

SEC/FILING/BSE-NSE/24-25/68A-B

March 24, 2025

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 511218

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: SHRIRAMFIN

Dear Sir/Madam,

Sub.: Intimation under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) for amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This is to inform you that the Board of Directors of the Company at their meeting held today i.e. March 24, 2025, inter-alia, approved amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”).

Pursuant to Regulation 8(2) of the SEBI PIT Regulations, please find enclosed herewith the amended Code.

The Code is also being hosted on the website of the Company at <https://www.shriramfinance.in/investors/governance>

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **SHRIRAM FINANCE LIMITED**

U BALASUNDARARAO
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: a/a.

Shriram Finance Limited

Corporate Office: Wockhardt Towers, Level -III, West Wing, C-2, G-Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra. Ph: +91 22 4095 9595

Registered Office: Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India. Tel: +91 44 2499 0356

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

SHRIRAM FINANCE LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

This Code is formulated by the Board of Directors of the Company and published on website of the Company pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**SEBI (PIT) Regulations**) as amended and adheres to the principles of fair disclosures set out in Schedule A of SEBI (PIT) Regulations.

1. Definitions:

Words and expressions used in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or in any amendment thereto shall have the meanings respectively assigned to them in those legislation.

2. Prompt public disclosure of unpublished price sensitive information (“UPSI”)

The Company shall make prompt public disclosure of UPSI upon becoming concrete and credible in nature to make it generally available information. However, no such public disclosure of information need to be made by the Company under the SEBI(PIT) Regulations with regard to the ideas or proposals or potential transactions at preliminary or nascent stage pertaining to the following matters:

- (i) Mergers, demergers, amalgamation, re-organization of companies or any other schemes of arrangements and re-structuring among shareholders, debenture holders, security holders or creditors of the Company;
- (ii) acquisitions, sale, disposal of securities or undertaking(s);
- (iii) sale, disposal or hiving off of units, undertakings, divisions or subsidiary;
- (iv) increase in capital by issue of bonus shares, further issue of securities on rights, preferential basis to shareholders or strategic investors or QIBs

unless a credible and concrete information has emerged.

3. Policy on legitimate purposes

Communicating, providing or allowing access to any information including UPSI (hereinafter referred to as '**sharing of any information**') in the following cases, situations, circumstances, events or purposes may be necessary in furtherance of legitimate purposes, whether or not such sharing is in the ordinary course of business of the Company :

(i) audit of the Company's accounts, (ii) board of directors meetings and meetings of the committees, senior management (iii) legal matters (iv) due diligence carried in connection with issue of securities, borrowings and dealings with lenders (v) obtaining and renewal of credit rating in connection with raising of funds and borrowings of the Company (vi) inspection of books of accounts, record and transactions of the Company by the regulators (vii) issue and listing of securities of the Company (viii) sharing of information with group companies/ promoters /persons acting in concert or any other persons or entities on need-to-know basis or in performance of duties or discharge of legal obligations, as per the requirement of law or any agreements in the best interest of the Company.

The persons involved or participating in initiation, exploration, evaluation and finalization of the ideas or proposals, potential transaction or consummation of any transactions may include promoters, group companies, major shareholders holding or controlling, directly or indirectly, more than 10% paid-up equity share capital of the Company, partners or persons acting in concerts, collaborators, lenders, customers, suppliers, merchant bankers, lead managers, legal advisors, auditors, insolvency professionals or other advisors and consultants in analysis, review, advise, deliberations, confirming, checking , testing viability of such ideas, proposals or potential transactions which may require carrying out of legal and business due diligence, taking legal advice, approaching regulators, dealing with various persons in connection with the ideas/proposals, entering into confidentiality, exclusivity and standstill agreements, non-disclosure agreements, memorandum of understandings etc., entering into negotiations, finalizing transaction documents and all gamut of activities in relation thereto , doing all acts, deeds matters and things to take forward, consummate or abort the ideas , proposals or potential transaction.

The sharing of any information including UPSI in the cases, situations, circumstances, events and for the purposes mentioned above (which are of illustrative nature and not exhaustive) by, with or amongst the persons mentioned above by the Company or any person or official of the Company in good faith and in the best interest of the Company shall be considered to be for legitimate purposes.

The Company will give due notice to any person in receipt of UPSI pursuant to legitimate purposes to maintain confidentiality of such UPSI and the same will be entered in the Structured Digital Database (SDD) maintained by the Company.

4. Uniform and universal dissemination of UPSI

Uniform and universal dissemination of UPSI would be ensured by the Company by adopting a common platform i.e. Stock Exchanges for public disclosure. Once the UPSI is communicated to Stock Exchanges as aforesaid, then other medium of dissemination may be used to ensure such information is made accessible to the public on a non-discriminatory basis.

5. Designation of a senior officer as a chief investor relations officer

The Company has designated Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

6. Prompt dissemination of UPSI

During interactions with the investor community, the Company will ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders. In the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at a meeting with analysts or at any investor relations conference, such UPSI would be promptly communicated to the stock exchanges where the Company's securities are listed.

7. Appropriate and fair response to queries

The Chief Investor Relations Officer and in his absence the Chief Financial Officer of the Company is authorized to respond to any queries that may be received from stock exchanges, any regulatory authorities, press or investors of the Company, for verification of any market rumours relating to the Company, subject to internal clearances and in line with the Policy on Material events/information.

8. Transcripts or records of proceedings of meetings

The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

This Code is subject to review from time to time. In the event of any amendment in SEBI (PIT) Regulations, the same shall be deemed to be forming part of this Code and the same will prevail in case any provision of this Code inconsistent with the said amendment.

Last reviewed on March 24, 2025.
