SHRIRAM ASSET MANAGEMENT COMPANY LIMITED
CIN: L65991MH1994PLC079874
Registered Office: 217, 2nd Floor, Swastik Chambers,
Near Junction of S.T. & C.S.T. Road, Chembur, Mumbai 400 071
Tel. No.: +91-22-40060810/40060815 Fax: +91-22-27566634
Email ID: srmf@shriramamc.in Website: www.shriramamc.in

NOTICE OF POSTAL BALLOT
[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 **(the "Act")** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended **(the "Rules")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **("SEBI Listing Regulations")**, Secretarial Standard-2 on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India 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 **("MCA")** from time to time (hereinafter collectively referred to as **"MCA Circulars"**) and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, seeking approval of the Members of the Company by way of Postal Ballot only through voting by electronic means (**"remote e-voting"**) for the Special Business as explained below:

SPECIAL BUSINESS

1. Appointment of Mr. Vikrant Kishore Gugnani (DIN: 01814337) as Director of the Company

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

"RESOLVED THAT Mr. Vikrant Kishore Gugnani (DIN: 01814337), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from November 16, 2026 and pursuant to Section 161 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (in the category of Executive and Non-Independent Director designated as Vice-Chairman and Whole-Time Director) of the Company and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

2. Appointment of Mr. Vikrant Kishore Gugnani (DIN: 01814337) as Vice-Chairman and Whole-Time Director of the Company and approval of payment of remuneration payable to him, being a material related party transaction

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended read with Schedule V of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the enabling provisions of the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Vikrant Kishore Gugnani (DIN: 01814337) as Vice-Chairman and Whole-Time Director of the Company for a period of three (3) consecutive years effective from November 16, 2026 till November 15, 2029, not liable to retire by rotation, on the terms and conditions as set out in the explanatory statement annexed to this Notice, with power to the Board of Directors to alter and vary the terms and conditions of his appointment in such manner as may be agreed between the Board of Directors and Mr. Vikrant Kishore Gugnani.

RESOLVED FURTHER THAT pursuant to Regulation 23 of the SEBI Listing Regulations and other applicable provisions and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Vikrant Kishore Gugnani, being a material related party transaction, as per details set out in the explanatory statement annexed to this Notice, as minimum remuneration in the event of no profits or inadequate profits calculated in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT pursuant to Regulation 6(3)(d) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, approval of the Members be and is hereby accorded for grant of stock options to Mr. Vikrant Kishore Gugnani under Shriram Asset Management Company Limited- Employees Stock Option Plan 2022 ('ESOP-2022') which may exceed 1% of the issued equity share capital of the Company during any one year, subject to the terms of the ESOP-2022.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

3. Approval for shifting of the Registered Office of the Company from Mumbai, State of Maharashtra to Chennai, State of Tamil Nadu

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), subject to the approval of Central Government (powers delegated to the Regional Director), and such other approvals, permissions and

sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from 217, 2nd Floor, Swastik Chambers, Near Junction of S.T. & C.S.T. Road, Chembur, Mumbai, Maharashtra – 400 071 to Shriram House, No. 4 (67), Burkit Road, T. Nagar, Thyagarayanagar, Chennai, Tamil Nadu- 600017 and that the existing clause II of the Memorandum of Association of the Company be substituted with the following clause:

'II. The Registered Office of the Company will be situated in the State of Tamil Nadu.'

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company or any officer/ executive/ representative and/or any other person so authorized by the Board, be and are hereby severally authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval/ consent, as may be considered necessary and further authorized to appoint counsels/ consultant and advisors, file applications, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

By order of the Board of Directors
For **Shriram Asset Management Company Limited**
Sd/-
Vinita A. Kapoor
Company Secretary & Lead-Legal
ICSI Membership No. A33574

Place: Mumbai
Date: November 17, 2026

Notes:

1. The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 **(the "Act")** read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**) and other applicable provisions, if any and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India **("SS-2")** setting out all material facts relating to the special business and the reasons/rationale of the proposed resolutions contained in this Postal Ballot Notice and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "SEBI Listing Regulations"**) is annexed hereto. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members electronically until 5:00 p.m on the last date of remote e-voting on the Postal Ballot i.e. **Wednesday, December 23, 2026**.

2. The Board of Directors has appointed Mr. Karan S. Sahani, partner of M/s. Sahani & Kothari Associates, Practising Company Secretary (Membership No. 12005) as the Scrutinizer to conduct 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 Company has engaged the services of Central Depository Services (India) Limited (**"CDSL"**) as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.

3. In conformity with the prevailing regulatory requirements, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, November**

13, 2026 ("Cut-off date") and who have registered their e-mail addresses with the Company or with the Depositories.

4. 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 the "Cut-off date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company's website www.shriramamc.in and also on the website of Stock Exchange i.e. www.bseindia.com and on the website of CDSL at www.evotingindia.com.

5. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before December 24, 2026.** The said results along with the Scrutinizer's Report would be uploaded on the website of the Company www.shriramamc.in and also would be communicated to the Stock Exchange at www.bseindia.com and Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

6. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. **Wednesday, December 23, 2026**.

7. The instructions for Shareholders for remote e-voting are as under:
   Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
   Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

   i) **The remote e-voting period commences from 09:00 A.M. on Tuesday, November 24, 2026 and ends at 5:00 P.M. on Wednesday, December 23, 2026.** During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of **Friday, November 13, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

   ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**,** under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

iii) 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 above said SEBI Circular**,** Login method for e-voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 & voting during the meeting. Additionally, there is 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode	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'

with **NSDL Depository**	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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
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 evoting@nsdl.co.in or call at: 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.

iv) Login method for remote e-Voting 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.
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 and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

v) After entering these details appropriately, click on "SUBMIT" tab.

vi) 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.

vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

viii) Click on the EVSN "SHRIRAM ASSET MANAGEMENT COMPANY LIMITED".

ix) 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.

x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xi) 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.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xiv) 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.

xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvi) **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 and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; srmf@shriramamc.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 srmf@shriramamc.in/support@purvashare.com.
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 remote 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, 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 or call on 1800 21 09911.

By order of the Board of Directors
For **Shriram Asset Management Company Limited**
Sd/-
Vinita A. Kapoor
Company Secretary & Lead-Legal
ICSI Membership No. A33574

Place: Mumbai
Date: November 17, 2026

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

Item No: 1

Brief background

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 05, 2026 has appointed Mr. Vikrant Kishore Gugnani (DIN: 01814337) as an Additional Director (in the category of Executive and Non-Independent Director designated as Vice-Chairman and Whole-Time Director) of the Company with effect from November 16, 2026.

Mr. Vikrant Kishore Gugnani is a Chartered Accountant and seasoned financial services leader with close to 30 years of experience spanning banking, asset management, and financial services across multiple geographies. Mr. Gugnani has held senior leadership roles across Reliance Capital as well as with Citibank India & Indonesia. He has also served as the CEO of Reliance Capital Asset Management Limited. He spearheaded the change in the asset management industry, in India, during the period 2005-10. Additionally, having built businesses in several countries across India, the Asia Pacific, and the Middle East, he possesses a significant understanding of both Emerging and Developed markets.

The Company has received all the disclosures as required under the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various circulars issued by Securities and Exchange Board of India from Mr. Gugnani.

Regulatory Framework and need for Members Approval

As per Section 161 of the Companies Act, 2013 (the 'Act'), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the listed entity shall ensure that approval of members for appointment of a person on the Board or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing, from a member, proposing the candidature of Mr. Vikrant Kishore Gugnani, for the office of Director as per provisions of Section 160 of the Act.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, the vast experience of Mr. Gugnani in the banking, asset management, and financial services will be of tremendous benefit to the Company.

The resolution seeks the approval of the members for the appointment of Mr. Vikrant Kishore Gugnani as a Director who shall not be liable to retire by rotation.

Additional information in respect of appointment of Mr. Vikrant Kishore Gugnani as a Director in accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India) have been provided in **Annexure A** to the explanatory statement.

No Director, Key Managerial Personnel or their relatives, except Mr. Vikrant Kishore Gugnani to whom the resolution relates or his relatives, are interested or concerned, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set forth in **Item No. 1** of this Postal Ballot Notice for the approval of the Members of the Company.

Item No: 2

Brief background

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 05, 2026 has appointed Mr. Vikrant Kishore Gugnani (DIN: 01814337) as Vice-Chairman and Whole-Time Director of the Company with effect from November 16, 2026, for a period of three (3) consecutive years.

Mr. Vikrant Kishore Gugnani satisfies the conditions laid down in Schedule V of the Companies Act, 2013 (the "Act") and also conditions set out under Section 196(3) of the Act for being appointed as the Whole-Time Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Regulatory Framework and need for Members Approval

Pursuant to Regulation 23(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), remuneration payable to director, key managerial personnel or senior management, if material, requires approval of the Audit Committee. All material related party transactions require prior approval of the Members as per Regulation 23(4) of the SEBI Listing Regulations.

Pursuant to Regulation 23(1) read with Schedule XII of the SEBI Listing Regulations, a transaction is considered material, if it exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, in cases where the consolidated turnover is up to Rs. 20,000 Crore. The annual consolidated turnover of the Company as on March 31, 2026 was Rs. 2,95,16,798/-. Accordingly, the applicable materiality threshold under Regulation 23 of the SEBI Listing Regulations is Rs. 29,51,680/-

The proposed remuneration payable to Mr. Vikrant Kishore Gugnani is within the guidelines laid down in Schedule V of the Act and requires the approval of the members by way of Special Resolution.

The Audit Committee at its meeting held on November 5, 2026, has approved payment of remuneration of Rs. 3,50,00,000/- per annum to Mr. Vikrant Kishore Gugnani which will comprise of the following:

1. **Basic Salary** - Rs.1,05,01,200/- per annum
2. **House Rent Allowance** - Rs.52,50,600/- per annum
3. **Other Allowance** - Rs.1,76,28,056/- per annum
4. **Perquisites:**
   (i) **Medical reimbursement** – Reimbursement of Medical expenses for Vice-Chairman and Whole-Time Director and family as per Company's Group Medical Insurance Policy.

(ii) **Contribution to Provident Fund, Superannuation fund or Annuity Fund** – As per the rules of the company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either simply or put together are not taxable under the Income Tax Act, 2025.
(iii) **Gratuity** as per the rules of the Company.
(iv) **Encashment of Leave** at the end of the tenure as per the rules of the Company.
(v) **Reimbursement allowance** upto Rs.3,60,000/- per annum towards Fuel & Driver allowance.

5. Annual increments and Performance Linked Variable Pay: Annual increments and Performance Linked Variable compensation payable from time to time shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Company's Remuneration Policy and terms of his appointment.

6. ESOP: Stock options as determined by the Nomination and Remuneration Committee /Board of Directors from time to time as per the terms of the Company's ESOP policy.

7. Other applicable terms:

i. The Whole-Time Director shall not be paid any sitting fees for attending meetings of the Board or Committee of Directors and general meetings.
ii. In the event of absence or inadequacy of profits in any financial year, the Whole-Time Director will be paid the above remuneration as Minimum remuneration subject to overall ceiling laid down in Schedule V of the Act, or any modification thereof.
iii. The Nomination and Remuneration Committee and the Board of Directors may revise the existing or allow any other facilities/perquisites, from time to time, within the overall ceiling.

Since the proposed remuneration exceeds the materiality threshold, it will be considered as a material related party transaction and prior approval of the members is required for the same.

Based on the relevant details provided by the management as required under applicable laws and in terms of the Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 issued by the Securities and Exchange Board of India titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the Audit Committee has reviewed and approved the said transaction.

The Members may further note that the details required as per RPT Industry Standards along with disclosures required under SEBI Circular are enclosed as **Annexure B.**

The details as required under the provisions of Schedule V of the Act, are as follows:

I	**GENERAL INFORMATION**	
1	Nature of Industry	The Company is an Asset Management Company and the Investment Manager of Shriram Mutual Fund, and provides Portfolio Management Services.
2	Date or expected date of commencement of commercial production	The Company operates in the financial services sector and was incorporated on July 27, 1994 and obtained certificate of commencement on December 05, 1994.
3	In case of new companies, expected date of commencement	Not Applicable

<table>
<tr><td></td><td>of activities as per project approved by financial institutions appearing in the prospectus</td><td></td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><td>Particulars</td><td colspan="3">Amount in Rupees</td></tr>
<tr><td></td><td>2025-2026</td><td>2024-2025</td><td>2023-2024</td></tr>
<tr><td>Total Revenue</td><td>12,20,29,018</td><td>6,75,46,263</td><td>8,20,76,000</td></tr>
<tr><td>Profit Before Income Tax</td><td>(20,20,25,871)</td><td>(16,37,95,022)</td><td>(6,80,67,600)</td></tr>
<tr><td>Tax Expenses</td><td>10,71,131</td><td>13,26,521</td><td>5,24,027</td></tr>
<tr><td>Tax Provision for Earlier Years</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Net Profit/Loss After Tax</td><td>(20,30,97,002)</td><td>(16,51,21,543)</td><td>(6,85,91,627)</td></tr>
<tr><td>Net Worth</td><td>151,88,37,359</td><td>62,77,06,269</td><td>77,45,60,492</td></tr>
</table>
</td></tr>
<tr><td>5</td><td>Foreign Investment or Collaborations</td><td>1. Mission 1 Investments LLC has invested in 29,94,349 equity shares holding 17.47% of the total shareholding as on date of this Notice.
2. 2. Sanlam Emerging Markets (Mauritius) Limited has invested in 38,88,889 equity shares holding 22.69% of the total shareholding as on date of this Notice.</td></tr>
<tr><td>II</td><td colspan="2">INFORMATION ABOUT THE APPOINTEE</td></tr>
<tr><td>1</td><td>Background Details</td><td>Vikrant Kishore Gugnani is a Chartered Accountant and seasoned financial services leader with close to 30 years of experience spanning banking, asset management, and financial services across multiple geographies. Mr. Gugnani has held senior leadership roles across Reliance Capital as well as with Citibank India & Indonesia. He has also served as the CEO of Reliance Capital Asset Management Limited. He spearheaded the change in the asset management industry, in India, during the period 2005-10. Additionally, having built businesses in several countries across India, the Asia Pacific, and the Middle East, he possesses a significant understanding of both Emerging and Developed markets.</td></tr>
<tr><td>2</td><td>Past Remuneration</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Recognition or Awards</td><td>He received various Awards and Recognition:
<table>
<tr><td>February 2013</td><td>ET NOW Awards for Retail Excellence (BFSI) in collaboration with Asia Retail Congress CEO of the year</td></tr>
<tr><td>July 2012</td><td>Asian Confederation of Businesses – “Thought Leader Award’ for Mastering Change in a Hyperactive Business Environment. This award is in recognition of remarkable progress in initiating changes in its</td></tr>
</table>
</td></tr>
</table>

			process; remarkable for others in the same industry to follow the example
		May 2009	Asian Investor magazine - "25 most influential people in asset management in Asia"
		January 2009	Asia Asset Management (an Asian Pensions & Investments Journal) - CEO of the year (2008) for India
4	Job profile and his suitability	The role of Mr. Vikrant Kishore Gugnani as Vice Chairman and Whole-Time Director of the Company includes overall leadership of the Company and responsibility for its strategic direction and long-term growth. The Managing Director and Chief Executive Officer of the Company will report to him. He will provide strategic guidance across all functions of the Company, including investments, business, talent and governance, and will be responsible for building the investment franchise of the Company. He will also undertake such other responsibilities as may be assigned to him by the Board of Directors from time to time.	
5	Remuneration proposed	Remuneration of Rs. 3,50,00,000/- per annum payable to Mr. Vikrant Kishore Gugnani will comprise of the following: **1. Basic Salary** - Rs.1,05,01,200/- per annum **2. House Rent Allowance** - Rs.52,50,600/- per annum **3. Other Allowance** - Rs.1,76,28,056/- per annum **4. Perquisites:** (i) **Medical reimbursement** – Reimbursement of Medical expenses for Vice-Chairman and Whole-Time Director and family as per Company's Group Medical Insurance Policy. (ii) **Contribution to Provident Fund, Superannuation fund or Annuity Fund** – As per the rules of the company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either simply or put together are not taxable under the Income Tax Act, 2025. (iii) **Gratuity** as per the rules of the Company. (iv) **Encashment of Leave** at the end of the tenure as per the rules of the Company. (v) **Reimbursement allowance** upto Rs.3,60,000/- per annum towards Fuel & Driver allowance. **5. Annual increments and Performance Linked Variable Pay**: Annual increments and Performance Linked Variable compensation payable from time to time shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Company's Remuneration Policy and terms of his appointment. **6. ESOP**: Stock options as determined by the Nomination and Remuneration Committee /Board of Directors from time to time as per the terms of the Company's ESOP policy.	

		7. Other applicable terms: i. The Whole-Time Director shall not be paid any sitting fees for attending meetings of the Board or Committee of Directors and general meetings. ii. In the event of absence or inadequacy of profits in any financial year, the Whole-Time Director will be paid the above remuneration as Minimum remuneration subject to overall ceiling laid down in Schedule V of the Act, or any modification thereof. iii. The Nomination and Remuneration Committee and the Board of Directors may revise the existing or allow any other facilities/perquisites, from time to time, within the overall ceiling.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with the responsibilities of the appointee, who will provide overall leadership to the Company, with the Managing Director and Chief Executive Office reporting to him. The proposed remuneration is in line with the remuneration practices prevalent in the asset management industry for positions of comparable seniority and responsibility.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Other than the proposed remuneration, Mr. Vikrant Kishore Gugnani does not have any pecuniary relationship directly or indirectly with the Company. He is also not related to any other Director or any Managerial Personnel of the Company.
III	**OTHER INFORMATION**	
1	Reasons of loss or inadequate profits	The Company restarted operations in November 2013. Since then, the Company has launched 11 Mutual Fund schemes and 6 Portfolio Management Services Products. The Company being in the business of Asset Management, the main source of the income of the Company is the Management Fees on the Assets Under Management (AUM). AUM of Shriram Mutual Fund has increased by 27.71% from Rs. 895.72 crores as at March 31, 2025 to Rs. 1,143.88 crores as at March 31, 2026 and corresponding Management Fees increased from Rs. 196.87 lakhs in FY 2024-25 to Rs. 295.17 lakhs in FY 2025-26. However, since the Company is still in expansion mode investing in infrastructure & resources to augment future business revenue, the Company is incurring loss. Further, the normal gestation period in AMC business is long.
2	Steps taken or proposed to be taken for improvement	- Continued strengthening of investment capabilities with the aim to deliver consistent risk adjusted returns and performance vs. peers - Launch of new products to complete core product portfolio and to garner higher share of fund flows

		- Increasing distribution footprint beyond top 30 markets to tap into higher growth trend in B30 cities - Focus on SIP for steady flows
3	Expected increase in productivity and profits in measurable terms	- Improvement in Scheme Performance - Increase share of distributor flows with more products - Larger number of active distributors / channel partner to distribute our schemes for business generation - AUM growth through significant net inflow

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vikrant Kishore Gugnani under Section 190 of the Act.

As per Shriram Asset Management Company Limited- Employees Stock Option Plan 2022 ('ESOP-2022'), the maximum number of Options that shall be granted to any specific Employee of the Company under ESOP-2022, in any financial year and in aggregate under the ESOP-2022 shall not exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

Further, grant of stock options in any financial year and in aggregate under the ESOP-2022 to Mr. Gugnani may exceed 1% of the issued equity share capital, therefore, specific approval of the members through a special resolution is being sought for the same considering that no further consent or approval of the members would be required and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

No director, key managerial personnel or their relatives, except Mr. Gugnani, to whom the resolution relates or his relatives, are interested or concerned, financial or otherwise in the resolution.

Members may note that in terms of the provisions of the SEBI Listing Regulations, all the related parties of the Company (whether or not a party to the aforesaid transaction), shall abstain from voting on Resolution under Item No. 2.

The Board recommends the Special Resolution set forth in **Item No. 2** of this Postal Ballot Notice for the approval of the Members of the Company.

Item No: 3

Presently, the registered office of the Company is situated at 217, 2nd Floor, Swastik Chambers, Near Junction of S.T. & C.S.T. Road, Chembur, Mumbai, Maharashtra – 400 071, while most of the companies within the Shriram Group have their registered offices in Chennai. Many of the statutory compliances like under the Companies Act, Income Tax, GST etc., are based on the location of the registered office of the Company. Such specialized laws compliances require expertise on these areas. Shriram Group corporate office is situated in Chennai and over the last 2 to 3 decades, the Group has established a special team of experts in these areas. It is felt that the Company should make use of such Group resources available, which will not only facilitate convenience of compliance, but also all other benefits accrue out of such expert knowledge.

In view of the above, the Board of Directors of the Company, vide resolution passed by circulation on November 17, 2026 has approved the proposal to shift the Registered Office of the Company from 217,

2nd Floor, Swastik Chambers, Near Junction of S.T. & C.S.T. Road, Chembur, Mumbai, Maharashtra – 400 071 to Shriram House, No. 4 (67), Burkit Road, T. Nagar, Thyagarayanagar, Chennai, Tamil Nadu- 600017.

Pursuant to the provisions of Sections 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and consequent alteration of Clause II of the Memorandum of Association (MOA) of the Company require the approval of members of the Company by means of a Special Resolution and approval of the Central Government (powers delegated to the Regional Director).

Therefore, the approval of the members is sought through Postal Ballot / e-voting for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu and consequently, for altering Clause II of the MOA.

A copy of the MOA of the Company (with proposed change), resolution passed by the Board of Directors in this regard and other allied documents, if any, being referred to in the Notice will also be available for inspection without any fees by the Members electronically until 5:00 p.m of the last date of remote e-voting on the Postal Ballot.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends Special Resolution as set forth in **Item No. 3** of this Postal Ballot Notice for the approval of the Members of the Company.

By order of the Board of Directors
For **Shriram Asset Management Company Limited**
Sd/-
Vinita A. Kapoor
Company Secretary & Lead-Legal
ICSI Membership No. A33574

Place: Mumbai
Date: November 17, 2026

Annexure A

Additional information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to the Appointment of Director.

Name of the Director	Mr. Vikrant Kishore Gugnani (DIN: 01814337)
Date of Birth & Age	July 1, 1970 56 years
Date of Appointment/Date of first appointment on the Board	November 16, 2026
Qualifications	Chartered Accountant (CA) B.Com (Hons)
Expertise in specific functional area	He is a seasoned financial services leader with close to 30 years of experience spanning banking, asset management, and financial services across multiple geographies. He has held senior leadership roles across Reliance Capital as well as with Citibank India & Indonesia and has also served as the CEO of Reliance Capital Asset Management Limited. He spearheaded the change in the asset management industry, in India, during the period 2005-10. Additionally, having built businesses in several countries across India, the Asia Pacific, and the Middle East, he possesses a significant understanding of both Emerging and Developed markets.
Terms and conditions of Appointment	Appointed as Vice-Chairman and Whole-Time Director of the Company
Remuneration last drawn (including sitting fees)	Not Applicable
Remuneration to be paid	As per details set out in the explanatory statement annexed to the Postal Ballot Notice
Directorships held in other companies	1. Youfirst Ventures Private Limited 2. Proathalon Sports Private Limited
Membership/ Chairmanship of Committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	Nil
The Listed entity from which Director has resigned in last three years	Nil
No. of Board Meetings attended during the last Financial Year 2025-2026	Not Applicable
No. of shares held in the Company (#)	Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Vikrant Kishore Gugnani is not related to any Director or Key Managerial Personnel

As on the date of Notice of Postal Ballot

Annexure B

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Mr. Vikrant Kishore Gugnani (DIN: 01814337)
2.	Country of incorporation of the related Party	Not Applicable
3.	Nature of business of the related party	Individual
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:	Vice-Chairman and Whole-Time Director of the Company
	• Shareholding of the listed entity, whether direct or indirect, in the related party.	Not Applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity	Nil
A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nil
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with	No

Sr. No.	Particulars of the information	Information provided by the management
	the listed entity during the last financial year.	
A(4) Amount of the proposed transactions		
1.	Amount of the proposed transactions being placed for approval in the meeting of shareholders.	Remuneration of Rs. 3,50,00,000/- per annum payable to Mr. Vikrant Kishore Gugnani will comprise of the following: **1. Basic Salary** - Rs.1,05,01,200/- per annum **2. House Rent Allowance** - Rs.52,50,600/- per annum **3. Other Allowance** - Rs.1,76,28,056/- per annum **4. Perquisites:** (i) **Medical reimbursement** – Reimbursement of Medical expenses for Vice-Chairman and Whole-Time Director and family as per Company's Group Medical Insurance Policy. (ii) **Contribution to Provident Fund, Superannuation fund or Annuity Fund** – As per the rules of the company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either simply or put together are not taxable under the Income Tax Act, 2025. (iii) **Gratuity** as per the rules of the Company. (iv) **Encashment of Leave** at the end of the tenure as per the rules of the Company. (v) **Reimbursement allowance** upto Rs.3,60,000/- per annum towards Fuel & Driver allowance. **5. Annual increments and Performance Linked Variable Pay**: Annual increments and Performance Linked Variable compensation payable from time to time shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Company's Remuneration Policy and terms of his appointment. **6. ESOP**: Stock options as determined by the Nomination and Remuneration Committee /Board of Directors from time to time as per the terms of the Company's ESOP policy. **7. Other applicable terms:** i. The Whole-Time Director shall not be paid any sitting fees for attending meetings of the Board or Committee of Directors and general meetings. ii. In the event of absence or inadequacy of profits in any financial year, the Whole-Time Director will be paid the above remuneration as Minimum remuneration subject to overall ceiling laid down in Schedule V of the Act, or any modification thereof.

Sr. No.	Particulars of the information	Information provided by the management
		iii. The Nomination and Remuneration Committee and the Board of Directors may revise the existing or allow any other facilities/perquisites, from time to time, within the overall ceiling.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	The value of the proposed transaction is 118.58% of Company's annual consolidated turnover of Rs. 2,95,16,798/- for FY 2025-26.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
6.	Financial performance of the related party for the immediately preceding financial year.	Not Applicable
A(5) Basic details of proposed transactions to be approved		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Appointment of Vice-Chairman and Whole-Time Director and payment of remuneration to him, being a material related party transaction
2.	Details of the proposed transaction	Directors' remuneration
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 Years
4.	Whether omnibus approval is being sought?	No. Specific approval has been sought for the proposed transaction.

Sr. No.	Particulars of the information	Information provided by the management
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Remuneration of Rs. 3,50,00,000/- per annum payable to Mr. Vikrant Kishore Gugnani will comprise of the following: **1. Basic Salary** - Rs.1,05,01,200/- per annum **2. House Rent Allowance** - Rs.52,50,600/- per annum **3. Other Allowance** - Rs.1,76,28,056/- per annum **4. Perquisites:** (i) **Medical reimbursement** – Reimbursement of Medical expenses for Vice-Chairman and Whole-Time Director and family as per Company's Group Medical Insurance Policy. (ii) **Contribution to Provident Fund, Superannuation fund or Annuity Fund** – As per the rules of the company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either simply or put together are not taxable under the Income Tax Act, 2025. (iii) **Gratuity** as per the rules of the Company. (iv) **Encashment of Leave** at the end of the tenure as per the rules of the Company. (v) **Reimbursement allowance** upto Rs.3,60,000/- per annum towards Fuel & Driver allowance. **5. Annual increments and Performance Linked Variable Pay**: Annual increments and Performance Linked Variable compensation payable from time to time shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Company's Remuneration Policy and terms of his appointment. **6. ESOP**: Stock options as determined by the Nomination and Remuneration Committee /Board of Directors from time to time as per the terms of the Company's ESOP policy. **7. Other applicable terms:** i. The Whole-Time Director shall not be paid any sitting fees for attending meetings of the Board or Committee of Directors and general meetings. ii. In the event of absence or inadequacy of profits in any financial year, the Whole-Time Director will be paid the above remuneration as Minimum remuneration subject to overall ceiling laid down in Schedule V of the Act, or any modification thereof. iii. The Nomination and Remuneration Committee and the Board of Directors may revise the existing or allow any

Sr. No.	Particulars of the information	Information provided by the management
		other facilities/perquisites, from time to time, within the overall ceiling.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Nomination and Remuneration Committee and the Board have considered the extensive experience of Mr. Vikrant Kishore Gugnani in banking, asset management and financial services, his prior leadership of asset management businesses, the strategic responsibilities proposed to be entrusted to him, the remuneration practices prevailing in the asset management industry for positions of comparable seniority and the Company's long-term growth plans. The induction of experienced leadership is critical for accelerating growth in assets under management, strengthening investment and distribution capabilities and achieving sustainable profitability. Accordingly, the proposed remuneration is considered reasonable and in the best interests of the Company and its shareholders. The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Mr. Vikrant Kishore Gugnani
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
9.	Other information relevant for decision making.	None