

Date: February 08, 2024

To,  
**The Secretary**  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**Scrip Code: 531359**

**Dear Sir/Madam,**

**Reg.: Notice of Postal Ballot**

This is in furtherance to intimation dated February 07, 2024, about the decision of the Board of Directors of the Company to conduct the Postal Ballot of the Company.

In this connection the Remote e-voting facility has been provided pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the business to be transacted through the Postal Ballot. Members whose names appear in the Register of Members or Register of beneficial holders as on the Cut-off date i.e. Friday, February 09, 2024 can cast their votes by remote e-voting. The remote e-voting will commence on Tuesday, February 13, 2024 (9.00 A.M.) and ends on Wednesday, March 13, 2024 (5.00 P.M.).

Please find attached the copy of Notice of Postal Ballot for your record purpose.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

**for SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**

REENA  
PRASHANT  
YADAV

Digitally signed by REENA  
PRASHANT YADAV  
Date: 2024.02.08 10:27:15  
+05'30'

**REENA YADAV**  
**COMPANY SECRETARY**  
Contact No.9987095182

---

**Shriram Asset Management Company Limited**

SEBI Registration No. MF/017/94/4, CIN : L65991MH1994PLC079874

Mumbai Office : 515, Shiv Chambers, 'A' Wing, 5<sup>th</sup> Floor, Sector 11, C.B.D. Belapur, Navi Mumbai- 400 614

Phone : +91-22-27579301/7556, Fax : +91-22-27566634

Regd. Office: 217, 2<sup>nd</sup> Floor, Swastik Chambers, near Junction of S.T. & C.S.T. Road, Chembur, Mumbai 400 071 Phone : +91-22-40060810 / 40060815

Admin. Head Office: 511-512, 5<sup>th</sup> Floor, Meadows, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai 400 059 Phone : +91-22-49696944

Email : [srmf@shriramamc.in](mailto:srmf@shriramamc.in), Website : [www.shriramamc.in](http://www.shriramamc.in)

---



**SHRIRAM ASSET MANAGEMENT COMPANY LIMITED**

CIN: L65991MH1994PLC079874

Registered Office: 217, 2<sup>nd</sup> 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](mailto:srmf@shriramamc.in) Website: [www.shriramamc.in](http://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 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. 09/2023 dated September 25, 2023 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 Special 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. Alteration of Object Clause of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment or re-enactment thereof for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), the approval of the Members of the Company be and is hereby accorded for alteration of Clause III (A) of the Memorandum of Association of the Company relating to its Objects by adding following sub clause (2) after sub clause (1) in Clause III A:

To carry on the business of and to provide portfolio management services, alternate investment funds, investment advisory services, management and advisory services to offshore funds, pension funds, provident funds, venture capital funds and insurance funds; and financial consultancy, exchange of research and analysis on a commercial basis, financial advice and facilities of every description, including and without limitation to those services capable of being provided by fund and investment managers, advisors, promoters and managers of mutual funds and unit trusts, to all category of investors within or outside India.

**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. Alteration of Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment or re-enactment thereof for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to such terms, conditions, amendments or modifications as may be required or suggested by

any such appropriate authority(ies), the approval of the Members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association (MOA) of the Company:-

- a. Changing the title of the MOA to effect the applicability of provisions of the Companies Act, 2013
- b. To alter the title of Clause III A & III B with the title prescribed under Schedule I of the Companies Act, 2013 to be read hereinafter as

**Clause III A:** Main Objects of the Company to be pursued by the company on its incorporation are:

**Clause III B:** Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

- c. To merge the existing Clause III C with Clause III B as per the provisions of the Companies Act, 2013 pursuant to which the text 'Clause III C' stands deleted
- d. To delete the existing text appearing after point 74 of Clause III C which is read as follows:

**“AND IT IS HEREBY DECLARED THAT:-**

- (i) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (ii) The word “**Company**” (save when used with reference to this Company) in the Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not wherever domiciled.
- (iii) The objects set for the in each of the several sub-clauses of clauses III hereof shall have the widest possible construction and shall extend to all parts of the world and the objects set forth in any sub-clause of Clause III shall, subject to the provisions of the Companies Act, 1956, be independent and shall, in no way, be limited or restricted by reference to or inference from the terms of the clauses of sub-paragraph “A” or by the name of the Company.
- (iv) Nothing in this paragraph shall authorise the Company to carry any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.”

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and is hereby 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.”

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

Place: Chennai  
Date: February 07, 2024

**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. Members seeking to inspect the same can send an email to [srmf@shriramamc.in](mailto:srmf@shriramamc.in)
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, February 09, 2024 (“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](http://www.shriramamc.in) and also on the website of Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://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 within 48 hours from the conclusion of the e-voting i.e. on or before 5.00 PM on Friday, March 15, 2024.** The said results along with the Scrutinizer's Report would be uploaded on the website of the Company [www.shriramamc.in](http://www.shriramamc.in) and also would be communicated to the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://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, March 13, 2024.**
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, February 13, 2024 and ends at 5:00 P.M. on Wednesday, March 13, 2024.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 09, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting 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 abovesaid 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 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](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are 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](mailto: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](mailto:srmf@shriramamc.in) / [support@purvashare.com](mailto: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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

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

Place: Chennai  
Date: February 07, 2024

**Reena Yadav**  
Company Secretary

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

### **Item No. 1:**

Regulation 24 (b) of SEBI (Mutual Funds) Regulations, 1996 permits asset management companies to undertake business activities stated therein subject to compliance with the conditions specified therein. Given this Shriram Asset Management Company Limited is constantly in the process of understanding the needs of its customers and accordingly strengthening its fund management offerings.

Accordingly, it is proposed to add additional business activities including the business activities mentioned in Regulation 24(b) of SEBI (Mutual Funds) Regulations, 1996 in the object clause of the Memorandum of Association (MOA).

Section 13 of the Companies Act, 2013 provides that a Company with the approval of the members of the Company by a special resolution, can alter the provisions of its MOA. In view of above facts, approval of the Members is hereby sought for effecting alteration in the existing Object Clause of the MOA of the Company by adding new sub-clause no. 2 after existing sub-clause no. 1, in Clause III A.

The Board recommends the Special Resolution set out in Item no. 1 of this Notice for the approval of the Members.

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

### **Item No. 2:**

Shriram Asset Management Company Limited was incorporated under the provisions of the Companies Act, 1956. The existing clauses in the current Memorandum of Association (MOA) of the Company are therefore based on the Companies Act, 1956, which are no longer in force. Further, the said Companies Act, 1956 has been repealed and replaced by the Companies Act, 2013 ("the Act") and consequently, it is considered expedient to align the existing MOA of the Company with the format of Memorandum of Association for public companies limited by shares as prescribed under the Act. The modification in MOA is carried out to give effect to provisions of the Companies Act, 2013.

In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the "Main Objects", "Incidental or Ancillary Objects" and "Other Objects" under the erstwhile Companies Act, 1956 has changed. Accordingly, and in view of the requirements, the Objects Clause is proposed to be amended as under:

1. The Objects Clause will now have 2 parts viz. Part A - 'The Objects to be pursued by the Company on its incorporation are:' and Part B 'Matters which are necessary for furtherance of the Objects specified in Clause III A. are:'
2. All the existing clauses of ancillary and other objects of the Company are now merged to be a part of Clause III B. i.e. matters which are necessary for furtherance of the Objects specified in Clause III A and the text Clause III C stands deleted.
3. Further, the existing text appearing after point 74 of Clause III C is proposed to be deleted in line with the requirements of the Companies Act, 2013.

The alteration of MOA requires the approval of the Shareholders by means of Special Resolution pursuant to Section 13 of the Act and accordingly the approval of the Shareholders is being sought.

The Board recommends the Special Resolution set out in Item no. 2 of this Notice for the approval of the Members.

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

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

Place: Chennai  
Date: February 07, 2024

**Reena Yadav**  
Company Secretary