



SHIRIRAM ASSET MANAGEMENT COMPANY LIMITED

CIN: L65991MH1994PLC079874

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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 of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as '**MCA Circulars**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India 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}, the Resolutions for Special Businesses appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means ('**remote e-voting**').

SPECIAL BUSINESS

1. Approval for Related Party Transactions for PMS Distribution Services

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm's length basis in one or more tranches with 'Way2Wealth Brokers Private Limited', 'Shriram Fortune Solutions Limited', 'Shriram Insight Share Brokers Limited', 'Shriram Wealth Limited' and 'Shriram Finance Limited' being 'Related Party' within the meaning of the Act and the Listing Regulations at such terms and conditions as more particularly enumerated in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

2. Approval for Related Party Transactions with Shriram Credit Company Limited (Holding Company)

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm's length basis in one or more tranches with 'Shriram Credit Company Limited' being 'Related Party' within the meaning of the Act and the Listing Regulations at such terms and conditions as more particularly enumerated in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

3. Approval for Related Party Transactions with subsidiaries of Shriram Credit Company Limited

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm's length basis in one or more tranches with subsidiaries (this term shall be deemed to include both present and future subsidiaries) of 'Shriram Credit Company Limited' being 'Related Party' within the meaning of the Act and the Listing Regulations at such terms and conditions as more particularly enumerated in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

4. Approval for limits applicable for making investments / extending loans and giving guarantee or providing securities as per Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolutions passed by the members and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, the approval of the Members of the Company be and is hereby accorded to the Board to (i) give any loan to any person or other body corporate (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate, invest in Central Government Securities, PSU Bonds, State Government Securities, Units of Mutual Fund, Warrants as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) in their absolute discretion deem beneficial and in the interest of the Company so that the aggregate of the investments so far made along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time INR 2,20,00,00,000/- (Indian Rupees Two Hundred and Twenty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investments, loans, guarantees or securities including the timing, the amount and other terms and conditions as it may, in its absolute discretion, deem appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors
For **Shriram Asset Management Company Limited**

Place: Chennai
Date: January 29, 2025

Reena Yadav
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice 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 of the last date of remote e-voting on the Postal Ballot i.e. Thursday, March 06, 2025. Members seeking to inspect the same can send an email to srmf@shriramamc.in, at least 7 working days before the date on which they intend to inspect the document.
2. The Board of Directors has appointed Mr. Suhas Ganpule, Practicing Company Secretary (Membership No. 12122) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. 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, January 31, 2025 ("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 Friday, March 07, 2025.** 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. **Thursday, March 06, 2025.**
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 Wednesday, February 05, 2025 and ends at 5:00 P.M. on Thursday, March 06, 2025.** 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, January 31, 2025, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi 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

	<p>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.</p> <ol style="list-style-type: none"> 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 & New System Myeasi 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service 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/IdideasDirectReg.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.

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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot 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 Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
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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:**

- 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 Compound, 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**

Place: Chennai

Date: January 29, 2025

Reena Yadav

Company Secretary

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

Item No. 1:

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the Board of Directors and prior approval of the Members by way of ordinary resolution is required, in cases where certain transactions with related parties exceed such sum as specified in the said Rules. Further, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and are on arm's length basis.

The Related Party Transactions entered/to be entered into by the Company are on arm's length basis and in the ordinary course of business. A Certificate from Independent Auditor certifying that the transaction(s)/ arrangement(s)/ agreement(s) are in the ordinary course of the business and at arm's length and the approval of the Audit Committee / Board has been obtained wherever required. The copy of the Auditor Certificate will be available for inspection without any fees by the Members electronically. Members seeking to inspect the same can send an email to srmf@shriramamc.in.

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prior approval of the Members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Company proposes to enter into new/ further contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) with 'Way2Wealth Brokers Private Limited (W2WBPL)', 'Shriram Fortune Solutions Limited (SFSL)', 'Shriram Insight Share Brokers Limited (SISBL)', 'Shriram Wealth Limited (SWL)' and 'Shriram Finance Limited (SFL)' in the ordinary course of business and at arm's length basis. The estimated value of contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) to be entered together with the existing ones (applicable wherever there is one) exceeds 10% of the annual consolidated turnover of the Company.

Thus, these transactions would require prior approval of the Members by way of Ordinary Resolution.

Further, as required by Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 Members are apprised of the following in respect of the related party transaction:

Sr. No.	Particulars	Details				
		i.	ii.	iii.	iv.	v.
1.	Name of the related party and its Relationship with the Company including nature of its concern or interest (financial or otherwise)	Way2Wealt h Brokers Private Limited (W2WBPL)- Promoter Group	Shriram Fortune Solutions Limited (SFSL)- Promoter Group	Shriram Insight Share Brokers Limited (SISBL)- Promoter Group	Shriram Wealth Limited (SWL)- Promoter Group	Shriram Finance Limited (SFL)- Promoter Group
2.	The type, material terms and particulars of the proposed transaction	PMS Distribution Service				
3.	Tenure of the transaction	Transaction(s) can be carried out in one or more tranches for a period not exceeding 5 (five) Financial years i.e. upto FY 2030 i.e. approval will be valid upto FY 2030.				
4.	Value of the proposed transaction	INR 4 Cr per annum	INR 1 Cr per annum	INR 1 Cr per annum	INR 10 Cr per annum	INR 1 Cr per annum
5.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial	407%	102%	102%	1019%	102%

	year, that is represented by the value of the proposed transaction					
6.	Justification as to why the RPT is in the interest of the Company	By distributing Shriram AMC's PMS products, the Company aims to expand its customer base and drive overall Business growth.				
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors relevant to the contract have been considered.				
8.	Any other information that is relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.				

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no related parties shall vote to approve such resolutions, therefore, none of the related party entities will vote to approve the Resolution.

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

The Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

Item No. 2:

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prior approval of the Members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Related Party Transactions entered/to be entered into by the Company are on arm's length basis and in the ordinary course of business. A Certificate from Independent Auditor certifying that the transaction(s)/ arrangement(s)/ agreement(s) are in the ordinary course of the business and at arm's length and the approval of the Audit Committee / Board has been obtained wherever required. The copy of the Auditor Certificate will be available for inspection without any fees by the Members electronically. Members seeking to inspect the same can send an email to srmf@shriramamc.in.

Company proposes to enter into new/ further contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) with 'Shriram Credit Company Limited' in the ordinary course of business and at arm's length basis.

However, the estimated value of contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) to be entered with 'Shriram Credit Company Limited' exceeds 10% of the annual consolidated turnover of the Company.

Thus, these transactions would require prior approval of the Members by way of Ordinary Resolution.

Further, as required by Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 Members are apprised of the following in respect of the related party transaction:

Sr. No.	Particulars	Details	
		i	ii
1.	Name of the related party and its Relationship with the Company including nature of its concern or interest (financial or otherwise)	Shriram Credit Company Limited (SCCL), the Holding Company	
2.	The type, material terms and particulars of the proposed transaction	<p>Investment in the Non-Convertible Debentures (NCDs) and / or Commercial Paper (CPs) issued by SCCL.</p>	<p>To provide financial support to the Company's employees in the form of loans. Based on Company's policy and approvals, SCCL to release loans to applicant employees.</p> <p>The Company to provide a comfort letter to SCCL that all EMI recoveries to be done by Company through payroll and be paid to SCCL. In case of exit, needful recoveries to be done in the employee full & final settlement.</p> <p>In lieu of the financial support provided to the employees, Company shall in turn guarantee the repayment of the outstanding loan balance to SCCL in the event of any default made by the employees in repayment of the loan. Hence, in the event of default on the part of the employees of the Company, the obligation will be on the Company to make good the default/repay the loan on behalf</p>

			of the employees of the Company to SCCL.
4.	Tenure of the transaction	Investment in the NCDs /CPs of SCCL can be carried out in one or more tranches for a period not exceeding 5 Financial years i.e. upto FY 2030 i.e. approval will be valid upto FY 2030.	Approval will be valid upto 5 Financial Years i.e. upto FY 2030.
5.	Value of the proposed transaction	Upto INR 100 Crores (NCDs/CPs)	Upto INR 25 Lacs
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	10187%	25%
7.	Justification as to why the RPT is in the interest of the Company	Investment gives a return which is not only compatible but also better than other money market instruments available in the market.	To standardise the Employee Group Policy.
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors relevant to the contract have been considered.	
9.	Details of the proposed RPTs relating to any loans, inter-corporate deposits, advances or		Not Applicable

	<p>investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>Source of the funds would be the amount to be received on account of preferential issue of equity shares and the present cash/liquid resources of the Company.</p> <p>Not applicable, since the Company would not be incurring any indebtedness for the purpose of investments.</p> <p>Investment in Non-convertible debentures/ Commercial Papers shall be for not more than 5 years at any given point of time.</p> <p>Interest Rate – Interest rate shall not be less than 7.5% per annum.</p> <p>Repayment- Repayable on maturity date/ expiry date.</p> <p>Rating- Unrated/ Investment Grade Rating.</p> <p>The funds shall be utilized to meet general corporate purposes and to meet other business requirements /objectives.</p>	
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9.	Any other information that is relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no related parties shall vote to approve such resolutions, therefore, none of the related party entities will vote to approve the Resolution.

At present, expect Mrs. Subhasri Sriram, also a director in SCCL and to the extent of her shareholding interest, none of the other Directors or the Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members.

Item No. 3:

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prior approval of the Members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Related Party Transactions entered/to be entered into by the Company are on arm's length basis and in the ordinary course of business. A Certificate from Independent Auditor certifying that the transaction(s)/ arrangement(s)/ agreement(s) are in the ordinary course of the business and at arm's length and the approval of the Audit Committee / Board has been obtained wherever required. The copy of the Auditor Certificate will be available for inspection without any fees by the Members electronically. Members seeking to inspect the same can send an email to srmf@shriramamc.in.

Company proposes to enter into new/ further contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) with subsidiaries (this term shall be deemed to include both present and future subsidiaries) of 'Shriram Credit Company Limited' in the ordinary course of business and at arm's length basis. However, the estimated value of contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) to be entered with subsidiaries of 'Shriram Credit Company Limited' together with the existing ones (applicable wherever there is one) exceeds 10% of the annual consolidated turnover of the Company.

Thus, these transactions would require prior approval of the Members by way of Ordinary Resolution.

Further, as required by Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 Members are apprised of the following in respect of the related party transaction:

Sr. No.	Particulars	Details
1.	Name of the related party and its Relationship with the Company including nature of its concern or interest (financial	Subsidiaries (this term shall be deemed to include both present* and future subsidiaries) of Shriram Credit Company Limited (SCCL), the Holding

	or otherwise)	Company. *Present subsidiaries of SCCL includes (1) Shriram Wealth Limited, (2) Shriram Insight Share Brokers Limited, (3) Shriram Fortune Solutions Limited, (4) Sea Funds Management India Private Limited, (5) Way2Wealth Brokers Private Limited, (6) Indypurse Digital Technologies Private Limited, (7) Way2Wealth Commodities Private Limited (8) Shriram Trustees Limited.
2.	The type, material terms and particulars of the proposed transaction	Granting loan / providing Inter-Corporate Deposit in one or more tranches to support the furtherance of business operations (including general corporate purpose) of subsidiaries of the Holding Company. Repayment: Repayable on demand. Interest rate: As mutually agreed but shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan (As per Section 186(7) of the Companies Act, 2013).
4.	Tenure of the transaction	Transaction(s) can be carried out in one or more tranches for a period not exceeding 5 Financial years i.e. upto FY 2030 i.e. approval will be valid upto FY 2030.
5.	Value of the proposed transaction	Loan / Inter-Corporate Deposit be granted/ given in one or more tranches for an amount not exceeding INR 100 crores outstanding in aggregate at any point of time.
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	10187%
7.	Justification as to why the RPT is in the interest of the Company	Financial assistance/support is a continuous/recurring activity taking place amongst the group companies. It is driven by capital/ fund requirement for business growth, operations and for their other business requirement/objectives.
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors relevant to the contract have been considered.
9.	Details of the proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in	Source of the funds would be the amount to be

	<p>connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>received on account of preferential issue of equity shares and the present cash/liquid resources of the Company.</p> <p>Not applicable, since the Company would not be incurring any indebtedness for the purpose of providing loan / giving inter-corporate deposits.</p> <p>Loan / Inter-Corporate Deposit to be granted / given shall be for not more than 5 years at any given point of time.</p> <p>Interest Rate - As mutually agreed but shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan (As per Section 186(7) of the Companies Act, 2013).</p> <p>Repayment – Payable on Demand.</p> <p>Secured or Unsecured – Unsecured / Secured (book debts receivables).</p> <p>The funds shall be utilized to meet general corporate purposes and to meet other business requirements/objectives.</p>
9.	Any other information that is relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no related parties shall vote to approve such resolutions, therefore, none of the related party entities will vote to approve the Resolution.

At present, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Item No. 4:

The provisions of Section 186 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its

free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186 of the Act, exceeds the limits specified therein, prior approval of Members is required by way of a Special Resolution.

Members at the Extraordinary General Meeting held on January 08, 2025 gave approval to invest the funds of the Company in excess of the prescribed limit under Section 186 of the Companies Act, 2013 for an amount not exceeding INR 2,20,00,00,000/- (Indian Rupees Two Hundred and Twenty Crores Only) at any time. In view of the other business requirements in the foreseeable future, in lieu of the proposed transactions stated at Item No. 3, and in supersession of the earlier resolution passed by the members as stated above, it is proposed to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate for an amount not exceeding INR 2,20,00,00,000/- (Indian Rupees Two Hundred and Twenty Crores Only). Hence, members of the Company are requested to give their approval to include authority which allows the Board to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person along with the power to invest the surplus funds of the Company in excess of the hundred per cent of its free reserves and securities premium account of the Company i.e. for an amount not exceeding INR 2,20,00,00,000/- (Indian Rupees Two Hundred and Twenty Crores Only). The Board of Directors of the Company have approved and recommended the said inclusion in the already approved limit.

No Director, Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise in the resolution.

The Board recommends the Special Resolution set forth in Item No. 4 for the approval of the Members.

By order of the Board of Directors
For **Shriram Asset Management Company Limited**

Place: Chennai
Date: January 29, 2025

Reena Yadav
Company Secretary