balasundararao**  
**Company Secretary**  
**Membership No. : ACS 40941**

**Mumbai**

**April 27, 2023**

CIN: L65191TN1979PLC007874

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

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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)

**Information required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 with respect to appointment/re-appointment of Directors:**

Name of Director	Mr. D. V. Ravi
Date of Birth and Age	September 05, 1964 Age - 58 years
DIN	00171603
Date of first appointment on the Board	June 18, 2015
Nationality	Indian
Expertise in specific functional areas	Wide experience in financial service industry, insurance domain, corporate finance, strategic and business planning, governance, ethics and regulatory oversight, Audit & Risk Management, Human Resource, Information Technology, synergy creation, Mergers & Acquisitions and Leadership Development.
Qualifications	Commerce Graduate from the University of Bangalore, Post Graduate Diploma in Management from the Institute of Rural Management, Anand (IRMA).
Directorship held in other companies	1. DRP Consultants Pvt. Ltd. 2. Shriram Properties Holding Pvt. Ltd. 3. Shriram Capital Pvt. Ltd. (Formerly known as Shriram Financial Ventures (Chennai) Pvt. Ltd.) 4. Shriram Credit Company Ltd. 5. APA Engineering Pvt. Ltd. 6. Intelent Data Sciences Pvt. Ltd. 7. R.K.P Management Consultants Pvt. Ltd. 8. Take Sports Management Pvt. Ltd. 9. Shriram Investment Holdings Ltd. 10. Eywa Pharma Pte Ltd.
Membership/ Chairmanship of Committees of such companies	<b>Member of Finance Committee</b> - Shriram Capital Private Limited (formerly known as Shriram Financial Ventures (Chennai) Private Limited)
Name of listed entities from which the person has resigned in the past three years	TAKE Solutions Limited
Shareholdings in the Company including shareholding as a beneficial owner	20 Equity Shares
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	There is no inter-se relationship between Mr. D. V. Ravi and the directors on the Board of Directors of the Company and Key Managerial Personnel.
Remuneration received from the Company in the F.Y. 2022-23	Nil. The Company does not pay any remuneration, sitting fees or commission to non-executive, non- independent director.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. D. V. Ravi, Director is liable to retirement by rotation. No remuneration, sitting fees or commission is proposed to be paid to him.
The number of Meetings of the Board attended during the F.Y. 2022-23	Attended 9 out of 10 Board Meetings held during Financial Year 2022-23.

**Brief Profile of Mr. D.V. Ravi**

Mr. D.V. Ravi, is the Vice Chairman and Managing Director of Shriram Capital Private Limited (formerly known as Shriram Financial Ventures (Chennai) Private Limited), Promoter of the Company. He has been a part of the Shriram Group since 1992 and has an extensive experience and expertise in the financial services and insurance domains and has been an integral part of the organisation especially in formulating Corporate Strategies, Building Teams and creating Synergy, Mergers & Acquisitions, Risk Management, Corporate Finance, Leadership development and Technology initiatives.

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